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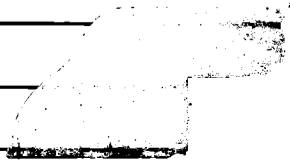
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RECEIVED
CLERK, CIRCUIT COURT

1977 NOV -3 AM 9 55

QUEEN ANNE'S COUNTY ARTICLES OF INCORPORATION

OF

CHURCH HILL CEMETERY, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, James T. Green, whose post office address is Church Hill, Queen Anne's County, Maryland (21623), an adult over the age of 18 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

CHURCH HILL CEMETERY, 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 and carry on a cemetery business; to maintain cemetery facilities for the burial of the dead; to sell and dispose of cemetery lots for burial purposes; to maintain and improve cemetery lands; and to establish methods for the perpetual care and maintenance of the same

(b) 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.

(c) 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.

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 or deny to this corporation any powers, rights or privileges granted to or conferred upon corporations of a similar character by the general laws of this State.

NOV -3-77 A #28082 *****75

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FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located at Church Hill, Queen Anne's County, Maryland, (21623), and the resident agent of the corporation is James T. Green, whose post office address is Church Hill, Queen Anne's County, Maryland (21623). 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 James T. Green, whose post office address is Church Hill, Queen Anne's County, Maryland (21623), Wilbur Jarvis, whose post office address is Church Hill, Queen Anne's County, Maryland (21623); and Thomas K. Helfenbein, whose post office address is Rt. 1 Box 67, Chester, Queen Anne's County, Maryland (21619), shall act as such until the first annual meeting of the corporation, or until their successor 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:

(a) 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.

(b) 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 part to, or may be pecuniarily or otherwise interested in any contract or transaction of this 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) of this corporation; and any director of this corporation who is also a director or officer of such other corporation, or who is pecuniarily or otherwise interested in such other corporation, 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 contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so otherwise interested therein.

000831

(c) 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 stock at the time outstanding, by a vote at a general or special meeting of stockholders, or in writing with or without such meeting,

(d) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid to 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 evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided by 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; shall have authority to exercise, without vote of stockholders, all powers of the corporation, whether conferred by law or by these articles, (1) to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities, and (2) shall have the power to exercise all the powers of this corporation with respect to the making of loans and the giving of security for loans in whatsoever form the Board of Directors shall from time to time authorize.

(g) 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 26th day of July, 1977.

WITNESS:

Walter G. Downes Jr

James T. Green (SEAL)
JAMES T. GREEN

STATE OF MARYLAND

TO WIT:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 26th day of July, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared James T. Green, and he did acknowledge the foregoing Articles of Incorporation to be his act, that to the best of his knowledge, information and belief the matters and facts set forth above are true and correct in all material respects, and that the statements are made under the penalties of perjury.

AS WITNESS my hand and Notarial Seal.



Walter G. Downes Jr
NOTARY PUBLIC
WALTER A. DOWNES JR

My Commission Expires: 7-1-1978

375 21

87

ARTICLES OF INCORPORATION
OF
CHURCH HILL CEMETERY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 27, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2391, folio 5 000828, 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 Special Fee paid \$

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



A 63836
STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Nov 19 77. AT M.
RE AND RECORDED IN
LIBER 2391, folio 5, Charter
RECORD BOOK FOR QUEEN ANNES
COUNTY.
Charles C. ... CLERK

LIBER 5 PAGE 5
bt

5 NOV 6

001451

RECEIVED
CLERK, CIRCUIT COURT
1977 NOV -3 AM 9:56
QUEEN ANNE'S COUNTY

WOODBURY FARM ENTERPRISES, INC.
Route 1, Box 409
Queenstown, Maryland 21658

July 8, 1977

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

Attention: Corporate Charter Department

Re: Woodbury Farm Enterprises, Inc.
(Formerly Bennett Lumber Company)

Gentlemen:

Pursuant to the provisions of Section 2-108 of the Corporations and Associations Article of the Annotated Code of Maryland, this is to hereby give notice that the Board of Directors of Woodbury Farm Enterprises, Inc. met on June 27, 1977 and took the following action:

As of June 27, 1977, the post office address of the principal office of the Corporation in the State of Maryland was changed from 205 Glendale Avenue, Centreville, Maryland 21617, to Woodbury Farm, Route 1, Box 409, Queenstown, Maryland 21658.

Enclosed is a check in the amount of \$5.00 to cover the filing fee.

WOODBURY FARM ENTERPRISES, INC.
(Formerly Bennett Lumber Company)

By Marion R. Leaverton
Marion R. Leaverton, President

JUL 11 9 50 AM '77

Enclosure

NOV -3-77 A #28083 *****1.00

\$1.00 PA

NOTICE OF CHANGE OF PRINCIPAL OFFICE
OF

WOODBURY FARM ENTERPRISES, INC.

57

received for record July 11, 1977, at 8:30 A.M.
and recorded on Film No. ~~239~~ 2 Frame No. ~~60~~ 001450 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 14856

Special fee paid \$3.00
Recording Fee Paid 2.00
Total \$5.00

Mr. Clerk - Mail to: CONSTABLE, ALEXANDER AND DANEKER
123 N. Washington St.
Easton, Maryland 21601

rs

STATE OF MARYLAND
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF July 1977 ATM.
RE AND RECORDED IN
LINE 5 July 6 Charter
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Cecil CLERK

LOCK 5 PAGE 7

LIBRA 5 FEB 8

000825

RECEIVED
CLERK, CIRCUIT COURT

1977 NOV -3 AM 9:56

QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION

OF

CANNON-WILBERT VAULT COMPANY, INC.
(a close corporation)

THIS IS TO CERTIFY:

FIRST: The subscriber, John F. Hall, whose post office address is P.O. Box 1211, 108 North Washington Street, Easton, Maryland 21601, being at least eighteen (18) years of age, does under and by virtue of the authority of Title 4, "Corporations, and Associations Article", Annotated Code of Maryland (1975), authorizing the establishment of a close corporation, forms a close corporation by the execution and filing of these Articles.

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

Cannon-Wilbert Vault Company, Inc.
(a close corporation)

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

To engage in the business of producing, buying and selling cemetery vaults, and the opening of graves, and all other services related to either of the above.

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 corporations which are contained in the General Laws of this State, specifically those limitations contained in

NOV -3-77 A 28084 *****375

Title 4, "Corporations and Associations Article", Supra, or corresponding future provisions of the Maryland Code, dealing with the establishment of close corporations.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 44, Sudlersville, Queen Anne's County, Maryland 21668. The resident agent of the Corporation is Willis Cannon, whose post office address is Box 44, Sudlersville, Queen Anne's County, Maryland 21668. 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 5,000 shares without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation initially shall have one director to serve until such time as the organizational meeting of Directors is completed. Upon the completion of such organizational meeting, and the issuance of some of the common stock of the Corporation, the office of the Board of Directors shall cease to exist without further act. Thereafter, the business and affairs of the Corporation shall be managed by action of the stockholders, and all power given to directors by law may be exercised by the shareholders.

The initial director of the Corporation shall be:

John F. Hall
P.O. Box 1211
108 North Washington Street
Easton, Maryland 21601

WITNESS, the incorporator's hand and seal this 26th day of July, 1977.

WITNESS:

Patricia P. Carl

John F. Hall

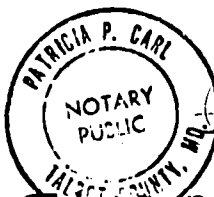
JOHN F. HALL

(SEAL)

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY, that on this 26th day of July, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared JOHN F. HALL, the incorporator herein, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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



Patricia P. Carl
Notary Public

My Commission Expires: July 6, 1978

3.75 PL

87

ARTICLES OF INCORPORATION
OF
CANNON-WILBERT VAULT COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 27, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2391, folio 4 000824, 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 Special Fee paid \$ _____

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 63835
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS _____ WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Feb 19 77 AT _____ M.
RE _____ AND RECORDED IN
LIBER 2391 folio 4 Charter
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles H. Cecil, CLERK

LIBER 5 PAGE 11

bt

1977 NOV -3 AM 9:56
QUEEN ANNE'S COUNTY

ARTICLES OF DISSOLUTION

OF

MARINE MAMMAL INSTITUTE, INC.

Marine Mammal Institute, Inc., a body corporate of the State of Maryland, having its principal office in Queenstown, Queen Anne's County, Maryland (hereinafter called "Corporation"), 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 herein above set forth, and the post office address of the principal office of the Corporation in the State of Maryland is Cheston-on-Wye, Queenstown, Maryland 21658.

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 proceedings pending or hereafter instituted or filed against the Corporation for one (1) year after the dissolution and thereafter until the affairs of the Corporation are wound up, is James G. Nelson, Wye Institute, Queenstown, Maryland 21658. The resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the Trustees of the Corporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Nina R. Houghton	Wye Plantation Queenstown, Maryland 21658
John D. Koenig	112 Ridge Road Rumson, New Jersey 07760
John R. Whaley, III	Wye Plantation Queenstown, Maryland 21658
Gordon L. Bowyer	83 Blackburn Road Summit, New Jersey 07901

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

THIS IS TO CERTIFY that all taxes levied on assessments

made by the State Department of Assessments and Taxation

of Maryland, billed by and payable to the Treasurer of

Queen Anne's County, by Marine Mammal Institute, Inc.,

a Maryland corporation, have been paid, except taxes barred

by Section 212 of Article 81, or otherwise, but including

taxes billed for the fiscal year 1976-1977.

Oscar A. Schulz
Treasurer, Queen Anne's County

Oscar A. Schulz

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

MARINE MAMMAL INSTITUTE, INC.

were received for record on July 25, 1977.

in accordance with the provisions of Sec. 77 of Art. 23 of the

Code (1957 Edition).

William L. Shoemaker
WILLIAM L. SHOEMAKER

DRAWN

March 16, 1977

LIBR 5 PAGE 15



Mary Ellen Stephens
Deputy Comptroller

First day of July A.D. 1977.

WITNESS my hand and official seal this

have been paid.

MARINE MAMMAL INSTITUTE, INC.

the said offices as of the date hereof by

and charges due the State of Maryland, payable through

action to the State Comptroller, show that all taxes

Employment Security, as reflected in their certifi-

State Comptroller's Office and of the Department of

THIS IS TO CERTIFY, That the books of the



COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 468

PHONE 269-3019

ANNAPOLIS, MARYLAND 21404

STATE OF MARYLAND

LOUIS L. GOLDSTEIN
COMPTROLLER
J. BASIL WISNER
CHIEF DEPUTY
GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLTZ, C.P.A.
DIVISION CHIEF

LIBR 5 PAGE 15

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000253

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

<u>NAME</u>	<u>TITLE</u>	<u>POST OFFICE ADDRESS</u>
Nina R. Houghton	President	Wye Plantation Queenstown, Md. 21601
John D. Koenig	Vice- President, Secretary	112 Ridge Road Rumson, N.J. 07760
Gordon L. Bowyer	Treasurer	83 Blackburn Road Summit, N.J. 07901

SIXTH: A majority of the entire Board of Trustees, by Informal Consent pursuant to Corporations and Associations Article 2-408(c) adopted a Resolution declaring that dissolution of the Corporation is advisable, and since pursuant to the Corporation's Charter and Bylaws there are no members and the Corporation is not permitted to issue stock, the dissolution is being carried out pursuant to Corporations and Associations Article 5-208.

SEVENTH: All debts, obligations, and liabilities of the Corporation have been paid and discharged, or adequate provision has been made therefor.

EIGHTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury to the effect that all taxes and charges due the State of Maryland, payable through such offices, have been paid, and a further certificate of the State Department of Assessments and Taxation of Maryland, that it has issued no assessments of personal property to any taxing authority.

IN WITNESS WHEREOF, Marine Mammal Institute, Inc., has caused these presents to be signed in its name and on its behalf by its President, attested by its Secretary, on this 18th day of April, 1977.

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

ATTEST:

MARINE MAMMAL INSTITUTE, INC.

John D. Koenig
John D. Koenig
Secretary

By *Nina R. Houghton*
Nina R. Houghton
President

THE UNDERSIGNED, President of Marine Mammal Institute, Inc., who executed on behalf of said Corporation the foregoing Articles of Dissolution, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Dissolution 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.

Nina R. Houghton
Nina R. Houghton

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

3.752

ARTICLES OF DISSOLUTION
OF
MARINE MAMMAL INSTITUTE, INC.

78

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 25, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2391, folio 600251, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special 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. Summers



STATE OF MARYLAND, A 63741
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS _____ WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF July 19 77 AT _____ M.
RE _____ AND RECORDED IN
LIBER Cecil 5 folio 12 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles W. Cecil CLERK

LIBER 5 PAGE 17
bw

RECEIVED
CLERK, CIRCUIT COURT

1977 NOV -3 AM 9:56

QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION

OF

JFD ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, John F. Douthirt, 3rd, whose post office address is Box 328, Stevensville, Queen Anne's County, Maryland, (21666), an adult over the age of 18 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

JFD ASSOCIATES, INC.

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

(a) To own, develop and carry on a surveying business, to conduct property lines surveys, and to own, develop and carry on a general drafting business.

(b) 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 and mixed, and from time to time vary any investment or capital of the corporation.

(c) 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.

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 or deny to this corporation any powers, rights or privileges granted to or conferred upon corporations of a similar character by 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 at Stevensville, Queen Anne's County, Maryland, (21666), and the resident agent of the corporation is John F. Douthirt, 3rd, whose post office address is Box 328, Stevensville, Queen Anne's County, Maryland (21666). Said resident agent is a citizen of the State of Maryland and actually resides therein.

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FIFTH: The corporation shall have at least three, and not more than ten directors, and John F. Douthirt, 3rd, whose post office address is Box 328, Stevensville, Queen Anne's County, Maryland (21666), and John F. Dourthirt, 4th, whose post office address is Box 328, Stevensville, Queen Anne's County, Maryland (21666), and Dolores M. Douthirt, whose post office address is Box 328, Stevensville, Queen Anne's County, Maryland (21666), 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:

(a) 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.

(b) 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 part to, or may be pecuniarily or otherwise interested in any contract or transaction of this 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) of this corporation; and any director of this corporation, or who is pecuniarily or otherwise interested in such other corporation, 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 contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so otherwise interested therein.

(c) 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 thereon 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 stock at the time outstanding, by a vote at a general or special meeting of stockholders, or in writing with or without such meeting.

(d) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid to 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 evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided by 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; shall have authority to exercise, without vote of stockholders, all powers of the corporation, whether conferred by law or by these articles, (1) to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities, and (2) shall have the power to exercise all the powers of this corporation with respect to the making of loans and the giving of security for loans in whatsoever form the Board of Directors shall from time to time authorize.

(g) 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 20 day of July, 1977.

WITNESS:

James G. Hennessey

John F. Douthirt, 3rd (SEAL)
JOHN F. DOUTHIRT, 3rd

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STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 20 day of July, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared John F. Douthirt, 3rd, and he did acknowledge the foregoing Articles of Incorporation to be his act, that to the best of his knowledge, information and belief the matters and facts set forth above are true and correct in all material respects, and that the statements are made under the penalties of perjury.

AS WITNESS my hand and Notarial Seal.


David H. Rowner, Jr.
NOTARY PUBLIC

My Commission Expires: 7-1-1978

ARTICLES OF INCORPORATION
OF
JFD ASSOCIATES, INC.

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approved and received for record by the State Department of Assessments and Taxation
of Maryland July 22, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2390, folio 003421⁵, 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 Special Fee paid \$ _____

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, 63698
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT

THIS _____ WAS
RECEIVED FOR RECORD THIS 31st
DAY OF April 19 77. AT _____ M.

RE _____ AND RECORDED IN
Case 5, folio 18, Charter
BOOK FOR QUEEN ANNES
Charles Cecil CLERK

bw

002662

RECEIVED
CLERK, CIRCUIT COURT
1977 NOV -3 AM 9:56
QUEEN ANNE'S COUNTY ROLPH'S WHARF MARINA, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ernest S. Cookerly, whose post office address is Chestertown, Maryland, 21620; Floyd L. Parks, whose post office address is Chestertown, Maryland, 21620; and M. Geraldine Morris, whose post office address is 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 corporation.

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

"ROLPH'S WHARF MARINA, INC."

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

(a) To engage in the maintaining of docks, piers, moorings, slips and all other facilities necessary to the operation of a marina.

(b) To engage in the business of making, building, constructing, repairing, servicing, storing, docking, buying and selling boats, vessels, ships and marine equipment and machinery of every kind, character and description, of operating drydocks and drydock facilities, marine railways, marine equipment and machinery of every kind, and to manufacture, purchase, sell and otherwise deal in and with marine supplies and accessories of all kinds and all other goods, wares and merchandise incident to and in connection with the operation of said business.

NOV -3-77 A #28007 *****5.75

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(c) 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 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.

(d) The owning, or operation, or both, of hotels, motels, inns, and restaurants, and all matters incident thereto.

(e) Buying and selling, at wholesale and retail, and the shipment and transportation of wood, coal, and fuel, of every kind, and description, and the construction, purchase, leasing, and operating, of docks, yards, and warehouses; such business to be carried on in this State and elsewhere.

(f) To carry on, and conduct, a general contracting business, including the designing, constructing, enlarging, repairing, remodeling, or otherwise engaging in, any work upon buildings, including homes, hotels, motels, apartment houses, and residences or manufacturing plants, and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry, and earth construction, and to execute contracts, or to receive assignments of contracts therefor, or relating thereto; also to manufacture and furnish the building materials and supplies connected herewith, and the doing of such other business, as shall be necessary, convenient, or incident thereto.

(g) To manufacture, buy, sell, and generally deal in, at wholesale, and/or retail, lumber, mill work, of all kinds, and any articles made, or manufactured, from lumber, or wood, together with the various products and by-products thereof.

(h) To manufacture, buy, sell, use, trade, and deal in, as principal, and/or agent, all kinds of building materials, including iron, steel, wood, brick,

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cement, granite, sand, lime, stone, and other substances, hardware, paints, and house, household and builders' supplies, and equipment, of all kinds.

(i) 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.

(j) 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.

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

(l) 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.

(m) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulae, 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.

(n) 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,

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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.

(o) 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.

(p) 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 payment thereof, and of the interest thereon, by mortgage, or pledge, or conveyance of assignment in trust, of the whole, or any part of, the property of the corporation, real, or personal, including contract rights, whether at the time owned, or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of, such bonds, debentures, notes or other obligations of the corporation, for its corporate purposes.

(q) 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.

(r) To carry out all, or any part of, the foregoing objects, as principal, factor, agent, contractor, or otherwise, either alone, or through,

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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 contract, 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.

(s) 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 place at which the principal office of the corporation in this State will be located is Rolph's Wharf, B.P.

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1, Chestertown, Queen Anne's County, Maryland 21620. The resident agent of the corporation is William F. Oakes, whose post office address is R.D. 4, Chestertown, Queen Anne's County, Maryland 21620. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have not less than three (3), nor more than nine (9) directors, and William E. Lonnecker, Arlene R. Lonnecker, and Williams S. Lonnecker, II, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SIXTH: The total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares, with par value of One Hundred (\$100.00) Dollars per share, all of one class and 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:

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

The Board of Directors shall have power to determine, from time to time, whether and to what extent and at what times and places, and under what conditions and regulations, the books, accounts, and documents of the corporation, or any of them, shall be open to the inspection of stockholders, except as so provided, no stockholder shall have any right to inspect any books, accounts, or documents of the corporation unless authorized so to do by resolution of the Board of Directors.

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

Any contract, transaction, or act of the corporation, or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall, so far as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

Unless the By-Laws otherwise provide, any officer, or employee, of the corporation (other than a director) may be removed, at any time, with or without cause, by the Board of Directors, or by any committee or superior officer, upon whom such power of removal may be conferred by the By-Laws, or by authority of the Board of Directors.

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

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

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

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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 percent 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 14th day of July, 1977.

Witness:

Nancy Lee Jewell

Ernest S. Cookerly (SEAL)
Ernest S. Cookerly

Nancy Lee Jewell

Floyd L. Parks (SEAL)
Floyd L. Parks

Nancy Lee Jewell

M. Geraldine Morris (SEAL)
M. Geraldine Morris

STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, that on this 14th day of July, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ERNEST S. COOKERLY, FLOYD L. PARKS and M. GERALDINE MORRIS, 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.

AS WITNESS my hand and Notarial Seal.

My commission expires:

July 1, 1978

Nancy Lee Jewell
Notary Public



ARTICLES OF INCORPORATION
OF
ROLPH'S WHARF MARINA, INC.

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approved and received for record by the State Department of Assessments and Taxation
of Maryland July 18, 1977 at 8:30 o'clock A. M. as in conformlty
with law and ordered recorded.

Recorded in Liber 2390, folio 10 002661, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 20.00 Recording fee paid \$ 23.00 Special Fee paid \$ _____

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. Hemmery



STATE OF MARYLAND, A 63616
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS WAS
RECEIVED FOR RECORD THIS 22
DAY OF July 1977. AT M.
HE AND RECORDED IN
LIBER 2390, folio 23, Charter
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles T. Cecil, CLERK

bt

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RECEIVED
CLERK. CIRCUIT COURT
1977 NOV -3 AM 9 56
ARTICLES OF INCORPORATION
OF
QUEEN ANNE'S COUNTY
WHITEHAVEN ENTERPRISES, INC.

002251

THIS IS TO CERTIFY:

FIRST: That the undersigned, AUGUSTA WHITE, 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 hereafter called the "Corporation") is WHITEHAVEN ENTERPRISES, INC.

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

1. To own, conduct, operate, maintain, manage and carry on the business of buying, selling and otherwise dealing in real estate.
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 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 land or lands of the corporation, or of enhancing its value.
4. To purchase, lease, or otherwise acquire, hold, own, manage, construct, erect, improve, operate, dispose of, or to aid and subscribe towards the acquisition, construction or improvement of plants, mills, buildings, machinery, equipment, facilities, and any other property or appliance which may appertain to or be useful in the conduct of any business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.
5. To acquire all or any part of the good will, rights, property, patents, copyrights, franchises, or business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any business which this corporation has the power to conduct; and to hold, utilize, enjoy,

mortgage, pledge, assign, dispose of or deal in the whole or any part of the rights, property and business so acquired; and to assume in connection therewith any liabilities of any person, firm, association or corporation.

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

7. To aid in any manner any person, firm, association, corporation or syndicate by the purchase or sale of any shares of stock, bonds, debentures, notes, mortgages or other instruments evidencing rights, options to receive, purchase or subscription, or of any other nature, which are of interest to or held by the corporation, and to do any act or thing designed to protect, preserve or improve the value of any such property or interest, or any other property of the corporation.

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

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

10. Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make contracts, incur liabilities, borrow money, secure performance bonds, issue notes, bonds, debentures, stock or other obligations in payment for property purchased or acquired by the corporation,

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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 AUGUSTA WHITE, 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 they are to be: GLENN WHITE, SR. whose post office address is Stevensville, Maryland 21666, ELMO L. WHITE whose post office address is Stevensville, Maryland 21666, and SANDRA A. ORLOWE 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 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 corpora-

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002255

tion, 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 for the value to be set forth in the Corporation's By-laws; 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 1st day of June, 1977.

WITNESS:

Charles E. Smith Augusta White (SEAL)
Augusta White

STATE OF MARYLAND

COUNTY OF QUEEN ANNE'S to wit:

I HEREBY CERTIFY, That on this 1st day of June, 1977, before me, the subscriber, a Notary Public of the State of Maryland in and for the County sforesaid, personally appeared AUGUSTA WHITE and she did acknowledge the sforegoing Articles of Incorporation to be her act.

AS WITNESS MY HAND AND NOTARIAL SEAL.

Charles E. Smith
NOTARY PUBLIC
My Commission Expires: 7/01/78

425

ARTICLES OF INCORPORATION
OF
WHITEHAVEN ENTERPRISES, INC.

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approved and received for record by the State Department of Assessments and Taxation
of Maryland July 15, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber ~~2391~~ 00 ~~002250~~ 2, folio ~~00~~ 002250, 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 Special Fee paid \$

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



LIBER 5 PAGE 39

A 63545

STATE OF MARYLAND.
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF July 1977. AT M.
RE AND RECORDED IN
LIBER CLERK 5 JUL 33 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles H. Cecil CLERK

bt

RECEIVED
CLERK, CIRCUIT COURT
1977 NOV -3 AM 9:56
QUEEN ANNE'S COUNTY

002077

ARTICLES OF INCORPORATION
OF
LOVE POINT TOWING COMPANY

1. The undersigned, CHARLES M. MARSTELLER, JR., whose post office address is Route 2, Box 879, Love Point, Stevensville, Maryland 21666, DAVID MACDONALD, whose post office address is 4125 Great Oak Road, Rockville, Maryland 20853, and ALICE DOMM, whose post office address is 8485 Fenton Street, Silver Spring, Maryland 20910, each being over twenty-one (21) years of age hereby associate themselves for the purpose of forming a corporation under the laws of Maryland.

2. The name of the corporation shall be:
LOVE POINT TOWING COMPANY

3. The period of existence and duration of this corporation shall be perpetual.

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w*
4. The principal office and place of business of this corporation shall be Love Point, Stevensville, Maryland, 21666 and Charles M. Marsteller, Jr. whose post office address is Route 2, Box 879, Love Point, Stevensville, Maryland, and who is a citizen and actual resident of the State of Maryland, is hereby designated as the resident agent of the Corporation.

5. The purposes for which this Corporation is formed are as follows:

(a) To acquire, buy, sell, own, dispose of, construct, equip, charter, use, control and operate vessels,

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ships, boats, lighters, tugboats, towboats, barges, rafts, and watercraft of every kind and description, and all equipment and apparatus therefor, for the transportation of passengers, freight, and all other purposes, upon navigable waters and other waterways, and to acquire, own, lease, use, dispose of and manage docks, piers, basins, warehouses, elevators, locomotives, buildings, structures, and real estate necessary or useful in connection with the ownership, use and/or operation of any of such watercraft or equipment or apparatus therefor.

(b) To acquire, buy, sell, dispose of, own, build, lease, charter, manufacture, equip, use, control and deal in cranes, bulldozers, tractors, trucks, trailers, rigging, automobiles, engines, jeeps, and vehicles of every kind and description, and all equipment and apparatus therefor, for transportation of persons, freight and all other purposes.

(c) To operate and carry on a general earth-moving, tractor, contracting and construction business.

(d) To design, construct, enlarge, extend, repair, complete, remove, or otherwise engage in any work on commercial, industrial or private structures, using any building material and techniques now employed or to be developed; to make, execute, or receive contracts or assignments or delegations of contracts therefor or related thereto or connected therewith; to manufacture or otherwise acquire 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 any connection with any such activities and, in general, to carry on any business

which can be advantageously pursued in connection with or incidental to any of the above purposes.

(e) To buy, sell, acquire, own, mortgage, pledge, rent, lease, assign, manufacture, import, export, distribute, deliver, trade in, transfer, and deal in goods, wares, merchandise, and real and personal property of every class and description.

(f) To transact the business of investment on behalf of itself and others; to invest any part of its capital or funds and the funds of others in any real or personal property, stocks, bonds, notes, debentures, mortgages, evidences of indebtedness or any forms of security.

(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) which conducts or has conducted in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to operate, 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 by any other means of exchange.

(h) To loan or advance money with or without security and without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds,

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002080

debentures, notes or other obligations of any nature, 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 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 of 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 in 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.

6. The Corporation shall have three directors, which number may be increased to any number and decreased to not less than three, as provided in the by-laws of the Corporation. The names of the directors who shall serve until the first meeting of the board of directors or until their successors are duly

sworn and qualify are: Charles M. Marsteller, Jr., David Macdonald and Alice Domm.

7. The total numbers of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of one class, having an aggregate par value of One Hundred Thousand Dollars (\$100,000).

8. The board of directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of the aforesaid stock for such consideration 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.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on this 1st day of July, 1977

WITNESS:

Margaret L. Marschall

Charles M. Marsteller, Jr.
Charles M. Marsteller, Jr.

Mary Louise Macdonald
Mary Louise Macdonald

David Macdonald
David Macdonald

Mary Louise Macdonald
Mary Louise Macdonald

Alice Domm
Alice Domm

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002082

STATE OF MARYLAND)
) SS:
COUNTY OF MONTGOMERY)

I HEREBY CERTIFY that on this 8th day of July, 1977, before me, a notary public in and for the State and County aforesaid, personally appeared CHARLES M. MARSTELLER, JR., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and who acknowledged the foregoing Articles of Incorporation to be his act.

IN TESTIMONY WHEREOF, I have hereunto fixed my hand and seal this 8th day of July, 1977.

Margaret L. Marschalk

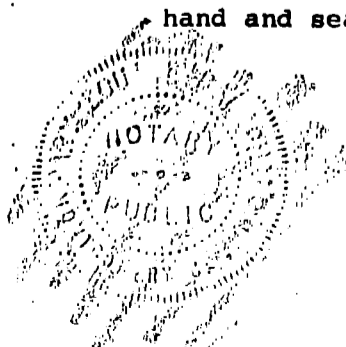
Notary Public
My commission expires 7/1/78

STATE OF MARYLAND)
) SS:
COUNTY OF MONTGOMERY)

I HEREBY CERTIFY that on this 15th day of July, 1977, before me, a notary public in and for the State and County aforesaid, personally appeared DAVID MACDONALD and ALICE DOMM known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument, and who acknowledged the foregoing Articles of Incorporation to be their act.

IN TESTIMONY WHEREOF, I have hereunto fixed my hand and seal this 15th day of July, 1977.

Mary Louise Macdonald
Mary Louise Macdonald
Notary Public
My commission expires 7-1-78



ARTICLES OF INCORPORATION
OF
LOVE POINT TOWING COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 18, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber ~~2391~~ ⁷ ~~00~~ ⁰⁰²⁰⁷⁵, folio ~~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 Special Fee paid \$ _____

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 63517
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF July 1977 AT
RE AND RECORDED IN
LIBER 5, folio 40 Charter
RECORD BOOK FOR QUEEN ANNES
COUNTY,
Charles W. Cecil, CLERK

bw

RECEIVED
CLERK, CIRCUIT COURT
1977 NOV -3 AM 9:56
QUEEN ANNE'S COUNTY

PANTAZES ENTERPRISES, INC.

A Maryland Close Corporation
Under Section 100 of Article
23 of the Annotated Code of
Maryland

~~(10-11)~~

001622

ARTICLES OF INCORPORATION

FIRST: The undersigned, STEVE PANTAZES, Route 2, Box 882, Stevensville, Maryland, 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 PANTAZES ENTERPRISES, 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 purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks,

NOV -3-77 A #28090 *****75

001623

bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated,

~~(CONFIDENTIAL)~~
001624

directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any terms or provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 2, Box 882, Stevensville, Maryland. The name and post office address of the resident agent of the Corporation in Maryland is Steve Pantazes, Route 2, Box 882, Stevensville, Maryland. Said 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 1,000 shares without par value, all of one class.

SEVENTH: After the completion of the organization meeting 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 STEVE PANTAZES.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 11th day of July, 1977.

[Signature]
Witness

[Signature] (SEAL)
STEVE PANTAZES

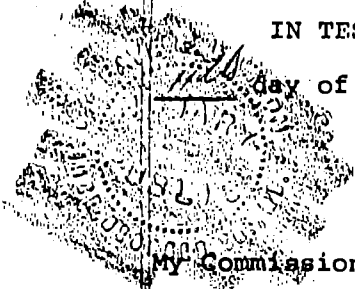
STATE OF MARYLAND

SS:

COUNTY OF PRINCE GEORGE'S

I HEREBY CERTIFY that on this 11th day of July, 1977, before the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared in said State and County STEVE PANTAZES who acknowledged the foregoing ARTICLES OF INCORPORATION to be his act.

IN TESTIMONY WHEREOF, I have affixed my official seal this 11th day of July, 1977.



[Signature]
Notary Public

My Commission Expires: 7/1/78

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ARTICLES OF INCORPORATION
OF
PANTAZES ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 14, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber ~~2390~~ 5, folio ~~(111) (1111)~~ 001621, 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 Special Fee paid \$ _____

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. Ammons



LIBER 5 PAGE 51

STATE OF MARYLAND, 63426
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF July 19 77. AT M.
RE AND RECORDED IN
LIBER 02205 folio 47 Charter
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Cecil CLERK

RECEIVED
CLERK, CIRCUIT COURT

1977 NOV -30 AM 9:56

QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION

OF

BLOOMINGDALE STABLES, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, Edwin Lane Cole, whose post office address is Centreville, Maryland 21617, Bruce C. Anthony, whose post office address is Chestertown, Maryland 21620 and Ellen T. Cole, 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 intention of forming a corporation.

Second: The name of the corporation is Bloomingdale Stables Inc.

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

(1) To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

(2) To manage or administer as agent the business or property of any corporation, firm, or person carrying on any

LAW OFFICES OF
ELROY G. BOYER
COURT STREET
CHESTERTOWN, MARYLAND 21620
778-1630

NOV -3-77 A 28091 ***** 25

authorized business, and to sell or dispose of, receive and make disbursements for, or arrange for the management or administration of the whole or any part of the business or property of any corporation, firm, or person, and to act as agent, broker, consignee, or factor of others in buying and selling all manner and kind of goods, and to make contracts with others in reference to the handling and disposing of the same, and to deliver goods on bills of lading in the name of this Corporation, to draw drafts against such bills of lading, and to carry insurance in the name of this Corporation on goods consigned for sale, and to develop and extend the business interest of any corporation, firm, or person.

(3) To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

(4) To borrow or raise money without limit as to amount; to sell, create security interest in, pledge, and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, 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; and, in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes, or other obligations.

(5) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the

business of this Corporation, or business of a similar nature, with any person, corporation, private, public or minicipal, body politic under the government of the United States or any State, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the Business Corporation Law of this state.

(6) To acquire by purchase, exchange, lease, or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

(7) To acquire by purchase, subscription, underwriting, or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, create security interests in, pledge, exchange, or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts, or obligations of any corporations, associations, or trust estates, domestic or foreign, or of any firm or individual or of the United States or any state, territory, or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor stocks, bonds, or other securities or evidences of indebtedness of this Corporation, and, while the owner or holder of any such property, to receive, collect, and dispose of the interest, dividends, and income on or from such property and to possess and exercise in respect thereto all of the rights, powers, and privileges of ownership, including all voting power thereon.

(8) To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter

lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

(9) To lend money to other persons, partnerships, associations, and corporations, secured by mortgage or other lien on real estate, or pledge or security interest in personal property, or without security, but only to the extent permitted a business corporation under the Business Corporation Law of this state.

(10) To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds.

(11) To purchase, breed, raise, produce, or otherwise acquire, invest in, own, hold, use, create security interest in, pledge, sell, assign, transfer, or otherwise dispose of, trade, deal in,

and deal with any and all kinds of animals and agricultural products, and manufacture, produce, purchase, or otherwise acquire, invest in, own, mortgage, create security interests in, pledge, sell, assign, transfer, or otherwise dispose of, deal in, and deal with any and all articles or things manufactured, produced, resulting, or derived in whole or in part from animals or agricultural products of any kind, whether to be used as food or in commerce, manufacture, the sciences, the arts, or otherwise.

(12) To acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in livestock of all kinds. To engage in dairying and the poultry, pigeon, pet stock, and market gardening business. To operate greenhouses, hot beds and cold frames for the raising of plants, shrubs, flowers. To acquire and maintain shops, stores, stalls, market stands, peddling and delivery vehicles, routes, and all other conveniences and equipment suitable for the vending of its products. In general, to conduct in all their several departments and branches, the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen, and florists, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

(13) To carry on the business of grain dealers on its own account, and as commission merchants and selling agent for the account of others; to buy, sell, import, export, trade and deal in grain and cereals of all kinds and all cereal products, feed, meal, hay, straw, fodder, and agricultural products of every description.

(14) To aid and encourage the breeding and raising of thoroughbred horses and to purchase, sell, transfer, or otherwise dispose and acquire thoroughbred horses for such purposes; to take

003229

all measures and do all things which may be necessary or expedient for the encouragement of horse breeding and the holding of agricultural fairs; and to establish studs or other breeding establishments for the improvement of the breed of horses, mules, cattle, and all other domestic quadrupeds.

(15) To own, operate, and maintain and to construct, acquire by purchase, lease, or otherwise railroads, railways, truck lines, bus lines, pipe lines, shipping lines, and airlines, and any other means of transportation now or hereafter in use for the transportation of passengers, freight, mail, express, baggage, goods, wares, merchandise, and other property of every kind and nature, and to conduct, engage in, and carry on the business of transportation of property of every class and description and of persons and by any means of transportation now or hereafter in use; and to own, operate, maintain, hold and use, purchase, construct, establish, lease, or otherwise acquire, mortgage, create security interests in, and sell otherwise dispose of or deal with terminal properties and depots, freight and passenger station houses, storage facilities, machine and repair shops, freight, stock and repair yards, facilities of communication by telegraph, telephone, radio, television, or otherwise, power plants and power houses, grain and other elevators, wharves, docks, airports, laboratories, cars, locomotives, rolling stock, motors, buses, trucks, automobiles, ships and vessels, aircraft, and all structures, tools, machinery, appliances, and appurtenances and any and all other property, real, personal, or mixed, and wheresoever situated, whether or not similar to any property above described, which may be necessary or useful in connection with the business of the Corporation.

Fourth: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Centreville, Maryland 21617. The resident agent of the corporation is Edwin Lane Cole, whose address is Centreville, Maryland 21617. Said resident agent is a citizen of the State of Maryland and actually resides there.

LAW OFFICES OF
ELROY G. BOYER
COURT STREET
CRESTERTOWN, MARYLAND 21820
778-1630

Fifth: The corporation shall have not less than three or more than five directors and Edwin Lane Cole, Bruce C. Anthony and Ellen T. Cole, shall act until the first annual meeting of the stockholders or until their successors are duly chosen and qualified.

Sixth:

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares all of which are to be without par value. The total number of shares that may be issued by the Corporation is 100, all of which shall be without par value. The stated capital of the Corporation shall be at least equal to the sum of the aggregate amount of consideration received by the Corporation for the issuance of such shares, plus such amounts as from time to time, by resolution of the Board of Directors may be transferred thereto. The stated capital of the Corporation shall not be more than \$100,000.00. Shares without par value may be issued for such consideration as may from time to time be fixed by the shareholders or by the Board of Directors under authorization of the shareholders. In the absence of fraud, the judgment of the shareholders or of the Board of Directors as to the value of the consideration received for such shares shall be conclusive. At the time of the issuance of any shares of stock without nominal or par value, the Board of Directors may authorize the acceptance by the Corporation of any additional property to be taken and held by it as surplus or may authorize the carrying by the Corporation to surplus of any part of the consideration for which such shares are issued and in any such case the amount which shall be carried on the books of the Corporation as capital in respect of the shares of stock so issued shall not include the amount of such additional property or of the portion of the consideration so carried to surplus.

Seventh: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of

the Corporation and of its directors and stockholders.

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

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

(3) To borrow money and to make and issue notes, bonds, debentures, obligations and evidence of indebtedness of all kinds whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

(4) To the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and franchises, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

(5) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any part of the property of the company and from time to time to vary any investments or employment of capital of the company.

(6) To acquire by purchase, subscription, or otherwise and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with, or dispose of stocks, bonds or any other obligation or securities, of any corporation or corporations, to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any mannder guaranteed by the Company or in which the company is in any way interested; to do any other acts or things for the preservation and protection, improvement or enhancement of the value of any such stocks, bonds or other obligations or to do any acts or things designed for such purpose, and while owner of any such stocks, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof and to exercise any and all voting powers thereon; to guarantee the payment of any dividends upon any stock or the principal or interest or both of any bonds or obligations and the performance of any contracts.

(7) The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have the power to conduct and carry on its business or any part thereof, and to have one or more offices and to exercise all or any of its corporate powers and rights in the State of Maryland, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign country.

(8) The number of the directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In any case of any increase in the number of

directors, the additional directors may be elected by the directors or by the stockholders at an annual meeting or special meeting as shall be provided in the by-laws.

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 23 day of JUNE, 1977.

TEST:

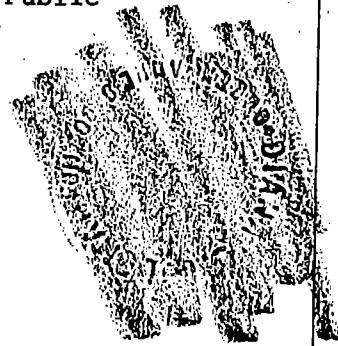
<u>Harry J. Fenwick</u>	<u>Edwin Lane Cole</u> (SEAL)
	Edwin Lane Cole
<u>Harry J. Fenwick</u>	<u>Bruce C. Anthony</u> (SEAL)
	Bruce C. Anthony
<u>Harry J. Fenwick</u>	<u>Ellen T. Cole</u> (SEAL)
	Ellen T. Cole

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

I HEREBY CERTIFY, That on this 23rd day of June, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Edwin Lane Cole, Bruce C. Anthony and Ellen T. Cole, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Wesley S. Coleman
Notary Public



ARTICLES OF INCORPORATION
OF
BLOOMINGDALE STABLES, INC.

L 24

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 1, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2389 folio 3223, 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 Special Fee paid \$

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



LIBER 5 PAGE 62

STATE OF MARYLAND, A 63256
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS WAS
RECEIVED FOR RECORD THIS 3rd
OF Nov 1977 AT M.
RE AND RECORDED IN
LIBER 2389 folio 52/Charter
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Cecil CLERK

bt

002904

ARTICLES OF INCORPORATION OF
DIXON'S FURNITURE, INC.

FIRST: We, Robert E. Jarrell and Judith M. Warfield, whose post office addresses are Peoples Bank Building, Denton, Maryland, being at least eighteen (18) years of age, 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 hereafter called the "Corporation") is:

"DIXON'S FURNITURE, INC."

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

1. To carry on business as auctioneers, appraisers, and general agents, and in behalf of others, to purchase or otherwise acquire and to sell, let or otherwise dispose of and deal in personal property of every name and discription; to establish auction rooms or areas and to receive thereat for sale at public auction personal property of every name and description and to sell the same at public auction; to furnish and rent spaces to merchants for the sale of goods, produce and personal property of every name and description; to furnish auctioneers to conduct public auctions at places other than its place or places of business; and to do all things necessary and proper to fully carry into effect the above powers.

2. To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 7, Crumpton, Maryland 21628. The name and post office address of the Resident Agent of the Corporation in this State is Norman L. Dixon, Sr., P. O. Box 7, Crumpton, Maryland 21628. Said Resident Agent is an individual actually residing in the State.

NIER, JARRELL
& HUBBARD
ATTORNEYS AT LAW
DENTON, MARYLAND
21628
TELEPHONE 479-2112

RECEIVED
CLERK, CIRCUIT COURT

1977 NOV -3 AM 9:57

QUEEN ANNE'S COUNTY

NOV -3-77 A 28092 *****75

LIBER 5 PAGE 63

FIFTH: The total number of shares of the capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares without par value, all of one class.

SIXTH: 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 may be deemed advisable by the Board of Directors and without any action by the stockholders.

SEVENTH: The number of Directors of the Corporation shall be no less than three (3) and not more than five (5). The names of the Directors who shall act until the first annual meeting of the stockholders of the Corporation and until their successors are duly chosen and qualified shall be, Norman L. Dixon, Sr., Mary Elizabeth Dixon and Robert W. Cross.

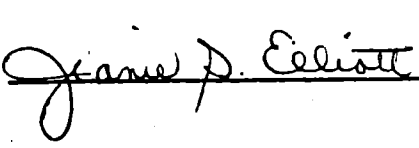
EIGHTH: That said Norman L. Dixon shall serve as President, Norman L. Dixon, Jr., William Jesse Dixon, and Ralph William Russum shall all serve as Vice-Presidents, and Mary Elizabeth Dixon shall serve as Secretary-Treasurer, until the first meeting or until their successors are duly chosen and qualified.

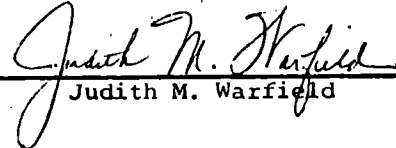
NINTH: The Corporation is to have perpetual existence.

IN WITNESS WHEREOF, We have hereunto signed our names and subscribed our seals to this Articles of Incorporation this 5th day of July, 1977.

WITNESS:


Robert E. Jarrell (SEAL)


Jane D. Elliott


Judith M. Warfield (SEAL)

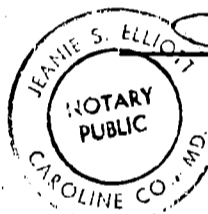
NIER, JARRELL
& HUBBARD
ATTORNEYS AT LAW
DENTON, MARYLAND
21689
TELEPHONE 479-2112

002906

STATE OF MARYLAND, CAROLINE COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 5th day of July, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROBERT E. JARRELL and JUDITH M. WARFIELD, the subscribers to the foregoing Articles of Incorporation of "DIXON'S FURNITURE, INC." and duly acknowledged the same to be their act and deed.

AS WITNESS my hand and Notarial Seal.



Jeanie S. Elliott

Notary Public

My Commission Expires:
July 1, 1978

NIER, JARRELL
& HUBBARD
ATTORNEYS AT LAW
DENTON, MARYLAND
21629

TELEPHONE 479-2112

LIGER

5 PAGE 65

LIBER 5 PAGE 66

ARTICLES OF INCORPORATION
OF
DIXON'S FURNITURE, INC.

22

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 7, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2389, folio 002903, 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 Special Fee paid \$ _____

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. Semmes



A 63213

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT

THIS WAS
RECEIVED FOR RECORD THIS 7th
DAY OF July 1977 ATM.
RE AND RECORDED IN
LIBER 2389, folio 63 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Carole St. Cecile CLERK

bt

RECEIVED
CLERK, CIRCUIT COURT
1977 NOV -3 AM 9-57
QUEEN ANNE'S COUNTY

ARTICLES OF AMENDMENT
BENNETT LUMBER COMPANY

6026518

BENNETT LUMBER COMPANY, a Maryland corporation, having principal office at 205 Glendale Avenue, Centreville, Maryland, (hereinafter called "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Articles of Incorporation filed with the State Department of Assessments and Taxation of Maryland, dated November 17, 1971 are amended as follows:

1. Article SECOND of the Articles of Incorporation is hereby amended to change the name of the Corporation from Bennett Lumber Company to Woodbury Farm Enterprises, Inc. by striking out Articles SECOND as it presently appears and inserting in lieu thereof the following:

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

WOODBURY FARM ENTERPRISES, INC."

SECOND: At a Joint Special Meeting of the Stockholder and Directors of the Corporation duly convened and held on June 27, 1977, a Resolution setting forth the foregoing Amendment to the Articles of Incorporation was unanimously adopted by the Stockholder and Directors of the Corporation. All notice requirements with respect to the time, place and purpose of the Joint Special Meeting of the Stockholder and Directors were complied with.

NOV -3-77 A #28093 *****3.75

002699

IN WITNESS WHEREOF, Bennett Lumber Company has caused these presents to be signed in its name and on its behalf by its President and its corporate seal hereunto affixed, and attested by its Secretary on June 27, 1977.

ATTEST:

BENNETT LUMBER COMPANY

Mary Jane Leaverton
Mary Jane Leaverton, Secretary

By: Marion R. Leaverton
Marion R. Leaverton, President

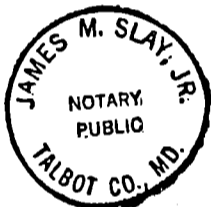
STATE OF MARYLAND:

to-wit:

COUNTY OF QUEEN ANNE'S:

THIS IS TO CERTIFY, that on this 27th day of June, 1977, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared MARION R. LEAVERTON, President of Bennett Lumber Company, a Maryland corporation, and acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation, and at the same time personally appeared MARY JANE LEAVERTON, who made oath in due form of law that she was the Secretary of the Joint Special Meeting of the Stockholder and Directors of the Corporation at which the Amendment of the Articles of Incorporation of the Corporation set forth in said Articles of Amendment was adopted and that the matters and facts set forth in said Articles of Incorporation are true.

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



James M. Slay, Jr.
Notary Public

My Commission expires July 1, 1978

375

17

ARTICLES OF AMENDMENT
 OF
 BENNETT LUMBER COMPANY
 changing its name to:
 WOODBURY FARM ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland July 6, 1977, at 8:30 o'clock A. M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2389, folio 3 002697
~~002607~~, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ _____

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 C. [Signature]



STATE OF MARYLAND 63164
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT

THIS WAS
RECEIVED FOR RECORD THIS *3rd*
DAY OF *Nov.* 19 *77*. AT M.
RE AND RECORDED IN
LIBER *we 5 folio 67* Chapter
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles St. Cecil CLERK
cc

bw

JMS, JR: pjb 6/24/77

001529

RECEIVED
CLERK, CIRCUIT COURT
1977 NOV 28 AM 10:11
QUEEN ANNE'S COUNTY

ARTICLES OF TRANSFER AND SALE

By and Between

BENNETT LUMBER COMPANY
A Corporation of the State of Maryland

Transferor

and

GANNON AND SON, INC.
A Corporation of the State of Maryland

Transferee

NOV 28-77 A 26883 ***A**775

Queen Anne's County

BENNETT LUMBER COMPANY, a corporation of the State of Maryland, herein referred to as "Transferor", and GANNON AND SON, INC., a corporation of the State of Maryland, herein referred to as "Transferee", hereby certify to the State Department of Assessments and Taxation, that:

FIRST: Transferor agrees to sell all of the following described property:

(a) All of the trade fixtures, furniture, office equipment, hand tools, electric saws, fire extinguishers, display racks and counters, ladders and other fixed assets located in the store premises, with such additions as may be made in the regular course of business prior to the closing date.

(b) One Clark Fork Lift

(c) One 1969 Chevrolet two ton Truck.

(d) The exclusive use of the name Bennett Lumber Company or any variant thereof.

(e) The customers lists, orders on hand, good will, contracts, and licenses of Bennett Lumber Company; specifically excluding, however, prepaid items, promissory notes, cash, judgments, accounts receivable as of the date of closing all of which shall be retained by Seller.

(f) All stock-in-trade, merchandise and inventory, which shall be in the store premises on the closing date.

CONSTABLE
ALEXANDER
& DANER

LSR 5 71

The above constitutes substantially all of the property and assets of the Transferor as set forth in an Agreement dated May 4, 1977, between Transferor and MARION R. LEAVERTON and MARY JANE LEAVERTON, his wife, (therein collectively referred to as "Sellers"), and THOMAS N. GANNON (therein referred to as "Buyer"), whose rights thereunder have been assigned to GANNON AND SON, INC., Transferee, as evidenced by the Assignment attached hereto as "Exhibit A".

SECOND: Transferee's name is BENNETT LUMBER COMPANY, a corporation incorporated under the general incorporation laws of Maryland on November 17, 1971, and its post office address and principal place of business is 205 Glendale Avenue, Centreville, Maryland 21617.

THIRD: Transferor's name is GANNON AND SON, INC., a corporation incorporated under the general incorporation laws of Maryland on March 20, 1964, whose post office address and principal place of business is Centreville, Maryland 21617.

FOURTH: Each corporation party to these Articles has its principal place of business in Queen Anne's County, Maryland.

FIFTH: The nature and the amount of the consideration for Items (a) through (e) in Paragraph First, above, is Seven Thousand Five Hundred Dollars (\$7,500.00), and the nature and consideration for Item (f) is to be an amount equal to the actual cost of said items to Sellers.

SIXTH: The Transferor owns no property the title to which could be affected by the recording of an instrument among the Land Records.

SEVENTH: The Transferee Corporation owns an interest in real estate located in Queen Anne's County, Maryland.

EIGHTH: The terms and conditions of the transaction set forth in these Articles were duly advised by the Board of Directors of the Transferor and authorized and approved by its Stockholder by a Joint Special Meeting thereof in the manner and by the vote required by the Corporations and

CONSTABLE
ALEXANDER
& DANER

JMS, JR: pjb 7/14/77

001534

Associations Article of the Annotated Code of Maryland and by the Charter of the Transferor.

NINTH: The terms and conditions of the transaction set forth in these Articles were duly advised by resolution of the Board of Directors of the Transferee in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and by the Charter of the Transferee.

TENTH: The transfer contemplated by these Articles took place effective June 27, 1977. Transferor hereby delivers to the Transferee a good and merchantable title to the assets to be purchased by the Transferee. The cash, promissory notes, judgments, accounts receivable and pre-paid items of the Transferor as of this date are not included in this sale.

IN WITNESS WHEREOF, the Transferee and the Transferor by their duly authorized officers, executed these Articles of Sale this 25th day of July, 1977.

ATTEST:

Marion R. Leaverton
Secretary/Treasurer

BENNETT LUMBER COMPANY

By: Marion R. Leaverton
Marion R. Leaverton, President
Transferor

ATTEST:

Thomas N. Gannon

GANNON AND SON, INC.

By: Thomas N. Gannon
Thomas N. Gannon, President
Transferee

STATE OF MARYLAND

COUNTY OF Talbot

to-wit:

I HEREBY CERTIFY, that on this 14th day of July, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared MARION R. LEAVERTON, President of BENNETT LUMBER COMPANY, and in the name of and on

CONSTABLE
ALEXANDER
& DANEKER

behalf of such Transferor Corporation being authorized so to do, acknowledged the foregoing Articles of Sale to be the corporate act of said Corporation; and at the same time also personally appeared MARY JANE LEAVERTON, 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 thereof by the Board of Directors and Stockholders are true to the best of her knowledge and belief.

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



Pamela J. Bohannon
Notary Public

My Commission Expires:

July 1, 1978

STATE OF MARYLAND

COUNTY OF Queen Anne's to-wit:

I HEREBY CERTIFY, that on this 25th day of July, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared THOMAS N. GANNON, President of GANNON AND SON, INC., and in the name of and on behalf of such Transferee Corporation being authorized so to do, acknowledged the foregoing Articles of Sale to be the corporate act of said Corporation; and at the same time also personally appeared PAMELA N. GANNON, Transferee, who acknowledged and made oath in due form of law that the matters and facts set forth in said Articles with respect to authorization and approval thereof by the Board of Directors are true to the best of her knowledge and belief.

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

CONSTABLE
ALEXANDER
& DANEKER

Thomas N. Gannon
Notary Public

My Commission Expires:
July 1, 1978

001533

ASSIGNMENT

EXPLANATORY STATEMENT

By Agreement dated May 6, 1977, Marion R. Leaverton, Mary Jane Leaverton and Bennett Lumber Company agreed to sell to Thomas N. Gannon certain real estate together with substantially all of the assets of the business known as Bennett Lumber Company. Thomas N. Gannon desires to assign to Gannon and Son, Inc., the right to purchase all items mentioned in paragraphs B through G, inclusive, of the above agreement, and Lots 11, 12, 13 and a 10 x 36 portion of 31, and their respective improvements as described in paragraph A of the said agreement, upon the condition that Gannon and Son, Inc. agrees to assume the financial obligations for those items pursuant to the terms of the agreement.

1. The explanatory statement is not merely prefatory but forms and is a part of this assignment.

2. Thomas N. Gannon hereby assigns to Gannon and Son, Inc. any rights he may possess to the purchase of the above mentioned items described in the explanatory statement.

3. Gannon and Son, Inc. hereby agrees to assume all financial obligations incurred by Thomas N. Gannon by reason of the purchase of those items described in the explanatory statement.

Thomas N. Gannon
Thomas N. Gannon

Gannon and Son, Inc.

by: Thomas N. Gannon
President

"EXHIBIT A"

ARTICLES OF TRANSFER

OF

BENNETT LUMBER COMPANY (MD. CORP.) Transferor

TO

GANNON & SON, INC. (MD. CORP.) Transferee

110

approved and received for record by the State Department of Assessments and Taxation of Maryland August 1, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2392, folio ⁶ 001528, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ _____

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



64040

bt

001317

RECEIVED
CLERK, CIRCUIT COURT
1977 NOV 28 AM 10:13
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION

OF

SCHMIDT FARMS, INC.

THIS IS TO CERTIFY:

NOV 28-77 A #28884 *****75

FIRST: That I, the undersigned, Thomas J. Keating, IV, whose post-office address is Box 1209, Easton, Maryland, 21601, being at least eighteen years of age and acting as incorporator, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

SCHMIDT FARMS, INC.

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

(a) To purchase, breed, plant, grow, import, lease or otherwise acquire; to invest in, feed, hold, use, maintain, cultivate, grow, or otherwise handle; to sell, exchange, export, pledge, harvest, slaughter or otherwise dispose of; and generally to produce and to trade and deal in and with, as principal or agent, at wholesale, retail, on commission, or otherwise, any and all domestic animals, vegetables, crops, or other agricultural products of whatever type or description; and to acquire, use and/or dispose of any and all commodities, materials, tools, 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

LIBER

5 PAGE 77

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 General Laws of this State.

*Quoted
from*

FOURTH: That the post office address of the principal office of the corporation in this State is Route 1, Box #89, Sudlersville, Maryland, 21668. The name and post office address of the resident agent of the corporation in this State is Walter E. Schmidt, Route 1, Box #89, Sudlersville, Maryland, 21668. Said resident agent is an individual, is a citizen of and actually resides in the State of Maryland.

FIFTH: That the total number of shares of stock which the corporation has authority to issue is 500,000 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 \$500,000.00.

SIXTH: That the corporation shall have three directors initially, subject to increase as may be provided for in the bylaws, and Walter E. Schmidt, Nancy R. Schmidt, and Nels E. Pederson shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: That 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

001349

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, I, the undersigned incorporator have executed these Articles of Incorporation on this 15th day of AUGUST, 1977.

WITNESS:

Fabricea Carl

Thomas J. Keating, IV
THOMAS J. KEATING, IV

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

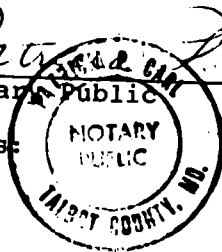
I HEREBY CERTIFY that on this 15th day of AUGUST, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared THOMAS J. KEATING, IV who acknowledged the foregoing Articles of Incorporation to be his act and deed, and that he executed it for the purposes therein contained.

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

Fabricea Carl
Notary Public

My Commission Expires:

July 1, 1978



ARTICLES OF INCORPORATION

OF

SCHMIDT FARMS, INC.

154

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 16, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2393, folio ⁵ 001316, 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 Special Fee paid \$ _____

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



bw

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.
64443

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MC
Classified

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CLERK OF COURT
177 DEC 20 AM 9:36
GOWAN COUNTY

ARTICLES OF INCORPORATION
OF

SHOREBUILT, INC.

This is to certify that:

FIRST: J. Donald Braden, whose address is 204 North Commerce Street, Centreville, Queen Anne's County, Maryland 21617, being at least eighteen 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 29691) hereafter called "the Corporation") is:

SHOREBUILT, INC.

THIRD: The Corporation is a close corporation authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) To perform all acts and services consistent with the orderly development of land.

(b) To acquire by purchase or in any other manner and take, receive, own, hold, use, employ, improve and otherwise deal with any interest in real or personal property;

(c) To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets;

(d) To make contracts and guarantees, to incur liabilities, and borrow money;

(e) To engage in any other lawful business or

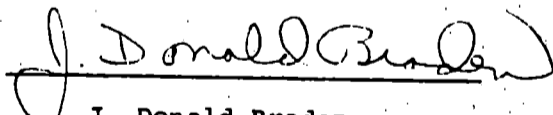
activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The address of the principal office of the Corporation in this State is: Stevensville, Queen Anne's County, Maryland 21666. The resident agent of the Corporation is: John A. Lang, Jr., whose address is: Stevensville, Queen Anne's County, Maryland 21666. The resident agent is a citizen of the State of Maryland who resides here.

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: Initially, the Corporation shall have one Director, who shall be John A. Lang, Jr. and who shall serve until the time that the organization meeting of directors is held as required by Section 2-109 of the Corporations and Associations Article of the Annotated Code of Maryland and the issuance of at least one share of stock of the Corporation has been completed. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF I have signed these Articles of Incorporation on the 20TH day of September, 1977, and I certify those Articles to be my act.


 J. Donald Braden

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ARTICLES OF INCORPORATION
OF
SHOREBUILT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 22, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2396 (111b) 112, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

375

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00 Special Fee paid \$ _____

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. Simmons

QUEEN ANNE'S COUNTY, MD.
I HEREBY CERTIFY THAT
A 185458 *Charter* F48
RECEIVED FOR RECORD THIS 22nd
DAY OF *Oct* 1977 AT _____
RE 769.8 AND RECORDED IN
LIBR *ENC-5 file 83*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles W. Cecil CLERK.

LIBER 5 PAGE 85

WOODBURY FARM ENTERPRISES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, DAVID C. DANEKER, whose post office address is 1000 Maryland Trust Building, Baltimore, Maryland, 21202, being at least eighteen (18) years of age, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

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

WOODBURY FARM ENTERPRISES, INC. DEC 20-77 A #29692 ***

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 acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in live-stock of all kinds. To engage in dairying and the poultry, pigeon, pet stock, and market gardening business. To operate greenhouses, hot beds and cold frames for the raising of plants, shrubs, and flowers. To acquire and maintain shops, stores, stalls, market stands, peddling and delivery vehicles, routes, and all other conveniences and equipment suitable for the vending of its products. In general, to conduct in all their several departments and branches, the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen, and florists, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

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QUEEN ANNES'S COUNTY

(2) To engage in any one or more businesses or transactions, or to acquire all or any portion of the securities of any entity engaged in any one or more businesses or transactions which the Board of Directors of the Corporation may from time to time authorize or approve, whether related to or unrelated to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

(3) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction or improvement of, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the businesses of the Corporation, its subsidiaries, affiliates or any other entity in which the Corporation may have an interest; and to contract for, for terms of years or otherwise, procure or make use of, personal services of officers, employees, agents or contractors, and of services of any firm, association or corporation.

(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 person, firm, association, copartnership, corporation (including the estate of a decedent), heretofore or hereafter engaged in carrying on or having carried on, in whole or in part, any of the aforesaid businesses or any other purposes that the corporation has the power to conduct; to hold, utilize, enjoy, mortgage, sell, and in any manner dispose of the whole or any part of the property, rights, business, contracts, good will, franchises and assets acquired; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any or all part of such property, rights, business, contracts, good will, franchises or assets so acquired in cash, stocks, bonds or other securities of the Corporation.

(5) To apply for, obtain, register, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, and the like, which may 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 loan or advance money, with or without surety without limitation 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 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.

(7) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interests issued or created by, any corporation, joint stock company, syndicate, association, firm, trust, or person, public or private, or by the government of the United States of America, or by any foreign government, or by any State territory, province, municipality or other political subdivision or by any governmental agency, or by any other entity, and to issue in exchange therefor or in payment thereof its own capital stock, bonds or other obligations or securities, or otherwise pay therefor in money or other property; to possess and exercise as owner thereof all the rights, powers and privileges of ownership including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(8) To cause to be organized, under the laws of any state or other political entity, a corporation or corporations for the purpose of accomplishing any or all of the objects and purposes of the Corporation and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(9) 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 and any other securities issued by it in any manner now or hereafter authorized or permitted by law.

(10) To guarantee the payment of dividends or distributions upon any share of stock, shares in or other securities of, or the performance of any contract by, any

other person, firm, partnership, joint venture, trust association, corporation or syndicate in which, or in the welfare of which, this Corporation has any interest, direct or indirect; 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 of the same.

(11) To carry on any of the business hereinbefore enumerated for itself or for account of others, or through others for its own account, or as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association or corporation; and to carry on any other business and to make and perform any contracts and to do any acts and things which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or purposes of any of them, or of any part thereof, or to enhance the value of the property, business or rights of the Corporation.

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

THE foregoing enumeration of the purposes, objectives, powers, and businesses of the Corporation shall not constitute, be considered, or be construed as in anywise limitations, restrictions upon or waivers of any of the powers, rights and privileges conferred upon the Corporation by law; and the foregoing clauses shall not, unless otherwise specified therein, be in anywise limited or restricted by reference to or inference from the terms of any other article or clause in this charter, but the objects, purposes and powers specified in each of the clauses of this charter shall be regarded as independent objects, purposes and powers. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relating to Corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 1 Box 409, Queenstown, Maryland 21658. The Resident Agent of the Corporation is Marion R. Leaverton, whose

address is Route 1, Box 409, Queenstown, Maryland 21658. 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 (5,000) shares, without nominal or par value, all of one class and designated common stock.

SIXTH: The restrictions imposed upon transferability of the shares of all the stock of any class of the Corporation, whether authorized and issued now or hereafter authorized and issued, are as follows:

Shares of stock in the Corporation shall be transferable only on the books of the Corporation and, except as herein provided or as required by law, the transfer of title to any certificates representing shares of stock in the Corporation shall confer upon the transferee thereof no right in the Corporation without the transfer of such shares upon the books of the Corporation.

SEVENTH: The number of Directors of the Corporation shall be Three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than Three (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: Marion R. Leaverton, Mary Jane Leaverton and M. Bruce Leaverton.

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:

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

(2) The Board of Directors of the Corporation shall have power from time to time to fix and determine and vary the working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter; and to direct and determine the use and disposition of any 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 or indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(3) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; any 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 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.

(4) No holders of stock of the Corporation of whatever class, shall have any preferential rights 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 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.

(5) Any contract, transaction or act of the Corporation or of the Board of 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.

(6) The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agent and employees as follows:

(a) Subject to the provisions of subparagraph (d) hereof, the Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

003124

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(b) Subject to the provisions of subparagraph (d) hereof, the Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or on behalf of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) hereof or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in subparagraph (d).

(d) Except as provided by subparagraph (c) hereof, any indemnification under subparagraph (a) or (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in subparagraph (a) or (b). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not also parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if

obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this paragraph.

(f) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors.

(g) Any indemnification pursuant to this paragraph shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(7) The right is specifically reserved to amend the Charter of the Corporation from time to time as now or hereafter authorized by law, including amendments to change the terms of any outstanding stock by classification, reclassification or otherwise.

(8) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland nor or hereafter in force.

NINTH: The duration of this Corporation shall be perpetual.

003126 10

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on this 20th day of September, 1977.

WITNESS:

Mary M. McLaughlin

David C. Daneker (SEAL)
David C. Daneker

STATE OF MARYLAND, CITY OF BALTIMORE, ss:

I HEREBY CERTIFY, that on this 20th day of September, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore County, personally appeared David C. Daneker, and acknowledged the foregoing Articles of Incorporation to be his act.

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

Mary M. McLaughlin
Notary Public

My Commission Expires: 7/1/78

ARTICLES OF INCORPORATION
OF
WOODBURY FARM ENTERPRISES, INC.

259

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 21, 1977, at 8:45 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2375 (1116) | | | 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 Special Fee paid \$

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, SCI.

I HEREBY CERTIFY THAT
THIS *Charter* WAS
A 65486 GIVEN FOR RECORD THIS 20th
DAY OF *Dec* 1977 AT *MD*
RE 9.69 A.M. AND RECORDED IN
LIBER *2375* - 574 *Chas. Co*
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Cecil CLERK.

bw

RECEIVED
CLERK OF DISTRICT COURT
1977 DEC 20 AM 9:36
QUEEN ANNE'S COUNTY

003114

ARTICLES OF AMENDMENT
WOODBURY FARM ENTERPRISES, INC.
(Formerly Bennett Lumber Company)

WOODBURY FARM ENTERPRISES, INC., a Maryland Corporation, having its principal office at Route 1, Box 409, Queenstown, Maryland 21658, (hereinafter called "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

DEC 20-77 A #29693 **** 1175

FIRST: The Articles of Incorporation filed with the State Department of Assessments and Taxation of Maryland on November 19, 1971 as amended by Articles of Amendment filed on July 6, 1977, are further amended as follows:

1. Article SECOND of the Articles of Incorporation is hereby amended to change the name of the Corporation from Woodbury Farm Enterprises, Inc. by striking out Article SECOND as it presently appears and inserting in lieu thereof the following:

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

LEAVERTON LUMBER, INC."

SECOND: At a Joint Special Meeting of the Stockholder and Directors of the Corporation duly convened and held on September 16, 1977, a Resolution setting forth the foregoing Amendment to the Articles of Incorporation was unanimously adopted by the Stockholder and Directors of the Corporation. All notice requirements with respect to the time, place and purpose of the Joint Special Meeting of the Stockholder and Directors were complied with.

IN WITNESS WHEREOF, Woodbury Farm Enterprises, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal hereunto affixed, and attested by its Secretary on September 16, 1977.

ATTEST:

WOODBURY FARM ENTERPRISES, INC.

Mary Jane Leaverton
Mary Jane Leaverton, Secretary

Marion R. Leaverton
Marion R. Leaverton, President

STATE OF MARYLAND:

to-wit:

COUNTY OF QUEEN ANNE'S:

THIS IS TO CERTIFY, that on this 16th day of September, 1977, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared MARION R. LEAVERTON, President of Woodbury Farm Enterprises, Inc., a Maryland corporation, and acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation, and at the same time personally appeared MARY JANE LEAVERTON, who made oath in due form of law that she was the Secretary of the Joint Special Meeting of the Stockholder and Directors of the Corporation at which the Amendment of the Articles of Incorporation of the Corporation set forth in said Articles of Amendment was adopted and that the matters and facts set forth in said Articles of Incorporation are true.

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

Mary Palmer Jarrett
Notary Public

My Commission expires July, 1978

ARTICLES OF AMENDMENT
OF
WOODBURY FARM ENTERPRISES, INC.
changing its name to:
LEAVERTON LUMBER, INC.

[25]

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 21, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

3
Recorded in Liber 2395 (Title) 113, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ _____

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

CLERK
QUEEN ANNES COUNTY, MD.
I HEREBY CERTIFY THAT
THIS Amendment WAS
A 65473 FOR RECORDED THIS 20th
DAY OF Dec 1977 AT _____ M.
RE 96.98 AND RECORDED IN
LIBRARY - 5, pl. 97 Charter
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Cecil CLERK.

LIBER 5 PAGE 93

LWR 5 100

ARTICLES OF INCORPORATION
OF
CLOVERFIELD QUALITY HOMES, INC.

1977 DEC 20 AM 9:36
GREEN SPRING COUNTY

THIS IS TO CERTIFY:

FIRST: The undersigned, Arnold Fleischmann, whose post office address is 505 Alex Brown Building, 102 W. Pennsylvania Avenue, Towson, Maryland 21204, being at least eighteen years of age, does hereby act 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

CLOVERFIELD QUALITY HOMES, INC.

DEC 20 77 A # 20004

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

- a. To engage in the business of construction and sale of homes and to provide other services as may be necessary.
- b. To engage in manufacturing, distributing and selling at wholesale or at retail in Maryland, and in any other state, and in any foreign country and in any part of the world.
- c. To purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in this State and any part of the world.
- d. To do any act or thing and to have any power which any ordinary business corporation organized under the laws of the State of Maryland may possess, without limitation or restriction of any kind; and without limiting the generality of the foregoing, the Corporation shall have all the powers enumerated in Section 2-103 of the Corporations and Associations Volume of the Annotated Code of Maryland.
- e. Without in any particular limiting any of the objects, purposes, or powers of the Corporation, the business or purposes of the Corporation shall be from time to time to do any one or more, or all

002093

of the acts and things herein set forth, and all such other acts, things and business or businesses in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly, to promote the interests of the Corporation or enhance the value of, or render profitable any of its property or rights, as such a Corporation may lawfully do; in carrying on its business or for the purpose of attaining or furthering any of its objects to do any and all acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise and which now or hereafter may be authorized by law either as or by and through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in conjunction with others, and in any part of the world, including the guaranteeing and the endorsement of the security instruments of third parties; and, in addition, to have and to exercise all the rights, powers, and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the laws of the State of Maryland authorizing the formation of such corporation.

f. The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

g. The Corporation reserves the right to amend, alter, enlarge, change in any way, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter authorized, permitted or prescribed by statute, and all rights, powers, privileges and restrictions conferred on stockholders are granted subject to this reservation, except to the extent that the same may be expressly declared not to be subject to this reservation.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be, is Monroe Manor Drive, Stevensville, Maryland. The Resident Agent of the Corporation is K. M. Thompson, whose post office address is P.O. Box 247, Stevensville, Maryland 21666. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have such a number of Directors as may be fixed by the By-Laws, not less than three (3), and K. M. Thompson, Harry R. Lohman and Robert G. Lohman shall act as such 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 Million (1,000,000) shares, common stock,

with a par value of Ten Cents (\$.10) per share, or an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: 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.

EIGHTH: The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and if any, what part of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of the shares of the stock of the corporation, or any of the bonds or other evidences of indebtedness of the corporation, to such extent and in such

manner and upon such lawful terms as the Board of Directors shall deem expedient.

NINTH: 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, 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.

TENTH: The holders of the shares of the common stock of the Corporation shall not have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, or to securities convertible into shares of any class of stock of the Corporation, whether now or hereafter authorized.

ELEVENTH: The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee, the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors

not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such officer or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise

TWELFTH: The duration of the corporation shall be perpetual.

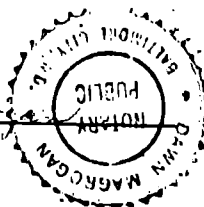
IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15th day of September, 1977.

Arnold Fleischmann
Arnold Fleischmann (SEAL)

STATE OF MARYLAND, BALTIMORE CITY, TO WIT:

I HEREBY CERTIFY that on this 15th day of September, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City aforesaid, personally appeared ARNOLD FLEISCHMANN, known to me to be the person who signed the foregoing Articles of Incorporation, and he acknowledged the same to be his act.

AS WITNESS my hand and Notarial Seal.

Dawn Magrigan
Notary Public 

My Commission Expires: 7/1/78

ARTICLES OF INCORPORATION
OF
CLOVERFIELD QUALITY HOMES, INC.

250

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 16, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2395-002091, 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 Special Fee paid \$ _____

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.



LIBER

5 PAGE 105

William J. Simmons

SECRETARY OF MARYLAND,

QUEEN ANNES COUNTY, SOI.

I HEREBY CERTIFY THAT

THIS Charter WAS
RECORDED FOR RECORD THIS 20th
DAY OF SEPTEMBER 1977 AT
RE 9.49.8 AND RECORDED IN
LIBER 2395-5 folio 105
RECORD BOOK FOR QUEEN ANNES
COUNTY
William W. Cecil
CLERK.

LOWER 5 100

*PC
Queen Anne's Co.*

RECEIVED
CLERK OF DISTRICT COURT

ARTICLES OF INCORPORATION

OF

BACKACHE'RS GREENHOUSE, INC.

RECEIVED
CLERK OF DISTRICT COURT
1977 DEC 20 AM 9:36
QUEEN ANNE'S COUNTY

FIRST: I, WILLIAM A. HAFSTAD, whose post office address is Route 1, Box 319, Chester, Maryland 21619, being at least eighteen (18) years of age, 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 hereafter called the "Corporation") is BACKACHE'RS GREENHOUSE, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

(1) To engage in the business of the growing of indoor house plants and outdoor landscaping shrubs and trees and distributing such products both wholesale and retail; and to engage in any other lawful purpose or business; and,

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 488-L, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is William A. Hafstad, Route 1, Box 319, Chester, Maryland 21619. The

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

DEC 20 77 A #26625 ***77

001745

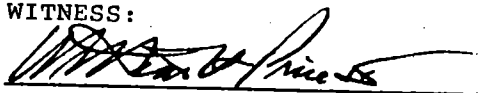
Resident Agent is an individual actually residing in this State.

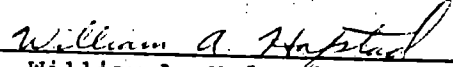
SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is William A. Hafstad.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7 day of September, 1977, and I acknowledge the same to be my act.

WITNESS:




William A. Hafstad

ARTICLES OF INCORPORATION
OF
BACKACHE'S GREENHOUSE, INC.

246

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 15, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2395 (Vol 7-13), one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

375

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00 Special Fee paid \$ _____

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, SOI.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF October 1977 6:52 59 P.M.
RE 96.8.8 AND RECORDED IN
LIBER 2395-5 folio 106
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles W. Bell CLERK.

TMC

002386

ARTICLES OF INCORPORATION

OF

FLYING MACHINES, INC.

RECEIVED
GR. CIRCUIT COURT
1 DEC 20 AM 9 37
SEH. ANN. S. COUNTY

THIS IS TO CERTIFY:

FIRST: That we the subscribers, Edward J. Lemieux, Sr., William A. Lemieux, and John Atkinson, whose post office address is 61 St. Andrews Road, Severna Park, Maryland 21146, 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 in 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:

FLYING MACHINES, INC.

DEC 20-77 A #29696 *****775

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

(1) To deal generally in airplanes, flying machines, and aircraft of any and all types whatsoever, of every name and nature, whether of domestic or foreign make; to deal in parts and supplies for said machines; to maintain a service station for the repair, overhaul and testing of said machines; and to maintain supply depots for airplane and flying machine service generally; and to purchase, restore and sell antique airplanes. Also, to manufacture and buy and sell any and all machinery, supplies and equipment necessary or incidental to carrying on the general business of buying, selling, repairing, restoring, testing and flying airplanes and flying machines of every description, and to do any and all things necessary and incidental to the carrying on of said business, including the right to own, buy, lease, or otherwise acquire such real estate as may be necessary for carrying out the purposes for which this corporation is organized.

(2) 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.

(3) To loan or advance money with or without security, without limit as to amount and to borrow or raise money for 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 or 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 right 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.

(4) To carry on any of the business hereinabove 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 purpose, 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 to 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 corporation which are contained in the general laws of this state.

002388

*Over
Lemieux
cc*

FOURTH: The post office address of the principal office of the Corporation in this State is Bay Bridge Airport, Stevensville, Maryland 21666. The name and post office address of the Resident Agent is Edward J. Lemieux, Sr., 61 St. Andrews Road, Severna Park, Maryland 21146. The said Resident Agent is an individual actually residing in this state.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is three thousand (3,000) shares without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have four (4) directors and Edward J. Lemieux, Sr., Edward J. Lemieux, Jr., William A. Lemieux and John Atkinson 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) 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 part 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 contractor transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(b) 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; all powers of the

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 hereunto signed these Articles of Incorporation this 31ST day of August, 1977.

Edward J. Lemieux, Sr.
Edward J. Lemieux, Sr.

William A. Lemieux
William A. Lemieux


John Atkinson
John Atkinson

STATE OF MARYLAND, City of Baltimore, to wit:

I HEREBY CERTIFY that on this 31ST day of August, 1977, before me, the subscriber, a Notary Public in and for the City and State aforesaid, personally appeared Edward J. Lemieux, Sr., William A. Lemieux, and John Atkinson, and they acknowledged the foregoing Articles of Incorporation to be their respective acts.

AS WITNESS, my hand and notarial seal.

Clyde B. Kelly
NOTARY PUBLIC



My Commission Expires:

7/1/78

215

ARTICLES OF INCORPORATION
OF
FLYING MACHINES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 7, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2394 (1402385), 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 Special Fee paid \$ _____

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. Shannon

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI.

I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *25th*
DAY OF *Oct* 1977 AT M.
RE *9.69 &* AND RECORDED IN
LIBER *WC-5 fol 109* *Charter*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Charles W. Beaf CLERK.

LIBER 5 PAGE 113

5
375

ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer dated August 22, 1977, between ROLPH POINT YACHT CLUB, INC., a Maryland Corporation, and ROLPH'S WHARF MARINA, INC., a Maryland Corporation.

1. Rolph Point Yacht Club, Inc., a corporation, having capital stock, organized and existing under the Laws of the State of Maryland, is the Transferor Corporation. The Transferee, Rolph's Wharf Marina, Inc., having capital stock, organized under the Laws of the State of Maryland, is the Transferee Corporation.

2. The Transferor has sold and does hereby transfer unto the Transferee all those several parcels of real estate with improvements thereon situate in the Second Election District of Queen Anne's County, Maryland, containing 5.844 acres of land, more or less. Being moreover all of the lands as described in a deed dated March 11, 1961, from DeGraaf Woodman and Morton Gibbons-Neff, Jr. to Rolph Point Yacht Club, Inc., and recorded in T.S.P. No. 59, Folio 453 of the Land Records for Queen Anne's County, Maryland. That said real estate and improvements thereon constitutes substantially all of the property and assets of the Transferor Corporation.

3. The consideration paid by the Transferee for the real estate and improvements is \$250,000.00, and the same has been paid part in cash and part by purchase money mortgage.

4. The Transferee Corporation, Rolph's Wharf Marina, Inc., has its principal place of business at Rolph's Wharf, R.D #1, Chestertown, Queen Anne's County, Maryland, 21620, and the resident agent of the Corporation is William F. Oakes whose post office address is R.D.# 4, Chestertown, Queen Anne's County, Maryland, 21620, service of process upon whom will bind such Transferee in any action, suit or proceeding pending or thereafter instituted or filed against it under the provisions of this subtitle until the appointment of a substitute resident agent is duly certified to the Department.

5. The transfer shall be deemed to have been accomplished (a) as soon as these Articles of Sale and Transfer shall have been authorized, approved and adopted by the Transferor Corporation in accordance with the requirements of the law of the State of Maryland, (b) these Articles of Sale and

RECEIVED
CLERK OF DISTRICT COURT

1977 DEC 20 AM 9:37

AUG 23 9 15 AM '77

DEC 20-77 A 529607 ***** 75

LAW OFFICES OF
ERNEST S. COOKERLY
CHESTERTOWN, MO. 63020
TELEPHONE 778-8118

001098

- 2 -

Transfer so authorized, adopted and approved shall be certified, signed and acknowledged by the parties in accordance with paragraph 3-109 of Corporations and Associations of the Annotated Code of Maryland, and (c) these Articles of Sale and Transfer so authorized, adopted, approved, certified, signed and acknowledged shall be filed with and accepted for record by the State Department of Assessments and Taxation of the State of Maryland, and the fees provided by law shall be paid.

6. On the effective date of the transfer all of the aforesaid real estate and improvements shall be transferred to, vested in and evolved upon the Transferee without the necessity of any further act or deed.

7. The principal office of Rolph's Wharf Marina, Inc. in the State of Maryland is located at Rolph's Wharf, R.D.#1, Chestertown, Queen Anne's County, Maryland 21620. Rolph Point Yacht Club, Inc. does not own any real property in any other County in the State of Maryland, except the real estate and the improvements being transferred hereby, which is located in Queen Anne's County, Maryland.

8. The Articles of Sale and Transfer were duly advised by the Board of Directors of Rolph Point Yacht Club, Inc., a Maryland Corporation, and approved by the stockholders of said corporation in the manner and by the affirmative vote of all of the votes entitled to be cast by all holders of outstanding stock as required by the Corporations and Associations Article of the Annotated Code of Maryland, and by the Charter of said Maryland Corporation.

IN WITNESS WHEREOF, these Articles of Sale and Transfer are hereby signed in the name and on behalf of the Transferor Corporation by its President and its Secretary under its Corporate Seal and by the Transferee Corporation by its President and its Secretary under its Corporate Seal, this 22nd day of August, 1977.

Witness:

Mary F. Brune
Secretary

ROLPH POINT YACHT CLUB, INC.
BY: George E. Brune
President

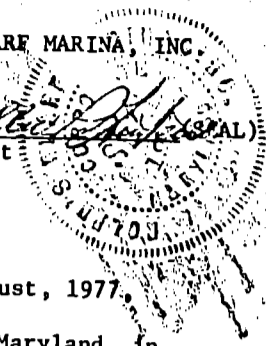
LAW OFFICES OF
ERNEST S. COOKERLY
CHESTERTOWN, MD. 21620
TELEPHONE 776-2118

Witness:

Mrs. Helen R. Smucker
Secretary

ROLPH'S WHARF MARINA, INC.

BY: (Signature)
President



STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, that on this 22nd day of August, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Kent, aforesaid, personally appeared George E. Brume, President of Rolph Point Yacht Club, Inc. and acknowledged the foregoing Articles of Sale and Transfer to be the act and deed of said corporation, and at the same time also personally appeared Mary F. Brume, Secretary and made oath in due form of law that she was the Secretary of the meeting of stockholders of Rolph Point Yacht Club, Inc., at which the sale and transfer set forth in said Articles of Sale and Transfer was approved and that the matters and facts set forth in said Articles of Sale and Transfer with respect to authorization and approval are true to the best of her knowledge, information and belief.

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

(Signature)
Notary Public

My commission expires:

July 1, 1978

001100

- 4 -

STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, that on this 22nd day of August, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared William S. Lonnecker, President of Rolph's Wharf Marina, Inc. and acknowledged the Articles of the foregoing Articles of Sale and Transfer to be the act and deed of said corporation, and at the same time personally appeared Arlene R. Lonnecker, Secretary and made oath in due form of law that she was the Secretary of the meeting of stockholders of Rolph's Wharf Marina, Inc. at which the sale and transfer set forth in said Articles of Sale and Transfer was approved and that the matters and facts set forth in said Articles of Sale and Transfer with respect to authorization and approval are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal, this 22nd day of August, 1977.

M. [Signature]
Notary Public

My commission expires:

July 1, 1978.

ARTICLES OF SALE AND TRANSFER

BETWEEN

ROLPH POINT YACHT CLUB, INC. (MD. CORP.)-TRANSFEROR

AND

ROLPH'S WHARF MARINA, INC. (MD. CORP.)-TRANSFEE

approved and received for record by the State Department of Assessments and Taxation of Maryland August 23, 1977, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2394, folio 1096, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ Recording fee paid \$ 15.00 Special Fee paid \$ 2.00 Cert. among Land Records Queen Anne County. \$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.



Signature: William J. Semmes
STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI.
I HEREBY CERTIFY THAT
THIS Cert. of Sale & Transfer WAS
RECEIVED FOR RECORD THIS 20th
DAY OF Aug 1977 AT 8:30 A.M.
RE 9698 AND RECORDED IN
LIBER cve-5 folio 1096 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles W. Ciel CLERK

RECEIVED
CLERK, CIRCUIT COURT
1977 DEC 20 AM 9:37
QUEEN ANNE'S COUNTY

000-152

ARTICLES OF INCORPORATION
OF
QUALITYMARK HOMES, INC.

THIS IS TO CERTIFY:

FIRST: That we, A. BRUCE DUBEL, whose post office address is Route 1, Chester, Maryland 21619; MARGARET DUBEL, whose post office address is Route 1, Chester, Maryland 21619; and E. MARK DUBEL, whose post office address is Route 1, 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 is:

QUALITYMARK HOMES, INC.

DEC 20-77 A #29608 ***775

THIRD: The nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted or carried on by it are as follows:

To acquire by purchase, exchange, contract, lease, options for lease, assignment of lease or otherwise, and to own, equip, erect, build, construct, finance, maintain, operate and improve, and to sell, lease, mortgage, pledge, transfer or otherwise dispose of, properties of all kinds, factories, warehouses, stores, buildings, structures, office, houses, works, plants, depots, and other buildings and structures and all other property and things of whatsoever kind and nature, real, personal or mixed, tangible or intangible, including goodwill, in any part of the world, and to establish, acquire, operate, conduct and carry on any business or businesses suitable, necessary, useful or convenient in connection herewith.

To import, export, manufacture, produce, but, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

To engage in and carry on the business of providing, by direct contracts, subcontracts and otherwise, contract engineering services, including engineering, drafting, preparation of technical and other publications and literature, consulting services, employment placement services; in connection with the foregoing, to engage in and carry on assembly, fabrication, manufacturing and/or producing of all manner of items; to engage in any or all of the foregoing either on its own premises or otherwise, or both; and to engage in and carry on all ancillary activities customarily connected with or incidental, necessary, useful or advantageous in these lines of professional and/or business activity.

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 goodwill, wights, 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 othorwise acquire, any patente, copyrights, licenses, trademarks, 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, plodge, mortgage, leaso, dispose of and othorwise deal in and with, any shares of stock, shares, bonds, debenturos, notes, mortgages, and 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 intereste therein or in any property or assots, issued or created by any persons, firms, associations, corporations, syndicates, or by any government or subdivisions thereof; and to posses 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, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations of which, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this corporation, or in the wolfare of which this corporation shall have any interest, and to do any acte 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; to act as indemnitor on contract bonds and as co-indemnitor with other corporations, individuals, firms, associations, or syndicates; and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidence of indebtednese created or issued by any such 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 attending 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 each objects and purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all of 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 P.O. Box 7, Chester, Maryland 21619. The name of the Registered Agent of the corporation is Margaret Dubel, a citizen of this state actually residing herein, and the post office address of the Registered Agent is Route 1, Chester, Maryland 21619.

FIFTH: The total amount of authorized capital stock of the corporation is Five Thousand (5,000) shares with par value of \$10.00 each.

SIXTH: The corporation shall have three Directors, and A. Bruce Dubel, Margaret Dubel, and E. Mark Dubel shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The corporation reserves the right from time to time to make any amendment of its charter, or articles, which may now or hereafter be authorized by law, including any amendments changing the terms 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 (51) per centum 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 the 27th day of August, A.D., 1977.

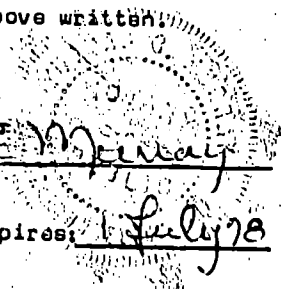
Witness	<u>[Signature]</u>	<u>A. Bruce Dubel</u> (SEAL)
Witness	<u>[Signature]</u>	<u>Margaret Dubel</u> (SEAL)
Witness	<u>[Signature]</u>	<u>E. Mark Dubel</u> (SEAL)

I HEREBY CERTIFY that on this 27th day of Aug, 1977,
 before me, the subscribed, a Notary Public in and for the STATE OF MARY-
 LAND, COUNTY OF Anne Arundel aforesaid, personally appeared
 A. BRUCE DUBEL, MARGARET DUBEL AND E. MARK DUBEL, and severally acknowledged
 the foregoing Articles of Incorporation to be their act.

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

Thomas C. Murray
 Notary Public

My Commission Expires July 78



189

ARTICLES OF INCORPORATION
OF
QUALITYMARK HOMES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 29, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2394, folio 151 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 Special Fee paid \$

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

SECRETARY, MARYLAND,
QUEEN ANNE'S COUNTY, MD.

I HEREBY CERTIFY THAT
THIS *Charles* WAS
A RECEIVED FOR RECORD THIS *20th*
DAY OF *Dec.* 19*27* AT *MD.*
RE *96.88* AND RECORDED IN
LIBR. *WC-5 fol. 119 Charles*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles W. Coal CLERK.

bw

DOCUMENT NO. 91472

051 8

1

CERTIFICATE OF CONVEYANCE
OF REAL PROPERTY BY ARTICLES OF SALE AND TRANSFER

200

Pursuant to TITLE 3. Corporations in General, Subtitle 1. Consolidation, Merger and Transfer of Assets, Section 3-112 Property Certificate for Assessments Records of the Corporations and Associations Article (1975 Revised Code-Maryland) and Article 81 - Revenue and Taxes, Sections 277(a), 277(T), and 278A (a) and (b) of the Annotated Code of Maryland (1969 Replacement Volume and 1974 Supplement). We hereby certify that the herein described property is being conveyed by Articles of SALE AND TRANSFER, between the Transferor, Merging or Consolidating Corporation(s) herein named Rolph Point Yacht Club, Inc.

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named Rolph's Wharf Marina, Inc.

REAL PROPERTY AFFECTED: (Show separately for each parcel deed reference and brief description preferably as shown on recent tax bill.)

T.S.P. No. 59, folio 453, etc.
6.001 Acres and improvements, west end Rolph Wharf Road, southeast Chestertown

RECEIVED
CLERK, CIRCUIT COURT
1977 DEC 20 AM 9:36
QUEEN ANNE'S COUNTY

DEC 20-77 A #29690 *****1.00

Mailing address for receipt tax bills: Name Rolph's Wharf Marina, Inc.
Address R.D. 1
City or County, State and Zip Code Chestertown, Maryland 21620

*NOTE: SUBMIT IN TRIPLICATE

(OVER)

LIBER 5 125

LIBER 129 PAGE 453

LIBER

5 126

BOOK 129 PAGE 454

"IF APPLICABLE PLEASE COMPLETE"

A Recordation Tax is payable pursuant to Article 81, Section 277(T) at the rate of \$1.65 per 500 of the actual consideration paid or to be paid for any real property or improvements thereto so transferred, and a Transfer Tax is payable pursuant to Article 81, Section 278A (a) and (b) at the rate of one-half of one percent (.05%) of the actual consideration paid or to be paid for the conveyance of title of real property.

We hereby acknowledge and affirm under the penalties of perjury that the herein stated consideration paid on the conveyance of title of real property is the actual amount stated herein: CONSIDERATION \$250,000.00

TRANSFEROR CORPORATION Rolph Point Yacht Club, Inc.

SIGNATURE OF OFFICER George E. Brume
George E. Brume, President

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this

23rd day of August, 1977

I have set my hand and caused the seal of said Department to be hereto affixed.

Richard H. Keller
Charter Specialist

RECORDATION TAX PAID: 825.00
TRANSFER TAX PAID: 4250.00
TOTAL: 2,075.00

1251 3

1251 3

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

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 & TRANSFER has been filed in its office by _____

ERNEST S. COOKERLY, ESQ.

CHESTERTOWN, MD. 21620

which said Articles of SALE & TRANSFER were duly approved by said Department on August 23, 1977, at 8:30 a.m. and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is _____

ROLPH POINT YACHT CLUB, INC. (MD. CORP.)

the name of the transferee is _____

ROLPH'S WHARF MARINA, INC. (MD. CORP.)

(b) The location of the principal office of the transferee is _____

R.D. #1, Chestertown, MD. 21620

(c) The Articles of SALE & TRANSFER are dated August 22, 1977.

(d) The time of receipt for record of the Articles of SALE & TRANSFER in the office of the State Department of Assessments and Taxation was _____
August 23, 1977, at 8:30 a.m.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

THE RO CORPORATION

were received for record on, October 11 1977,
 in accordance with the provisions of Sec. 77 of Art. 23 of the
 Code (1957 Edition).

William L. Shoemaker
WILLIAM L. SHOEMAKER

Director

ARTICLES OF DISSOLUTION
OF

THE RO CORPORATION
 A Close Corporation

JAN 25-78 A 2 697 *****3.75

FIRST: The name of the corporation to be dissolved is: The RO Corporation. The address of the principal office is 204 North Commerce Street, Centreville, Queen Anne's County, Maryland 21617.

SECOND: The resident agent of the corporation who will serve for one year after dissolution and thereafter until the affairs of the corporation are wound up, and who actually resides in this state, is John W. Sause, Jr., 204 North Commerce Street, Centreville, Maryland 21617.

THIRD: There are no directors of The RO Corporation.

FOURTH: The officers of the corporation are as follows:

President	John W. Sause, Jr. 204 North Commerce Street Centreville, Maryland 21617
Vice President	Julia B. Sause 202 S. Liberty Street Centreville, Maryland 21617
Secretary/ Treasurer	Dorothy M. Monroe Grasonville, Maryland 21638

FIFTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter. The dissolution was unanimously approved by all stockholders of the corporation.

SIXTH: There are no known creditors of the corporation.

SEVENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the Treasurer of Queen Anne's County, stating in effect that all taxes levied on assessments made by the State Department of Assessments and Taxation and billed by and payable to such collecting authorities by the Corporation have been paid.

EIGHT: The RO Corporation is hereby dissolved.

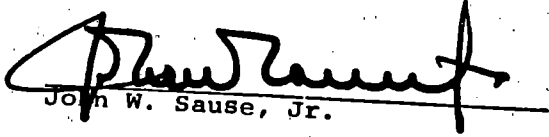
Attest:

Dorothy M. Monroe
 Dorothy M. Monroe, Secretary

John W. Sause, Jr. (SEAL)
 John W. Sause, Jr., President

002869

In accordance with Section 1-301 of the Corporation and Associations Article of the Annotated Code of Maryland, I hereby acknowledge the foregoing Articles of Dissolution to be the act of The RO Corporation; that, to the best of my knowledge and belief, the matters and facts therein stated are true in all material respects; and that the latter statement is made under the penalties of perjury.


John W. Sause, Jr.

LIBR 5 130

002870

OSCAR A. SCHULZ
TREASURER
HELEN E. PARDEE
DEPUTY
ELEANOR H. HUNTER
ASSISTANT DEPUTY

TREASURER OF QUEEN ANNE'S COUNTY
CENTREVILLE, MARYLAND

September 15, 1977

THIS IS TO CERTIFY that all taxes levied on assessments made by the State Department of Assessments and Taxation of Maryland, billed by and payable to the Treasurer of Queen Anne's County by THE RECORD-OBSERVER CORPORATION, have been paid through June 30th, 1977.

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

002871



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 269-3819
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

October 10, 1977

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

THE R O CORPORATION
have been paid.

WITNESS my hand and official seal this
Tenth day of October A.D. 19 77

Mary Ellen Hopkins
Deputy Comptroller

LIBER

5 131

340

RECEIVED
CLERK, CIRCUIT COURT
1978 JAN 25 AM 8:41
QUEEN ANNE'S COUNTY

LIBER 5 132

ARTICLES OF DISSOLUTION
OF
THE RO CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 14, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 5 2397, folio 002867, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special 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. Sumner

STATE OF MARYLAND A 66205

QUEEN ANNES COUNTY SCT.

I HEREBY CERTIFY THAT

THE *Articles of Dissolution* WAS

RECEIVED FOR RECORD THIS 25th

DAY OF *Jan* 1978 AT 9:41 AM

IN _____ AND RECORDED IN

LIBER *Case 5 folio 128* CHARTER

RECORD BOOK FOR QUEEN ANNES

COUNTY

Charles T. Cagle CLERK

3.75 PL

dw

000277

PETES CRAB HOUSE, INC.

JAN 25-78 A #2 696 ***** 75

ARTICLES OF AMENDMENT

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

FIRST: The charter of the Corporation is hereby amended by striking out the words "Petes Crab House, Inc." in Article Second and substituting "Captain Jim's Seafood Kettle, Inc." for the words so deleted, said Article Second to read hereafter as follows:

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: Captain Jim's Seafood Kettle, Inc.

SECOND: The amendments of the charter of the Corporation as hereinabove set forth have been unanimously approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Petes Crab House, 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, this 14th day of October, 1977. In accordance with Section 1-302 of the Corporations and Associations Article 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:

PETES CRAB HOUSE, INC.

Ava Irene Smith
Ava Irene Smith
Secretary

BY: James David Smith
James David Smith
President

001638

QUEEN ANNE'S COUNTY SENIOR HOUSING ASSOCIATION, INC.

Articles of Amendment

THIS IS TO CERTIFY:

JAN 25-78 A #2 695 ***** 75

1. The amendment of the Articles of Incorporation of Queen Anne's County Senior Housing Association, Inc., a Maryland corporation, (hereinafter called the Corporation) to be effected by these Articles of Amendment is as follows, to wit:

"Article III of the Articles of Incorporation of this Corporation is hereby amended as follows: The word 'civic' in the second line of Article III is deleted and the following words are substituted therefor:

'exclusively charitable within the limits of Section 501 (c) (3) of the Internal Revenue Code of 1954 and its amendments or any corresponding future provision of the Revenue Code'."

2. Said amendment was advised by the Board of Directors of the Corporation and approved by the members of the Corporation.

And I, the undersigned, Spencer Ferguson, President of Queen Anne's County Senior Housing Association, Inc., do hereby acknowledge the foregoing Articles of Amendment to be the act of said corporation.

And I, the undersigned, Spencer Ferguson, President of said corporation, do hereby state that all matters and facts set forth in the foregoing articles with respect to authorization and approval are true in all material respects, to the best of my knowledge, information and belief, and that this statement is made under the penalties for perjury.

WITNESS the hand of the Corporation by its President, witnessed by its Secretary, on this 21 day of September, 1977:

TEST: QUEEN ANNE'S COUNTY SENIOR HOUSING ASSOCIATION, INC.

Robin Wood
(Robin Wood) Secretary

By: Spencer Ferguson
(Spencer Ferguson) President

1/10/83 Original delivered to Howard Wood, atty.

RECEIVED
CLERK, CIRCUIT COURT
1978 JAN 25 AM 9:41
QUEEN ANNE'S COUNTY

ARTICLES OF AMENDMENT
OF
QUEEN ANNE'S COUNTY SENIOR HOUSING ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 6, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

2
Recorded in Liber 2397, folio 1638, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

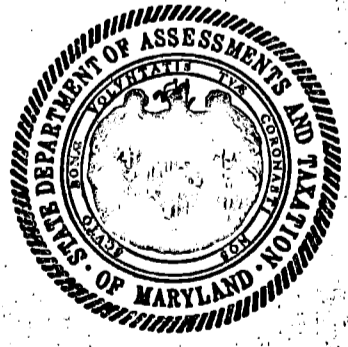
Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ _____

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. Simmons



A 66068
STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Art. Amend. WAS
RECEIVED FOR RECORD THIS 25th
DAY OF Jan. 19 78. AT 9:41 A.M.
RE AND RECORDED IN
LIBER 2397 Folio 1638
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles Cecil, Clerk

003057

ARTICLES OF INCORPORATION
OF

CHESTER CONSTRUCTION COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, RONALD KEITH GOLT 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 Chester Construction Company, Inc.

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

1. To engage in the business of general construction of roads, streets, septic systems, and other types of work relating to the improvement of land.
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 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 land or lands of the corporation, or of enhancing its value.
4. To purchase, lease, or otherwise acquire, hold, own, manage, construct, erect, improve, operate, dispose of, or to aid and subscribe towards the acquisition, construction or improvement of plants, mills, buildings, machinery, equipment, facilities, and any other property or appliance which may appertain to or be useful in the conduct of any business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.
5. To acquire all or any part of the good will, rights, property, patents, copyrights, franchises, or business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any business which this corporation has the power to conduct; and to hold, utilize, enjoy,

mortgage, pledge, assign, dispose of or deal in the whole or any part of the rights, property and business so acquired; and to assume in connection therewith any liabilities of any person, firm, association or corporation.

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

7. To aid in any manner any person, firm, association, corporation or syndicate by the purchase or sale of any shares of stock, bonds, debentures, notes, mortgages or other instruments evidencing rights, options to receive, purchase or subscription, or of any other nature, which are of interest to or held by the corporation, and to do any act or thing designed to protect, preserve or improve the value of any such property or interest, or any other property of the corporation.

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

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

10. Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make contracts, incur liabilities, borrow money, secure performance bonds, issue notes, bonds, debentures, stock or other obligations in payment for property purchased or acquired by the corporation, mortgage, assign or pledge any stocks, bonds, accounts receivable or to guarantee any dividend or bond or contract of other

003059

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 Ronald Keith Golt, 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 to be: RONALD KEITH GOLT whose post office address is Chester, Maryland 21619, Charles E. Smith whose post office address is Grasonville, Maryland 21638, and GEORGE H. GOLT 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) 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

003061

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 30th DAY OF September, 1977.

WITNESS:

Charles J. Smith

Ronald Keith Golt (SEAL)
Ronald Keith Golt

STATE OF MARYLAND

COUNTY OF QUEEN ANNE'S

to wit:

I HEREBY CERTIFY, That on this 30th day of Sept., 1977, before me, the subscriber, a Notary Public of the State of Maryland in and for the County sforesaid, personally appeared RONALD KEITH GOLT and he did acknowledge the sforegoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Charles E. Smith
NOTARY PUBLIC
My Commission Expires: 7/01/78

298

RECEIVED
CLERK. CIRCUIT COURT
1978 JAN 25 AM 9:41
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION
OF
CHESTER CONSTRUCTION COMPANY, INC.

JAN 25-78 A #2 693 *****1.21

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 3, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2396, folio 003056⁷, 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 Special Fee paid \$

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



LIBER 5 PAGE 143

bt.

A 65842

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
art / Inc WAS
RECEIVED FOR RECORD THIS *25 41*
DAY OF *Jan* 19 *78* AT *9:41* A.M.
AND RECORDED IN
LIBER *Civ. # 5 folio 143* Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles M. Cecil

425-21

ARTICLES OF INCORPORATION

OF

ROE FARMS, INC.

JAN 25-78 A #2 694 ***** 75

THIS IS TO CERTIFY:

FIRST: That the undersigned, William M.D. Roe, whose post office address is Box B, Sudlersville, Queen Anne's County, Maryland, 21668, 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

ROE FARMS, INC.

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

1. To own, manage and operate agricultural farm lands and to engage in the general practice of the farming of agricultural products.
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 purpose of promotion 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 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.

*Original mailed to
Wm. M. D. Roe
Sudlersville, Md. 4-12-78*

6. 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.

7. Without in any particularly 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 Sudlersville, Queen Anne's County, Maryland, 21668, and the resident agent of the corporation is William M.D. Roe, whose post office address is Box B, Sudlersville, Queen Anne's County, Maryland, 21668. 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 William M.D. Roe, (whose post office address is Box B, Sudlersville, Maryland 21668, Elizabeth Phillips Roe, (whose post office address is Box B, Sudlersville, Maryland 21668), and Jane Roe Fox (whose post office address is Box B, Sudlersville, Maryland 21668), shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.

SIXTH: The total authorized capital of the corporation shall be \$100,000.00, divided into 10,000 shares each having a par value of \$10.00. 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 part 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.

001468

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 5th day of October, 1977.

WITNESS:

Connie L. Hutson

William M. D. Roe (SEAL)
William M.D. Roe

STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 5th day of October 1977, before me, the subscriber, a Notary Public as aforesaid, personally appeared William M.D. Roe, and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Connie L. Hutson
NOTARY PUBLIC

LIBEP

5 PAGE 147 My Commission Expires: 7/1/1978

321

ARTICLES OF INCORPORATION
OF
ROE FARMS, INC.

RECEIVED
CLERK, CIRCUIT COURT
1978 JAN 25 AM 9:41
QUEEN ANNE'S COUNTY

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 7, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 5 2397, folio 146, 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 Special Fee paid \$

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



A 66036

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

THIS art/ inc WAS
RECEIVED FOR RECORD THIS 25th
DAY OF Jan 19 78 AT 9:41 A.M.
RE AND RECORDED IN
BOOK 375th FOR QUEEN ANNE'S
COUNTY
Chas. St. Cecil

bt

RECEIVED
CLERK. CIRCUIT COURT
1978 FEB 17 AM 10:39
QUEEN ANNE'S COUNTY

002301

ARTICLES OF INCORPORATION

FEB 17-78 A #21306 *****3.75

OF

KENT ISLAND DAN-DEE CORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned, Dennis R. Moudry, whose post office address is Rt #1, Box 494, Stevensville, Maryland, 21666; Joan D. Moudry, whose post office address is Rt #1, Box 494, Stevensville, Maryland 21666; William E. Smith, Jr., Rt. 1, Box 523, Stevensville, Maryland 21666; and Doris M. Smith, whose post office address is Rt #1, Box 523, Stevensville, Maryland; all being at least 18 years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is:

KENT ISLAND DAN-DEE CORPORATION

and is hereafter referred to as "the Corporation".

THIRD: The purpose for which this Corporation is formed is as follows:

- (a) To acquire, hold, develop and manage Lot #13, Block E, Section 1, Kent Island Estates, in the Fourth Election District of Queen Anne's County State of Maryland.
- (b) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.
- (d) To 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.

(f) To exercise any other power granted by law to corporations of the State of Maryland, and to do every other act or thing not inconsistent with law, whether or not directly related to the aforesaid purposes.

Queen

FOURTH: The principal office address of the Corporation in this State is Rt #1, Box 494, Stevensville, MD 21666. The name of the Corporation is *Queen* and post office address of the resident agent of the Corporation is Joan D. Moudry, Rt #1, Box 494, Stevensville, Maryland 21666. 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 Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) 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 elected and qualified are:

- Dennis R. Moudry
- Joan D. Moudry
- William E. Smith, Jr.
- Doris M. Smith

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.

(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 Corporation reserves the right to make, from time to time, any amendment of its charter which may now or hereafter be authorized by law.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 19th day of November, 1977.

WITNESS:

J. T. Clark

Dennis R. Moudry (SEAL)
Dennis R. Moudry

002303

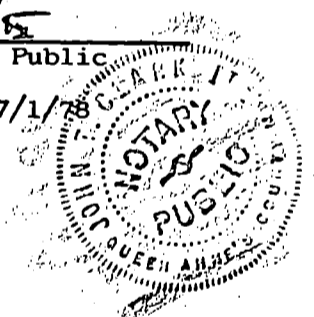
J. T. Clark _____ (SEAL)
Joan D. Moudry _____ (SEAL)
John T. Clark _____ (SEAL)
William E. Smith, Jr. _____ (SEAL)
J. T. Clark _____ (SEAL)
Doris M. Smith _____ (SEAL)

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

I HEREBY CERTIFY, that on this 19th day of
November, 1977, before me, the subscriber, a Notary
 Public of the State and County aforesaid, personally appeared
 Dennis R. Moudry, Joan D. Moudry, William E. Smith and Doris
 M. Smith, and each acknowledged the foregoing Articles of
 Incorporation to be their act.

WITNESS, my hand and Notarial Seal.

J. T. Clark
 Notary Public
 My commission expires: 7/1/78



ARTICLES OF INCORPORATION
OF
KENT ISLAND DAN-DEE CORPORATION

474

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 22, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2400, folio 4 002300, 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 Special Fee paid \$ _____

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, 67419
QUEEN ANNES COUNTY, SEAL
I HEREBY CERTIFY THAT
THIS RECEIVED FOR RECORD THIS 17th
DAY OF Feb 19 78 AT _____ M.
AND RECORDED IN
LIBER 2400 OF Page 149 Charter
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Reid
CLERK

bw

3.75

001895

RECEIVED
CLERK, CIRCUIT COURT
1978 FEB 17 AM 10:39
QUEEN ANNE'S COUNTY

SONS OF ABRAHAM,
ORDER OF ODDFELLOWS, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FEB 17-78 A #21307 ***** 75

FIRST: That we, the subscribers, Harry R. Warrick, whose Post Office address is Grasonville, MD 21638, George M. Fisher, whose Post Office address is Grasonville, MD 21638 and Robert Lee Butler, whose Post Office address is Grasonville, MD 21638; 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 "Sons of Abraham, Order of Oddfellows, 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; 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.

The membership of said corporation shall consist only of the members in good standing of said fraternal lodge

association known as Sons of Abraham, Order of Oddfellows, Inc.

Just
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 Harry R. Warrick 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 Harry R. Warrick, Grasonville, MD 21638, George M. Fisher, Grasonville, Maryland 21638, and Robert Lee Butler, Grasonville, Maryland 21638, 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 Corporation;

1. Noble Grand
2. Vice Grand
3. Past Noble Father
4. Secretary
5. 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 inten-

tion 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 18th day of November, 1977.

TEST: Charles E. Smith Harry R. Warrick
Harry R. Warrick

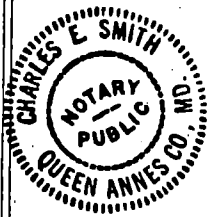
TEST: Charles E. Smith George M. Fisher
George M. Fisher

TEST: Charles E. Smith Robert Lee Butler
Robert Lee Butler

STATE OF MARYLAND, Queen Anne's County, TO WIT:

I HEREBY CERTIFY, That on this 18th day of November, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared HARRY R. WARRICK, GEORGE M. FISHER, and ROBERT LEE BUTLER, and each acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Charles E. Smith
Notary Public
My Commission expires 7/01/78

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ARTICLES OF INCORPORATION
OF
SONS OF ABRAHAM, ORDER OF ODDFELLOWS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 21, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2400 (lib) 891, 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 Special Fee paid \$ _____

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, SCT.
I HEREBY CERTIFY THAT
THIS 21st day
RECEIVED FOR RECORD THIS 17th WAS
DAY OF Feb 19 78 AT 10:39 AM
RE AND RECORDED IN
LIBER 2400 AND RECORDED IN
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Cecil
CLERK

67359

bw

3.75

003218

RECEIVED
CLERK: CIRCUIT COURT

1978 FEB 17 AM 10:39

QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION OF

"WINDY WAY CORPORATION"

FEB 17-78 A #21308 ***** 75

FIRST: Patrick E. Thompson, whose address is 109 Lawyers Row, Centreville, Queen Anne's County, Maryland 21617, being at least eighteen (18) 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:

"WINDY WAY CORPORATION"

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

(1) 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, diners, coffee shops, cocktail lounges and other eating and drinking places and establishment of every kind and description and check rooms, cigarette and tobacco stands and stores and generally conduct a business of restaurant tours, 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 to deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto or of use therein.

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do anything permitted by the Corporation and Associations Article (Section 2-103) of the Annotated Code of Maryland, as amended from time to time.

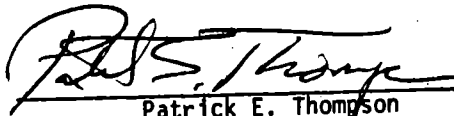
- 2 -

FOURTH: The post office address of the principal office of the Corporation in this State is Portside Inn, Kent Narrows, Grasonville, Queen Anne's County, Maryland 21638. The name and post office address of the Resident Agent of the Corporation is Robert W. Matthews, Box 291, McQuay Road, Severna Park, Maryland 21146. Said Resident Agent is an individual actually residing in the State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares without par value, all of one class and are designated common stock.

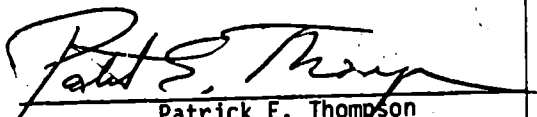
SIXTH: Initially, the Corporation shall have one Director, who shall be Robert W. Matthews and who shall serve until the organization meeting of directors provided by Section 2-109 (a), of the Corporations and Associations Article of the Annotated Code of Maryland, and until some stock of the Corporation shall have been issued. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 2nd day of November, 1977.


Patrick E. Thompson

ACKNOWLEDGMENT

Pursuant to Section 1-302 of the Corporations and Associations Article of the Annotated Code of Maryland, I hereby certify the foregoing Articles of Incorporation to be my act.


Patrick E. Thompson

437

ARTICLES OF INCORPORATION
OF
WINDY WAY CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 9, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2399, folio 003217, 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 Special Fee paid \$ _____

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, SCT.
67093
I HEREBY CERTIFY THAT
THIS *Art. of Inc.* WAS
RECEIVED FOR RECORD THIS *17th*
DAY OF *Jul* 19 *78* AT *10:39 A.* M.
AND RECORDED IN
LIBER *2399* FOLIO *003217*
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Cecil
CLERK

LIBER 5 PAGE 159

bw

3.75^{pl}

RECEIVED
CLERK, CIRCUIT COURT

1978 FEB 17 AM 10:39

QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION

OF

WINCHESTER CORPORATION

A Close Corporation

This is to certify that:

FEB 17-78 A #21309 *****375

FIRST: John W. Sause, Jr., whose address is 204 North Commerce Street, Centreville, Queen Anne's County, Maryland 21617, being at least eighteen 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:

WINCHESTER CORPORATION

THIRD: The Corporation is a close corporation authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) To act as promoter, partner, member, associate, trustee or manager of any partnership, joint venture, trust, or other enterprise;

(b) To acquire by purchase or in any other manner and take, receive, own, hold, use, employ, improve and otherwise deal with any interest in real or personal property;

(c) To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets;

(d) To make contracts and guarantees, to incur:

liabilities, and borrow money;

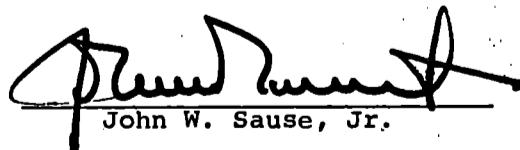
(e) To engage in any other lawful business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The address of the principal office of the Corporation in this State is: 204 North Commerce Street, Centreville, Queen Anne's County, Maryland 21617. The resident agent of the Corporation is: John W. Sause, Jr., whose address is: 204 North Commerce Street, Centreville, Queen Anne's County, Maryland 21617. The resident agent is a citizen of the State of Maryland who resides here.

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 which shares are of one class and are designated common stock.

SEVENTH: Initially, the Corporation shall have one Director, who shall be John W. Sause, Jr., and who shall serve until the time that the organization meeting of directors is held as required by Section 2-109 of the Corporations and Associations Article of the Annotated Code of Maryland and the issuance of at least one share of stock of the Corporation has been completed. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF I have signed these Articles of Incorporation on the seventh day of November, 1977, and I certify those Articles to be my act.


John W. Sause, Jr.

ARTICLES OF INCORPORATION
OF
WINCHESTER CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 9, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

3
Recorded in Liber 2399 (61102722), 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 Special Fee paid \$ _____

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. Summers



STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.
67024
HEREBY CERTIFY THAT
THIS *Robert Lee* WAS
RECEIVED FOR RECORD THIS 17th
DAY OF *Feb* 1978 AT 8:39 A.M.
AND RECORDED IN
LIBER *2399* (61102722)
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Cecil clerk

bw

3.75+

001911

SAINT CHRISTOPHERS MENS CLUB, INC. RECEIVED
CLERK, CIRCUIT COURT
ARTICLES OF INCORPORATION 1978 FEB 17 AM 10:39
QUEEN ANNE'S COUNTY

THIS IS TO CERTIFY:

FEB 17-78 A 21310 *****375

FIRST: We, the undersigned, Rev. Paul T. Gillen, CSSR, whose post office address is P. O. Box G, Chester, Md., 21619; Robert A. Moore, whose post office address is Route 1, Box 530, Grasonville, Md., 21638; and Salvatore DiPietro, whose post office address is Route 1, Box 572D, Chester, Md., 21619, 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:

SAINT CHRISTOPHERS MENS CLUB, INC.

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

- a. To provide an organization through which the men of the Club may by collective effort better serve God, their parish, their Church and the communities within the parish by action and example;
- b. To promote the welfare and objectives of Saint Christophers parish;
- c. To improve the communities within the parish for family living;
- d. To foster wholesome fellowship among the men of the parish and the communities;
- e. And to aid the underprivileged, the handicapped and the less fortunate, as the means of the Corp. shall permit.
- f. 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.
- g. 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.

*John
Lund*

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located in Chester, Maryland, 21619. The resident agent of the corporation is Edward C. Derby, whose post office address is Route 1, Box 434, Stevensville, Md., 21666. 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 Rev. Paul T. Gillen, CSSR.; Robert A. Moore and Salvatore DePietro.

SEVENTH: The duration of the Corporation shall be perpetual.

001913

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 25th day of October 1977.

WITNESS:

Paul A. Manner Rev. Paul T. Gillen, CSSR
Rev. Paul T. Gillen, CSSR.

Earl R. Bintl Robert A. Moore
Robert A. Moore

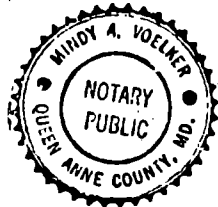
Earl R. Bintl Salvatore DiPietro
Salvatore DiPietro

STATE OF MARYLAND

CITY OR COUNTY OF Queen Anne to wit:

I HEREBY CERTIFY, that on this 25th day of October, 1977, before me, the subscriber, a Notary Public of the State of Maryland in and for the City or County aforesaid, personally appeared Rev. Paul T. Gillen, CSSR, Robert A. Moore and Salvatore DiPietro and severally they did acknowledge the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.



Mindy A. Voelker
NOTARY PUBLIC

My Commission Expires: July 1 1978

ARTICLES OF INCORPORATION
OF
SAINT CHRISTOPHERS MENS CLUB, INC.

420

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 4, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

4
Recorded in Liber 2399 (10) 1910, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

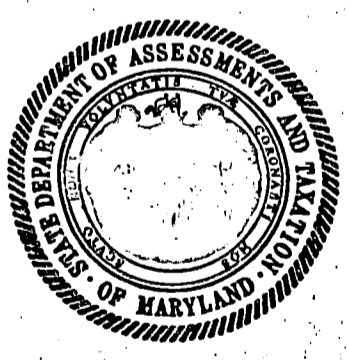
Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00 Special Fee paid \$

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, SCT. 6951
HEREBY CERTIFY THAT
THIS 4th day of Nov WAS
RECEIVED FOR RECORD THIS 1977
DAY OF Nov 1978 AT 10:39 A.M.
RE AND RECORDED IN
LIBER 2399 (10) 1910
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Cecil CLERK

bw

3.75 pd

001613

RECEIVED
CLERK, CIRCUIT COURT
1978 FEB 17 AM 10:39
QUEEN ANNE'S COUNTY

CHURCH HILL METHODIST CHURCH, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: The Articles of Incorporation of Church Hill Methodist Church, Inc., a Maryland corporation, (the "Corporation"), having its principal office in the County of Queen Annes, are hereby amended by striking out existing Article SECOND and inserting in lieu thereof a new Article SECOND to read as follows:

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

CHURCH HILL UNITED METHODIST CHURCH, INC. FEB 17-78 A #21311 *****2.50

SECOND: The amendment to the Articles of Incorporation has been duly advised by the Board of Trustees and approved by the congregation of the Corporation.

THIRD: The officers signing this instrument below acknowledge it to be the corporate act of the Corporation and hereby certify, under the penalties of perjury, that, to the best of their knowledge, information and belief, all matters and facts set forth in this instrument with respect to authorization and approval are true in all material respects.

IN WITNESS WHEREOF, Church Hill Methodist Church, Inc. has caused this instrument 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 11th day of October, 1977.

ATTEST:

CHURCH HILL METHODIST CHURCH, INC.

W. Frederick Coursey By George J. Wilson
W. Frederick Coursey, Secretary George J. Wilson, President

ARTICLES OF AMENDMENT

OF

CHURCH HILL METHODIST CHURCH, INC.

Changing its name to:

CHURCH HILL UNITED METHODIST CHURCH, INC.

460

approved and received for record by the State Department of Assessments and Taxation of Maryland November 18, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2400, folio 001612, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ Recording fee paid \$ 10.00 Special Fee paid \$

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, SCT. 67313
I HEREBY CERTIFY THAT THIS ... WAS RECEIVED FOR RECORD THIS ... DAY OF ... AT ... M. RE ... AND RECORDED IN LIBER ... RECORD BOOK FOR QUEEN ANNES COUNTY.
Charles W. Cecil CLERK

bt

250 pt

000588

CORSICA VETERINARY HOSPITAL, INC.

ARTICLES OF SALE AND TRANSFER

FEB 17-78 A #21312 *****75

RECEIVED
CLERK, CIRCUIT COURT
1978 FEB 17 AM 10:40
QUEEN ANNE'S COUNTY

ARTICLES OF SALE AND TRANSFER entered into this 3rd day of OCTOBER, 1977, by and between CORSICA VETERINARY HOSPITAL, INC., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and COUNTY COMMISSIONERS OF QUEEN ANNE'S COUNTY, a municipal corporation of the State of Maryland (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The Transferee's principle place of business is Centreville, Maryland.

THIRD: The Transferor, Corsica Veterinary Hospital, Inc., is a Maryland Corporation which was incorporated on November 26, 1958, and whose principal office is Centreville, Maryland 21617.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article SEVENTH herein, is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) of which Five Thousand Dollars (\$5,000.00) has been paid prior hereto, and the balance of Ninety-five Thousand Dollars (\$95,000.00) to be paid in the form of cash or certified check at the time of transfer.

FIFTH: The Transferor hereby covenants that all liens, mortgages and other encumbrances shall be satisfied prior to payment of the balance of the purchase price which shall occur at the time of transfer, and that the Transferor corporation and will execute such further assurances of the same as may be requisite.

It is the express intent of the parties hereto that the terms of this article they evidence their intent that there is to be no transfer of any debt or obligations of the Transferor whatsoever to the Transferee as allowed by the Corporation and Association Article of the Annotated Code of Maryland, Section 3-115.

SIXTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof and filed with the minutes of the proceeding of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and direction that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporation and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
738-1660

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of the Transferor, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of the Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: In consideration of the payment to Transferor of One Hundred Thousand Dollars (\$100,000.00) in accordance with the terms and conditions of the Contract of Sale, dated August 9, 1977, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, County Commissioners of Queen Anne's County, a municipal corporation of the State of Maryland, its successors and assigns, in fee simple, the following:

ALL that lot or parcel of land situate, lying and being near Queenstown, in the Fifth Election District of Queen Anne's County, State of Maryland, called and known as part of the "Keating Farm", or by whatsoever name it may be known, as set forth and shown on a plat of said lands by Walter E. Woodford, Jr., registered surveyor, entitled "Survey Plat Showing A Parcel Of Land Conveyed By Frank S. Dudley, Jr., To Arthur H. Kudner, Jr., etc.", dated April, 1959, which said plat is recorded among the Land Records of Queen Anne's County in Liber T.S.P. No. 48, folio 65, said lot of ground being more particularly described as follows, according to a certificate of survey of the said Walter E. Woodford, Jr., dated April, 1959, as follows to wit:

BEGINNING at a metal pipe placed in the Southwest corner of the property hereby conveyed on the North line of a 50' service road adjacent to and paralleling Maryland Route 71 (Blue Star Memorial Highway), said pipe being North $66^{\circ} 17'$ East 1000 feet and North $23^{\circ} 43'$ West 50.00 feet from a concrete monument which marks a break in the State Roads Commission right of way line at the intersection of Maryland Route 71 with Maryland Route 456 (running into Queenstown from Wye Mills), said monument being at right angles to and 100 feet North of highway centerline Station 901/38 as shown on State Roads Commission plat No. 8310, and running thence with the North side of the aforementioned service road North $66^{\circ} 17'$ East a distance of 150.00 feet to a metal pipe and the lands of Frank S. Dudley, Jr.; thence turning at right angles and running with said Dudley lands North $23^{\circ} 43'$ West a distance of 300.00 feet to a metal pipe; thence turning at

000590

right angles and running still with said Dudley lands South 66° 17' West a distance of 150.00 feet to a metal pipe; thence turning at right angles and running still with Dudley lands South 23° 43' East a distance of 300.00 feet to the point of beginning, containing 1.033 acres, more or less.

BEING the same lands conveyed by deed from Tidewater Publishing Corporation to the Corsica Veterinary Hospital, Inc., dated November 7, 1961, and recorded in Liber T.S.P. No. 63, folio 319 of the Land Records of Queen Anne's County.

TOGETHER with the free and unobstructed right of way easement for purposes of ingress and egress to and from the hereinabove described lands from the Green Spring Public Road and Maryland Route No. 456 (Queenstown to Wye Mills), unto the said party of the second part, County Commissioners of Queen Anne's County, its successors and assigns, over all that 50 foot roadway designated as "Service Road" on a certain plat entitled "Sketch Showing Area Referred to as Queenstown Service Road, etc." by Walter E. Woodford, Jr., registered surveyor, dated April, 1959, recorded among the Land Records of Queen Anne's County in Liber T.S.P. No. 48, folio 64, as said "Service Road" is thereon located between Maryland Route No. 456 and the Green Spring County Road, aforesaid; subject, nevertheless, to the rights of Sherwood Brothers, Incorporated, its successors and assigns, lessee, in and to said "Service Road" as is more particularly set forth in a certain lease between Frank S. Dudley, Jr., et ux, to Sherwood Brothers, Incorporated, dated the 2nd day of March, 1955, recorded among the Land Records aforesaid in Liber T.S.P. No. 21, folio 232, wherein the right of way reserved by the said Lessors is stated to be of width of 28 feet as shown on a certain plat entitled "The Service Station Site, N.W.C. Blue Star Memorial Highway and Green Spring County Road, etc.", dated March 23, 1955, recorded among the Land Records of Queen Anne's County in Liber T.S.P. No. 21, folio 238; and together with the benefits therein appertaining to the reservation of said 28 foot roadway by the Lessors thereof or as may accrue from the duties and obligation of said Lessors therein.

AND FURTHER WITH the free and unobstructed right of way for ingress and egress to and from the hereinabove described lands unto the party of the second part, County Commissioners of Queen Anne's County, its successors and assigns, over all that 20 foot right of way or easement extending over lands of the said Frank S. Dudley, Jr., from the northerly side line of the Queenstown Service Road to the Northerly boundary of the property hereby conveyed, immediately adjacent to the westerly boundary of said property, and more particularly described as follows:

BEGINNING for the same at the metal pipe set at the southwesterly corner of the hereinabove described property, being the place of beginning in the foregoing description of the same; thence (1) with the northerly side line of the Queenstown Service Road, as shown on the plat first above mentioned, South 66° 17' West 20 feet; thence (2) over lands of the Grantor, North 23° 43' West 300 feet; thence (3) over lands of the Grantor, North 66°

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
758-1660

LIBER

5 PAGE 171

17' East 20 feet to a metal pipe at the northwesterly corner of the lands hereinabove conveyed; thence (4) with the lands hereinabove conveyed South 23° 43' East 300 feet to the place of beginning.

AND FURTHER TOGETHER WITH all those privileges, rights of way, or easement appertaining to water pipe lines, electric lines and telephone lines more fully set forth in the aforementioned deed from Frank S. Dudley, Jr., et ux, to Tidewater Publishing Corporation, dated May 18, 1959, recorded among the Land Records aforesaid in Liber T.S.P. No. 48, folio 55, made a part hereof by reference thereto as if fully set out herein.

SUBJECT, NEVERTHELESS, to publicly recorded easements for utility lines or as the same may exist upon the aforesaid lands.

TOGETHER with the buildings and improvements thereon erected, made or being, and all and every the rights, roads, alleys, ways, waters, privileges, appurtenances and advantages to the same belonging or in anywise appertaining.

TO HAVE AND TO HOLD said lands and premises, above described and mentioned and hereby intended to be conveyed, together with the rights, privileges, appurtenances and advantages thereto belonging or appertaining, unto and to the proper use and benefit of the party of the second part, County Commissioners of Queen Anne's County, its successors and assigns, in fee simple, forever, subject to the restrictive covenants and conditions more fully and particularly set forth in the aforementioned deed from Frank S. Dudley, Jr., et ux, to Tidewater Publishing Corporation, by deed dated the 18th day of May, 1959, recorded among the Land Records of Queen Anne's County in Liber T.S.P. No. 48, folio 55 as amended by an Agreement and Waiver of Covenants, Conditions and Restrictions executed by Frank S. Dudley, Jr., dated November 7, 1961 and recorded in the Land Records aforesaid in Liber C.W.C. No. 63, folio 321, the said Frank S. Dudley, Jr. hereby joins in the execution of this deed for the sole purpose of evidencing his consent to the extension and continuation of the terms set forth in said Agreement and Waiver to the County Commissioners of Queen Anne's County and for the further purpose of evidencing his consent to the conveyance of the herein described tract from the Corsica Veterinary Hospital, Inc., to the County Commissioners of Queen Anne's County.

AND the said party of the first part does hereby covenant that it has not done nor suffered to be done, any act, matter or thing whatsoever, to encumber the property hereby conveyed; that it will warrant specially the property hereby conveyed; and that it will execute such further assurances of the same as may be requisite.

EIGHTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

000592

IN WITNESS WHEREOF, Corsica Veterinary Hospital, Inc. and County Commissioners of Queen Anne's County, parties of these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of the Transferor Corporation, by its President and Directors and attested by its Secretary and the Transferee by Leonard E. Smith, President of the County Commissioners on this 3rd day of OCTOBER, 1977.

WITNESS:

CORSICA VETERINARY HOSPITAL, INC.

Wade L. Blaney, Jr.

Ruth B. Blaney

Ruth B. Blaney, President

Wade L. Blaney, Jr.

Ruth B. Blaney

Ruth B. Blaney, Director

Wade L. Blaney, Jr.

Margaret Byer Blaney

Margaret Byer Blaney, Director

Wade L. Blaney, Jr.

Scott Woods Blaney

Scott Woods Blaney, Director

Lada H. Patmore

Leonard E. Smith

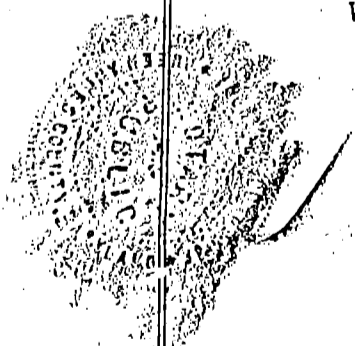
Leonard E. Smith, President of the County Commissioners of Queen Anne's County.

STATE OF MARYLAND }
QUEEN ANNE'S COUNTY }

TO WIT:

I HEREBY CERTIFY, that on this 3rd day of OCTOBER, 1977, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Ruth B. Blaney who acknowledged herself to be the President of Corsica Veterinary Hospital, Inc., a Corporation and that she as such President being authorized so to do, executed the foregoing Articles of Sale and Transfer for the purposes therein contained, by signing the name of the corporation by herself as President.

WITNESS my hand and Notarial Seal.



Wade L. Blaney, Jr.
Notary Public

My Commission Expires: 7-1-1979

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
736-1660

LB:R

STATE OF MARYLAND
QUEEN ANNE'S COUNTY

TO WIT:

I HEREBY CERTIFY, that on this 3rd day of OCTOBER, 1977, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Ruth B. Blaney, a member of the Board of Directors of Corsica Veterinary Hospital, Inc., a corporation, and acknowledged the foregoing Articles of Sale and Transfer to be her respective act on behalf of the Board of Directors as aforesaid.

WITNESS my hand and Notarial Seal.

Wesley G. Blaney, Jr.
Notary Public

My Commission Expires: 7-1-1978

STATE OF MARYLAND
QUEEN ANNE'S COUNTY

TO WIT:

I HEREBY CERTIFY, that on this 3rd day of OCTOBER, 1977, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Margaret Byer Blaney, a member of the Board of Directors of Corsica Veterinary Hospital, Inc., a corporation, and acknowledged the foregoing Articles of Sale and Transfer to be her respective act on behalf of the Board of Directors as aforesaid.

WITNESS my hand and Notarial Seal.

Wesley G. Blaney, Jr.
Notary Public

My Commission Expires: 7-1-1978

STATE OF MARYLAND
QUEEN ANNE'S COUNTY

TO WIT:

I HEREBY CERTIFY, that on this 3rd day of OCTOBER, 1977, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Scott Woods Blaney, a member of the Board of Directors of Corsica Veterinary Hospital, Inc., a corporation, and acknowledged the foregoing Articles of Sale and Transfer to be his respective act on behalf of the Board of Directors as aforesaid.

WITNESS my hand and Notarial Seal.

Wesley G. Blaney, Jr.
Notary Public

My Commission Expires: 7-1-1978

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
706-11600

000594

STATE OF MARYLAND
QUEEN ANNE'S COUNTY

TO WIT:

I HEREBY CERTIFY, that on this 18th day of October, 1977, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Leonard E. Smith who acknowledged himself to be the President of the County Commissioners of Queen Anne's County, a municipal corporation of the State of Maryland, and that he as such President being authorized so to do, executed the foregoing Articles of Sale and Transfer for the purposes herein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and Notarial Seal.

Linda A. Palmatrix
Notary Public
My Commission Expires: 11/18

451

LIBER 5 PAGE 176

ARTICLES OF SALE AND TRANSFER

OF

CORSICA VETERINARY HOSPITAL, INC. (Md. Corp.)-TRANSFEROR

TO

COUNTY COMMISSIONERS OF QUEEN ANNE'S COUNTY (Municipal Corp.)-TRANSFEEES

approved and received for record by the State Department of Assessments and Taxation of Maryland November 15, 1977, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

8

Recorded in Liber 2400 (100) 587, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ Recording fee paid \$ 19.00 Special Fee paid \$ 2.00 Cert. among Land Record Queen Anne's County \$ 21.00 Total

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

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



STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SCT. RECEIVED FOR RECORD THIS DAY OF NOV 19 78 AT 10:40 A.M. RE AND RECORDED IN LIBER 2400 (100) 587 RECORD BOOK FOR QUEEN ANNE'S COUNTY CLERK Charles W. Bevil

bw

LIBER

5 PAGE 176

CERTIFICATE OF CONVEYANCE

451

OF REAL PROPERTY BY ARTICLES OF Sale and Transfer

Pursuant to TITLE 3, Corporations in General, Subtitle 1, Consolidation, Merger and Transfer of Assets, Section 3-112 Property Certificate for Assessments Records of the Corporations and Associations Article (1975 Revised Code-Maryland) and Article 81 - Revenue and Taxes, Sections 277(a), 277(T), and 270A (a) and (b) of the Annotated Code of Maryland (1969 Replacement Volume and 1974 Supplement). We hereby certify that the herein described property is being conveyed by Articles of Sale and Transfer, between the Transferor, Merging or Consolidating Corporation(s) herein named Corsica Veterinary Hospital, Inc.

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named County Commissioners of Queen Anne's County

REAL PROPERTY AFFECTED: (Show separately for each parcel deed reference and brief description preferably as shown on recent tax bill.)

ALL that lot or parcel of land, situate, lying and being in the Fifth Election District, Queen Anne's County, State of Maryland, fronting on a fifty (50) foot service road, adjacent to U.S. Route 301, near the town of Queenstown, more particularly described by metes and bounds in accordance with a survey by Walter E. Woodford, Jr., as containing 1.033 acres of land, more or less.

BEING the same land granted and conveyed unto Corsica Veterinary Hospital, Inc. by deed from Tidewater Publishing Corporation, dated November 7, 1961 and recorded in Liber T.S.P. No. 63, folio 319 of the Land Records of Queen Anne's County.

RECEIVED
CLERK, CIRCUIT COURT
1978 FEB 17 AM 10:40
QUEEN ANNE'S COUNTY

FEB 17-78 A 21313 *****1.00

Mailing address for receipt tax bills: Name County Commissioners of Queen Anne's County
Address Court House, Centreville, Maryland 21617
City or County, State and Zip Code _____

*NOTE: SUBMIT IN ^{Duplicate} TRIPPLICATE

(OVER)

LIBER 5 PAGE 176

Not Applicable. See enclosed letter of Clerk of Circuit Court for Queen Anne's County.

"IF APPLICABLE PLEASE COMPLETE"

A Recordation Tax is payable pursuant to Article 81, Section 277(P) at the rate of \$1.65 per 500 of the actual consideration paid or to be paid for any real property or improvements thereto so transferred, and a Transfer Tax is payable pursuant to Article 81, Section 270A (a) and (b) at the rate of one-half of one percent (.05%) of the actual consideration paid or to be paid for the conveyance of title of real property.

We hereby acknowledge and affirm under the penalties of perjury that the herein stated consideration paid on the conveyance of title of real property is the actual amount stated herein:

CONSIDERATION 100,000.00

TRANSFEROR CORPORATION Corsica Veterinary Hospital, Inc.

SIGNATURE OF OFFICER _____

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this _____ day of _____, 19____

I have set my hand and caused the seal of said Department to be hereto affixed.

Charter Specialist

RECORDATION TAX PAID: _____
TRANSFER TAX PAID: _____
TOTAL: _____

LIBER

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CERTIFICATE OF CONVEYANCE

451

OF REAL PROPERTY BY ARTICLES OF Sale and Transfer

Pursuant to TITLE 3, Corporations in General, Subtitle 1, Consolidation, Merger and Transfer of Assets, Section 3-112 Property Certificate for Assessments Records of the Corporations and Associations Article (1975 Revised Code-Maryland) and Article 81 - Revenue and Taxes, Sections 277(a), 277(T), and 278A (a) and (b) of the Annotated Code of Maryland (1969 Replacement Volume and 1974 Supplement). We hereby certify that the herein described property is being conveyed by Articles of Sale and Transfer, between the Transferor, Merging or Consolidating Corporation(s) herein named Corsica Veterinary Hospital, Inc.

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named County Commissioners of Queen Anna's County

REAL PROPERTY AFFECTED: (Show separately for each parcel deed reference and brief description preferably as shown on recent tax bill.)

ALL that lot or parcel of land, situate, lying and being in the Fifth Election District, Queen Anne's County, State of Maryland, fronting on a fifty (50) foot service road, adjacent to U.S. Route 301, near the town of Queenstown, more particularly described by metes and bounds in accordance with a survey by Walter E. Woodford, Jr., as containing 1.033 acres of land, more or less.

BEING the same land granted and conveyed unto Corsica Veterinary Hospital, Inc. by deed from Tidewater Publishing Corporation, dated November 7, 1961 and recorded in Liber T.S.P. No. 63, folio 319 of the Land Records of Queen Anne's County.

RECEIVED
CLERK, CIRCUIT COURT
1978 FEB 17 AM 10:40
QUEEN ANNE'S COUNTY

FEB 17-78 A #21313 *****1.00

Mailing address for receipt tax bills: Name County Commissioners of Queen Anne's County
Address Court House, Centreville, Maryland 21617
City or County, State and Zip Code _____

*NOTE: SUBMIT IN ^{Duplicate} PRIVATE

(OVER)

LIBER 5 PAGE ~~177~~ 177

*Original delivered to County Commissioners
4/29/78*

DOCUMENT NO. 92-126

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

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 & TRANSFER has been filed in its office by

Robert R. Price, Jr., Esq.
Centreville, MD. 21617

which said Articles of SALE & TRANSFER were duly approved by said Department on November 15, 1977, at 8:30 a.m. and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is _____

CORSICA VETERINARY HOSPITAL, INC. (Md. Corp.)

the name of the transferee is _____

COUNTY COMMISSIONERS OF QUEEN ANNE'S COUNTY (Municipal Corp.)

(b) The location of the principal office of the transferee is _____

Queen Anne's County

(c) The Articles of SALE & TRANSFER are dated October 3, 1977.

(d) The time of receipt for record of the Articles of SALE & TRANSFER in the office of the State Department of Assessments and Taxation was _____

November 15, 1977, at 8:30 a.m.

000306

LIBER

RECEIVED
CLERK, CIRCUIT COURT
1978 APR 12 AM 10:44
QUEEN ANNE'S COUNTY

APR 12-78 A #22976 *****6.25

CERTIFICATE OF INCORPORATION

of

CARDINAL INCORPORATED

(Incorporated under the Laws of Maryland)

- FIRST:** The name of this corporation shall be **CARDINAL INCORPORATED**.
- SECOND:** Its principal office in the State of Maryland is to be located at 374-A Chesapeake Avenue, in the City of Stevensville, County of Queen Anne. The agent in charge thereof is John C. Beeler, who is a citizen of the State of Maryland, and residing at 374-A Chesapeake Avenue, Stevensville, Maryland.
- THIRD:** The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

To design, manufacture, produce, prepare, buy and retail, distribute, export, import, dispose of, and generally deal in and with the contracting of or sub-contracting of the construction or remodeling of any buildings including offices, homes, public or commercial structures, fences, walls, masonry or wood, patios, porch enclosures, room additions, basements, recreation rooms, driveways, screen porches, general repair, fireplaces, sheds, barns or any related items of any material. To buy and sell any or all articles useful in connection with the above work.

LIBER

5 PAGE 179

To acquire by lease, purchase, gift, devise, contract, concession, or otherwise, and to hold, own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, otherwise dispose of, wherever situated, within or without the State of Maryland, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every kind, nature and description whatsoever.

To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Maryland, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

To enter into, make and perform contracts of every kind and description with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof.

To acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, secure, own, hold, use, operate, contract or negotiate for,

000308

LIBCP

Page 3 of 10

take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letters patent, patents, patent rights, patents applied for or to be applied for, trade-marks, trade names and symbols, distinctive marks and indications of origin or ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, licenses, processes, data and formulae of any and all kinds granted by, or recognized under or pursuant to the laws of the United States of America, or of any other country or countries whatsoever, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly or indirectly, to effectuate these objects.

To underwrite, subscribe for, purchase, invest in, or reinvest, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds, debentures, mortgages and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest, in respect of any such stocks, bonds and other evidences of indebtedness and obligations; to issue in exchange therefor its own stocks, bonds or other obligations, and, while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof, and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

LIBCP

5 PAGE 181

To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith, to grant collateral or other security either alone or jointly with any other person, firm or corporation, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the General Corporation Law of the State of Maryland; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.

To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of shares of its own capital stock, provided that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

To have one or more offices, conduct and carry on its business and operations and promote its objects within and without the State of Maryland, in other states, the District of Columbia, the territories, colonies and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

IN GENERAL, 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, as principals, agents, contractors, trustees, or otherwise, within or without the State of Maryland,

000310

LIBER

~~LIBER~~

Page 5 of 10

either alone or in company with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden, and with all the powers conferred upon corporations by the laws of the State of Maryland.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Third Article of this Certificate of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in this Certificate of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Maryland, now or hereafter in effect, or impliedly by any reasonable construction of said law.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000), all of one class and of no par value.

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000).

SIXTH: The names and places of residence of each of the incorporators are as follows:

LIBER

5 PAGE 183

NAME	RESIDENCE
John C. Beeler	374-A Chesapeake Avenue, Stevensville, MD
Joanne S. Beeler	374-A Chesapeake Avenue, Stevensville, MD

SEVENTH: The existence of the corporation is to be perpetual.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH: (a) Subject to the provisions of the General Corporation Law of the State of Maryland, the number of directors of the corporation shall be determined as provided in the By-Laws.

(b) The election of directors need not be by ballot.

TENTH: IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the Laws of the State of Maryland, the Board of Directors is expressly authorized:

To make, alter, or repeal the By-Laws of the corporation; to fix the amount to be preserved as or for working capital or for any other proper purpose; to fund such reserve or reserves, and to abolish any such reserve or reserves, fund or funds; to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine pursuant to the provisions of the By-Laws whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the stock ledger), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of the corporation except as conferred by statute, unless duly authorized so to do by a resolution of a majority of the stockholders or of the directors.

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LIBER

~~XXXXXXXXXX~~

Page 7 of 10

A majority of the directors, by a suitable By-Law or by resolution by a majority of the whole membership of the Board, may designate two or more of their number to constitute a committee or committees, with such name or names as may be stated in the By-Laws, or as may be determined from time to time by resolution of a majority of the Board of Directors, which committee or committees, to the extent provided in such resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have the power to authorize the seal of the corporation to be affixed to all papers which may require it.

Subject to the provisions of the statutes of Maryland, to exercise any and all other powers, in addition to the powers expressly conferred by law and by this Certificate of Incorporation, which may be conferred upon it by the corporation through appropriate By-Law provisions.

ELEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State Of Maryland may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed by this corporation on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs.

LIBER

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If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

TWELFTH: No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he 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 the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize 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.

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LIBER



Page 9 of 10

THIRTEENTH: The stockholders and directors shall have power to hold their meetings if the By-Laws so provide, and keep the books except the original or duplicate stock ledger, documents and papers of the corporation, outside of the State of Maryland, and to have one or more offices within or without the State of Maryland, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Maryland.

FOURTEEN: There shall be two directors, John C. Beeler, Acting President and Joanne S. Beeler, Acting Secretary-Treasurer, who shall act until their successors are duly sworn.

FIFTEENTH: The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the statutes of Maryland, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, Incorporators, all being over the age of 21, for the purpose of forming a corporation under the laws of the State of Maryland, do make, file and record this Certificate, and do certify that the facts herein stated are true, and we have accordingly hereunto set our respective hands and seals,

Date: 11/14 1977

John C. Beeler (L.S.)
John C. Beeler

Joanne S. Beeler (L.S.)
Joanne S. Beeler

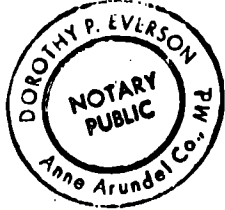
State of Maryland)
County of Queen Anne)



BE IT REMEMBERED, that personally appeared before me Dorothy P. Everson a Notary Public, John C. Beeler and Joanne S. Beeler parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I

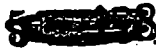
having first made known to them and each of them the contents of said Certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office this 15 day of NOV, 1977.



Dorothy P. Everson
Notary Public DOROTHY P. EVERSON
Expires July 1978

LIBER



490

ARTICLES OF INCORPORATION
OF
CARDINAL INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 29, 1977 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2401 (100305), 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 Special Fee paid \$

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.

William J. Simmons



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI.
I HEREBY CERTIFY THAT
THIS *Charte* WAS
RECEIVED FOR RECORD THIS 12th
DAY OF *Apr* 19 78 BY
RE 2977 AND RECORDED IN
LIBER *ave. 5 fold 179*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Charles W. Cecil CLERK.

LIBER 5 PAGE 189

RECEIVED
CLERK, CIRCUIT COURT

1978 APR 12 AM 10:45

KENNERSLEY STUD, INC.

QUEEN ANNE'S COUNTY

ARTICLES OF REVIVAL
(UNDER TITLE 3, SUBTITLE 508-509-510 OF
"CORPORATIONS AND ASSOCIATIONS ARTICLE"
OF THE ANNOTATED CODE OF MARYLAND)

APR 12-78 A #22977 *****75

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 December 20th, 1976, 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:

LAW OFFICES
RASIN AND RASIN
COURT STREET
CHESTERTOWN, MD. 21620

(301) 776-3619

003206

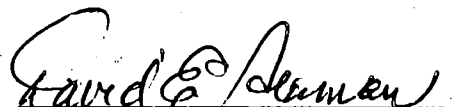
(a) Paid all fees required by law;

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

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on the 7th day of Dec. 1977.


David E. Seaman
Last Acting President


Owen K. Fox
Last Acting Secretary

STATE OF MARYLAND, COUNTY OF KENT, ss:

I HEREBY CERTIFY, That on the 7 day of December 1977, 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.

LAW OFFICES
RASIN AND RASIN
COURT STREET
CHESTERTOWN, MD. 21620

(301) 776-2510

LIBER

5 PAGE 182

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



Elizabeth C. Rollison
Notary Public

My Commission expires:
July 1st, 1978

ARTICLES OF REVIVAL
OF
KENNERSLEY STUD, INC.

536

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 9, 1977 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2401, folio 003204, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ 25.00

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. Summers



LIBER

5 PAGE 193

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SOY.
I HEREBY CERTIFY THAT
THIS *Articles of Revival* WAS
RECEIVED FOR RECORD THIS *12th*
DAY OF *Dec* 1977 AT *8:42* P.M.
RE *2977* AND RECORDED IN
LIBRARY - *5 folio 193*
RECORD BOOK FOR QUEEN ANNES
COUNTY.
Charles W. Balfanz

RECEIVED
CLERK, CIRCUIT COURT

1978 APR 12 AM 10:45 ARTICLES OF INCORPORATION OF
QUEEN ANNE'S COUNTY "M. & D. DRY WALL, INC."

Handwritten initials

FIRST: Edward Turner, whose address ^{APR 12 1978} is ~~109A~~ ^{Lawyers Row} Centreville, Queen Anne's County, Maryland 21617, being at least eighteen (18) 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:

"M. & D. DRY WALL, INC."

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

(1) To install and furnish sheet rock for homes and commercial buildings and to engage in all activities, to render all services, and to buy, sell, use, handle, and to deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto or of use therein.

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do anything permitted by the Corporation and Associations Article (Section 2-103) of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 40A, Centreville, Queen Anne's County, Maryland 21617. The name and post office

address of the Resident Agent of the Corporation is Monte W. Garrettson, Route 1, Box 40A, Centreville, Maryland 21617. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares without par value, all of one class and are designated common stock.

SIXTH: Initially, the Corporation shall have one Director, who shall be Monte W. Garrettson and who shall serve until the organization meeting of directors provided by Section 2-109 (a), of the Corporations and Associations Article of the Annotated Code of Maryland, and until some stock of the Corporation shall have been issued. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 13th day of December, 1977.


Edward Turner

ACKNOWLEDGMENT

Pursuant to Section 1-302 of the Corporations and Associations Article of the Annotated Code of Maryland, I hereby certify the foregoing Articles of Incorporation to be my act.


Edward Turner

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ARTICLES OF INCORPORATION
OF
M. & D. DRY WALL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 14, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2402 (folio 3 0110570), 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 Special Fee paid \$ _____

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. Summers



STATE OF MARYLAND,
QUEEN ANNES COUNTY, SOI.
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *14th*
DAY OF *Dec* 1977. *88060* M.
BE *29.77* AND RECORDED IN
LIBER *2402-5 folio 3* *Charter*
RECORD BOOK FOR QUEEN ANNES
COUNTY
Charles W. Culp CLERK.

LIBER ~~5~~

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CLERK, CIRCUIT COURT
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QUEEN ANNE'S COUNTY

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APR 12-78 A 22979 *****375

ARTICLES OF INCORPORATION
OF
HANSA INTERNATIONAL LIMITED

FIRST: The undersigned, Louis Richard Schuerholz, whose post office address is Route 3, Box 39, Centreville, Maryland, 21617, 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 HANSA INTERNATIONAL LIMITED

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

To purchase, lease or otherwise acquire, own, hold, use, mortgage, rent, sell or otherwise dispose of, and otherwise deal in and with real and personal property, or any interest therein, wherever situated.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other corporations of this State, of foreign corporations, and of associations, partnerships and individuals, and the bonds or other securities of any government or state of the United States, or its possessions or territories, or any

LIBER

5 PAGE 197

department, agency or authority thereof.

To acquire and undertake the good will, property, rights, franchises, contracts and assets of every manner and kind and the liabilities of any person, firm, association or corporation, either wholly or in part and to pay for the same in cash, stock, or bonds of the Corporation or otherwise.

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county, state or government or the District of Columbia, 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, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, as far as may be permitted by the laws of the State of Maryland.

To invest its surplus funds and to lend money in any manner which may be appropriate to enable it to carry on the operations or to fulfill the purposes named, and to take and hold real and personal property as security for the payment of funds so invested or loaned.

To borrow or raise monies for any of the purposes of the Corporation, and to issue bonds, debentures or other obligations of the Corporation, and at the option of the Corporation, to secure the same by mortgage.

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pledge, deed of trust or otherwise.

To finance the purchase and sale of automobiles, airplanes, boats and motor vehicles of all kinds, and articles and merchandise of every class and description.

To deal in, sell, operate, repair, service, take charge of and let for hire and lease, automobiles, motor trucks and vehicles of any and all kinds.

To act as distributors, wholesalers, manufacturer's representatives, and dealers in motorcycles and automotive and transportation related items, and to trade and deal in such items and the parts and accessories therefor, at wholesale and retail, and to import, export and otherwise turn to account automotive items and equipment; to buy, sell, lease, distribute, rent, and, generally trade and deal in, as principals or agents, on commission, consignment or otherwise, new and used automobiles, motor trucks, motorcycles, tractors, trailers, engines, automotive equipment, airplanes, boats and vehicles of all kinds: electrical appliances, radios, television sets, household appliances, marine supplies, tires, tubes, supplies, parts, equipment, specialities and accessories and goods, wares and merchandise of every class and description.

To maintain a station or stations or garages, for the supply to the public, and to deal in gasoline, oils, lubricants or any articles or services necessary or

LIBER

5 PAGE 199

incidental to the operation or equipment of automobiles, motor trucks and vehicles of every kind, nature and description.

To carry on a general insurance agency and brokerage business in all its branches.

To conduct its business, carry on its operations, have offices, and exercise the powers granted by law in any part of the world.

With a view to the working and development of the properties of the Corporation, and to effectuate, directly or indirectly, its objects and purposes, or any of them, the Corporation may, in the discretion of the directors, from time to time, carry on any other business, manufacturing or otherwise, to any extent and in any manner not unlawful, as principal, factor, agent, contractor or otherwise, either alone or as a partner with or through, or in conjunction with any person, firm, association or corporation, and in carrying on its business and for the purposes of attaining or furthering any of its objects and purposes, and to make and perform contracts and to do any act and things, and to exercise any and all objects and purposes specified, or which at any time may appear conducive for the accomplishment of any such objects and purposes, or to exercise any powers granted by law.

FOURTH: The post office address of the principal office of the Corporation in this State is:

Route 3 Box 39

Centreville, Maryland 21617

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The name and post office address of the Resident Agent of the Corporation in Maryland is:

L.R. Schuerholz
Route 3 Box 39
Centreville, Maryland 21617

Said Resident Agent is a resident of Maryland and actually resides therein.

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

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 qualified are Darlene O. Schuerholz, Therese Mueller, and Cheri Hayden.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act, on December 7, 1977.

Witness:



LOUIS RICHARD SCHUERHOLZ
INCORPORATOR

LIBER

5 PAGE 201

531

ARTICLES OF INCORPORATION
OF
HANSA INTERNATIONAL LIMITED

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 12, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2401, folio 6 002923, 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 Special Fee paid \$ _____

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, BOY.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 12th
DAY OF Dec, A.D. 1977 M.
RE 2977 AND RECORDED IN
LIBER 2401 - S. folio 6 002923
RECORD BOOK FOR QUEEN ANNES
COUNTY

~~LIBER 2401~~ *Charles W. Cecil* CLERK.

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CLERK, CIRCUIT COURT
1978 APR 12 AM 10:46
QUEEN ANNE'S COUNTY

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ARTICLES OF INCORPORATION
of
UPPER SHORE AGING HOUSING CORPORATION

APR 12-78 A #22980 ***** 25

I, the undersigned, Ronald Kuhl, whose post office address is P.O. Box 248, Centreville, Maryland, 21617, being at least eighteen years of age and acting as incorporator, do hereby form a corporation under and by virtue of the general laws of the State of Maryland

FIRST: The name of the corporation (hereinafter called the "Corporation") is UPPER SHORE AGING HOUSING CORPORATION.

SECOND: The purposes of the Corporation are as follows:

(a) The Corporation is organized and will be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

(b) The specific charitable purpose of the Corporation is the promotion of the welfare of needy elderly and handicapped families through the provision of housing for individuals who do not possess the means to furnish themselves with decent, safe, and sanitary housing.

(c) It shall also be the purpose of the Corporation to engage in the development, construction, and management of housing and related facilities for the elderly and handicapped using any and all federal, state, and private housing assistance that may from time to time be available.

(d) It shall also be the purpose of the Corporation to apply for, obtain, and contract with any federal or state agency or local government entity for a grant, loan or

loans, or other financial aid in the form of mortgage insurance or leased housing assistance for the provision of housing and related facilities and services for the elderly and handicapped.

(e) The Corporation is also authorized to enter into a Regulatory Agreement or Agreements or to contract with the Department of Housing and Urban Development of the United States Government to carry out provisions of Section 202 of the Housing Act of 1959. Upon execution, the Regulatory Agreement or Agreements shall be binding upon the Corporation, its successors, and assigns for such period of time as shall be provided therein.

(f) The charitable purposes of the Corporation shall include the making of distributions to organizations that qualify as exempt 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.

THIRD: In pursuance of the purposes enumerated above, the Corporation shall have the following powers:

(a) To have perpetual succession by its corporate name;

(b) To sue and be sued, complain, and defend in its corporate name;

(c) To have a corporate seal which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

(d) To purchase, take, receive, lease, take by gift, devise, bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal

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~~LIBER 5 PAGE 205~~

property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and otherwise assist its employees other than its officers and directors;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with the shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships, or individuals, or direct or indirect obligations of the United States, or any other governments, state, territory, governmental district, or municipality, or of any instrumentality thereof;

(h) To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its affairs, carry on its operations, hold property, and have offices and exercise the powers granted by this chapter in any part of the world;

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their

compensation;

(l) To make, alter and repeal by-laws in any manner and of any content not inconsistent with its Articles of Incorporation, the laws of the State of Maryland, or the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development, for the administration and regulation of the affairs of the Corporation;

(m) To make donations for the public welfare or for religious, charitable, scientific research, or educational purposes for which the Corporation is organized;

(n) To indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any by-law, agreement, vote of Board of Directors, or otherwise.

(o) To cease its corporate activities and surrender its corporate franchise;

(p) To have and exercise any and all other powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized;

FOURTH: There shall be no members of this Corporation. There shall, however, be a Board of Directors composed of

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not more than eleven (11) persons, who shall serve without compensation. The Executive Director of Upper Shore Aging, Inc., a non-profit corporation incorporated in the State of Maryland, shall, by virtue of his office, be a member of the Board of Directors of this Corporation. The remaining ten (10) members of the Board of Directors of this corporation shall be chosen by a vote of a majority of the Executive Committee of Upper Shore Aging, Inc., in a manner prescribed by the by-laws of that corporation. The term of office of all members of the Board of Directors shall be a three (3) year staggered term or until a successor has been selected in accordance with the procedure set forth above.

FIFTH: All questions relating to amendments to these Articles, vacancies, quorums, committees, and meetings of the Board of Directors and all other questions relating to the structure and operation of this Corporation shall be governed by the general laws of the State of Maryland; provided that so long as a mortgage on any of the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without prior written approval of the said Secretary.

SIXTH: The officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whose respective duties shall be as set forth in the by-laws of this Corporation.

SEVENTH: 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 purposes set forth in Article Third hereof. 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.

EIGHTH: Upon the dissolution of the Corporation, the Board of Directors 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) 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; provided, however, that this Corporation shall at all times have the power to

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LIBER

convey any or all of its property to the Secretary of Housing and Urban Development.


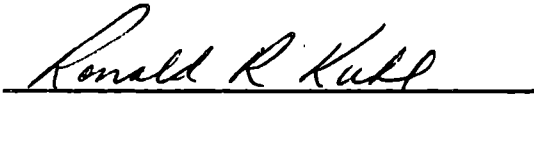
NINTH: The post office address of the principal office of the Corporation in this State is P.O. Box 248, Centreville, Maryland, 21617. The name and post office address of the Resident Agent of the Corporation in this State is Ronald Kuhl, whose address is also P.O. Box 248, Centreville, Maryland, 21617. Said Resident Agent is an individual actually residing in this State.

THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK

TENTH: Three persons shall constitute the initial Board of Directors, and they shall serve until the first annual meeting or until their successors, chosen in the manner set forth in Article Fourth hereof, are elected and qualified. These initial Directors are: Robert Mavity, Route 4, Box 342, Easton, Maryland, 21601; Clemens W. Gaines, R.D. #4, Box 268, Chestertown, Maryland, 21620; Ronald Kuhl, P.O. Box 248, Centreville, Maryland, 21617.

IN WITNESS WHEREOF, I, the undersigned incorporator, have executed these Articles of Incorporation on this 7th day of December, 1977.

WITNESS:


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

I HEREBY CERTIFY that on this 7th day of December, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared RONALD KUHL who acknowledged the foregoing Articles of Incorporation to be his act and deed, and that he executed

it for the purposes therein contained.

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

Paul C. Stephens
NOTARY PUBLIC



My Commission Expires:

July 1, 1978.

LIBER

~~2401~~

ARTICLES OF INCORPORATION

OF

UPPER SHORE AGING HOUSING CORPORATION

531

approved and received for record by the State Department of Assessments and Taxation of Maryland December 8, 1977 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2401, folio 002893, 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 Special Fee paid \$

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, SOY.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF Apr. A9 767892 M.
RE 1977 AND RECORDED IN
LIBER CWC-5 folio 283
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

LIBER

5 PAGE 211

Charles A. Culp CLERK.

S & O INCORPORATED
ARTICLES OF INCORPORATION

RECEIVED
CLERK. CIRCUIT COURT

This is to certify:

1978 APR 12 AM 10:46

RS

FIRST: That we, the subscribers, William ~~DUEON~~ ~~ANNE'S COUNTY~~ post office address is Rt 4, River Road, Chestertown, Maryland 21620 and Clifford D. Sullivan, whose post office address is 228 Kent Circle, Chestertown, Maryland 21620, 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:

S & O INCORPORATED

APR 12-78 A #22501 ***** 75

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

To promote, organize, carry out and participate in private flying for the recreation of the members and their guests.

The corporation shall have the right to acquire by gift or purchase real estate, leaseholds, an airplane or airplanes, equipment and accessories for airplanes and all other forms of property incidental to the ownership and operation of airplanes, to hold or sell, lease and rent such property and equipment as may be required in order to successfully promote and carry out its aims as hereinbefore described.

FOURTH: The post office address of the principal office of the corporation in Maryland is Rt 4, River Road, Chestertown, (Queen Anne's County) Maryland 21620. The name and post office address of the resident agent of the corporation in Maryland are William F. Oakes, Rt 4, River Road, Chestertown (Queen Anne's County) Maryland 21620. Said resident agent is a citizen of the State of Maryland and actually resides therein.

*see S. Oakes
about county*

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK. None of its officers, members or employees, or other individuals, is lawfully entitled to receive, or does receive, any pecuniary profit or emolument whatever from the operation thereof, except reasonable compensation for services in effecting one or more of the objectives or purposes. Nor is the corporation organized for gain or profit, but is and shall be exclusively an organization for furthering the interest of private flying of its members and guests, and all proceeds of any and all income of every kind and description derived from any source, shall be devoted to those purposes.

SIXTH: The number of directors of the corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the corporation, and so long as there are less than three members, the number of directors may be less than the number of members, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

William F. Oakes
Clifford D. Sullivan
Virginia M. Oakes
Norma S. Sullivan

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 members:

The corporation may, in its by-laws, make such provisions or requirements for the management or conduct of the

affairs and aims of the corporation, provided the same be not inconsistent with the provisions of the Certificate or contrary to the laws of the State of Maryland, or the United States.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on November 29, 1977.

Witness:

Pauline Cokey

William F. Oakes
(William F. Oakes)

Pauline Cokey

Clifford D. Sullivan
(Clifford D. Sullivan)

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

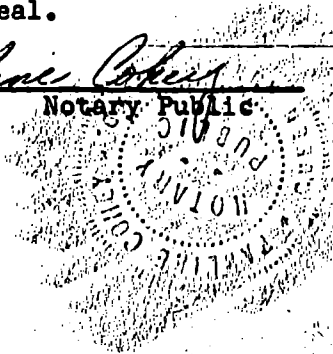
I HEREBY CERTIFY, that on this 29th day of November, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared WILLIAM F. OAKES and CLIFFORD D. SULLIVAN, and they severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Pauline Cokey

Notary Public

My commission expires: July 1-1978.



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ARTICLES OF INCORPORATION
OF
S & O INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 9, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2401, folio 3 002656, 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 Special Fee paid \$ _____

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. Semmons



LIBER

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 12th
DAY OF Apr A 7.867876 M.
RE 29.77 AND RECORDED IN
LIBER CWG-5 folio 26 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Charles W. Coef CLERK.

bw

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RECEIVED
CLERK, CIRCUIT COURT
1978 APR 12 AM 10:46
QUEEN ANNE'S COUNTY

LIBER ~~3-18-84~~

ARTICLES OF REVIVAL
of

KENT-QUEEN ANNE'S-TALBOT AREA COUNCIL, INC.

APR 12-78 A 22982 *****375

Kent-Queen Anne's-Talbot Area Council, Inc., a Maryland corporation having its principal offices in Centreville, Queen Anne's County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments And Taxation of Maryland that:

FIRST: The Charter of the Corporation was forfeited on April 18, 1973, 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 Kent-Queen Anne's-Talbot Area Council, Inc. and the name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival is Kent-Queen Anne's-Talbot Area Council, Inc.

THIRD: The post office address of the principal office of the Corporation in the State of Maryland is P.O. Box A, Centreville, Queen Anne's County, Maryland, and the street address of said principal office is 202 West Water Street, Centreville, Queen Anne's County, Maryland, said principal office being located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FOURTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Clemens W. Gaines, P.O. Box 248, Centreville, Queen Anne's County,


Maryland. Said resident agent is a citizen actually residing in this State.

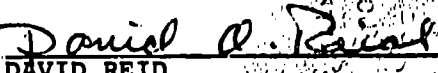
FIFTH: Prior to, or simultaneously with, the filing of these Articles of Revival, the Corporation has:

- A. Paid all fees and charges required by law; and
- B. Filed all annual reports required to be filed by the Corporation or which would have been required to be filed by the Corporation if its Charter had not been forfeited; and

- C. Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation or which would have become due by the Corporation if its Charter had not been forfeited, irrespective of any period of limitation otherwise prescribed by law affecting the collection of all or any part of such taxes, interest or penalties.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary, all as of this 7th day of December, 1977.

ATTEST:

 MARIE G. SELBY
 Last Acting Secretary

KENT-QUEEN ANNE'S-TALBOT AREA
 COUNCIL, INC.
 BY: 
 DAVID REID
 Last Acting President

STATE OF MARYLAND, COUNTY OF KENT, to wit:
 I HEREBY CERTIFY that on the 7th day of December, , 1977,
 before me, the subscriber, a Notary Public of the State of

002717

LIBER

Maryland in and for the County of Kent, personally appeared DAVID REID, the last acting President, and MARIE C. SELBY, the last acting Secretary, of Kent-Queen Anne's-Talbot Area Council, 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.

Carlton B. Mills
NOTARY PUBLIC

My Commission Expires: July 1, 1978

526

ARTICLES OF REVIVAL
OF
KENT-QUEEN ANNE'S-TALBOT AREA COUNCIL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 7, 1977, at 1:00 o'clock P.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2401, folio 002714, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$15.00 Special Fee paid \$ 5.00

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 ANNE'S COUNTY, SOY.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 12th
DAY OF Jan 1978 A.
M. 6:48
RE 29.77 AND RECORDED IN
LIBER 2401 folio 205
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Charles O'Neil CLERK.

LIBER ~~2401~~

bw

375

LIBER

000599

RECEIVED
CLERK. CIRCUIT COURT
1978 APR 12 AM 10:47
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION
OF
CAGAS, INC.

THIS IS TO CERTIFY:

APR 12-78 A #22963 *****75

FIRST: That the undersigned, George W. Aldridge, Jr., whose post office address is Box 204, 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

CAGAS, 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, manage and operate rental property.
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 property or lands, or interest therein, owned or possessed by the corporation, either within or without the State of Maryland, and to engage in and carry on any other business which may be considered necessary, advisable or convenient for the purpose of promotion the general development of any such property 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 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.

LIBER

5 PAGE 219

6. 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.

7. Without in any particularly 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 Centreville, Queen Anne's County, Maryland, 21617, and the resident agent of the corporation is George W. Aldridge, Jr., whose post office address is Box 204, 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 George W. Aldridge, Jr., (whose post office address is Box 204, Centreville, Maryland 21617), Susie Creighton Embert, (whose post office address is Route 2, Box 342, Centreville, Maryland 21617), and Preston Carroll Creighton (whose post office address is 212 Belevedere Avenue, Centreville, Maryland 21617), shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.

000601

LIBER

SIXTH: The total authorized capital of the corporation shall be \$100,000.00; divided into 10,000 shares each having a par value of \$10.00. 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 part 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 Boards 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.

-3-

LIBER

5 PAGE 221

5. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of s 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 is 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.

EIGHT: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 28th day of NOVEMBER, 1977.

WITNESS:

Belle A. Peck

George W. Aldridge, Jr. (SEAL)
George W. Aldridge, Jr.

STATE OF MARYLAND
COUNTY OF QUEEN ANNE'S

to wit:

I HEREBY CERTIFY, that on this 28th day of Nov. 1977, before me, the subscriber, a Notary Public as aforesaid, personally appeared George W. Aldridge, Jr., and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Spada A. [Signature]
NOTARY PUBLIC
My Commission Expires: July 1978

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✓

LIBER [REDACTED]
ARTICLES OF INCORPORATION
OF
CAGAS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 30, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2401, folio 000598, 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 Special Fee paid \$ _____

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.



William J. Simmons
 STATE OF MARYLAND,
 QUEEN ANNE'S COUNTY, SOI.
 I HEREBY CERTIFY THAT
 THIS *Charte* WAS
 RECEIVED FOR RECORD THIS *12th*.....
 DAY OF *Apr* 1928, AT
 RE *29.72A* AND RECORDED IN
 LIBER *5* folo *289* *Charte*
 RECORD BOOK FOR QUEEN ANNE'S
 COUNTY
W. Carl CLERK.

001728

RECEIVED
CLERK. CIRCUIT COURT

1978 APR 14 AM 10:55

ARTICLES OF INCORPORATION QUEEN ANNE'S COUNTY

FOR

KING LAND, INC.

THIS IS TO CERTIFY:

APR 14-78 A #23099 ***** 75

FIRST: That we, the subscribers, John Lewis King, Jr., whose post office address is P. O. Box 56, Church Hill, Maryland 21623; Roberta M. King, whose post office address is P. O. Box 56, Church Hill, Maryland 21623; and Alexander P. Rasin, III, whose post office address is P. O. Box 228, 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:

"KING LAND, INC."

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

(a) To own and operate a farm or farms, and engage in all kinds of agricultural pursuits.

(b) To buy, sell, store, and otherwise handle and deal in grain, feeds, hay, seeds, and produce of all kinds, and generally to do a grain storage and commission business in the State of Maryland and elsewhere; and in connection therewith to establish, buy, lease, or otherwise acquire, own, maintain, operate and dispose of grain elevators and storage facilities and all other facilities and structures necessary or expedient for such business purposes; to manufacture and deal in such goods, wares, and merchandise as are usually manufactured and dealt in by those engaged in a similar line of business.

(c) To own, construct, lease and operate grain elevators (public or private) in the State of Maryland, or elsewhere, and to transact business incident thereto; to buy, sell,

LAW OFFICES
RASIN AND RASIN
COURT STREET
CHESTERTOWN, MD. 21620

(301) 775-3515

LIBER

5 PAGE 225

store, merchandise and otherwise deal in grain, feeds, soy beans, and all manufactured products thereof and all other commodities of every kind and description, and to do a general commission business.

(d) To haul, truck and deliver for the corporation and others any and all produce, farm products, machinery or other commodities such as may be incidental to the conduct of the corporation as herein contained; to operate for hire or otherwise, motor trucks or other vehicles for transportation of merchandise of any kind and description; to buy, sell, lease, mortgage and otherwise acquire and dispose of any trucks or other vehicles needed in the operation of said business.

(e) 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 or parts of any buildings or other structures at any time owned or held by the Corporation.

(f) To carry on all or any of the businesses of dairy-men, cheese, butter, egg, pork pie and sausage manufacturers and merchants, bacon curers, poultry and live stock breeders, butchers, bakers, confectioners, refreshment contractors, farmers, growers and general provision merchants and dealers.

(g) To sell, breed, import, export, improve, prepare, deal and trade in cattle, pigs, poultry, game and live and dead stock of every description, milk, cream, butter, cheese, eggs, pork pies, sausages, potted meats, table delicacies and any other commodities, goods or things.

(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 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.

001730

FOURTH: The principal office of the Corporation is located in Queen Anne's County, Maryland, and the post office address of the principal office in this State is: P. O. Box 56, Church Hill, Maryland 21623. The resident agent of the Corporation is John Lewis King, Jr., whose post office address is P. O. Box 56, Church Hill, Maryland 21623. Said resident agent is a citizen of the State of Maryland and actually resides herein.

FIFTH: The Corporation may issue stock as follows:

(a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is one million (1,000,000) shares, of which three hundred thirty thousand (330,000) shares shall be class "A" common stock and shall be issued at a par value of \$1.00 each; ninety thousand (90,000) shares shall be class "B" common stock which shall be issued at a par value of \$1.00 each; and five hundred eighty thousand (580,000) shares shall be class "C" preferred stock which shall be issued at a par value of \$1.00 each.

(b) The voting power of the shares of stock in this Corporation shall be vested wholly in the holders of the shares of the class "A" stock. The class "B" stock shall have no voting power, except that in the event all of the class "A" stock shall be redeemed and retired by the Corporation, the class "B" stock shall be convertible to voting stock. The class "C" preferred stock shall be non-voting.

(c) Dividends paid by either class "A" stock, by class "B" stock or by class "C" stock shall be non-cumulative only.

(d) The class "A" stock shall have a maximum annual yield of five percent (5%) of its par value.

(e) The class "B" stock shall have no stated yield.

(f) The holders of the class "C" preferred stock shall be entitled to receive an annual dividend yield of six percent (6%), but only when and as authorized by the Board of Directors of the Corporation, out of the assets of the Corporation legally available for dividends, before any sum or sums shall be set aside for or applied to the purchase or redemption of any class of stock, and before any dividends shall be paid or declared, or any other distribution shall be ordered or made upon any other class of stock; provided, however, that no dividends shall be paid on the class "C" preferred stock which would violate Maryland law.

(g) In the event of any voluntary or involuntary liquidation (in whole or in part) dissolution, or winding up of the Corporation, the holders of the stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its stockholders in the following order of priority:

(1) First, to the holders of the class "C" preferred stock, an amount equal to all unpaid declared, accumulated dividends, if any, thereon, without interest.

(2) Second, to the holders of the class "C" preferred stock, an amount equal to the par value of the said stock.

(3) Third, thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of the class "A" common stock and to the holders of the class "B" common stock, share and share alike, without any distinction as to class, in proportion to their respective stock holdings.

A merger or consolidation of the Corporation with or into any other Corporation, a share exchange involving the Corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be voluntary or involuntary liquidation (in whole or in part) dissolution or winding up of the Corporation.

(h) In the event of the death of a class "A" shareholder, the Corporation must redeem and retire the shares of the decedent at par value. The redemption payments may be in installments if corporate finances so dictate. The Corporation shall also have the right to redeem and retire the class "A" stock for thirty days after giving notice, in the event such stock is pledged as security for a debt of the shareholder which exceeds the redemption value.

(i) In the event the class "A" shareholders elect to recapitalize, reorganize, or otherwise take action to alter the capital structure of the corporation, then any stock received for the class "A" shall be subject to the same restrictions as the class "A" stock. The maximum value that can be assigned to stock received in exchange for class "A" stock shall be limited to the aggregate restricted value of such class "A" stock.

(j) In the event the class "A" shareholders elect to liquidate the Corporation, then assets received by such shareholders shall not exceed the aggregate restricted value of the class "A" stock.

(k) Should the Corporation redeem and retire the class "A" stock for any reason, the maximum amount to be distributed in redemption shall be the par value of such class "A" stock.

(l) The required redemption at death of a holder of class "A" shares shall apply to any succeeding buyer, donee, or heir, if class "A" shares are transferred by sale, gift, or bequest prior to death.

(m) The holders of class "A" shares cannot sell their class "A" stock for greater than its par value.

001732

SIXTH: The Corporation shall have not less than three (3) nor more than seven (7) directors, and the said John Lewis King, Jr., Roberta M. King, and Alexander P. Rasin, III, shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

SEVENTH: 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26th day of January, 1978.

Witness:

Virginia S. Oliffe
Virginia S. Oliffe
Virginia S. Oliffe

John Lewis King, Jr. (SEAL)
John Lewis King, Jr.
Roberta M. King (SEAL)
Roberta M. King
Alexander P. Rasin, III (SEAL)
Alexander P. Rasin, III

STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, That on this 26th day of January, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John Lewis King, Jr., Roberta M. King, and Alexander P. Rasin, III, and severally acknowledged the foregoing Articles of Incorporation to be their act.

LAW OFFICES
RASIN AND RASIN
COURT STREET
CHESTERTOWN, MD. 21620

(301) 778-3515

AS WITNESS my hand and Notarial Seal.

Virginia S. Olffe
Notary Public

My Commission expires:
July 1st, 1978



LAW OFFICES
RASIN AND RASIN
COURT STREET
CHESTERTOWN, MD. 21620
—
(301) 778-3515

693

ARTICLES OF INCORPORATION
OF
KING LAND, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 26, 1978, at 3:30 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2405, folio 001727, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 200.00 Recording fee paid \$ 17.00 Special Fee paid \$ _____

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. Simmons



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY 69450

THIS Charter WAS
RECEIVED FOR RECORD THIS 14th
DAY OF Apr. 19 78 AT _____ M.
RE 3:30 AND RECORDED IN

ewc-5 file 225 Charter
BOOK OF QUEEN ANNE'S

Charles W. Cecil

LIBER

5 PAGE 231

APR 14 1978

RECEIVED
CLERK, CIRCUIT COURT

ARTICLES OF INCORPORATION
OF

1978 APR 14 AM 10:55
QUEEN ANNE'S COUNTY

THOMAS BROTHERS CONSTRUCTION, INC.
A Close Corporation

143

APR 14-78 A #23100 ***** 75

FIRST: I, DAVID A. THOMAS, whose post office address is 996 Elizabeth Drive, Annapolis, Maryland, 21403, being at least twenty-one years of age, hereby form a close corporation under and by virtue of the General Laws of the State of Maryland.

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

THOMAS BROTHERS CONSTRUCTION, INC.

THIRD: The purposes of the Corporation are:

- (1) To engage in the general contracting business.
- (2) To do anything permitted in Section 2-103

of Corporations and Associations of the Maryland Code as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is: Box 13, Thompson Creek Road, Stevensville, Queen Annes County, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is: Merrill F. Thomas Jr., Box 13, Thompson Creek Road, Stevensville, Maryland 21666. 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 One Hundred Thousand (100,000) shares, of One (\$1.00) Dollar par value.

SIXTH: The corporation is a Close Corporation and elects to have no board of directors pursuant to Section 4-302 of Corporations and Associations of the Maryland Code. The stockholder or

000593

stockholders shall act with all powers given to directors.
David A. Thomas shall act as director until the first meeting.

IN WITNESS WHEREOF, I have hereunto signed these
Articles of Incorporation and do hereby acknowledge them to be
my act and deed this 18th day of January, 1978.

Charles M. Carlson

David A. Thomas

(SEAL)

David A. Thomas

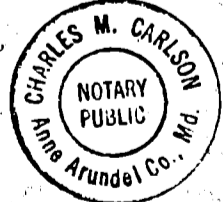
STATE OF MARYLAND)
) SS:
COUNTY OF ANNE ARUNDEL)

I HEREBY CERTIFY that on this 18th day of January, 1978, before me, the subscriber, a Notary Public of the State of Maryland, and in and for the County of Anne Arundel, personally appeared David A. Thomas and acknowledged the foregoing Articles of Incorporation to be his act.

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

Charles M. Carlson
NOTARY PUBLIC

My Commission Expires:
7/1/78



ARTICLES OF INCORPORATION
OF
THOMAS BROTHERS CONSTRUCTION, INC.

669

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 20, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2405, folio 3 000591, 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 Special Fee paid \$

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, §69304
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 24th
DAY OF Apr. 1978. ATM.
E 7:12 AND RECORDED IN
Cwe-5 folio 232 Charter
CLERK.

Blomquist

bt

375

002074

THE STEVENSVILLE CEMETERY PERPETUAL CARE FUND INC

ARTICLES OF INCORPORATION

Handwritten initials "JW"

1st. The undersigned being at least twenty-one years of age do hereby form a corporation under the general laws of the state of Maryland.

NAME	ADDRESS
1- Clinton E. W. White	Stevensville, Md.
2- Lee G. Bell	Chester, Md.
3- Gordon T. Seward	Chester, Md.
4- Thomas K. Helfenbein	Chester, Md.
5- Claude Lowery, Sr.	Chester, Md.
6- Thomas R. Price	Chester, Md.
7- James Ewing	Chester, Md.

RECEIVED
CLERK, CIRCUIT COURT
JULIEN ANNE'S COUNTY
APR 14 AM 10:55

2nd. The name of the corporation (which is hereinafter called the corporation) is The Stevensville Cemetery Perpetual Care Fund Inc.

3rd. The purpose for which the corporation is formed are as follows

1. To perpetuate the care of Stevensville Cemetery for the time immemorial.
2. To manage and invest all funds received for the care of burial sites. To care for all burial sites funded under perpetual care. To maintain roadways and right of ways in usable condition.

Queen Anne's Co.

4th. The post office address of the principal office of the corporation is Chester, Maryland, 21619.

The name and post office address of the resident agent of the corporation in Maryland is Thomas K. Helfenbein, Chester, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

5th. The corporation shall not be authorized to issue capital stock nor shall any officer receive payment for services.

6th. The number of directors of the corporation shall be (7) seven, are as follows and shall act until their successors are duly chosen and qualified

- 1- Clinton E. W. White
- 2- Lee G. Bell
- 3- Gordon T. Seward
- 4- Thomas K. Helfenbein
- 5- Claude Lowery
- 6- Thomas R. Price
- 7- James Ewing

APR 14-78 A #23101 *****3 75

7th. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the corporation and of the Directors and members

- A- The corporation agrees to maintain the care of all grave sites and burial lots upon which the designated amount has been paid for perpetual care for time immemorial

- B- The corporation shall invest all funds received for perpetual care in
 - 1- Federally insured savings and banking institutions and not to exceed insured limits
 - 2- Securities of the United States Government
- C- No funds shall be invested in common stocks.
- D- Only earnings, interest and dividends from the investment of perpetual care payments funds shall be used as operating funds.
- E- The corporation by decision of the board of directors shall maintain the care of the burial sites by the following methods
 - 1- Directly employing persons to perform the necessary duties
 - 2- Contracting with persons to perform the necessary duties
- F- The corporation shall thru the county government and law enforcement agencies maintain security over all cemetery property and prosecute all persons to the full extent of the law who shall wilfully or maliciously destroy or desecrate any properties under the jurisdiction of the said corporation.
- G- A bond shall be secured from an approved bonding company to safeguard the funds of the corporation against misuse or misappropriation by the treasurer of the corporation
- H- The corporation shall maintain the entrance, roads and right of ways to grave sites in usable condition
- I- The corporation shall see that all grave markers and lot monuments are set properly by the installer in order that they will not be moved by weather conditions
- J- All corner markers installed after the date of this incorporation shall be placed flush with the surrounding ground

8th. Membership

- A- Any person holding a receipt for payment of perpetual care for a grave site or multiple grave sites shall be entitled to vote at the annual meeting of the corporation
- B- The receipt for payment of perpetual care may be transferred from one person to another or willed from one person to another.
- C- The notice of the annual membership meeting shall be published in at least (2) two local weekly newspapers for two consecutive weeks immediately preceding the annual meeting.
- D- In no instance shall more persons be entitled to vote than there are grave sites under perpetual care
- E- A nominating committee of three members shall be appointed by the president at least (90) ninety days preceding the annual meeting. The selections of the committee shall be reported to the president and the board (30) thirty days in advance of the annual meeting. The report of the nominating committee shall be published along with the notice of the annual meeting nominations other than those

(3)

(112076)

by the nominating committee shall be presented in writing to the president at least (14) fourteen days preceeding the annual meeting. The consent of the individual candidate must be included with the intent to seek office.

F-The President, Vice President, Secretary and Treasurer, shall succeed themselves on the board. The three directors elected at the annual meeting and the four retained from the previous year by virtue of having held one of the (4) four principal offices shall be designated as the board of directors.

G-The board of directors shall elect from their membership a president, vice president, secretary and treasurer, who shall serve in these capacities for a term of one year or until their successors shall have been duly elected.

H-A vacancy on the board that shall occur for any reason shall be filled for the duration of the unexpired term of the former board member by a person selected by the board of directors.

I-A quorum of the board shall constitute (5) five members of the board.

J-The annual meeting shall be held the first Tuesday in May of each year.

9th. The duration of the corporation shall be perpetual.

In witness whereof we have signed these articles of incorporation and severally acknowledged the same to be our act on Jan 7-1978 date

Witness to Signatures

Elizabeth T. White

Robert T. Bell

Emma L. Thomas

Barbara W. Helfferlein

Gordon T. Seward

Elsie R. Price

James Ewing

Signatures & Names of Directors

Clinton E. W. White

Clinton E. W. White

Lee G. Bell

Lee G. Bell

Gordon T. Seward

Gordon T. Seward

Thomas K. Helfferlein

Thomas K. Helfferlein

Claude Lowery

Claude Lowery

Thomas R. Price

Thomas R. Price

James Ewing

James Ewing

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ARTICLES OF INCORPORATION
OF
THE STEVENSVILLE CEMETERY PERPETUAL CARE FUND INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 13, 1978, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2404, folio 002073, 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 Special Fee paid \$ _____

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 69064
I HEREBY CERTIFY THAT
THIS Charles WAS
RECEIVED FOR RECORD THIS 14th
DAY OF Apr 19 78 AT _____ M.
RE 3:02 AND RECORDED IN
LIBER ave-5 p 235 Charles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles W. Paul CLERK

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ARTICLES OF CONSOLIDATION

FIRST: G.L. Webster Company, Incorporated, a corporation organized and existing under the laws of the Commonwealth of Virginia, and Fox Foods, Inc., a corporation organized and existing under the laws of the State of Maryland, agree that said corporations shall consolidate and thereby form a new corporation. The terms and conditions of the consolidation and the mode of carrying the same into effect are as herein set forth in these articles of consolidation.

SECOND: The new corporation shall be formed under the laws of the Commonwealth of Virginia.

THIRD: The consolidating corporations are G.L. Webster Company, Incorporated, a corporation organized and existing under Title 13.1 of the Code of Virginia, it was incorporated on December 7, 1920 and it is not qualified as a foreign corporation in the State of Maryland, and Fox Foods, Inc., a corporation organized and existing under the General Corporation Law of the State of Maryland.

FOURTH: The matters and facts required to be stated in articles of incorporation of the new corporation other than provisions with respect to incorporators are:

(a) The name of the new corporation shall be KMC Foods Inc. and it shall be a corporation of the Commonwealth of Virginia.

(b) The purpose or purposes for which the corporation is formed are:

To plant, cultivate, grow, cut, harvest, pack, can, cure, refine, process, preserve, prepare, store, manufacture, improve, bottle, produce, buy, sell, and deal in, at wholesale or retail, import, export, dispose, distribute, or otherwise handle all kinds of food products, whether animal or vegetable.

To establish, purchase, lease, acquire, dispose, own, mortgage, maintain, operate, manage, erect and build, improve, alter, or otherwise acquire real property with or without buildings, warehouses, plants, stores, depots, packing and canning plants, cold storage and freezing plants and houses and other buildings necessary or expedient for the carrying out of the aforesaid purposes.

To hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with

its franchises and to take the same by devise or bequest.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of the indebtedness created by any other corporation or corporations of this state, or any other state or government, and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects.

To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly, nor counted

as outstanding, for the purpose of computing any stockholders' quorum or vote.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

To buy, sell, exchange, and generally deal in goods, wares, and merchandise of every kind and description as are usual in similar lines of business.

To do all and every thing necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized. The purpose which the corporation is authorized to pursue is or includes, the transaction of any or all lawful business for which a corporation may be incorporated under the laws of the Commonwealth of Virginia.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

(c) The aggregate number of shares which the corporation is authorized to issue is 1,000, consisting of one class. The designation of the class, the number of shares of the class and the par value, if any, of the shares of any class, or a statement that the shares of any class are without par value, are as follows:

<u>Class</u>	<u>Series (if any)</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
Common	None	1,000	One (\$1.00) Dollar

(d) The preference, voting, rights, if any, limitations, and relative rights in respect of the shares of the class are:

No stockholder of this corporation shall be by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors of the corporation, in its discretion from time to time may grant, and at such price as the board of directors, in its discretion may fix; and the board of directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

(e) The number of directors constituting the initial board of directors of the corporation is 3, and the names and addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Addresses</u>
Daniel Kane	c/o Kane-Miller Corp. 555 White Plains Road Tarrytown, New York 10591
Stanley B. Kane	c/o Kane-Miller Corp. 555 White Plains Road Tarrytown, New York 10591
Harold Oelbaum	c/o Kane-Miller Corp. 555 White Plains Road Tarrytown, New York 10591

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

(g) The post-office address of the initial registered office is 5511 Staples Mill Road, Richmond, Virginia 23228. The name of the city or county in which the initial registered office is

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located is County of Henrico. The name of its initial registered agent is Edward R. Parker, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the corporation.

FIFTH: The total number of shares of stock of all classes which said G.L. Webster Company, Incorporated has authority to issue is Two Thousand Five Hundred (2,500) shares, divided into one class of common stock of the par value of One Hundred (\$100.00) Dollars each, of the aggregate par value of Two Hundred Fifty Thousand (\$250,000.00) Dollars.

The total number of shares of stock of all classes which said Fox Foods, Inc. has authority to issue is Five Thousand (5,000) shares, divided into one class of common stock of the par value of One Hundred (\$100.00) Dollars each, of the aggregate par value of Five Hundred Thousand (\$500,000.00) Dollars.

SIXTH: The manner and basis of converting or exchanging issued stock of the consolidated corporations into different stock or other consideration and the manner of dealing with any issued stock of the consolidated corporations not to be so converted or exchanged shall be as follows: Upon the effective date of the consolidation all of the presently issued and outstanding shares of stock of G.L. Webster Company, Incorporated and Fox Foods, Inc., all owned by KANE-MILLER CORP. shall be surrendered and canceled. KANE-MILLER CORP. as the sole shareholder of the new corporation shall be issued 1,000 shares of KMC Foods Inc.

SEVENTH: The principal office of said Fox Foods, Inc., organized under the laws of the State of Maryland, is located in the County of Talbot, State of Maryland.

Said Fox Foods, Inc. owns property in the Counties of Talbot and Caroline, State of Maryland, the title to which could be affected by the recording of instrument among the Land Records. G.L. Webster Company, Incorporated does not own property in the State of Maryland.

EIGHT: The location of the principal office of the new corporation in the Commonwealth of Virginia, the state of its incorporation is Cheriton, County of Northampton, Virginia 23316,

and the name and post office address of a resident agent of said new corporation in Maryland, is The Corporation Trust Incorporated, First Maryland Building, 25 South Charles Street, Baltimore, Maryland 11101.

NINTH: The terms and conditions of the consolidation transaction as set forth in these articles of consolidation were advised, authorized and approved by each corporation party to these articles of consolidation in the manner and by the vote required by its charter and the laws of the place where it is organized.

The manner in which the consolidation was approved by Fox Foods, Inc. is as follows: The consolidation was (a) duly advised by the board of directors of said Fox Foods, Inc. by the adoption on December 14, 1977, of a resolution unanimously declaring that the proposed consolidation herein provided was advisable substantially upon the terms and provisions set forth in these articles of consolidation and directing that the proposed articles of consolidation be submitted for action thereon at a special meeting of the stockholders of said corporation, and (b) duly approved by the sole stockholder of said corporation in the manner and by the vote required by law at the said meeting of the stockholders held on December 14, 1977, by the affirmative vote of the holder of all of the stock entitled to vote separately thereon.

The following is the manner in which the terms and conditions of consolidation to be effected by these articles of consolidation was approved by said G.L. Webster Company, Incorporated: the board of directors and the sole stockholder unanimously approved the consolidation at meetings held on December 14, 1977.

IN WITNESS WHEREOF, G.L. Webster Company, Incorporated and Fox Foods, Inc., the corporations parties to the consolidation, have caused these articles of consolidation to be signed in their respective corporate names and on their behalf by their respective vice presidents and witnessed or attested by their respective secretaries, all as of the 14th day of December, 1977.

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G.L. WEBSTER COMPANY, INCORPORATED

By: *Daniel Kane*
Daniel Kane, Vice President

ATTEST:

Stanley B. Kane
Stanley B. Kane, Secretary

FOX FOODS, INC.

By: *Daniel Kane*
Daniel Kane, Vice President

ATTEST:

Stanley B. Kane
Stanley B. Kane, Secretary

THE UNDERSIGNED, Vice President of G.L. WEBSTER COMPANY, INCORPORATED, who executed on behalf of said corporation the foregoing Articles of Consolidation, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Consolidation 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.

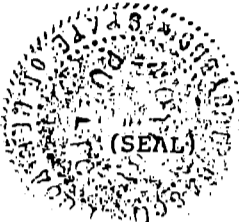
Daniel Kane
Daniel Kane

THE UNDERSIGNED, Vice President of FOX FOODS, INC., who executed on behalf of said corporation the foregoing Articles of Consolidation, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Consolidation 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.

Daniel Kane
Daniel Kane

STATE OF NEW YORK)
) ss.:
COUNTY OF WESTCHESTER)

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS
14th DAY OF DECEMBER, 1977, BY DANIEL KANE, A VICE PRESIDENT, OF
G.L. WEBSTER COMPANY, INCORPORATED, A VIRGINIA CORPORATION, ON
BEHALF OF THE CORPORATION.



Sheldon Basch
NOTARY PUBLIC

SHELDON BASCH
Notary Public, State of New York
No. 60-0182480
Qualified in Westchester County
Commission Expires March 30, 1979

STATE OF NEW YORK)
) ss.:
COUNTY OF WESTCHESTER)

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS
14th DAY OF DECEMBER, 1977, BY DANIEL KANE, A VICE PRESIDENT, OF
FOX FOODS, INC., A MARYLAND CORPORATION, ON BEHALF OF THE CORPORATION.



RECEIVED
CLERK, CIRCUIT COURT
1978 APR 14 AM 10 55
QUEEN ANNE'S COUNTY

Sheldon Basch
NOTARY PUBLIC

SHELDON BASCH
Notary Public, State of New York
No. 60-0182480
Qualified in Westchester County
Commission Expires March 30, 1979

APR 14-78 A 23102 *****5.25

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ARTICLES OF CONSOLIDATION
OF
FOX FOODS, INC. (MD. CORP.)
TO
G.L. WEBSTER COMPANY, INCORPORATED (VIRGINIA CORP.)
TO FORM A NEW VIRGINIA CORP.
KMC FOODS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 23, 1977, at 8:30 o'clock AM. as in conformity
with law and ordered recorded.

Recorded in Liber 2403, folio 9 000062, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$	Recording fee paid \$21.00	Special Fee paid \$
	2.00 Cert among Land Records Talbot County.	
	2.00 " " " " Caroline County.	
	<u>\$25.00</u> 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. Summers



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT. 68381

I HEREBY CERTIFY THAT
THIS *Article of Consolidation* WAS
RECEIVED FOR RECORD THIS *15th*
DAY OF *Sept* 1978. ATM.
RE *3.0.2* AND RECORDED IN
LIBER *Dee-5 fol. 339 Chart*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Charles W. Cecil CLERK.

bw

5.25

R. M. C. Cook, Inc.

000627

RECEIVED
CLERK, CIRCUIT COURT

1978 MAY 11 AM 11:03 ARTICLES OF INCORPORATION
QUEEN ANNE'S COUNTY OF

BURRIS, LTD.

MAY 11-78 * 24351 ***** 175
MAY 11-78 A #24351 ***** 175

(A CLOSE CORPORATION PERMITTED BY THE LAWS
OF THE STATE OF MARYLAND AS FOUND IN THE
CORPORATIONS AND ASSOCIATIONS ARTICLE
TITLE 4 §4-201, ET AL.)

The undersigned, JAMES W. YATES, whose post office
address is P.O. Box 28, Annapolis, Maryland, 21404, being at
least eighteen (18) years of age, does hereby form a Corporation
under the General Laws of the State of Maryland.

ARTICLE I - NAME

The name of the Corporation, hereinafter called the
Corporation, is:

BURRIS, LTD.

ARTICLE II - CLOSE CORPORATION

The Corporation shall be a close corporation as
authorized by the Laws of the State of Maryland, Corporations
and Associations Article, Title 4, §4-201, et al.

ARTICLE III - PURPOSES

The general nature of its business, and the purposes
for which the Corporation is formed, are as follows:

FIRST: To carry on business as jewelers, gold and
silversmiths, dealers in china, curiosities, articles of vertu,
coins, medals, bullion, and precious stones, and as manufacturers
of and dealers in gold and silver plate, plated articles, watches,
clocks, chronometers, and optical and scientific instruments and
appliances of every description, and as bankers, commission
agents, and general merchants.

SECOND: To establish, purchase, lease as lessee, or

LIBER

5/11/78 249

January 9, 1979 Original delivered to James W. Yates, Esquire

KE

otherwise acquire, to own, operate, and maintain, and to sell, mortgage, lease as lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

THIRD: The cultivation and improvement of farms, gardens and agricultural lands, the raising and improving of live stock.

FOURTH: To buy, sell, store and otherwise handle and deal in grain, hay, seeds, feeds, soy beans and produce of all kinds, and generally to do a grain storage and commission business.

FIFTH: 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.

SIXTH: 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.

SEVENTH: To acquire by purchase, or lease, or

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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, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the Corporation.

EIGHTH: To manage, 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, and from time to time, to vary any investment or employment of capital of the Corporation.

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

TENTH: To produce or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock, or of 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

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LIBER

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such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; 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.

ELEVENTH: 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.

ARTICLE IV - ADDRESS AND
RESIDENT AGENT

The post office address of the principal office of the Corporation in Maryland is P.O. Box 226, Queenstown, Maryland, 21658, and the name and post office address of the

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Resident Agent of the Corporation in Maryland is Robert Franklin Burris, P.O. Box 226, Queenstown, Maryland, 21658. The Resident Agent is a citizen of Maryland and actually resides therein.

ARTICLE V - STOCK

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.

ARTICLE VI - STOCK ISSUANCE
AND TRANSFER

The Board of Directors is hereby empowered to authorize the issuance of One Hundred (100) Shares of the capital stock of the Corporation, without par value, for such consideration as the Board of Directors shall deem fair and adequate. Subsequent to this initial issue, the Board of Directors is hereby authorized and empowered to issue from time to time such additional shares, whether now or hereafter authorized, for such consideration as may be fixed by the majority vote of the Directors. No transfer of stock hereafter issued shall be valid or binding upon the Corporation, until and unless, such transfer is made upon the books of the Corporation by its duly authorized officers.

ARTICLE VII - DIRECTORS

The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the bylaws of the Corporation. The names of the Directors who shall act until the first meeting or until their successors are duly chosen and take office are ROBERT FRANKLIN BURRIS and EDNA COLEMAN BURRIS.

The Directors of the Corporation shall be elected

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LIBER

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annually by the stockholders at their regular annual meeting, and each stockholder shall be entitled to cast as many votes as shall equal the number of his or her shares of stock; cumulative voting shall be allowed at all meetings of stockholders. Stockholders may vote by written proxy. The Board of Directors of the Corporation shall have such powers as are necessary and incidental to carrying out the purposes of the Corporation, except as otherwise limited by the By-laws of the Corporation.

ARTICLE VIII - OFFICERS

The Executive Officers of the Corporation shall be a president, a vice-president, a secretary and a treasurer, and any of these offices may be held by the same person except that the offices of president and vice-president may not be held by the same person. Additional officers may be appointed in the discretion of the Board of Directors. Executive officers shall be elected by the Board of Directors, by majority vote, at the annual meeting of the stockholders. The Officers of the Corporation shall have only such powers as are granted to them by the By-laws of the Corporation, or by the Board of Directors by action taken at any regular or special meeting thereof.

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation shall be made and enacted by the stockholders at their first annual meeting, and no additions or amendments thereto shall thereafter be made except by majority vote of the stockholders at any annual or special meeting.

ARTICLE X - DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal this 8th day of February, 1978.

WITNESS:

Dette H. Chambers James W. Yates (SEAL)
JAMES W. YATES

000633

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that on this *8th* day of February, 1978, before me, the Subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JAMES W. YATES and he acknowledged the foregoing ARTICLES OF INCORPORATION to be his act.

AS WITNESS my hand and Notarial Seal.

Nettie H. Chambers

Notary Public

My Commission expires:

July 1, 1978



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LIBER 5 PAGE 256

ARTICLES OF INCORPORATION
OF
BURRIS, LTD.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 15, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2407, folio 000626, 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 Special Fee paid \$ _____

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.

William J. Simmons



A 70025
STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 11
DAY OF May 19 78 AT 11:03 A.M.
RE 4351 AND RECORDED IN
LIBER 2407 FOLIO 249 (Charter)
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles St. Cecil

bt

4.75

002679

ARTICLES OF INCORPORATION OF
"NUT HOUSE, INC."

FIRST: Patrick E. Thompson, whose address is 109 Lawyers Row, Centreville, Queen Anne's County, Maryland 21617, being at least eighteen (18) 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:

"NUT HOUSE, INC."

JUL 11-78 A 27111 *****3.75

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

(1) To distribute, sell, manufacture, produce, purchase and generally trade and deal in hardware, sporting goods and related products of every nature, kind and description; and to engage in the sale of legalized Lottery tickets; and to otherwise deal in merchandise, products and services incidental or related thereto or of use therein; and to generally conduct a hardware, sporting goods, business and the sale of lottery tickets and related ventures.

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do anything permitted by the Corporation and Associations Article (Section 2-103) of the Annotated Code of Maryland, as amended from time to time.

RECEIVED
CLERK, CIRCUIT COURT

1978 JUL 11 AM 10:46

QUEEN ANNE'S COUNTY

LIBER

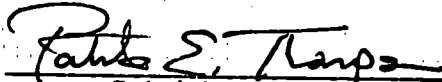
5 MAY 257

FOURTH: The post office address of the principal office of the Corporation in this State is Nut House, Inc., Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation is Bruce E. Thompson, P. O. Old Rt. 8 Box 143, Chester, Maryland 21619. Said Resident Agent is an individual actually residing in the State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares without par value, all of one class and are designated common stock.

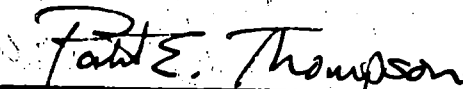
SIXTH: Initially, the Corporation shall have one Director who shall be Wheeler R. Baker and who shall serve until the organization meeting of directors provided by Section 2-109 (a), of the Corporations and Associations Article of the Annotated Code of Maryland, and until some stock of the Corporation shall be issued. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF, I have signed these Article of Incorporation on the 13th day of March, 1978.


Patrick E. Thompson

ACKNOWLEDGMENT

Pursuant to Section 1-302 of the Corporations and Associations Article of the Annotated Code of Maryland, I hereby certify the foregoing Articles of Incorporation to be my act.


Patrick E. Thompson

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charter
RECEIVED FOR RECORD THIS 22ND DAY
OF March, 1978 AT
11:00 A.M. AND RECORDED IN
LIBER 2410 - 5TH PAGE 259
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
C.W.C. CLERK.

891

ARTICLES OF INCORPORATION
OF
NUT HOUSE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 23, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

375 PA.

Recorded in Liber 2410, folio 3, 002678, 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 Special Fee paid \$

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



A 71181

LIBER 5 PAGE 259

JK

ARTICLES OF INCORPORATION
OF
MARYLAND FABRICATORS INC.

The undersigned, John M. Yowell, whose post office address is Cypress Street, Millington, Maryland 21651, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE I

AL 11-78 A 27110 *****3.75

The name of the corporation (which is hereafter called the Corporation) shall be:

MARYLAND FABRICATORS INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is:

a. To engage in the retail or wholesale business, as principal or agent, of fabricating and selling steel and steel products of any type whatsoever, and to supply any goods, materials, labor and/or services of any kind whatsoever in connection with the fabrication and sale of steel and steel products.

b. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of any property whatsoever and in whatever form.

c. To engage in any other lawful purpose and/or business.

d. To do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland (1974 Ed., 1977 Cum. Supp.) as amended from time to time.

e. To carry out all or any part of the aforesaid

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
788-0877

RECEIVED
CLERK. CIRCUIT COURT
1970 JUL 11 AM 10:46
QUEEN ANNE'S COUNTY

832A

purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependants of the United States of America and in foreign countries.

The foregoing enumeration of 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 any of the powers of the Corporation.

ARTICLE III

*Done
Amended
20*

The post office address of the principal place of business of the Corporation is Millington, Maryland 21651. The resident agent of the Corporation is John M. Yowell, whose post office address is Cypress Street, Millington, Maryland 21651. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV

The total number of shares of stock which this Corporation is authorized to issue is One Thousand (1,000) shares having a par value of One Hundred Dollars (\$100.00) each, 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 One Hundred Thousand Dollars (\$100,000.00).

ARTICLE V

After completion of the organization meeting of the

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
788-0877

- 2 -

LIBER

5 PAGE 261

Directors and the issuance of one or more shares of stock of the Corporation, the number of the Directors of the Corporation shall be three (3). The names of the Directors who shall act until the first duly chosen and qualified are: John M. Yowell, Diane J. Yowell and Jeanne Ann Phelps.

ARTICLE VI

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 thereof:

The Corporation shall issue shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribed for, or otherwise acquire such shares, only if the issuance of such shares or such securities exchangeable for, or convertible into such shares, or such warrants or any other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be authorized by the unanimous vote of all of the directors comprising the Board of Directors of the Corporation. In the event that the issuance of such shares, or such securities exchangeable for, or convertible into such shares, or such warrants or any other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be authorized by the unanimous vote of all of the directors comprising the Board of Directors of the Corporation, the issuance of such shares or such securities exchangeable for, or convertible into such shares, or such warrants, or, any other instruments evidencing

840-1

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SOF.
I HEREBY CERTIFY THAT
THIS *Charte* WAS
RECEIVED FOR RECORD THIS *11th*
DAY OF *July* 1978, AT *11:45* A.M.
RECORDED IN
LIBER *2409* - *5th* 268 *Charte*
RECORD BOOK FOR QUEEN ANNES
COUNTY
See A
CLERK.

ARTICLES OF INCORPORATION
OF
MARYLAND FABRICATORS INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 9, 1978, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

375 Pa.

Recorded in Liber *2409*, folio 5 *000831*, 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 Special Fee paid \$ _____

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. Summons



A 70715

000249

149

ARTICLES OF INCORPORATION
OF
WAYMAR CONSTRUCTION CO., INC.

THIS IS TO CERTIFY:

AL 11-78 A 27109 *****3.75

FIRST: That the undersigned, John B. Williamson, whose post office address is 14 St. Andrews Crossover, Severna Park, Maryland, (21146), an adult over the age of 18 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

WAYMAR CONSTRUCTION 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 purchase unimproved or improved lands and to erect and construct thereon residential or commercial buildings and structures, or other buildings and structures, or to renovate and improve existing buildings and structures for sale or re-sale or for use by the Corporation.

(b) To improve, build upon, 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 and mixed, and from time to time vary any investment or capital of the corporation.

(c) To buy, sell, mortgage, lease, rent, building upon, improve, develop, sub-divide, dispose of and otherwise deal in and with any land or lands, or interest therein, owned or possessed by the corporation, either within or without the State of Maryland, and to engage in and carry on any other business which may be considered necessary, advisable or convenient for the purpose of prompting the general development of any such land or lands of the corporation, or of enhancing its value.

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 or deny to this corporation any powers, rights or privileges granted to or conferred upon corporations of a similar character by the general laws of this State.

RECEIVED
CLERK, CIRCUIT COURT
1978 JUL 11 AM 10:45
QUEEN ANNE'S COUNTY

LIBER 5 PAGE 265

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located in Stevensville, Queen Anne's County, Maryland (21666), and the resident agent of the corporation is Wayne L. Hardy, whose post office address is Rt. 1 Box 734D, North Lake Drive, Tower Gardens, Stevensville, Queen Anne's County, Maryland, (21666). Said resident agent is an adult 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 John B. Williamson, whose post office address is 14 St. Andrews Crossover, Severna Park, Maryland (21146); and Wayne L. Hardy, whose post office address is Rt. 1, Box 734D, North Lake Drive, Tower Gardens, Stevensville, Maryland, (21666); and Peggy M. Williamson, whose post office address is 14 St. Andrews Crossover, Severna Park, Maryland (21146); and Margaret R. Hardy, whose post office address is Rt. 1 Box 734D, North Lake Drive, Tower Gardens, Stevensville, Maryland, (21666), 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:

(a) 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.

(b) 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 part to, or may be pecuniarily or otherwise interested in any contract or transaction of this 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) of this corporation; and any director of this corporation who is also a director or officer of such other corporation, or who is pecuniarily or otherwise interested in such other corporation, 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 contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so otherwise interested therein.

(c) 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

000251

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 thereon 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 stock at the time outstanding, by a vote at a general or special meeting of stockholders, or in writing with or without such meeting.

(d) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid to 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 evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

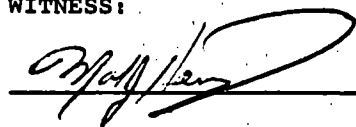
(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; shall have authority to exercise, without vote of stockholders, all powers of the corporation, whether conferred by law or by these articles, (1) to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities, and (2) shall have the power to exercise all the powers of this corporation with respect to the making of loans and the giving of security for loans in whatsoever form the Board of Directors shall from time to time authorize.

(g) 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 3 day of March, 1978.

WITNESS:



John B. Williamson (SEAL)
JOHN B. WILLIAMSON

STATE OF MARYLAND

COUNTY OF

ANNE ARUNDEL

to wit:

I HEREBY CERTIFY, that on this 3 day of MARCH, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared John B. Williamson, and he did acknowledge the foregoing Articles of Incorporation to be his act, that to the best of his knowledge, information and belief the matters and facts set forth above are true and correct in all material respects, and that the statements are made under the penalties of perjury.

AS WITNESS my hand and Notarial Seal.

Richard M. M. [Signature]
NOTARY PUBLIC

My Commission Expires:

July 1, 1978

830

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI.
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS 10th
DAY OF *July* 1978 AT *11* A.M.
BY *Librarian* AND RECORDED IN
LIBER *2409* FOLIO *5*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CWC
CLERK.

ARTICLES OF INCORPORATION
OF
WAYMAR CONSTRUCTION CO., INC.

375-92

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 8, 1978, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber *2409*, folio *5*, 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 Special Fee paid \$ _____

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. Sumner



A 70632

LIBER 5 PAGE 269

CITIZEN'S PROGRAM FOR THE CHESAPEAKE BAY, INC.

ARTICLES OF AMENDMENT

KB
Citizen's Program for the Chesapeake Bay, Inc., a Maryland corporation having its principal office in Annapolis, 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 amended by changing Article Third (f) and (g) and Article Fourth to read:

Article Third, paragraph (f)

AL 11-78 A 27108 *****3.75

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth in (a), (b), and (c) hereof. 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.)

RECEIVED
CLERK, CIRCUIT COURT

1978 JUL 11 AM 10:45

QUEEN ANNE'S COUNTY

000427

Article Third, paragraph (g)

Upon the dissolution of the corporation, the Board of Directors 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, education, religious, 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 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.


Article Fourth

The post office address of the principal offices of the Corporation in this State is 48 Maryland Avenue, Annapolis, Maryland. The resident agent of the Corporation is Jeremiah Valliant, P.O. Box 215, Oxford, Maryland. Said resident agent is a citizen of the State of Maryland and actually wrote therein.

SECOND: 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 members of the Corporation.

IN WITNESS WHEREOF, CITIZEN'S PROGRAM FOR THE CHESAPEAKE BAY, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on February 10, 1978.

Attest: Citizen's Program for the Chesapeake Bay, Inc.
(seal)


J. Kevin Sullivan, Secretary

By: 
Jeremiah Valliant, President

THE UNDERSIGNED, President of CITIZEN'S PROGRAM FOR THE CHESAPEAKE BAY, 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.


Jeremiah Valliant, President

807

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QUEEN ANNES COUNTY, MD.
LIBRARY CERTIFY THAT
THIS Amendment WAS
RECEIVED FOR RECORD THIS 11th
DAY of July 1978 AT
RE 2:10 AND RECORDED IN
LIBER 2408 - 5 folio 270
RECORD BOOK FOR QUEEN ANNES
COUNTY
CLERK.

ARTICLES OF AMENDMENT
OF
CITIZENS PROGRAM FOR THE CHESAPEAKE BAY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 28, 1978, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

3:15 P.M.

Recorded in Liber 2408, folio 000425, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ _____

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. Summers



A 70382

LIBER 5 PAGE 273

Original mailed to Hon. Clayton C. Carter

Centerville
Md 21617

9/26/78

LIBER

5 PAGE 274

000644

XXXXXXXXXXXX
CLAYTON C. CARTER
208 NORTH COMMERCE STREET
CENTREVILLE, MARYLAND 21617
788-1680 AREA CODE 301

February 27, 1978 JUL 11-78 A E27107 *****1.00

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

Re: Temco Parts Co., Inc.

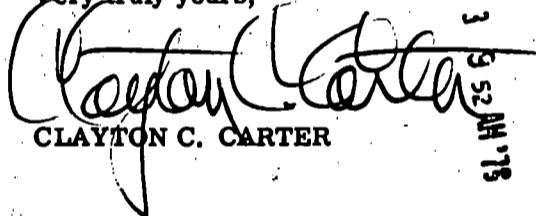
Gentlemen:

This letter constitutes a formal notice to your Department
that I have officially resigned as resident agent of the above-named
corporation, which has also been formally notified.

I enclose my personal check for the \$5.00 fee for the filing
of my resignation.

Please remove my name promptly.

Very truly yours,


CLAYTON C. CARTER

MAR 3 9 52 AM '78

CCC:mfp
Encl.
cc: Temco Parts Co., Inc.
Maryland Rte. No. 18
Chestertown, Md. 21620

RECEIVED
CLERK, CIRCUIT COURT
1978 JUL 11 AM 10:45
QUEEN ANNE'S COUNTY

NOTICE OF RESIGNATION OF RESIDENT AGENT
OF
TEMCO PARTS CO., INC.

received for record March 3, 1978
and recorded on Film No. 2408

2, at 8:30 A. M.
Frame No. 000643 one of

the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Queen Anne's County

AA N^o 15684

Special fee paid \$3.00
Recording Fee Paid 2.00
Total \$5.00

160R

Mr. Clerk - Mail to: Mr. Clayton C. Carter
208 North Commerce St.
Centreville, Md. 21617

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, MD.
I HEREBY CERTIFY THAT
THIS *Instrument* WAS
RECEIVED FOR RECORD THIS *11th*
DAY *July* 197*8* AT *11* A.M.
RE *210* AND RECORDED IN
LIBER *106* FILED *174* *Charles*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

LWC

Clerk

78

001693

RECEIVED
CLERK, CIRCUIT COURT

1978 SEP 26 AM 9:44

QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION SEP 26-78 A #2 350 *****0.75

OF

R.A.J. ASSOCIATES, LTD.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Michael A. Schuchat, whose post office address is 730 Barlow Building, 5454 Wisconsin Avenue, Chevy Chase, Maryland 20015, 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 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 R.A.J. ASSOCIATES, LTD.

THIRD: The purposes for which the Corporation is formed are as follows: To engage in the business of representing manufacturers of hardware, tools, paints and similar items and to engage in all ancillary and related activities in furtherance of the foregoing purposes.

The foregoing enumeration of the purpose, object and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and it 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 Corporation in this State is Box 734-C, Route 1, Northlake Drive, Stevensville, Md. 21666. The resident agent of the Corporation is H. Sharon Jarenski, whose post office address is Box 734-C, Route 1, Northlake Drive, 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 1000 shares at one dollar par value, all of which shares are of one class and are designated common stock. A description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and qualifications is as follows:

No stock in the corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered for sale to each of the other stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of 30 days after receipt of the written offer to accept same by compliance with the terms therein set forth. Each stock certificate shall contain a statement that transfer of the stock is restricted and refer to this paragraph. In the event existing stockholders wish to purchase stock pursuant to

001695

this paragraph, said rights shall be exercisable in proportion to the number of shares owned.

SIXTH: The Corporation shall have three directors: Richard A. Jarenski, Dennis Hamernick and H. Sharon Jarenski 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 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 four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

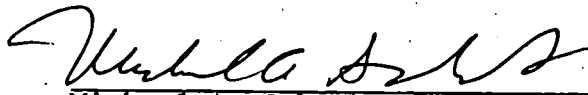
(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid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

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed

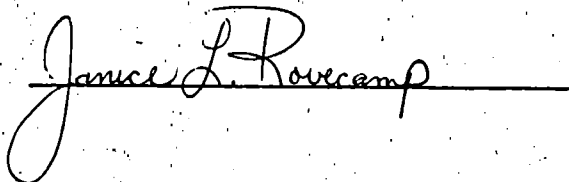
by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, I have signed and acknowledged these Articles of Incorporation on the 22^d day of March, 1978, and acknowledge same to be my act.


Michael A. Schuchat

WITNESS:


Janice L. Rowcamp

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

THIS *Articles of Incorporation* WAS
RECEIVED FOR RECORD THIS *26th*
DAY OF *Sept* 19*78* AT *9:44 A.M.*
E *350* AND RECORDED IN
LIBER *a.v.c. 5 folio 277*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION
OF
R.A.J. ASSOCIATES, LTD.

923

Charles W. Buel CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 29, 1978, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber *2411*, folio *001692*, 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 Special Fee paid \$ _____

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



A 71479

LIBER

5 PAGE 283

RECEIVED
CLERK, CIRCUIT COURT

1978 SEP 26 AM 9:45

ARTICLES OF INCORPORATION
QUEEN ANNE'S COUNTY

OF

SEP 26-78 A #2 351 *****3.75

IKAROS, INC.

A Close Corporation

This is to certify that:

FIRST: Peter John Maroulas, whose post office address is 26 Chautaugua Road, Indian Hills, Arnold, Anne Arundel County, Maryland 21012, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

IKAROS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

- (a) To engage in the business of operation of a restaurant for the sale of food and related products including alcoholic beverages.
- (b) To manufacture, purchase or otherwise acquire hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods,

002920

- wares, merchandise, implements, and other personal property or equipment of any kind;
- (c) To engage in any other business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The post office address of the principal office of the Corporation in this State is: Route 1, Box 102, Queenstown, Queen Anne's County, Maryland 21658. The resident agent of the Corporation is: Peter John Maroulas, whose post office address is: 26 Chautaugua Road, Indian Hills, Arnold, Anne Arundel County, Maryland, 21012. 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 (1000) shares without par value, all of which shares are of one class and are designated common stock.

SEVENTH: Initially, the Corporation shall have one Director, who shall be Peter John Maroulas, who shall serve until the organization meeting of directors provided by Section 2-109 (a), of the Corporations and Associations.

Article of the Annotated Code of Maryland, and until some stock of the Corporation has been issued. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 3rd day of April, 1978.

Peter John Maroulas
Peter John Maroulas

ACKNOWLEDGMENT

Pursuant to Section 1-302 of the Corporations and Associations Article of the Annotated Code of Maryland, I hereby certify the foregoing Articles of Incorporation to be my act.

Peter John Maroulas
Peter John Maroulas

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS *Articles of Incorporation* WAS

RECEIVED FOR RECORD THIS *26th*

DAY OF *Sept.* 1978 AT *9:45 A.M.*

RE *351* AND RECORDED IN

LIBER *ChC 5 Folio 287 Charter*

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

Charles W. Cecil CLERK

ARTICLES OF INCORPORATION

OF

IKAROS, INC.

947

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

of Maryland April 6, 1978,

at 8:30

o'clock

A. M. as in conformity

with law and ordered recorded.

Recorded in Liber *2411*, folio *002918*, 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 Special Fee paid \$ _____

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. Summons



A 71660

LIBER

5 PAGE 287

RH

001186

RECEIVED
CLERK, CIRCUIT COURT

LIBER

5 PAGE 288

1978 SEP 26 AM 9:46
QUEEN ANNE'S COUNTY

ROSENDALE REALTY, INC.

(A Close Corporation under Section 100) SEP 26-78 A #2 352 ***** 75

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, CHRISTOPHER J. ROSENDALE, whose post office address is P. O. Box 309, Stevensville, Maryland 21666 and MARY L. ROSENDALE, whose post office address is P. O. Box 309, Stevensville, Maryland 21666, being of full legal age, do, under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, hereby form a corporation.

ARTICLE I

NAME

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

ROSENDALE REALTY, INC.

ARTICLE II

PURPOSE

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

A. To engage in the profession of real estate sales and service which will include but not be limited to the following:

- 1) To act as an agent for buyers and/or sellers of real estate of whatever type, including but not limited to residential, commercial and farming. Such sales and/or purchases would effect land and/or buildings;
- 2) To assist landlords, land owners and prospective tenants in the rental of property as to both

CHIAPPARELLI
AND
BRESCHI
418 MERCANTILE BLDG.
TOWSON, MD. 21204
206-6820

001187

residential and commercial property;

- 3) To assist property owners in the renovation of existing homes, buildings and land by obtaining contractors to perform such work;
- 4) To prepare and assist in the preparation of appraisals of all real property, land and/or buildings;
- 5) To purchase land and to subdivide and sell parcels of land as well as to purchase buildings for resale;
- 6) To do and perform all activities and business normally related to a real estate agent and/or broker in the real estate business.

B. To engage in the business of gathering news stories of interest, pictures, photographs, etc., and in general, to supply pertinent information to a printer in order that a newspaper may be published. Said business is generally known as a publisher. The Corporation may distribute the newspapers.

C. To borrow money and issue evidence of indebtedness in furtherance of any and all of the objects of the business of the Corporation and to secure the same by mortgage, deed of trust, pledge or other lien.

D. To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation.

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.

CHIAPPARELLI
AND
BRESCHI
418 MERCANTILE BLDG.
TOWSON, MD. 21284
295-0920

ARTICLE III

ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at Route 50 and Route 301 and Thompson Creek Road, Stevensville, Maryland 21666. The Resident Agent of the Corporation is CHRISTOPHER J. ROSENDALE, whose post office address is Route 50 and Route 301 and Thompson Creek Road, Stevensville, Maryland 21666.

ARTICLE IV

STATUS OF CORPORATION

The Corporation shall exist as a close corporation until such time as the stockholders, by unanimous consent, shall file Articles of Amendment to change such status.

ARTICLE V

DIRECTORS

This Corporation shall have two Directors and CHRISTOPHER J. ROSENDALE and MARY L. ROSENDALE shall act as such until the first annual meeting or until their successor or successors are duly chosen and qualified.

ARTICLE VI

CAPITAL STOCK

The total amount of the authorized stock of the Corporation is two thousand (2000) shares of common stock of no par value.

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration after first obtaining the unanimous approval of all stockholders of the Corporation.

CHIAPPARELLI
AND
BRESCHI
416 MERCANTILE BLDG.
TOWSON, MD. 21284
896-8820

001189

ARTICLE VII

AMENDMENT

The Corporation, upon unanimous approval of the stockholders, reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law.

ARTICLE VIII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE IX

This Corporation is formed under the articles, provisions and conditions herein expressed and is subject in all respects to the provisions and limitations relating to corporations which are contained in the Statutes of the State of Maryland, governing and providing for the formation of the Corporations under its General Laws.

ARTICLE X

The Corporation may begin to carry on any of its businesses authorized by these Articles of Incorporation at any time after incorporation in the discretion of its Board of Directors, without all of its stock being subscribed and/or paid for.

IN WITNESS WHEREOF, we have signed and sealed these Articles of Incorporation on this 1st day of April, 1978.

Witness:

Richard F. Reynolds
Richard F. Reynolds

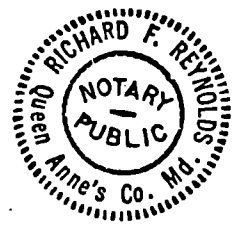
Christopher J. Rosendale (SEAL)
CHRISTOPHER J. ROSENDALE
Mary L. Rosendale (SEAL)
MARY L. ROSENDALE

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

I HEREBY CERTIFY that on this 1st day of April, 1978, before me, the subscriber, a Notary Public in and for the

State of Maryland, County of Queen Anne's, personally appeared CHRISTOPHER J. ROSENDALE and MARY L. ROSENDALE, the within Incorporators, and they acknowledge the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



Richard F. Reynolds
NOTARY PUBLIC

My Commission expires: 7-1-78

CHIAPPARELLI
AND
BRESCHI
418 MERCANTILE BLDG.
TOWSON, MD. 21204
295-6820

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

ARTICLES OF INCORPORATION

OF

ROSENDALE REALTY, INC.

968

THIS *articles of incorporation* WAS
RECEIVED FOR RECORD THIS *26th*
DAY OF *Sept* 19 *78* AT *9:46 A.* M.
RE *352* AND RECORDED IN
LIBER *Ch. R. 5 Folio 288 Charter*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Charles W. Cecil CLERK.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 11, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber *2412*, folio *6* *001185*, 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 Special Fee paid \$ _____

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.

William J. Summers



A 71851

LIBER 5 PAGE 293

R.H.
RECEIVED
CLERK, CIRCUIT COURT
1978 SEP 26 AM 3 47
QUEEN ANNE'S COUNTY

J AND J BUILDING SUPPLIES, INC.

(A CLOSE CORPORATION)

SEP 26-78 A 2 353 *****3.75

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: I, the subscriber, John Frederick Jackson, whose post office address is P.O. Box 146, Bennett Point Road, Queenstown, Maryland 21658, being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of a Close Corporation, declare my intention of forming a Close Corporation.

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

J AND J BUILDING SUPPLIES, INC.

THIRD: The Corporation shall be a "Close Corporation" as provided under Title 4 of the Corporations and Associations Article of Maryland. The business and affairs of the Corporation shall be managed by direct action of the stockholders of the Corporation.

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

(a) To engage in the business of buying and selling of building supplies of all kind, the making of building supplies and the modification of building supplies.

(b) To purchase or otherwise acquire, and to hold, own, maintain, repair, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in all sorts of building supplies.

(c) To invest, lend, and advance the funds of the Corporation on Mortgages secured by real estate and chattels, or on notes, stocks, bonds, or on such other securities as may from time to time be determined by the Board of Directors of the Corporation.

(d) 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 and other lawful considerations and to assure 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 properties of the Corporation, real or personal, including contracts, rights, etc., 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 conduct and carry on any other business which may be capable of being profitably carried on in connection with the Corporation's business.

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

(g) To purchase or otherwise acquire, hold, or reissue shares of its capital stock of any class, and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness, issued or created by the Corporation.

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

FIFTH: 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 146, Bennett Point Road, Queenstown, Maryland 21658. The resident agent of the Corporation is John Frederick Jackson, whose post office address is P.O. Box 146, Bennett Point Road, Queenstown, Maryland 21658. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total amount of the authorized capital stock of the Corporation is 10,000 shares of \$10.00 par value common stock. Each share shall be entitled to one vote.

SEVENTH: Pursuant to Title 4 of the Corporations and Associations Article of Maryland, John Frederick Jackson, the subscriber of this Charter, shall act as Director until the issuance of the stock of the Corporation has been completed or the effective time of this Charter, whichever is later.

EIGHTH: 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 class of its stock by Classification, or otherwise.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION and individually acknowledge this to be my act on this thirteenth day of April, 1978.

WITNESS: [Signature] [Signature]
JOHN FREDERICK JACKSON

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

ARTICLES OF INCORPORATION

Articles of Incorporation WAS
RECEIVED FOR RECORD THIS 26th
DAY OF Sept 1978 AT 9:47 A.M.
E 353 AND RECORDED IN

OF

J AND J BUILDING SUPPLIES, INC.

968

LIBER C.W.C. 5 Folio 294 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Charles W. Cecil CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 13, 1978 at 3:30 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2412, folio 4001246, 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 Special Fee paid \$

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. Semmons



A 71861

LIBER 5 PAGE 297

ARTICLES OF INCORPORATION

RECEIVED
CLERK, CIRCUIT COURT

of
FIRST BAPTIST CHURCH of KENT ISLAND
ELLICOTT DRIVE
CHESTER, MD 21619

THIS IS TO CERTIFY

QUEEN ANNE'S COUNTY

SEP 26 78 A 53 354 *****2.50

At a meeting of the members of the First Baptist Church of Kent Island, of Queen Anne County, Maryland, duly called and at which a quorum was present, held on February 12, 1978, a resolution was adopted to incorporate the Church and to elect certain persons to act as trustees in the name and on behalf of said congregation and to manage the estate, property, interest, and inheritance of the same, which Trustees should become, under and pursuant to the provisions of the Annotated Code of Maryland, a body corporate.

B. At said meeting the members elected the following persons to act, with the Minister of said Congregation serving by virtue of his office, as

- | | | |
|-------------------|--------------------------|-----------------------------|
| Trustees, namely: | Alex Havlicsek, Chairman | Robert Allgood |
| | William Hern | Robert Lee |
| | Elaine Windsor | Michael E. Hatfield, Pastor |

C. At said meeting, the members determined upon the following plan, agreement or regulations, to wit:

1. The name of the congregation and of the corporation shall be "First Baptist Church of Kent Island"

2. Said body corporate shall adopt a seal, which shall be in circular form and have the following inscription on the circumference, "FIRST BAPTIST CHURCH of KENT ISLAND - MARYLAND - INCORPORATED - 1978 " in the center of the circle.

3. The object of the church shall be religious worship in the Christian religion after the form, regulations and doctrines of Baptist churches affiliated with the Baptist Convention of Maryland.

4. The location of the corporation and place of worship and business of the same shall be in Queen Anne County, State of Maryland. ELLICOTT DRIVE CHESTER, MD. 21619

WHICH HAS AS RESIDEN AGENT ALEX HAVLICSEK
RT 3 BOX 310
STEVENSVILLE, MD 21666
Q. A. CO.

5. There shall be an annual business meeting of members of the congregation during the month of September of each year, of which notice shall be given to the members in accordance with the By-laws of said corporation.

6. At the annual business meeting of the congregation there shall be elected by the members not less than four nor more than sixteen members of the congregation above the age of twenty-one years to act, with the minister, as Trustees of the corporation for the ensuing year and until their successors are duly elected and qualify. The number of Trustees may be increased or decreased from time to time within the limits prescribed above, in accordance with the By-laws.

7. The corporation shall have, and the Trustees may exercise, all the powers granted to religious corporations by the laws of Maryland, including the powers provided in Article 23 of the Annotated Code of Maryland (1966 Edition), as amended from time to time.

8. The members of the congregation may from time to time adopt, amend, and repeal by-laws for the regulation and management of the affairs of the corporation.

IN WITNESS WHEREOF, as Trustees of the corporation, we have signed these Articles of Incorporation on this 19th day of Feb 1978

Alexander M. Naulnick (SEAL)

Michael E. Bedford (SEAL)

Elaine E. Windsor (SEAL)

Kurt Allgood (SEAL)

William F. Horn (SEAL)

Robert Lee (SEAL)

WITNESS:

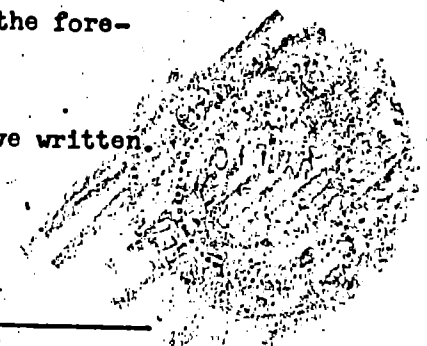
Russ J. [unclear]

STATE OF MARYLAND, QUEEN ANNE COUNTY, to wit:

I HEREBY CERTIFY, that on 19th Feb, 1978 before me, the subscriber, a Notary Public of the State of Maryland, in and for County aforesaid, personally appeared Alex Havelisak, William Hein, Elaine Windsor Robert Allegood and Robert Lee 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.

Ruth E Foote
Notary Public



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT

OF

980

HIS *articles of incorporation* WAS

FIRST BAPTIST CHURCH OF KENT ISLAND

RECEIVED FOR RECORD THIS *26th*

DAY OF *Sept* 1978 AT *9:49 A.M.*

IN *354* AND RECORDED IN

LIBER *CUX 5 Folio 298 Cluster*

RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Charles W. Cecil CLERK

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

of Maryland April 14, 1978 at 8:30 o'clock A. M. as in conformity

with law and ordered recorded.

4

Recorded in Liber *2412*, folio *001820*, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____

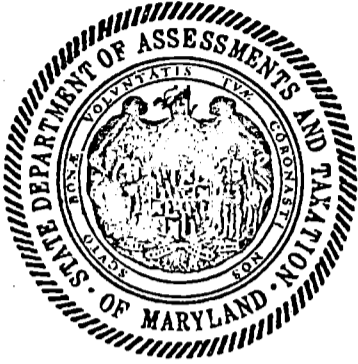
LIBER 5 PAGE 301

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. Sommers



A 71946

bt

RECEIVED
CLERK, CIRCUIT COURT

1978 OCT 10 AM 10:23
QUEEN ANNE'S COUNTY

003365

ARTICLES OF INCORPORATION
OF

MATAPEAKE HERITAGE, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

OCT 10-78 A #2 907 *****375

FIRST: That we, the subscribers, Howard W. Rupp, whose address is Rt. 1, Box 577, Chester, Maryland 21619; and Robert J. Smith, whose address is Rt. 1, Box 577, Chester, Maryland 21619 both being of full legal age do hereby under and by virtue of the general laws of the State of Maryland authorizing the formation of a corporation, associate ourselves with the intention of forming a corporation.

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

MATAPEAKE HERITAGE, INC.

THIRD: The purpose 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 carry on and transact the general business of subdividing land to develop land for sale and construct dwellings and to all matters which are normally incidental to the development of land in addition to things set forth hereinafter.

B. To purchase, lease, option or otherwise acquire, hold, manage, develop, improve, mortgage, sell, exchange, rent or in any manner encumber, deal in or dispose of real estate and mortgages thereon, whether fee simple or leasehold wherever situated and unimproved or improved while carrying on and transacting the purposes aforesaid hereinbefore and hereinafter stated.

C. To purchase any equipment, materials, automobiles, trucks, personal property of all kinds, necessary to carry on or use in connection with the aforesaid purposes.

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LIBER

5 PAGE 303

5 - 303

D. 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 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 other assets by the issue of stocks, bonds, or other securities of the corporation or otherwise.

E. To contract with other persons, firms, corporations for the aforesaid purposes and to act as agent or factor for other persons, firms, and corporations, authorized or qualified to do business in the state of Maryland or any other state all in accordance with the laws of the state of Maryland.

F. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trade marks, 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 the account of same.

G. To aid in any manner financially or otherwise and to endorse, guarantee and secure the payment and satisfaction of any bonds, mortgages, debentures, obligations and indebtedness and also to assume and pay the whole or any part of the liabilities of any corporation or person or shares of stocks, bonds, mortgages, debentures, obligations or indebtedness of which are held by this corporation or in which this corporation or in the welfare of which this corporation shall have any interest.

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

003367

*Original
Amended
Co.*

FOURTH: The post office address of the corporation is Rt. 1, Box 577, Chester, Maryland 21619. The Resident Agent of the corporation is Howard W. Rupp, Rt. 1, Box 577, Chester, Maryland 21619; said Resident Agent is a citizen of the state of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the corporation is Ten Thousand shares (10,000) of common stock having a par value of Ten Dollars (\$10.00) each.

SIXTH: The Corporation shall have two (2) Directors; Howard W. Rupp, Rt. 1, Box 577, Chester, Maryland 21619, and Robert J. Smith, Rt. 1, Box 577, Chester, Maryland 21619 shall act as Directors until the organization meeting of Directors and the issuance of stock of the Corporation are completed after which time the Corporation shall have no Board of Directors and all powers of the Directors set forth in paragraph seventh hereinafter shall from and after such time belong to and be delegated to the stock holders.

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

A. The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized and securities convertible into shares of its stock of any class, whether now or hereafter authorized, and 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.

B. The Board of Directors shall have the power from time to time to fix and determine and to vary the amount of working capital in the corporation; to determine whether any, and if any, what part of the surplus of the corporation or of the net profits arising therefrom in the conduct of its business shall be declared dividends and paid to the stockholders,

subject, however, to the provisions of the charter and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may at its discretion use and apply any part of such surplus or net profits in purchasing or acquiring any of the shares of stock of the corporation or any of its bonds or evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors may deem expedient.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 18th day of May, 1978.

Darrell L. Henry
 WITNESS

Howard W. Rupp
 HOWARD W. RUPP

Darrell L. Henry
 WITNESS

Robert J. Smith
 ROBERT J. SMITH

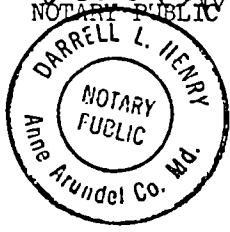
STATE OF MARYLAND, COUNTY OF *Anne Arundel*, to wit:

I HEREBY CERTIFY that on this 18th day of *May*, 1978, before me, the subscriber, a Notary Public of the state of Maryland in the aforementioned county, personally appeared Howard W. Rupp and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal.

Darrell L. Henry
 NOTARY PUBLIC

My Commission Expires: *July 1, 1978*



003369

STATE OF MARYLAND, COUNTY OF *Anne Arundel*, to wit:

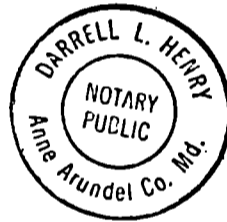
I HEREBY CERTIFY that on this *18th* day of *May*, 1978,
before me, the subscriber, a Notary Public of the state of Maryland in the
aforementioned county, personally appeared Robert J. Smith, and acknowledged
the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Darrell L. Henry
NOTARY PUBLIC

My Commission Expires:

July 1, 1978



ARTICLES OF INCORPORATION
OF
MATAPEAKE HERITAGE, INC.

1133

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 22, 1978, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

6-003364

Recorded in Liber 2415, folio _____, 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 Special Fee paid \$ _____

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, 73223
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS cert file WAS
RECEIVED FOR RECORD THIS 10th
Oct 78 AT 10:23A AM.

IN 2914 AND RECORDED IN
LIBER Lib 5 fol. 303 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Charles W. Cecil CLERK

bw

3.75 *al*

WPPII/bc

5/15/78

RECEIVED
CLERK, CIRCUIT COURT
1978 OCT 10 AM 10 23
QUEEN ANNE'S COUNTY

AMENDED

002961

ARTICLES OF INCORPORATION

OF

BACKACHE'RS GREENHOUSE, INC.

OCT 10-78 A 2 908 *****3.75

FIRST: I, WILLIAM A. HAFSTAD, whose post office address is Route 1, Box 319, Chester, Maryland 21619, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland, and in particular Corporations and Associations Article Section 2-603.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is BACKACHE'RS GREENHOUSE AND NURSERY, INC.

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

(1) To engage in the business of the growing of indoor house plants and outdoor landscaping shrubs and trees and distributing such products both wholesale and retail; and to engage in any other lawful purpose or business; and,

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 488-L, Chester, Maryland 21619, The name and post office address of the Resident Agent of the Corporation in this State is William A. Hafstad, Route 1, Box 319, Chester, Maryland 21619. The Resident Agent is an individual actually residing in this State.

FIFTH: The number of directors of the Corporation shall be three (3), which number may be increased, or decreased,

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

LIBER

5 PAGE 309

pursuant to the Bylaws of the Corporation, but shall never be less than three (3), unless otherwise permitted by Statute. The names of the directors who shall act until the first annual meeting or until their successor are duly chosen and qualified, are: William A. Hafstad, Mary C. Hafstad and Douglas H. Smith.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value.

SEVENTH: The following provisions are 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, for such considerations as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of this 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 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.

002963

IN WITNESS WHEREOF, I have signed these Amended Articles
of Incorporation this 17th day of May, 1978,
and I acknowledge the same to be my act.

WITNESS:

Marriette J. Ball William A. Hafstad
William A. Hafstad

AMENDED ARTICLES OF INCORPORATION

OF

BACKACHE'RS GREENHOUSE, INC.

Changing its name to:

BACKACHE'RS GREENHOUSE AND NURSERY, INC.

1130

approved and received for record by the State Department of Assessments and Taxation of Maryland May 18, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2415, folio 102360, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 15.00 Special Fee paid \$

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. 73148
QUEEN ANNE'S COUNTY, MD.
I HEREBY CERTIFY THAT
THIS ... WAS
RECEIVED FOR RECORD THIS ...
DAY OF ... 1978 AT ... M.
RE ... AND RECORDED IN
... 309 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Clerk

bt

3.75 pd

RECEIVED
CLERK. CIRCUIT COURT

002717

1978 OCT 10 AM 10:23

QUEEN ANNE'S COUNTY ARTICLES OF INCORPORATION

OF

CBYC FOOD SERVICES, INC.

THIS IS TO CERTIFY:

OCT 10-78 A 2 909 *****375

FIRST: That the undersigned, Peter J. Carroll, whose post office address is Suite 103, 100 Severn Avenue, Annapolis, Maryland (21403), an adult over the age of 18 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

CBYC FOOD SERVICES, INC.

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

(a) To conduct a restaurant business for the sale of food, alcoholic beverages and the sale of other items at retail, or otherwise, usual and customary in the conduct of a restaurant business.

(b) 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 and mixed, and from time to time vary any investment or capital of the corporation.

(c) 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.

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 or deny to this corporation any powers, rights or privileges granted to or conferred upon corporations of a similar character by 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 Pier One Marina, Chesapeake Bay Yachting Center, at Stevensville, Queen Anne's County, Maryland, (21666), and the resident agent of the corporation is Peter J. Carroll, whose post office address is Suite 103, 100 Severn Avenue, Annapolis, Maryland (21403). 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 Peter J. Carroll, whose post office address is Suite 103, 100 Severn Avenue, Annapolis, Maryland (21403); Jean Harrington, whose post office address is Suite 103, 100 Severn Avenue, Annapolis, Maryland (21403); and Joseph Hefferman, whose post office address is Bridge Road, Stevensville, Maryland (21666), 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:

(a) 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.

(b) 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 part to, or may be pecuniarily or otherwise interested in any contract or transaction of this 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) of this corporation; and any director of this corporation, or who is pecuniarily or otherwise interested in such other corporation, 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 contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so otherwise interested therein.

(c) 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

002719

change in the terms thereon 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 stock at the time outstanding, by a vote at a general or special meeting of stockholders, or in writing with or without such meeting.

(d) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid to 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 evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided by 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; shall have authority to exercise, without vote of stockholders, all powers of the corporation, whether conferred by law or by these articles, (1) to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities, and (2) shall have the power to exercise all the powers of this corporation with respect to the making of loans and the giving of security for loans in whatsoever form the Board of Directors shall from time to time authorize.

(g) 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 17 day of May, 1978.

WITNESS:

Richard L. Adams, Jr.

Peter J. Carroll (SEAL)

STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 17 day of May, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Peter J. Carroll, and he did acknowledge the foregoing Articles of Incorporation to be his act, that to the best of his knowledge, information and belief the matters and facts set forth above are true and correct in all material respects, and that the statements are made under the penalties of perjury:

AS WITNESS my hand and Notarial Seal.

Paula Anne J.
NOTARY PUBLIC

My Commission Expires: 7-1-1978



ARTICLES OF INCORPORATION
OF
CBYC FOOD SERVICES, INC.

1118

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 19, 1978, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 245, folio 5, 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 Special Fee paid \$ _____

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. Simmons



STATE OF MARYLAND A 73122
QUEEN ANNE'S COUNTY, SOU

I HEREBY CERTIFY THAT

THIS Art/du WAS

RECEIVED FOR RECORD THIS 10th

DAY OF Oct 78 AT 10:23 A.M.

RE 2914 AND RECORDED IN

LIBER Lib 5 folio 313

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

Charles W. Cecil CLERK

LIBER
bw

5 PAGE 317

3752d

RECEIVED
CLERK, CIRCUIT COURT

OCT 10-78 A 2 910 *****75

1978 OCT 10 AM 10:23

ARTICLES OF INCORPORATION OF

QUEEN ANNE'S COUNTY QUEEN ANNE'S COUNTY PRIMARY HEALTH CARE, INC.

(a non-stock, non-profit Maryland corporation)

FIRST: I Catherine B. Cantrell, whose post office address is 210 Kidwell Avenue, Centreville, Maryland 21617, being at least 18 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 called the "corporation") is Queen Anne's County Primary Health Care, Inc.

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

a. The corporation is organized exclusively for charitable purposes within the limits of the Internal Revenue Code of 1954 and its amendments (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is

000627

received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

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b. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 purposes set forth in Article THIRD hereof. 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).

c. Included among the charitable purposes for which the corporation is organized, as qualified and limited by subparagraphs a and b of this Article THIRD are the following:

1. To establish an organizational base for primary health care centers, and related institutions in Queen Anne's County, Maryland.

2. To serve as an entity capable of applying for Federal, State, and local grants or other assistance for the delivery of health care services in Queen Anne's County and environs.

3. To construct or lease, to equip, otherwise to establish, and to operate health care centers, doctors' offices and related institutions.

FOURTH; The post office address of the principal office of the corporation in this State is P. O. Box 425, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the corporation in this State is Howard Wood, 119 Lawyers Row, Centreville, Maryland 21617. Said Resident Agent is an individual actually residing in this State.

FIFTH; The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of, qualifications for, and other matters relating to its members shall be as set forth in the by-laws of the corporation.

SIXTH; The number of Directors of the corporation shall be thirteen (13) which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than nine (9) nor more than twenty-five (25). The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are: Mrs. Cass Bastianelli, Mr. Lemuel Benton, Mr. James F. Bowser, Mrs. Catherine B. Cantrell, Mrs. Alice Cook, Mr. Henry Covington, Mrs. Marie DeMoss, Mr. Francis Fisher, Mr. William M. Freestate, Mrs. Mary Rhodes, Mr. Gordon Seward, Mr. Curtis Spicer, Mrs. Mary Wood.

000630

SEVENTH: 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 charitable organizations (as hereinafter defined) 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, or to the County Commissioners of Queen Anne's County, Maryland, a municipal corporation, exclusively for public purposes, in such proportions as the directors and members distributing such assets may determine.

EIGHTH: The corporation may by its by-laws make any other provisions or requirements for the arrangement or conduct of the business of the corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

a. References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for 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 and which do not participate in, or intervene in (including the publishing or distributing of statements), any political

campaign on behalf of any candidates for public office. It is intended that the organizations described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

b. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States and the State of Maryland.

TENTH: a. 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 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

b. The corporation shall not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

c. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 9th day of May, 1978, and I acknowledge same to be my act.

Edward Wood

Witness

Catherine B. Conrill

LIBER 5 PAGE 324

ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S COUNTY PRIMARY HEALTH CARE, INC.

1092

approved and received for record by the State Department of Assessments and Taxation of Maryland May 11, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 245, folio 8, 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 Special Fee paid \$

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. Simmons



STATE OF MARYLAND, A 72878
QUEEN ANNE'S COUNTY, SOLE

I HEREBY CERTIFY THAT THIS Art/ene WAS

RECEIVED FOR RECORD BY THE 18th
MAY OF Oct 78 AT 10:23 AM

RE 2914 AND RECORDED IN
LIBER Civ 5 fol 318 Charter

RECORD BOOK FOR QUEEN ANNE'S
COUNTY.
Charles W. Cecil CLERK

bt

4.75 pd

003032

RECEIVED
CLERK, CIRCUIT COURT
1978 OCT 10 AM 10:24
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION
OF
EASTON HERITAGE, INC.

THIS IS TO CERTIFY:

OCT 10-78 A #2 911 *****3.75

FIRST: That we, the subscribers, Howard W. Rupp, whose address is Rt. 1, Box 577, Chester, Maryland 21619; Herman Mueller, whose address is Rt. 1, Box 577, Chester, Maryland 21619; and Robert Donald, whose address is Rt. 1, Box 577, Chester, Maryland 21619, all being of full legal age do hereby under and by virtue of the general laws of the State of Maryland authorizing the formation of a corporation, associate ourselves with the intention of forming a corporation.

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

EASTON HERITAGE, INC.

THIRD: The purpose 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 carry on and transact the general business of subdividing land to develop land for sale and construct dwellings and to all matters which are normally incidental to the development of land in addition to things set forth hereinafter.

B. To purchase, lease, option or otherwise acquire, hold, manage, develop, improve, mortgage, sell, exchange, rent or in any manner encumber, deal in or dispose of real estate and mortgages thereon, whether fee simple or leasehold wherever situated and unimproved or improved while carrying on and transacting the purposes aforesaid hereinbefore and hereinafter stated.

C. To purchase any equipment, materials, automobiles, trucks, personal property of all kinds, necessary to carry on or use in connection with the aforesaid purposes.

D. 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 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 other assets by the issue of stocks, bonds, or other securities of the corporation or otherwise.

E. To contract with other persons, firms, corporations for the aforesated purposes and to act as agent or factor for other persons, firms, and corporations, authorized or qualified to do business in the state of Maryland or any other state all in accordance with the laws of the state of Maryland.

F. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trade marks, 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 the account of the same.

G. To aid in any manner financially or otherwise and to endorse, guarantee and secure the payment and satisfaction of any bonds, mortgages, debentures, obligations and indebtedness and also to assume and pay the whole or any part of the liabilities of any corporation or person or shares of stocks, bonds, mortgages, debentures, obligations or indebtedness of which are held by this corporation or in which this corporation or in the welfare of which this corporation shall have any interest.

003034

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

FOURTH: The post office address of the corporation is Rt. 1, Box 577, Chester, Maryland 21619. The Resident Agent of the corporation is Howard W. Rupp, Rt. 1, Box 577, Chester, Maryland 21619; said Resident Agent is a citizen of the state of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the corporation is Ten Thousand shares (10,000) of common stock having a par value of Ten Dollars (\$10.00) each.

SIXTH: The corporation shall not have more than fifteen (15) and not less than three (3) Directors and Howard W. Rupp, Rt. 1, Box 577, Chester, Maryland 21619, Herman Mueller, Rt. 1, Box 577 Chester Maryland 21619, and Robert Donald, Rt. 1, Box 577, Chester Maryland 21619, shall act as such until the first annual meeting or until their successors are elected and qualified.

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

A. The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized and securities convertible into shares of its stock of any class, whether now or hereafter authorized, and 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.

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

EIGHT: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this *19th* day of *April*, 1978.

Sandy Newman
WITNESS

Howard W. Rupp
HOWARD W. RUPP

Sandy Newman
WITNESS

Herman Mueller
HERMAN MUELLER

Sandy Newman
WITNESS

Robert B. Donald
ROBERT DONALD

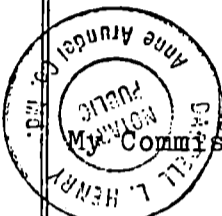
STATE OF MARYLAND, COUNTY OF *Anne Arundel*, to wit:

I HEREBY CERTIFY that on this *19th* day of *April*, 1978 before me, the subscriber, a Notary Public of the state of Maryland in the aforementioned county, personally appeared Howard W. Rupp and acknowledged the foregoing Articles of Incorporation to be his act.

003036

WITNESS my hand and notarial seal.

Donald Henry
NOTARY PUBLIC



My Commission Expires: *July 1, 1978*

STATE OF MARYLAND, COUNTY OF *Anne Arundel* to wit:

I HEREBY CERTIFY that on this *19th* day of *April*, 1978, before me, the subscriber, a Notary Public of the state of Maryland, in the aforementioned county, personally appeared Herman Mueller, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS My hand and Notarial Seal.

Donald Henry
NOTARY PUBLIC



My Commission Expires: *July 1, 1978*

STATE OF MARYLAND, COUNTY OF *Anne Arundel* to wit:

I HEREBY CERTIFY that on this *19th* day of *April*, 1978, before me, the subscriber, a Notary Public of the state of Maryland in the aforementioned county, personally appeared Robert Donald, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal.

Donald Henry
NOTARY PUBLIC

My Commission Expires:



LIBER

5 PAGE 329

1076

LIBER 5 PAGE 330

ARTICLES OF INCORPORATION
OF
EASTON HERITAGE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 9, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2414, folio 3031, 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 Special Fee paid \$ _____

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, SCT.
I HEREBY CERTIFY THIS A 72751

THIS Act. 1978 WAS
RECEIVED FOR RECORD THIS 10th
DAY OF Oct 1978 AT 10:24 AM

IN 2914 AND RECORDED IN
LIBER CIV 5 fol. 325 Charter
RECORD BOOK FOR QUEEN ANNES
COUNTY

Charles W. Cecil CLERK

rnc

3.75 ad

002220

RECEIVED
CLERK. CIRCUIT COURT
1978 OCT 10 AM 10:24
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION
of
WALDORF TOYOTA, INC.

OCT 10-78 A 2 912 ***** 75

Roland
HR

FIRST: That we, James Robert Miller, whose post office address is 414 Hungerford Drive, Rockville, Maryland 20850; William C. Miller, whose post office address is 414 Hungerford Drive, Rockville, Maryland 20850; and T. Robert Romero, whose post office address is 414 Hungerford Drive, Suite 410, Rockville, Maryland 20850, being of full legal age, do, under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of a Corporation, associate ourselves as a Corporation, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation:

SECOND: The name of the Corporation shall be:
"WALDORF TOYOTA, INC."

THIRD: The period of existence of the Corporation shall be perpetual.

FOURTH: The principal office of the Corporation shall be Route #2, Box, 15, Stevensville, Maryland, located in Queen Anne's County, and T. Robert Romero, whose post office address is 414 Hungerford Drive, Suite 410, Rockville, Maryland 20850, and who is a citizen and actual resident of the State of Maryland, is designated as the statutory agent upon whom service of process against the Corporation may be served.

FIFTH: The Corporation is authorized to have and use a corporate seal and alter same at pleasure.

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

1. To erect, purchase, lease or otherwise acquire and to

maintain, operate and engage in a general garage dealership and service station business; to repair, service and maintain automobiles and other motor vehicles; to repair, service and maintain automobile and other motor vehicle parts; to store automobiles, other motor vehicles and their parts; to buy, sell and store, gasoline, oils, greases, and all other parts, supplies and accessories for automobiles and other motor vehicles; and to buy, sell and store all other merchandise used in connection with the general dealership garage and service station business. Also to manufacture such articles of merchandise as it may use in connection with its business, and to buy, sell, lease, hold and convey such machinery, tools, equipment, and real and personal property as may be necessary or convenient for the operation of the business of said Corporation.

2. To export, import, purchase, rent, manufacture, deal in, sell, operate and let for hire, automobiles and other motor vehicles, and supplies and accessories therefor of every kind and nature; to do all other things incidental to the business of conducting a dealership for the sale of new and used automobiles, including the maintenance and operation of garages, repair shops, or other business in connection therewith, and to carry on any trade or business incidental thereto or connected therewith.

3. To engage in the business of buying and selling gasoline, kerosene, lubricating oils and greases, anti-freezes, tires, and other supplies for automobiles and tractors. To establish, maintain, and operate a gasoline filling station; to repair tires and lubricate and wash cars; and to do everything ordinarily done by those engaged in that line of business.

4. To buy or lease real estate and erect thereon a building or buildings for the storage, repair and sale of automobiles, automobile trucks, and tractors, or to buy or lease a building or buildings for that purpose and to engage in the business of

storing by the hour, day, week, month or year automobiles, automobile trucks, and tractors. As incidental to such business, to buy and sell accessories and supplies for automobiles, automobile trucks, and tractors and to repair and overhaul the same.

5. To acquire and display in the name of the Corporation, when permitted by law, all licenses, permits and franchises necessary or incident to the operation of the Corporation at any place in the world.

6. To purchase, lease, sub-lease, mortgage or otherwise acquire, hold, own, sell or otherwise dispose of real or personal property of all types, wheresoever situate, incident to the business of the Corporation.

7. To carry on any business which may directly or indirectly effectuate these objects or any one of them, and to contribute thereto, subsidize or otherwise aid or take part in any such operations.

8. To borrow money for its corporate purposes, and to make, accept, indorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations, from time to time, for the purchase of property, and for any purpose in and about the business of the Corporation, and, if deemed proper, to secure the payment of any obligation by mortgage, pledge, deed of trust or otherwise; and to acquire and dispose of all kinds of shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts, claims, trade marks, trade names, patents, patent rights and copyrights, for any purpose incident to the business of the Corporation.

9. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or Corporation engaged in any business which this Corporation is authorized to carry on, and in connection therewith to acquire the good will and all of the assets, and to assume and otherwise provide for

all or any of the liabilities of any such business.

10. To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of the Corporation.

11. To carry on business at any place or places within the jurisdiction of the United States of America, and in any and all foreign countries, either in the State of Maryland entirely or entirely without said State, and to hold, mortgage, convey, or otherwise dispose of and deal with real or personal property at any such place or places.

12. To enter into, make, perform and carry out contracts or agreements of every sort and kind which may be necessary or convenient to the business of the Corporation or business of a similar nature with any person, firm, Corporation, private, public or municipal body politic, under the government of the United States or any State, territory or colony thereof, or any foreign government, so far as, and, to the same extent as, the same may be done and performed by Corporations organized in and under the laws of this State.

13. To elect officers and appoint agents of the Corporation, and to define their duties and determine their compensation, and to adopt and carry into effect employee and officer benefit plans.

14. To make and alter By-Laws not inconsistent with law for regulating the government of the Corporation and the administration of its affairs.

15. To sue and be sued, complain and defend in all Courts.

16. To acquire shares of its own stock, and its own bonds, notes and other obligations, subject to the limitations of law, and any shares, bonds, notes or obligations so acquired by the Corporation except those acquired for retirement or by surrender of convertible shares, may be held by the Corporation, sold or otherwise disposed of by it for its corporate purposes, as

determined by the Board of Directors.

17. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other firms, individuals or Corporations, either as principal or agent, and to do every other act, thing or things, incidental or appurtenant to, or growing out of, or connected with, the aforesaid objects, purposes or powers, or any of them.

18. The foregoing enumeration of specific powers shall not be deemed or construed to limit or restrict in any manner the general powers of the Corporation as conferred by the Public General Laws of the State of Maryland.

SEVENTH: The business affairs of the Corporation shall be managed and controlled by a Board of Directors, to be three (3) in number, except that the Board of Directors by a majority vote of the entire Board, may, at any time, increase the number of Directors. That the said Directors shall be elected annually at the annual meeting of Stockholders, except that the following named persons shall act as Directors until their successors are duly elected and qualify. If no stock shall have been issued by the Corporation, then the Directors shall elect their successors in office.

1. James Robert Miller
2. William C. Miller
3. T. Robert Romero

EIGHTH: The total amount of authorized capital stock of this Corporation is Ten Thousand Shares (10,000), of no-par value stock; and the Board of Directors of the Corporation is hereby empowered to authorize the issuance of said capital stock at any time, in such class or classes of shares, and for such consideration, whether out of surplus, profits or for services, or for any other bonafide consideration which in their opinion they

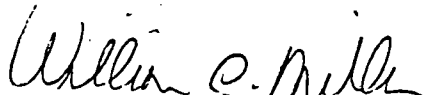
deem advisable; and the said Board of Directors may set forth the voting rights of each class of shares, or any preferences over other classes of shares at the time of issuance thereof, subject to the limitations and restrictions placed on them by law. That further, the Board of Directors may classify or re-classify any unissued shares by fixing or altering in any one or more respects, from time to time, before the issuance of the 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.

NINTH: The Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute for the amendment of Articles of Incorporation.

TNETH: The officers of this Corporation shall consist of a President, Vice-President, a Secretary and a Treasurer who shall be appointed by the Board of Directors, and whose duties and compensation shall be determined by the Board of Directors, and such other officers as any By-Laws of the Corporation may hereafter provide.

IN WITNESS WHEREOF, we have placed our hands and seals this 1st day of May 1978.

 (SEAL)
James Robert Miller

 (SEAL)
William C. Miller

 (SEAL)
T. Robert Romero

002226

-7-

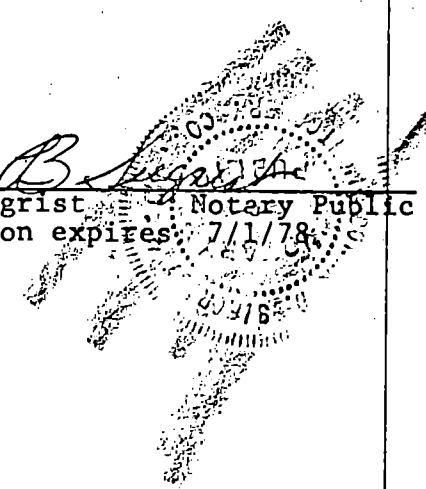
AFFIDAVIT

STATE OF MARYLAND)
COUNTY OF MONTGOMERY) to wit:

BE IT REMEMBERED, that on this 1st day of May 1978, personally appeared before me, the subscriber, a Notary Public in and for the State and County aforesaid, JAMES ROBERT MILLER, WILLIAM C. MILLER and T. ROBERT ROMERO, parties to the foregoing Articles of Incorporation, and they did severally acknowledge that they signed, sealed and delivered same as their voluntary act and deed, and they did acknowledge the facts therein to be true as set forth.

WITNESS my hand and Notarial seal.

Donna B. Siegrist
Donna B. Siegrist, Notary Public
My commission expires: 7/1/78



ARTICLES OF INCORPORATION
OF
WALDORF TOYOTA, INC.

1067

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 5, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2414, folio 002219, 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 Special Fee paid \$ _____

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, 72653
QUEEN ANNES COUNTY, MD.

I HEREBY CERTIFY THAT

THIS Aut/line 10/24/78
RECEIVED FOR RECORD THIS 10/24/78
DAY OF Oct 78 AT 10:24 AM

BE 2914 AND RECORDED IN
BOOK Clbk 5 fol 33 Charter
BOOK FOR QUEEN ANNES
COUNTY
Charles W. Cecil CLERK

bt

4.750d

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the
ROLPH POINT YACHT CLUB, INC.

were received for record on, APRIL 28, 1978,
in accordance with the provisions of Sec. 77 of Art. 23 of the
Code (1957 Edition).

WILLIAM L. SHOEMAKER

Director

William L. Shoemaker

RECEIVED
CLERK, CIRCUIT COURT

1978 OCT 10 AM 10:24
QUEEN ANNE'S COUNTY

ROLPH POINT YACHT CLUB, INC.

~~1002185~~
003251

ARTICLES OF VOLUNTARY DISSOLUTION

Rolph Point Yacht Club, Inc., a Maryland Corporation, ^{OCT 10 78 A 2 913 *****3.75} having its principal office in Chestertown, in Queen Anne's County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation 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 Rolph's Wharf, R.D.#2, Chestertown, Maryland 21620.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are William S. Lonnecker, Rolph's Wharf, R.D.#2, Chestertown, Maryland 21620.

FOURTH: The name and address of each director of the Corporation are as follows:

William S. Lonnecker; Rolph's Wharf, R.D.#2, Chestertown, Maryland 21620
Arlene R. Lonnecker; Rolph's Wharf, R.D.#2, Chestertown, Maryland 21620
William S. Lonnecker, II; Rolph's Wharf, R.D.#2, Chestertown, Maryland 21620

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

William S. Lonnecker, President - Rolph's Wharf, R.D.#2, Chestertown, Maryland 21620
Arlene R. Lonnecker, Secretary-Treasurer - Rolph's Wharf, R.D.#2, Chestertown, Maryland 21620

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-408 (c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current

year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, Rolph Point Yacht 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 hereunder affixed and attested by its Secretary on this 30th day of December, 1977, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Rolph Point Yacht Club, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

Witness:

ROLPH POINT YACHT CLUB, INC.

Arlene R. Lonnecker
Arlene R. Lonnecker, Secretary

BY: William S. Lonnecker (SEAL)
William S. Lonnecker, President

OSCAR A. SCHULZ
TREASURER
HELEN E. PARDEE
DEPUTY
ELEANOR H. HUNTER
ASSISTANT DEPUTY

TREASURER OF QUEEN ANNE'S COUNTY
CENTREVILLE, MARYLAND

January 11, 1978

~~002187~~

003253

Ernest S. Cookerly, Esq.
Chestertown, Maryland 21620

THIS IS TO CERTIFY that all taxes levied on assessments made by
the State Department of Assessments and Taxation of Maryland,
billed by, and payable to, the Treasurer of Queen Anne's County
to ROLPH POINT YACHT CLUB, INC. have been paid through and up
to January 11, 1978.

Oscar A. Schulz

Oscar A. Schulz, Treasurer
Queen Anne's County

LIBER

5 PAGE 342

003254

002188



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 267-5819
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
J. BASIL WISNER
CHIEF DEPUTY
GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

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

ROLPH POINT YACHT CLUB, INC.
have been paid.

WITNESS my hand and official seal this
Twenty-sixth day of April A.D. 1978.

Jane M. Ruby
Deputy Comptroller



1033

ARTICLES OF DISSOLUTION
OF
ROLPH POINT YACHT CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 28, 1978, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2417, folio 5, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special 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. Simmons



STATE OF MARYLAND, A 72365
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Art/Spec WAS
RECEIVED FOR RECORD THIS 10th
DAY OF Oct 78 AT 10:24 A.M.

RE 2914 AND RECORDED IN

LIBER Chc 339
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Charles W. Cecil CLERK

LIBER 5 PAGE 343

bw

3.7500

RECEIVED
CLERK. CIRCUIT COURT

1978 OCT 10 AM 10:24

QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION

OF

ALLEN'S EASTERN SHORE INN, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, James Elmer Patterson Allen, Sr., whose post office address is Route 404, P.O. Box 83, Wye Mills, Maryland 21679, 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. OCT 10 1978 AM 10:24 *****3.75

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Allen's Eastern Shore Inn, Inc.

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

- (a) To engage in the business of operation of a restaurant, bar, tavern and cocktail lounge for the sale of food and related products including alcoholic beverages.
- (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 any kind;
- (c) To engage in any other business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

Fourth: The post office address of the principal office of the Corporation in this State is: Route 404, Post Office Box 83, Wye Mills, Queen Anne's County, Maryland 21679. The resident agent of the Corporation is: James Elmer Patterson Allen, Sr., whose post office address is: Route 404, Post Office Box 83, Wye Mills, Queen Anne's County, Maryland 21679. 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 three hundred (300) shares without par value, all of which shares are of one class and are designated common stock.

001768

Sixth: The corporation shall have five (5) directors and they are to be: James Elmer Patterson Allen, Sr., whose post office address is P.O. Box 83, Wye Mills, Maryland 21679; Violet E. Allen, whose post office address is P.O. Box 83, Wye Mills, Maryland 21679; James Elmer Patterson Allen, Jr., whose post office address is P.O. Box 31, Wye Mills, Maryland 21679; Betty Jean Allen, whose post office address is P.O. Box 31, Wye Mills, Maryland 21679; and Leon T. Allen, whose post office address is P.O. Box 83,, Wye Mills, Maryland 21679, and said parties shall act as such until fir annual meeting of the corporation, 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.

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 bylaws 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 other stockholders, who shall have a right to purchase such percentage of said stock as their holdings shall bear to the total outstanding stock, for a period of thirty (30) days for the value to be set forth in the Corporation's By-laws; and failure of the stockholder to exercise their right of purchase within said period of time, or a written refusal to purchase said stock so offered, by the stockholder, 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.

001770

8. Stock certificates shall not be issued to any subscriber until fully paid, and said stock certificates, when issued, shall be nonassessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 27th day of April, 1978.

WITNESS:

Doris R. Betty James Elmer Patterson Allen, Sr. (SEAL)
James Elmer Patterson Allen, Sr.

ACKNOWLEDGMENT

Pursuant to Section 1-302 of the Corporations and Associations Article of the Annotated Code of Maryland, I hereby certify the foregoing Articles of Incorporation to be my act.

James Elmer Patterson Allen, Sr.
James Elmer Patterson Allen, Sr.

LIBER 5 PAGE 348

ARTICLES OF INCORPORATION

OF

ALLEN'S EASTERN SHORE INN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 28, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2413, folio 5 001766, 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 Special Fee paid \$ _____

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. Simmons



STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SCT. 72356

I HEREBY CERTIFY THAT

THIS Art. due WAS RECEIVED FOR RECORD THIS 10th DAY OF Oct 19 78 AT 10:24 AM

IN 2914 AND RECORDED IN LIBER 2413 folio 344 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY

Charles W. Cecil CLERK

bw

3.75pd

REC'D
CLERK. CIR. COURT

1978 DEC -1 PM 2:00

QUEEN ANNE'S COUNTY

H02570

THE AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF
THE QUEEN ANNE'S FARMERS' COOPERATIVE ASSOCIATION INCORPORATED
(A CORPORATION NOT FOR PROFIT)

Amendment and restatement of the Articles of Incorporation of

THE Queen Anne's Farmers' Cooperative Association Incorporated, a non-profit corporation, organized under the laws of the State of Maryland, executed by Samuel E. W. Friel, Jr., of Queenstown, Queen Anne's County, Maryland, its president, and duly attested by Louis H. Perkins, of Centreville, Queen Anne's County, Maryland, its secretary.

1. The Corporation was organized on the 3rd day of June, 1944.
2. The Corporation, on the proposal of its Board of Directors by resolution duly adopted by said Directors setting forth the proposed amendments and restatement, directed that the same be submitted to a vote of the members entitled to vote in respect thereof at a designated general membership meeting to be held April 28, 1978, and on the adoption thereof by said members at a meeting as provided by law, does hereby, by Samuel E. W. Friel, Jr., its president, duly attested by Louis H. Perkins, its secretary, execute and adopt the following amendments and restatement of Articles of Incorporation.

I.

This Association shall be known in law as The Queen Anne's Farmers' Cooperative Association, Incorporated.

II.

The particular business and objects for which this Association is formed and incorporated are to procure, secure and make labor available for the planting, cultivation, production and harvesting of agricultural products, including dairy products and all allied agricultural enterprises, poultry production and processing of farm commodities, and to supervise the procurement, allotment, distribution and placement of farm labor, for its members, and

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
785-0677

including the financing thereof. To purchase for its members and other patrons farm supplies and equipment; to transport for distribution, furnish, supply, and procure any and all such farm supplies and equipment; and to exercise all such powers on a cooperative basis that may be agreed upon. The Association may engage in other non-profit farm-oriented activities as approved by the Board of Directors. This Association shall have all the powers, privileges, and rights necessary or convenient for carrying out the purposes for which it is formed.

III.

This Association shall not issue capital stock but the interest of the various members herein shall be represented and evidenced by a Certificate of Membership to be issued by the Officers of the Association under the direction of the Board of Directors.

IV.

This Association shall have perpetual existence.

V.

The control and management of the affairs and funds of this Association are to be in a Board of not less than five (5) Directors selected from the members thereof, and Samuel E. W. Friel, Jr., J. Herbert Carter, Lloyd J. Andrew, Louis H. Perkins, F. Bennett Carter, T. C. Breeding, George Godfrey, William E. Gardner, William E. Sylvester, J. Tilghman Bishop and Robert P. Dean, are hereby selected to act as said Directors and to manage the affairs and concerns of this Association until the next annual meeting or until their successors are elected and qualified.

VI.

The principal business of this Association shall be carried on in the Counties of Queen Anne's, Caroline, Talbot and Kent and State of Maryland, and the principal place of business shall be located in the Town of Centreville, Queen Anne's County, State of Maryland. The resident agent of the Association is Cleo C. Green, whose post office address is Kidwell Avenue, Centreville, Queen Anne's County, Maryland 21617, and who is a citizen of Maryland and actually resides therein.

VII.

The members shall have the power to make prudential By-Laws as they deem proper for the management of the affairs of this Association, and to fix the requirements for membership.

VIII.

This Association shall have the following powers:

- (a) To borrow money without limitation as to amount or

002572

corporate indebtedness or liability; to give a lien on any of its property as security therefor in any manner permitted by law; and to make advance payments and advances to members and other producers.

(b) To deposit any money on surplus in local banks Savings Account or Certificate of Deposit to draw interest until needed for operating funds or to buy U.S. Government Bonds.

(c) To act as the agent or representative of any patron or patrons in any of the activities mentioned in Article II of this agreement.

(d) To buy, sell, lease, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association or incidental to it.

(e) To draw, make, accept, indorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Association is formed and to give a lien on any of its property as security for such.

(f) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the Association.

(g) To cooperate with other similar associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this association is formed, and to become a member or stockholder of such agencies as now are or hereafter may be in existence.

(h) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this association is formed, except such as are inconsistent with the express provisions of the act under which this Association is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this Association, all of which are hereby expressly claimed.

IX.

No dividends will be paid to the Members of this Association and all surpluses shall be used for the sole purpose of the advancement of said Association, except that any funds collected from the Members for operating expenses of the Association and found to be in excess of the needs for such purposes may be returned to the members in the proportion that they were collected

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617

756-0677

- 3 -

LIBER

5 PAGE 351

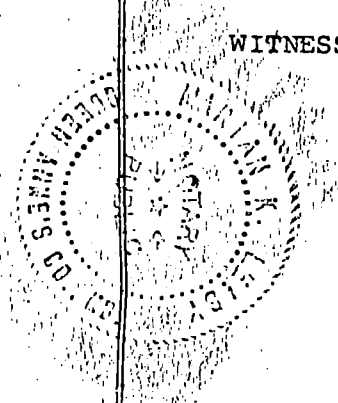
002574

in due form of law that the matters and facts set forth in the
aforegoing Amendment and Restatement of Articles of Incorporation
are true in all material respects and that he has personal
knowledge thereof.

Further, the said Samuel E. W. Friel, Jr. acknowledged the
aforesaid Amendment and Restatement of Articles of Incorporation
to be the act of said body corporate, Queen Anne's Farmers'
Cooperative Association, Incorporated, and that the same were
executed for the purposes therein contained.

Affiant further made oath that he is the proper officer of
said body corporate to make this affidavit and acknowledgment and
that he is duly authorized to do so.

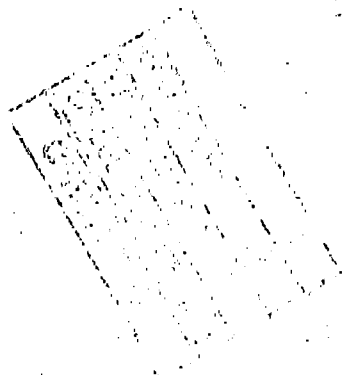
WITNESS my hand and Notarial Seal.



Marion K. Leiby

Notary Public

My Commission Expires: July 1, 1978



JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MO. 21617

758-0877

- 5 -

LIBER

5 PAGE 353

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

THE QUEEN ANNE'S FARMERS' CO-OPERATIVE ASSOCIATION, INCORPORATED

Changing its name to:

THE QUEEN ANNE'S FARMERS' COOPERATIVE ASSOCIATION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland June 27, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2419, folio 002569, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

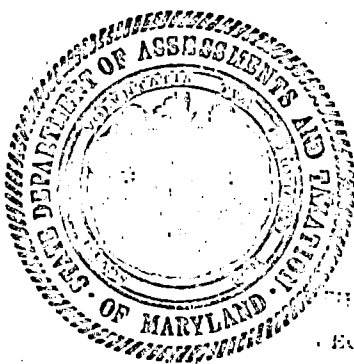
Bonus tax paid \$ Recording fee paid \$ 15.00 Special Fee paid \$

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. A 74620 I HEREBY CERTIFY THAT THIS Art/Blue WAS RECEIVED FOR RECORD THIS 15th DAY OF June 78 AT 2:00 P.M. AND RECORDED IN LIBER C10c-5 folio 349 RECORD BOOK FOR QUEEN ANNE'S

Marguerite W. Markin

bt

RECEIVED
CLERK, CIRCUIT COURT

003159

1978 DEC -1 PM 2:00

ARTICLES OF INCORPORATION
OF

DEC -1-78 A 22816 ***** 75

QUEEN ANNE'S COUNTY THE JAMES MYERS COMPANY, INC.
(A Close Corporation)

FIRST: I, JAMES EUGENE MYERS, whose post office address is Rural Route 1, Box 251 F. Queenstown, Maryland 21652, being at least (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 hereinafter called the ("The James Myers Company, Inc.") is THE JAMES MYERS COMPANY, INC.

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

(1) To engage in to ownership, operation, construction, franchising, management, marketing, and all other lawful activities respecting the roofing and/or waterproofing business, and to engage in any other lawful business or businesses;

(2) To engage in the business of modifying, erecting or altering, under contract or otherwise, houses, churches, schoolhouses, office buildings, manufacturing plants public buildings, and all other buildings of whatever name and nature; to make estimates on and to bid for the construction or alteration of such buildings and to do every act and thing commonly done by building contractors and/or home improvement contractors; to buy and sell building materials and to enter into contracts for the erection, alteration, modification, repair or wrecking of any building whatsoever.

(3) To acquire by purchase, lease or otherwise, and to improve, and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads streets, avenues highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(4) To borrow money and issue evidence of indebtedness in furtherance of any and all of the objects of this business, and to secure the same by mortgage, deed of trust, pledge or other lien. To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of 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.

FOURTH: The post office address of the principal office of the corporation in this State is Rural Route 1, Box 251 F, Queenstown, Maryland 21652. The name and post office address of the resident agent of the corporation in this State is James Eugene Myers, Rural Route 1, Box 251 F, Queenstown, Maryland 21652. Said resident agent is an individual residing in this State.

Page 1

Queen Anne's Co.

LAW OFFICES OF
ROBERT E. PHILO, JR.
600 UNIBANK BUILDING
61 MONROE STREET
ROCKVILLE, MD. 20850
(301) 782-7900

LIBER

5 PAGE 355

FIFTH: Total number of shares of capital stock which the corporation has authority to issue is Five Thousand (5,000.00) shares of common stock without par value.

SIXTH: A corporation shall exist as a close corporation until such time as the stockholders by unanimous consent shall file Articles of Amendment to change such status.

SEVENTH: 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). The names of the directors, who shall act until the first annual meeting and until their successors shall be duly chosen and qualified, shall be: James E. Myers, Ellen S. Myers and James H. Myers.

EIGHTH: The corporation upon unanimous approval of the stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of June, 1978, and I acknowledge the same to be my act.

James Eugene Myers
James Eugene Myers

Witness:

Ellen S. Myers

2048

ARTICLES OF INCORPORATION
OF
THE JAMES MYERS COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 13, 1978, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded. ³
003158

Recorded in Liber 2417, folio _____, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

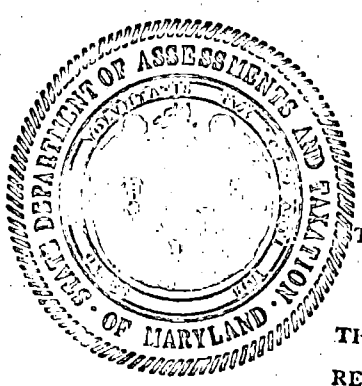
Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00 Special Fee paid \$ _____

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, A 74034
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Art piece* WAS
RECEIVED FOR RECORD THIS *13th*
DAY OF *Dec* 78 AT *2:00 P* M.
RE _____ AND RECORDED IN
LIBER *Cwe 5 fol 355*
RECORDED BOOK FOR QUEEN ANNES
COUNTY

Marguerite W. Markov CLERK.
LIBER 5 PAGE 357

bw

001114

RECEIVED
CLERK. CIRCUIT COURT

1978 DEC -1 PM 2:00

QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION OF

DEC-1-78 A 22817 ***** 75

K. & K. SEAFOODS, INC.

AM

FIRST: I, Patrick E. Thompson, whose post office address is 109 Lawyers Row, Centreville, Queen Anne's County, Maryland, being at least eighteen (18) years of age, 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 hereafter referred to as the "Corporation") is K. & K. Seafoods, Inc.

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

(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.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Crab Alley Road, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Patrick E. Thompson, 109 Lawyers Row, P. O. Box 446, Centreville, Maryland 21617. 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 thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: James D. Leary, Jr., Spencer A. Kneeland and William E. Kneeland.

001117

-4-

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 of the Corporation may classify or reclassify any unissued shares 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 enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of May, 1978 and I acknowledge the same to be my act.

WITNESS:

Laura P. Moyers

Patrick E. Thompson
Patrick E. Thompson

ARTICLES OF INCORPORATION
OF
K. & K. SEAFOODS, INC.

1153

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 23, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

001113

Recorded in Liber 2416, folio _____, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

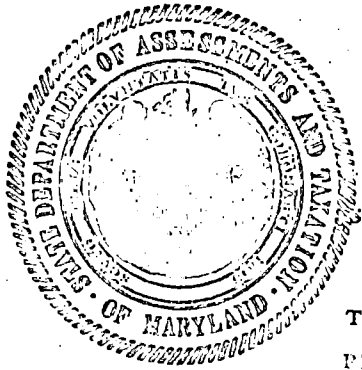
Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00 Special Fee paid \$ _____

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. Summers



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT. ^A 73347
I HEREBY CERTIFY THAT
THIS *Act/line* WAS
RECEIVED FOR RECORD THIS *15th*
DAY OF *Dec* 19 *78* AT *2:00 P.* M.
RE AND RECORDED IN
BOOK *Asc 5 Folio 558*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

bt

Marguerite W. Mark CLERK

3.75

00767

~~00438~~

ARTICLES OF INCORPORATION
OF
MOWBRAY SERVICE, INC.

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 eighteen 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:

MOWBRAY SERVICE, INC.

THIRD: The Corporation is a close corporation authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) To own, lease, operate and manage garages and filling stations for motor vehicles; to manufacture, buy, sell, rent, store, prepare and care for motor vehicles of all kinds, their parts, appurtenances, accessories, supplies, tools, equipment and all other property of every kind and description;

(b) To acquire by purchase or in any other manner and take, receive, own, hold, use, employ, and otherwise deal with any interest in real or personal property;

(c) To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets;

(d) To make contracts and guarantees, to incur

Jul 14 3 43 AM '75

CLERK
1975 MAR 22 11 3 55
QUEEN ANNE'S COUNTY

liabilities, and borrow money;

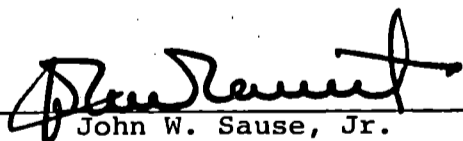
(e) To engage in any other lawful business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The address of the principal office of the Corporation in this State is: Route 1, Box 56, Queenstown, Queen Anne's County, Maryland 21658. The resident agent of the Corporation is: J. Russell Mowbray, whose address is: Route 1, Box 56, Queenstown, Queen Anne's County, Maryland 21658. The resident agent is a citizen of the State of Maryland who resides here.

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 which shares are of one class and are designated common stock.

SEVENTH: Initially, the Corporation shall have one Director, who shall be J. Russell Mowbray, and who shall serve until the time that the organization meeting of directors is held as required by Section 2-109 of the Corporations and Associations Article of the Annotated Code of Maryland and the issuance of at least one share of stock of the Corporation has been completed. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF I have signed these Articles of Incorporation on the eleventh day of July, 1978, and I certify those Articles to be my act.


John W. Sause, Jr.

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Art. 1/1/79 WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF Mar 1979 AT 3:55 P.M.
RECORDED IN
BOOK CWC #5, folio Art. 1/1/79
RECORD BOOK FOR QUEEN ANNES
COUNTY

ARTICLES OF INCORPORATION
OF
MOWBRAY SERVICE, INC.

69

Marguerite M. Marbin

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 20, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2423 2421, folio 3 00438 00766, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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



A 75075

bt

LIBER

5 PAGE 367

4-4-79- orig. mailed by request to P.W. Beard Jr.
Queen's Trust Realty, LTD.

Stevensville Mall
Box 118
Stevensville, Md.

July 1, 1978

00219

RESOLUTION

The Board of Directors of Queen's Trust Realty, Ltd. met and resolved on this date to make Philip W. Beard, Jr., whose home address is Route 1, Box 632E, Chester, Maryland 21619; the new President and Resident Agent of Queen's Trust Realty, Ltd. and also resolved to make Harry C. Reynolds, Jr. the new Vice-President and Secretary/Treasurer of Queen's Trust Realty, Ltd. The meeting was adjourned at 11:30 AM.

Directors: Philip W. Beard, Jr.
Philip W. Beard, Jr.

Harry C. Reynolds, Jr.
Harry C. Reynolds, Jr.

RECEIVED
CLERK, CIRCUIT COURT
1979 MAR 22 PM 3:55
QUEEN ANNE'S COUNTY

NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS

OF

QUEEN'S TRUST REALTY, LTD.

71

received for record July 5, 1978 *2*, at 8:30 A.M.

and recorded on Film No. *2421* 00218 Frame No. one of

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

To the clerk of the Circuit court of Queen Annes County

AA N^o 16217

Special fee paid \$5.00

Recording Fee Paid 3.00

Total \$8.00

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS *Acto / pln.* WAS

RECEIVED FOR RECORD THIS *22nd*

DAY OF *Mar.* 1979 AT *3:55 P.* M.

RE AND RECORDED IN

LIBER *CWC #5, Yolen* *Acto / pln.*

RECORD BOOK FOR QUEEN ANNES
COUNTY

Marguerite M. Manpin CLERK

Mr. Clerk - Mail to: Mr. P. W. Beard, Jr.
QUEEN'S TRUST REALTY, LTD.
Stevensvillage Mall
P. O. Box 118
Stevensville, Md. 21666

00442

ARTICLES OF INCORPORATIONOFEASON ENTERPRISES, INC.

FIRST: I the undersigned, William B. Eason, whose Post Office Address is P.O. Box 105 Cedar Point Marina, Grasonville, Maryland, 21638, being at least eighteen years of age, do hereby associate myself 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:

EASON ENTERPRISES, INC.

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

(a-1) To own, operate, run and manage the business of procuring and selling fresh fish, oysters, crabs and other products of the sea, and to obtain fresh fish, oysters, crabs and other products of the sea either by direct ownership and operation of fishing or crabbing boats, or oyster dredges, or by purchase on the open market; and to sell, distribute, process or preserve fresh fish, oysters, crabs, and other products of the sea, or any parts thereof by all means and methods used in the fishing, oyster or crabbing industries, whether such methods or means shall be by quick freezing, canning, packing or any other preservative methods or means, and to such other things as are incidental to the business of fishing, oystering and crabbing and the selling, procuring and preserving thereof.

(a-2) To enjoy all of the general powers of corporations as set forth in Maryland Annotated Code, Corporation and Associations Article, Section 2-103.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage,

RECEIVED
CLERK OF DISTRICT COURT

1979 MAR 22 PM 3:55

00443

pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind, and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scrip, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation foreign or domestic, or of any government or subdivision or agency thereof documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any governments or authority or

subdivision or agency thereof.

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

(g) To undertake, guarantee, assume and pay the indebtedness and liabilities of others, whether related in ownership and interest or otherwise.

(h) And generally to do, perform, conduct, carry on and accomplish any and all matters, and every other act or thing, not inconsistent with law, which may be necessary or expedient or at all appropriate to promote and attain the objects and purposes for which the Corporation was formed; and the enumeration of the specific matters hereinbefore set forth is made in furtherance and not in limitation of the powers conferred on the corporation by law, but the Corporation shall be entitled to any and all other rights, powers, and privileges under the General Corporation Laws of the State of Maryland to promote and attain the objects and purposes for which it was formed.

FOURTH: The post office address of the place at which the principal office of the Corporation in this state will be is P.O. Box 105, Cedar Point Marina, Grasonville, Maryland, 21638. The Resident Agent of the Corporation is Constance E. Horney, whose post office address is 117 Linthicum Drive, Cambridge, Maryland, 21613. Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have three directors, William B. Eason, Rebecca A. Eason, and William F. Eason, who shall act as such until the first annual meeting, or until their successors are duly chosen or qualified. The

00415

directors may increase the number of directors as they may from time to time deem advisable.

SIXTH: The total amount of the authorized capital stock of the Corporation is Ten Thousand Dollars (\$10,000.00), divided into one hundred (100) non-assessable shares of the par value of One Hundred Dollars (\$100.00), each. The capital stock authorized may be increased by a majority vote of its stockholders at any regular stockholders' meeting or at any special stockholders meeting called for that purpose, by the adoption of an amendment to these Articles.

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

(a) The Board of Directors may, from time to time, and at any time before the issuance of such shares, classify or reclassify any unissued shares by fixing or altering in any one of more aspects 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.

(b) No contracts or transactions of any nature between this Corporation and any individual, firm, or other corporation, shall be void or voidable solely by reason of the fact that any director or directors of this Corporation authorizing such contract or other transaction has a conflicting interest therein, directly or indirectly, whether as an actual party thereto, or as an officer, director, or stockholder of such other corporation, or of any nature whatsoever, provided such interest shall be disclosed to the Board of Directors of this Corporation before such contract or other transaction is authorized. No director's vote and authorization of such contract or other transaction shall be invalidated in any way, whether for purposes of determining a quorum or for authorization in the particular action, by reason of such conflicting interest.

(c) The Board of Directors may by resolution authorize issuance of any unissued shares of any class, or of securities convertible into such shares, without approval by the stockholders of this Corporation, provided such

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issuance shall otherwise be in full compliance with all the terms and provisions of the laws of Maryland relating to the issuance of such shares.

(d) The stockholders may at any time, and from time to time by an affirmative vote of two-thirds of all the votes entitled to be cast thereon, alter the contract rights, as expressed and set forth in the charter, of any outstanding stock. No shares, when issued, shall carry with it any pre-emptive right of the stockholder to acquire additional shares of the Corporation.

(e) 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 or to holders of stock of another class or classes, and shall have authority to exercise, without a vote of the stockholders, all powers of the Corporation, whether conferred by law or by these articles, and shall have the power 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.

NINTH: The above granted powers to the Corporation and to the Board of Directors are in furtherance, and not in limitation, of the general powers conferred by law upon the Corporation and its Directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 13th day of July, in the year nineteen hundred and seventy-eight.

TEST: Elizabeth Ann Jones William B. Eason (SEAL)
Elizabeth Ann Jones William B. Eason

STATE OF MARYLAND, Dorchester County, to wit:

I Hereby Certify, that on this 13th day of July, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William B. Eason, and made oath in due form of law that he executed the foregoing Articles of Incorporation for the purposes therein contained.

Witness my hand and Notarial Seal:

Elizabeth Ann Jones
Elizabeth Ann Jones
Notary Public



My Commission Expires: 7-1-82

HARRINGTON & MERRYWEATHER
202 HIGH STREET
CAMBRIDGE, MD. 21613

STATE OF MARYLAND,
COUNTY, SCT.
STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
THIS 2nd DAY OF Oct 1978, THAT WAS
RECEIVED FOR RECORD at 3:55 P.M.
DAY OF Mar 1978, RECORDED IN
RE 19 50 100 IN 19
LIBER 2421 50 100 IN 19
LIBER BOOK FOR QUEEN ANNE'S
COUNTY CLERK

ARTICLES OF INCORPORATION
OF
EASON ENTERPRISES, INC.

69

Marguerite M. Manfries

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 19, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded. 6

Recorded in Liber 2421, folio 00411, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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. Summers



A 75076

bt

LIBER

5 PAGE 375

ARTICLES OF INCORPORATION
OF

SUDLERSVILLE AMBULANCE COMPANY, INC.

FIRST: We, John T. Manning, whose post office address is Sudlersville, Maryland, 21668, and Jerry F. Anderson, whose post office address is Sudlersville, Md., 21668, being at least eighteen (18) years of age, are 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 called "Corporation") is Sudlersville Ambulance Company, Inc.

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

(a) To operate and maintain an ambulance service for the transportation of those persons in need thereof to the appropriate hospital or other medical facilities; and to acquire and own ambulances and medical equipment for the use of the Corporation for these purposes.

(b) The Corporation is organized exclusively for educational, civic, social and charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 201(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), and more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal

RECORDED
CLEAN COPY

97 173

to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code as 1954, as now in force or afterwards amended, to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, civic, social, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 purposes set forth in Article THIRD hereof. 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by the 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 provisions of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is Sudlersville, Maryland 21668. The name and post office address of the Resident Agent of the Corporation is Ralph Clough, P. O. Box 54, Sudlersville, Md., 21668. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

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). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Ralph Clough, John T. Manning, and Jerry F. Anderson.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as herein defined) of this or any other State, having a similar or analogous character or purpose, in come way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for 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 and which do not participate in, or intervene in (including the publishing or distributing of statements), and political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United State, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) 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 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

00956

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 23rd day of September, 1978.

WITNESS:

John T. Manning

John T. Manning (SEAL)
John T. Manning

John T. Manning, III

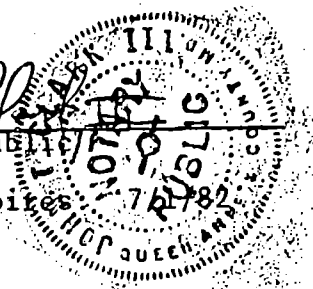
Jerry F. Anderson (SEAL)
Jerry F. Anderson

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

I HEREBY CERTIFY, that on this 23rd day of September, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared JOHN T. MANNING and JERRY F. ANDERSON, and each acknowledged the foregoing Articles of Incorporation as their respective act.

AS WITNESS, my hand and Notarial Seal.

John T. Manning
Notary Public
My commission expires 7/1/82



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

ARTICLES OF INCORPORATION

THIS Articles WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF May 1979 AT 4:03 P.M.

OF

SUDLERSVILLE AMBULANCE COMPANY, INC.

AND RECORDED IN

LIBER CW. H. 5, folio
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

354

CLERK

Marguerite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 29, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2427, folio 00952, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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.

William J. Simmons



A 77376

bt

ARTICLES OF INCORPORATION OF
LITTLE HUT, INC.

03204

ME
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: The name of the corporation is Little Hut, Inc.

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

To acquire farm properties and other real estate by purchase, lease or otherwise; to bid upon and purchase at foreclosure or at other sales, public or private, real property and rights or interests therein of all kinds; to hold, own, rent, farm, operate, control, work, improve, alter, maintain, sell, convey, exchange, mortgage, hold for investment and otherwise turn to account real estate of every class and description.

To purchase, acquire, erect, alter, rebuild and improve, move or demolish dwellings, barns, sheds, yards and other buildings, and structures, private or public, of all kinds, and to sell or rent the same; to erect, purchase, lease, own, operate and dispose of such machinery, tools, apparatus and equipment as may be necessary for the proper conduct of the business of the corporation.

To purchase, acquire, hold, own, rent, sell, assign, exchange, mortgage, hold for investment, alter, maintain and operate personal property of every name and nature, including stocks and securities of this corporation and other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities, and to do such other business as shall be necessary, convenient or incident thereto.

To plan, plot, survey, divide, subdivide, grade, improve and develop lands for the purpose of sale and otherwise and to do and perform all things needful and lawful for the development of the same for residence, trade and business.

RECORDED
CLERK, QUEEN ANNE'S COUNTY

MAR 22 PM 4:03

QUEEN ANNE'S COUNTY

03205

To lay out, grade, pave, construct, install, improve, maintain and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, swimming pools, ponds, wharves, piers, bridges, seawalls, bulkheads, beaches, private and public works and conveniences of all kinds,

To engage in, and carry on, 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 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.

03206

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

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

FIFTH; The corporation shall not have less than three (3) nor more than nine (9) directors, and Mary Ashley Long, John M. Ashley, Jr. and Sydney G. Ashley shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH; The total number of shares of all classes which the corporation has authority to issue is one hundred thousand (100,000) shares of Common Stock of the par value of One Dollar (\$1.00) each.

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

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

(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

03207

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, do hereby acknowledge the foregoing Articles of Incorporation to be my act.

WITNESS my hand and seal, this 26th day of July, 1978;
TEST;

Catherine M. Ngdon

Howard Wood
(Howard Wood)

(SEAL)

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT

THIS Articles of Inc. WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF May 1979 AT 4:03 P.M.
RE AND RECORDED IN
LIBER CW 415, folio Art. Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION
OF
LITTLE HUT, INC.

128

CLERK
Margaret M. ...

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 31, 1978, at 8:30 o'clock AM. as in conformity
with law and ordered recorded.

Recorded in Liber 2422, folio 5
03203, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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. ...



A. 75527

MS

ARTICLES OF INCORPORATION
OF
GIBSON'S PACKAGE STORE, 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 eighteen 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:

GIBSON'S PACKAGE STORE, INC.

THIRD: The Corporation is a close corporation authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

- (a) To sell and dispense alcoholic beverages and general merchandise of all kinds;
- (b) To acquire by purchase or in any other manner and take, receive, own, hold, use, employ, improve and otherwise deal with any interest in real or personal property;
- (c) To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets;
- (d) To make contracts and guarantees, to incur

1979 MAR 22 PM 4:03
CLERK OF COURT
QUEEN ANNE'S COUNTY

02020

liabilities, and borrow money;

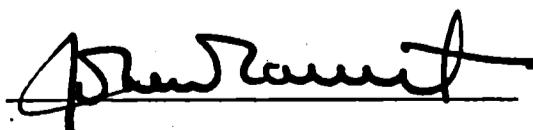
(e) To engage in any other lawful business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The address of the principal office of the Corporation in this State is: Route 404, Queen Anne, Queen Anne's County, Maryland 21657. The resident agent of the Corporation is: John Lee Gibson, whose address is: Broad Street, Queen Anne, Queen Anne's County, Maryland 21657. The resident agent is a citizen of the State of Maryland who resides here.

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 which shares are of one class and are designated common stock.

SEVENTH: Initially, the Corporation shall have one Director, who shall be John Lee Gibson and who shall serve until the time that the organization meeting of directors is held as required by Section 2-109 of the Corporations and Associations Article of the Annotated Code of Maryland and the issuance of at least one share of stock of the Corporation has been completed. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF I have signed these Articles of Incorporation on the twenty-third day of August, 1978, and I certify those Articles to be my act.



STATE OF MARYLAND.
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT

THIS Articles WAS

RECEIVED FOR RECORD THIS 22nd

DAY OF Mar, 1979 AT 4:03 P.M.

ARTICLES OF INCORPORATION

RE AND RECORDED IN

LIBER CWL# 5, folio Articles OF

RECORD BOOK FOR QUEEN ANNES'S

GIBSON'S PACKAGE STORE, INC.

COUNTY

226

CLERK

Marguerite M. Martin

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

of Maryland August 24, 1978, at 8:30 o'clock A. M. as in conformity

with law and ordered recorded.

Recorded in Liber 2424, folio 3 02018, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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. Summers



A 76221

02598

ME

KENT DRUG, INC.

ARTICLES OF INCORPORATION

FIRST: I, JOHN J. DI GIOVINE, whose post office address is Route 1, Box 823, Stevensville, Maryland 21666, being at least eighteen (18) years of age, 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 hereafter referred to as the "Corporation") is KENT DRUG, INC.

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

1. To operate a drug store
2. To do anything permitted by Section 2-103 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 823, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is JOHN JOSEPH DI GIOVINE, Route 1, Box 823, Stevensville, Maryland 21666. Said Resident Agent is a citizen actually residing in this state.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without 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 than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: JOHN J. DI GIOVINE, JANINE M. DI GIOVINE, and

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CLERK OF COURT
1979 MAR 22 PM 1:03
QUEEN ANNE'S COUNTY

*John Joseph Di
Giovine
CO.*

GREGORY DI GIOVINE.

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. In the event that a shareholder should desire to sell his shares of stock, or if a shareholder should die, then he or his personal representative must first offer to sell the stock to the corporation, in writing. Within fourteen (14) days of receipt of such offer, the corporation, or in the alternative existing shareholders, may purchase the stock at the offered price. In the event that the stock is not purchased by the corporation or a shareholder, then the offering shareholder may sell his stock to a third party.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock shall have any pre-emptive rights to purchase or acquire shares, whether they be authorized now or in the future.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to be the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably

incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expense which such could shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article NINE or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article NINTH.

(4) Any indemnification under paragraph (1) or (2) of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article NINTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of July 1978, and I acknowledge the same to be my act.

WITNESS:

John J. Di Giovine

John J. Di Giovine
JOHN J. DI GIOVINE

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

THIS Articles WAS ARTICLES OF INCORPORATION

RECEIVED FOR RECORD THIS 2nd OF

DAY OF Mar 19 79 AT 4:03 P. M. KENT DRUG, INC.

RE AND RECORDED IN
LIBER CWC #5, folio Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Marguerite M. Martin

176

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 10, 1978, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

[Signature]
02597

Recorded in Liber 2423, folio 02597, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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



A 75880

02967

Reuf

ARTICLES OF INCORPORATION

OF

MSM SECURITY SERVICES, INC.

FIRST: The undersigned, Michael S. Mileski, whose post office address is Box 33-18 Bay City, 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:

MSM SECURITY SERVICES, INC.

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

- a. To engage in the following activities:
 1. Consultant services on management requirements and problems related to security and investigative operations.
 2. Conduct personnel, financial and administrative investigations.
 3. Provide personal protective security services.
 4. Conduct physical and technical security surveys.
 5. Conduct security/investigative/safety seminars.
 6. Provide expert advice on plant/building/office/personnel safety.
 7. Conduct communications security systems studies.
 8. To manufacture, buy, sell, lease, repair, install, and maintain security hardware and equipment and electronics equipment of every type and description.
 9. Provide services and advice related to residential security.
 10. Provide guidance and assistance in developing and implementing counter-terrorist programs.
 11. Provide all services mentioned in 1 - 10, above, both in the

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CLERK OF COURT
1979 MAR 22 PM 4:03
STEARNS COUNTY

United States and overseas.

- b. The nature of the business and the objectives and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned as fully and to the same extent as natural persons might do, or could do, and in any part of the world.
- c. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of Maryland.

FOURTH: The post office address of the principal office of the Corporation will be Box 33-18 Bay City, Stevensville, Maryland 21666. The name and address of the resident agent of the Corporation in Maryland is Daniel A. Mack, 740 Poplar Drive, Crownsville, Maryland 21032. 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 2,000,000 shares of the par value of five cents (5¢) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value of \$100,000.00.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the by-laws of the Corporation, and so long as there are less than three stockholders, the number of Directors may be less than three, but not less than the number of stockholders, and the name of the Director who shall act until the first meeting or until his successor is duly chosen or qualified is Michael S. Mileski.

The Director shall have power to make and to alter or amend the by-laws to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Director shall have

the authority to dispose, in any manner, of the whole property of this Corporation.

The by-laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the by-laws, or by resolution of the stockholders.

The stockholders and Director shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Maryland, as such places as may be from time to time designated by the by-laws or by resolution of the stockholders or Director, except as otherwise required by the laws of Maryland.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge the same to be my act on October 20, 1978.

Witness:

Linda K. Mileski
Linda K. Mileski

Michael Stanley Mileski
Michael Stanley Mileski



02970

STATE OF MARYLAND)

)
)

to wit:

THIS IS TO CERTIFY, that on October 20, 1978, before me, the sub -
scriber, a Notary Public of the State of Maryland, in and for the County
aforesaid, personally appeared Michael Stanley Mileski and severally
acknowledged the foregoing Articles of Incorporation to be his act.

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

, Notary Public
My commission expires: 7/1/82

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles of Incorporation WAS
RECEIVED FOR RECORD THIS 20th
DAY OF Nov. 1979 AT 4:23 P. M.
RE AND RECORDED IN
LIBER CWC #5, folio Articles of Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION
OF
MSM SECURITY SERVICES, INC.

433

CLERK

Marguerite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 23, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2428, folio 02966, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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. Simmons



A 78090

LIBER 5 PAGE 397

Ref

ARTICLES OF INCORPORATION

OF

UNICORN NURSERY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Wayne Jackl, whose post office address is Millington, Maryland 21651; Alden F. Church, whose post office address is 5900 Old Ocean Blvd., Villa B 1, Ocean Ridge, Florida 33435 and C. Gordon Church, whose post office address is 18035 N. W. 18th Avenue, Opa Locka, Florida, all being of full legal age, do under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is Unicorn Nursery, Inc.

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

1. To raise, propagate, develop, buy, sell, export and import, and generally deal in trees, shrubbery, plants, flowers, vines and all other things raised and produced in a nursery; to acquire the necessary real estate, farms, or plants to properly carry out the above objects, and incidentally to engage in general farming to provide for the proper rotation of crops and the maintenance of the ground in a fertile condition.

2. To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this state and in any part of the world.

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CLERK OF COURT

1979 MAR 22 11 4 03

CLERK OF COURT

LAW OFFICES OF
BOYER & BOWMAN
COURT STREET
CHESTERTOWN, MARYLAND 21620
778-1630

3. To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

FOURTH: The post office address of the place at which the principal office of the corporation in this state will be located is R. D. #1, Box 50AA, Millington, Maryland 21651. The resident agent of the corporation is Wayne Jackl, whose address is R. D. #1, Box 50AA, Millington, Maryland 21651.

FIFTH: The corporation shall have not less than three or more than four directors, and Wayne Jackl, C. Gordon Church and Alden F. Church shall act until the first annual meeting of the stockholders or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5000) shares of common stock, without par value.

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 thereof:

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, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

2. The Board of Directors may classify or reclassify any unissued shares 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.

3. 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 a holder of any amount of its capital stock or otherwise, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transaction of the corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that in the event that a Director or any firm of which a Director is a member, or any corporation or association of which a Director may be an officer or director is so interested, such facts shall have been disclosed or shall have been known to the Board of Directors of the corporation or a majority thereof and 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 the meeting of the Board of Directors of the corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify or confirm any such contract or transaction with like force and effect as if he were not such a director or officer of such corporation or association or not so interested or a member of a firm so interested.

4. The corporation reserves the right to amend its Charter so that such amendment may alter the contract rights as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the

Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the charter of the corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 15th day of September, 1978.

Witness:

Karen S. McCoy Wayne E. Jackl (SEAL)
Wayne Jackl

Carlton E. Hocum Alden F. Church (SEAL)
Alden F. Church

Carlton E. Hocum C. Gordon Church (SEAL)
C. Gordon Church

STATE OF MARYLAND, COUNTY OF Baltimore, to wit:

I HEREBY CERTIFY, that on this 15th day of September, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Wayne Jackl, and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Herbert Boyer
Notary Public

STATE OF Florida, COUNTY OF Dade, to wit:

I HEREBY CERTIFY, that on this 20th day of August, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Alden F. Church, he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Maria C. Broomhewer
Notary Public

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES OCT. 12 1980
BONDED THROUGH GENERAL INS. UNDERWRITERS

LAW OFFICES OF
BOYER & BOWMAN
COURT STREET
CHESTERTOWN, MARYLAND 21618
778-1630

STATE OF Florida, COUNTY OF Dade, to wit:

I HEREBY CERTIFY, that on this 20 day of August, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared C. Gordon Church, and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Mary E. Boonhewer
Notary Public

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES OCT. 12 1983
BONDED THRU GENERAL INS. UNDERWRITERS

LAW OFFICES OF
BOYER & BOWMAN
COURT STREET
CHESTERTOWN, MARYLAND 21620
778-1630

ARTICLES OF INCORPORATION

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

OF

UNICORN NURSERY, INC.

THIS Oct 16th WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF Nov 1979... AT 4:03 P.M.
RE AND RECORDED IN
LIBER CWC # 5, Vol 10 Oct 16th
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

426

CLERK.

Marguerite M. Manpin

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 20, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 24286, folio 02585 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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. Summers



A 78031

rw1

CALLAHAN'S GAS, INC.
ARTICLES OF REVIVAL

THIS IS TO CERTIFY;

FIRST: The name of the corporation at the time the charter was forfeited was Callahan's Gas, Inc.

SECOND: The name which the corporation will use after revival is Callahan's Gas, Inc.

THIRD: The address of the principal office of the corporation, which is in Queen Anne's County, being the same county where the principal office was located at the time the charter was forfeited, is 116 North Commerce Street, Centreville, Maryland 21617.

FOURTH: The name and address of the resident agent of the corporation is Lawrence Callahan, 116 North Commerce Street, Centreville, Maryland 21617.

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: The last acting president of the corporation is the abovenamed Lawrence Callahan; and the last acting treasurer of the corporation is Howard Wood, 3rd, whose address is 119 Lawyers Row, Centreville, Maryland 21617.

IN WITNESS WHEREOF, the said Lawrence Callahan and Howard Wood, 3rd, have signed these Articles of Revival and do hereby acknowledge said Articles of Revival to be their respective act and the act of said corporation, Callahan's Gas, Inc., on this 7th day of September, 1978:

Lawrence Callahan

(Lawrence Callahan) President

Howard Wood 3rd

(Howard Wood, 3rd) Treasurer

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

I HEREBY CERTIFY that on the 4th day of *October*, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Lawrence Callahan, the last acting President and Howard Wood, 3rd, the last acting Treasurer of Callahan's Gas, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.
WITNESS my hand and notarial seal.



Catherine M. Hodgson

Notary Public
My commission expires: July 1, 1982

RECEIVED
CLERK, CIRCUIT COURT
1979 MAR 22 PM 4:04
QUEEN ANNE'S COUNTY

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

ARTICLES OF REVIVAL
OF

THIS Art 1/klr WA. CALLAHAN'S GAS, INC.
RECEIVED FOR RECORD THIS 22nd
DAY OF May 1979 AT 11:04 A.M.
AND RECORDED IN
LIBER QUC #5, 401 Art 1/klr
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

375

Marguerite M. Martin
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 5, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2427, folio 02719, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

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. Summers



A 77605

bt

Ref

W. M. FREESTATE & SON, INC.

A CLOSE CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Michael R. Foster, whose post office address is 103 Lawyers Row, Centreville, Maryland 21617, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

W. M. FREESTATE & SON, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

1. To act as insurance agents and brokers for any and all kinds of insurance and annuities and to market, promote and sell policies of insurance and annuities, and all related activities thereto, to the extent now or from time to time hereafter permitted by law.

2. To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this state and elsewhere; and

3. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, from time to time.

RECEIVED
CLERK OF DISTRICT COURT
1979 MAR 22 PM 4:06
QUEEN ANNE'S COUNTY

S

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
758-1660

01827

FIFTH: The post office address of the principal office of the Corporation in this State is 105 Lawyers Row, Centreville, Queen Anne's County, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is William M. Freestate, 105 Lawyers Row, Centreville, Queen Anne's County, Maryland 21617. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SEVENTH: All stock issued by the Corporation shall not be transferable except as made pursuant to any provisions contained in unanimous stock holders agreement as authorized by Section 4-401 of the Corporations and Associations Article of the Annotated Code of Maryland.

EIGHTH: The Corporation elects to initially have two Directors whose names are William M. Freestate and Mark M. Freestate, who shall serve until the organizational meeting, the election of officers and the issuance of the first shares of stock has been completed. Thereafter, the Corporation shall have no Directors and the business and affairs shall be managed by direct action of the stockholders of the Close Corporation and all powers given to the Directors by the Corporations and Associations Article of the Annotated Code of Maryland, or otherwise by law, may be exercised by the stockholders.

NINTH: With respect to:

1. the amendment of the Charter of the Corporation;
2. the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
3. the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

4. the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

5. the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; such action shall be effective and valid upon majority vote of the shares entitled to be cast thereon, notwithstanding any provision of law requiring any such action to be taken or authorized other than as provided in this Article.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of September, 1978, and I acknowledge the same to be my act.

WITNESS:

Emma L. Thomas

Michael R. Foster

Michael R. Foster
Incorporator

STATE OF MARYLAND
QUEEN ANNE'S COUNTY

TO WIT:

I HEREBY CERTIFY, that on this 19 day of Sept., 1978, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Michael R. Foster, and he acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Emma L. Thomas
Notary Public
My commission expires 11/1/82

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

ARTICLES OF INCORPORATION

OF

W. M. FREESTATE & SONS, INC.

320

THIS Articles of Incorporation WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF Nov 1979 AT 4:06 P.M.

AND RECORDED IN
LIBER 96415, FOLIO Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite M. Markin

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 21, 1978 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2426, folio 1825, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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. Simmons



A 77017

NEW KEYS, INCORPORATEDARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ernest S. Cookerly, whose post office address is Chestertown, Maryland 21620; M. Geraldine Morris, whose post office address is Chestertown, Maryland 21620; and Floyd L. Parks, whose post office address is Chestertown, Maryland 21620; 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

"NEW KEYS, INCORPORATED"

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

- (a) To operate and maintain a hunting lodge and a gunning club for recreational purposes.
- (b) To own and operate, hotels, inns, taverns, restaurants, and the giving and conducting of entertainment and recreation for hire and profit.
- (c) To own and operate farms and engage in all kinds of agricultural pursuits.
- (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.

00571

- 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

- 3 -

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, or through others for its own account, and

00573

- 4 -

to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

The foregoing enumeration of the purposes, 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 P.O. Box 224, Chestertown, Maryland 21620. The name and post office address of the Resident Agent of the Corporation in this State are Ernest S. Cookerly, P.O. Box 224, Chestertown, Maryland 21620. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased, pursuant to the By-Laws of the Corporation not to exceed seven (7), 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 Guido Frezzo, R.D.# 1, Box 44, Avondale, Pennsylvania 19311, James Frezzo, R.D.# 1, Box 44, Avondale, Pennsylvania 19311, Joseph Frezzo, Box 54, Avondale, Pennsylvania 19311 and Jerold B. Smith, Kaolin Road, R.D.# 3, Box 133, Kennett Square, Pennsylvania 19348.

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 11th day of September, 1978.

Witness:

Nancy Lee Jewell
Nancy Lee Jewell
Nancy Lee Jewell

Ernest S. Cookerly (SEAL)
 Ernest S. Cookerly
M. Geraldine Morris (SEAL)
 M. Geraldine Morris
Floyd L. Parks (SEAL)
 Floyd L. Parks

09575

- 6 -

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

I HEREBY CERTIFY, that on this 11th day of September, 1978,
before me, the subscriber, a Notary Public of the State and County aforesaid,
personally appeared Ernest S. Cookerly, M. Geraldine Morris 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 Jewell
Notary Public
QUEEN ANNE'S COUNTY
MARYLAND

My commission expires:

July 1, 1982

RECEIVED
CLERK OF DISTRICT COURT
1979 MAR 22 PM 4:07
QUEEN ANNE'S COUNTY

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

THIS Act/Ord WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF May 1979 AT 4:07 P.M.

RE AND RECORDED IN ARTICLES OF INCORPORATION
LIBER C.W.#5, Vol 10 Ce/dokhe OF
RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK, NEW KEYS, INCORPORATED

Margurite W. Marbin

300

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 14, 1978, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2426, folio 60569, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

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



A 76857

02963

ARTICLES OF INCORPORATION
OF
ROMANCOKE ON THE BAY ROADS CORPORATION

cul
FIRST: This is to certify that: J. Donald Braden, whose post office address is Farmers National Bank Building, Centreville, Maryland 21617, being at least eighteen years of age, has executed these Articles of Incorporation for the purpose of forming a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is:
ROMANCOKE ON THE BAY ROADS CORPORATION
and is hereafter referred to as "the Corporation."

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

(a) To receive an assignment of the rights, powers, duties, and obligations contained in covenant No. 15 of two deeds of restrictions, the first dated September 8, 1952, recorded among the Land Records of Queen Anne's County, Maryland in Liber T.S.P. 6, page 323, and the second dated September 18, 1958, recorded among the aforesaid Land Records in Liber T.S.P. 43, page 62.

(b) To construct, improve and maintain the roads in the subdivision known as Romancoke on the Bay.

(c) To acquire rights, titles, easements and estates within or pertaining to Romancoke on the Bay and to exercise all powers, including discretionary powers, duties and obligations given by, or incident to, such rights, titles, easements and estates;

(d) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise,

RECEIVED
CLERK OF COURT

1979 MAR 22 PM 4:07

QUEEN ANNE'S COUNTY

implements, and other personal property or equipment of every kind;

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

(f) To exercise any other power granted by law to corporations of the State of Maryland and to do every other act or thing not inconsistent with law, whether or not directly related to the aforesaid purposes.

FOURTH: The Corporation is not authorized to issue capital stock. The Board of Directors shall choose the first members in accordance with the Bylaws. Only owners of property in Romancoke on the Bay shall be eligible for membership in the Corporation. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the Bylaws. The members have all of the powers and duties conferred by law upon "stockholders" or "holders of shares", except that no member has any pecuniary or other interest in the Corporation; and membership may not be assigned, devised or otherwise transferred.

*Queen
Ames
CO.*

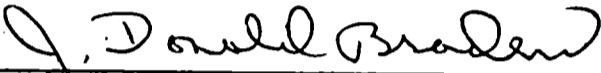
FIFTH: The post office address of the principal office of the Corporation in this State is Stevensville, Maryland 21666. Henry T. McMahon, whose post office address is Stevensville, Maryland 21666, is the resident agent of the Corporation in this State and is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have such number of directors, not less than three, as may from time to time be elected by the members. Rita A. McMahon, George Stevenson and William Baxter shall act as Directors until

02965

the first annual meeting and until their successors are
duly chosen and qualify.

In accordance with Section 1-302, Corporations
and Associations Article, of the Annotated Code of Maryland,
I hereby acknowledge the foregoing Articles of Incorporation
to be my act this 8th day of September, 1978.


J. Donald Braden

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

THIS Quit/Deed WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF May 19 79 AT 4:07 P.M.

ARTICLES OF INCORPORATION

BOOK C.W.C. #5, folio OF
RECORDED IN Quit/Deed
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ROMANCOKE ON THE BAY ROADS CORPORATION
CLERK.

293

Marguerite M. Hanson

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 11, 1978, at 8:30 o'clock AM. as in conformity
with law and ordered recorded.

Recorded in Liber 2425, folio 02962, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

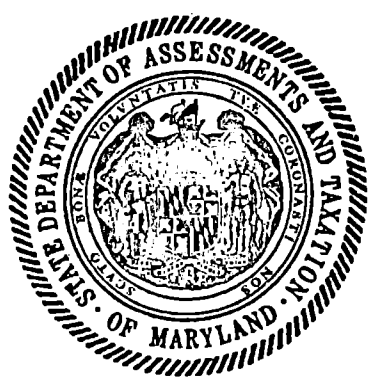
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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. Summons



A 76712

44-4-79-orig mailed Whiteford, Taylor, Proctor, Jumble & Johnston - 13M Bldg. 100 E. Pratt St. Part No

01217

CERTIFICATION

I, EDWARD A. JOHNSTON, Secretary of KINGS TOWN TRACTOR COMPANY, hereby certify that the following Resolution is a true, correct, and complete copy of a Resolution of the Board of Directors of KINGS TOWN TRACTOR COMPANY, adopted by the unanimous consent of the Board of Directors on June 12, 1978.

RESOLVED: That the Board of Directors of the Corporation hereby designates RESAGENT, INC., 7th Floor, IBM Building, Baltimore, Maryland 21202, as its Resident Agent.

Edward A. Johnston
Edward A. Johnston, Secretary

RECEIVED
CLERK, CIRCUIT COURT
1979 MAR 22 PM 4 07
QUEEN ANNE'S COUNTY

STATE OF MARYLAND)
CITY OF BALTIMORE) to Wit:

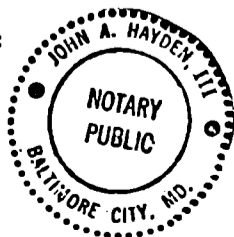
I hereby certify that on the 21st day of August, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City/County of BALTIMORE, personally appeared EDWARD A. JOHNSTON, Secretary of KINGS TOWN TRACTOR COMPANY, and made oath in due form of law that the matters and facts set forth in the Certification are true.

AS WITNESS my hand and Notarial Seal.

John A. Hayden, II
Notary Public

My Commission Expires:

July 1, 1982



LIBER 5 PAGE 422
NOTICE OF CHANGE OF RESIDENT AGENT &
AGENT'S ADDRESS

OF
KINGS TOWN TRACTOR COMPANY

214

received for record August 24, 1978
and recorded on Film No. 2424

2. at 8:30 A.M.
Frame No. 01216 one of

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

To the clerk of the Circuit court of Queen Anne County

AA N^o 16383

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

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

THIS *Act. pluc* RECEIVED FOR RECORD THIS *22nd*
DAY OF *Mar* 19 *79* AT *4:00 P.*

RE AND RECORDED IN

LIBER *Cur #5, folio* RECORD BOOK FOR QUEEN ANNE'S
COUNTY *Act. pluc*

Marguerite M. Martin CLERK

Mr. Clerk Mail to: Whiteford, Taylor, Preston, Trimble & Johnston
Attention: Susan Hartz Wallace
IBM Building
100 East Pratt Street
Baltimore, Maryland 21202

4-4-79. Orig. mailed to T. Robert Romero, Esq., 414 Hunderford Dr. Suite 410, Rockville, Md.

01812

BORETTA, INC.

RESOLUTION

BY RESOLUTION, made by the Board of Directors of Boretta, Inc., at the annual meeting held on the 31st day of July 1978, the following was adopted:

THAT the address of the Resident Agent of the Corporation, Robert M. Mattingly, 4418 Renn Street, Rockville, Maryland, be changed to :

Robert M. Mattingly
Jean Road, Kentwood
Stevensville, Maryland

and it was further adopted

THAT the principal office of the Corporation, 4418 Renn Street, Rockville, Maryland, be changed to:

Boretta, Inc.
Jean Road, Kentwood
Stevensville, Maryland

RECEIVED
CLERK, CIRCUIT COURT
1979 MAR 22 PM 4:07
QUEEN ANNE'S COUNTY

Robert M. Mattingly, Pres.
Robert M. Mattingly, President

Dated: July 31, 1978

NOTICE OF CHANGE OF PRINCIPAL OFFICE & RESIDENT AGENT'S ADDRESS

OF

BORETTA, INC.

114

received for record August 2, 1978

✓, at 8:30 A. M.

and recorded on Film No. 2422

01811 Frame No.

one of

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

To the clerk of the Circuit

court of Queen Annes County

AA N^o 16301

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

THIS *Acts/Clk* WAS

RECEIVED FOR RECORD THIS *22nd*

DAY OF *May* 19 *79* AT *4:07 P.M.*

RE AND RECORDED IN

LIBER *Cox #5, Yolis* *Acts/Clk*

RECORD BOOK FOR QUEEN ANNE'S COUNTY

Marguerite de Manbin CLERK

Mr. Clerk mail to: T. Robert Romero, Esquire
414 Hungerford Drive, Suite 410
Rockville, Maryland 20850

00616

ARTICLES OF INCORPORATION

OF

KENT OYSTER COMPANY, INC.

This shall be a Close Corporation

THIS IS TO CERTIFY:

FIRST: That we, the subscribers,

1. William H. Harris, whose post office address is:
Chester, Maryland 21619
2. Violet M. Harris, whose post office address is:
Chester, Maryland 21619
3. Rudolph E. Tighe, Jr., whose post office address is:
607 Sussex Road
Towson, Maryland 21204

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 Articles.

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

KENT OYSTER COMPANY, INC.

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

(a) To engage in the business of seafood packing of all kind and descriptions.

(b) To engage in and carry on all other activities and other business in conjunction with or related to the enterprise and purpose set out in this Third paragraph.

(c) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(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 of any of the aforesaid business or any other businesses that the Corporation

RECEIVED
CLERK OF DISTRICT COURT

1979 MAR 22 PM 4:10

COUNTY OF WASHINGTON, DISTRICT OF COLUMBIA

This shall be a Close 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.

(e) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, rights to 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 to, 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 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.

(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 thereof, 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 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

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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; 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 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. 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 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 issuances from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation and 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 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 such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting, unless a larger vote be provided for hereafter.

(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.

00620

FIFTH: The post office address of the principal office of the Corporation in this state is P. O. Box 145, Chester, Queen Anne's County, Maryland 21619. The resident agent of the Corporation is Rudolph E. Tighe, Jr., whose post office address is 607 Sussex Road, Towson, Maryland 21204. Said 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 Ten Dollars (\$10.00) all of one class, and having an aggregate par value of Ten Thousand Dollars (\$10,000.00).

SEVENTH: The Corporation shall have no less than three (3) directors, and William H. Harris, Violet M. Harris and Rudolph E. Tighe, Jr., shall act as such until the first annual stockholders meeting, or until their successors shall have been duly chosen and qualified.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on August 31, 1978.

WITNESS AS TO ALL:

Debra A Tighe

William H Harris (SEAL)
William H. Harris

Violet M. Harris (SEAL)
Violet M. Harris

Rudolph E Tighe Jr (SEAL)
Rudolph E. Tighe, Jr.

STATE OF MARYLAND, *Baltimore City*, to wit:

THIS IS TO CERTIFY that on *September 1*, 1978,

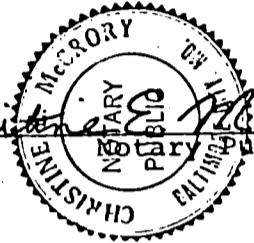
before me, the subscriber, a Notary Public of the State of Maryland, personally appeared William H. Harris, Violet M. Harris and Rudolph E. Tighe, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

My Commission Expires:

July 1, 1982

Christine E. McRory
Christine E. McRory
Notary Public



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS Acts/Kmc WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF Mar 1979 AT 4:10 P.M.

OF

KENT OYSTER COMPANY, INC.

254

RE AND RECORDED IN

LIBER CWO # 5, Folio Art Kmc
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite W. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 1, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2425, folio 00615, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

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



A 76446

bt

LIBER

5 PAGE 431

ARTICLES OF INCORPORATION
OF
THE FOREST CORPORATION

This is to certify that:

FIRST: J. Donald Braden, whose address is Farmers National Bank Building, Centreville, Queen Anne's County, Maryland 21617, being at least eighteen 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:

THE FOREST CORPORATION

THIRD: The Corporation is a close corporation authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

- (a) To perform all acts and services consistent with the rendering of advice on matters of finance.
- (b) To acquire by purchase or in any other manner and take, receive, own, hold, use, employ, improve and otherwise deal with any interest in real or personal property;
- (c) To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets;
- (d) To make contracts and guarantees, to incur liabilities, and borrow money;
- (e) To engage in any other lawful business or

RECEIVED
CLERK, CIRCUIT COURT
1979 MAR 22 PM 4: 10
QUEEN ANNE'S COUNTY

00131

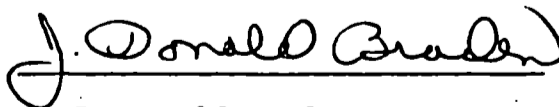
activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The address of the principal office of the Corporation in this State is: P. O. Box 236, Centreville, Maryland 21617. The resident agent of the Corporation is: J. Donald Braden, whose address is: Farmers National Bank Building, Queen Anne's County, Maryland 21617. The resident agent is a citizen of the State of Maryland who resides here.

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: Initially, the Corporation shall have one Director, who shall be Bette Jean Braden and who shall serve until the time that the organization meeting of directors is held as required by Section 2-109 of the Corporations and Associations Article of the Annotated Code of Maryland and the issuance of at least one share of stock of the Corporation has been completed. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF I have signed these Articles of Incorporation on the 28th day of August, 1978, and I certify those Articles to be my act.



J. Donald Braden

STATE OF MARYLAND
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT ARTICLES OF INCORPORATION
THIS Articles of Incorporation WAS
RECEIVED IN 22nd OF
DAY OF Apr 79 4:10 P.M. THE FOREST CORPORATION
RECORDED IN
LIBER QWC # 5, folio Articles of Incorporation
RECORD BOOK QUEEN ANNES
COUNTY

247

CLERK
Marguerite W. Maxson

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 30, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2425, folio 00129, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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



A 76395

02279

COYLE ASSOCIATES, INC.

(a close corporation under title four)

ARTICLES OF INCORPORATION

FIRST: The undersigned Elizabeth J. Coyle whose post office address is Kent Cove 15B, Stevensville, Maryland 21666, being at least 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 herein sometimes referred to as "Corporation") is Coyle Associates, Inc.

THIRD: The principal office of the Corporation shall be located at Kent Cove 15B, Stevensville, Maryland 21666 the resident agent of the Corporation shall be Jack R. Sturgill, Jr., whose post office address is 608 Baltimore Avenue, Towson, Maryland 21204. Such resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Corporation shall be a close Corporation as authorized by title four of the General Corporation Law of Maryland.

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

a. To own, conduct, operate, maintain, produce, purchase, prepare, and to sell and dispense foods, beverages, and to provide catering services and do any and all things necessary and pertinent to said business.

b. To enter into contracts or agreements providing for the furnishing of food, beverages, or catering services for private, public affairs and other related services as hereinabove set forth.

c. To acquire by purchase, exchange, hire, lease, insurance of stock or securities or both, or otherwise, and to invest in, hold, own, manage, develop, and improve and build upon and to sell for cash or on credit, or both, exchange, lease, sub-lease,

mortgage, or otherwise dispose of, or encumber or deal in, and with real property, improved or unimproved, and any interests, right of privileges therein, either for its own account or for the account of others, and to lend money upon the security of mortgages or other liens on real property improved or unimproved, and to do any acts or things and to carry on any business incidental to, or proper or useful in connection with dealing in and with respect to owning, maintaining, operating, managing and disposing of real and leasehold property.

d. To borrow money and to pledge as collateral any and all of the assets of the Corporation.

e. To engage in any other business of whatsoever kind and description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of this Corporation or any of them.

f. To acquire the good will, trade name, 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, and to pay for the same in cash or stock of this Corporation or otherwise.

g. To maintain margin accounts and to make short sales of all kinds.

h. To acquire by subscription, purchase, exchange, or otherwise, and to hold for investment or otherwise to use, sell, dispose of, pledge, mortgage, or hypothecate any bonds, stocks, or other obligations of any Corporation, and while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust and/or other forms of contracts as securities for the same and guaranteeing

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the payment thereof.

i. To consolidate with any other Corporation engaged in any business similar or analogous to those of this Corporation or any of the objects of this Corporation.

j. In general, to carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland under corporations forming 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 hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges granted to or conferred upon corporations of this character by said general laws now or hereafter in force; and that said corporation is formed under 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.

k. To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulate, and the like, which may or might be used for any of the purposes of the Corporation, and to use, license, develop, lease in respect of, sell and otherwise turn to account the same.

l. In general, to invest the capital of this Corporation for profit and to use and deal in money and wealth in any fashion and to do any and all things hereinabove set forth and such other things which are incidental or conducive to the attainment of the objectives 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 purposes 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, any, and 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.

SIXTH: The business and operations of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States and in such other localities that stockholders may deem advisable.

SEVENTH: The Corporation is authorized to issue only one class of stock, and all issued stock shall be held on record by not more than ten persons. The stock shall be issued and transferable only to natural persons who are not non-resident aliens.

EIGHTH: The total number of shares of stock; which the Corporation has authority to issue is 100 shares without par value, all on a single class which shall be designated as common stock.

NINTH: The Stockholders may authorize the issuance from time to time of shares of its stock, without par value of the one class for such consideration as said Stockholders may deem advisable, and the actual value of any consideration other than money for which it authorizes shares of stock without par value shall be stated by the Stockholders, by resolution giving their opinion as to the value.

TENTH: 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 directors or officers of such other corporations; any Stockholder 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 firm is so interested shall be

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disclosed or shall have been known to the Stockholders, and any Stockholder 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 Stockholders 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 Stockholder or Director or Officer of such other corporation or not so interested.

ELEVENTH: The actual control of this Corporation and management of the business affairs shall be conducted by the Stockholders, and they shall have the power from time to time to fix and determine and to vary the amount of, 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 Stockholders.

TWELFTH: After 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 Elizabeth J. Coyle, Kent Cove 15B, Stevensville, Maryland 21666.

THIRTEENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, this *17th* day of *October*, 1978.

WITNESS:

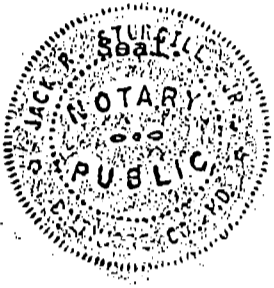
George E. Benjilke
Elizabeth J. Coyle (SEAL)
Elizabeth J. Coyle

STATE OF MARYLAND

COUNTY OF BALTIMORE, To Wit:

I HEREBY CERTIFY, that on this 19th day of October, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Baltimore, aforesaid, personally appeared ELIZABETH J. COYLE, personally known to me to be the person whose name is subscribed to the within instrument, and she acknowledged that she executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial



Jack R. Bunnell
Notary Public
Commission Expires 7/1/82

RECEIVED
CLERK, CIRCUIT COURT
1978 MAR 22 PM 4:10
QUEEN ANNE'S COUNTY

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Act, etc. WAS
RECEIVED FOR RECORD THIS 22nd ARTICLES OF INCORPORATION
DAY OF Nov 1979 AT 4:10 P. M.
RE AND RECORDED IN OF
LIBER CWC #5, folio COYLE ASSOCIATES, INC.
RECORD BOOK FOR QUEEN ANNES'S etc.
COUNTY

425

CLERK

Marguerite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 19, 1978 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2427, folio 02278, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

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



A 77974

mt

Ruf

ARTICLES OF INCORPORATION
OF
ASHLEY HUNTING SERVICES, INC.

THIS IS TO CERTIFY:

FIRST: That I, John M. Ashley, III, whose post office address is P.O. Box 126, Centreville, Maryland, 21617, being at least 18 years of age, do 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:

Ashley Hunting Services, Inc.

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

(1) To engage in the business of providing hunting services. To furnish the hunting area and the personnel to guide the hunters during the day. To furnish and supply all information concerning the hunting sites and requirements for hunting, and the licenses required for hunting. To provide guides and people who are experienced in the calling of fowls in regard to the hunting of geese and ducks. To provide all other services that are incidental to the above-mentioned hunting operations.

(2) To engage in a goose-picking operation and to acquire all equipment incidental to the performance of such an operation.

(3) 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.

(4) 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.

(5) 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.

(6) 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 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 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 P.O. Box 126, Centreville, Maryland, 21617. The name and post office address of the resident agent of the Corporation in this State is John M. Ashley, III, P.O. Box 126, 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 one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders; and the name of the Director who shall act until the first annual meeting or until his successor or successors are duly chosen and qualify is:

John M. Ashley, III

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 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.

(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 or 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.

4.

01491

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of October, 1978.

WITNESS:

John T. Claf, III

John M. Ashley, III
John M. Ashley, III

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

I HEREBY CERTIFY, that on this 13th day of October, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared JOHN M. ASHLEY, III, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

John T. Claf, III
Notary Public
My commission expires: 7/1/82

RECEIVED
CLERK, CIRCUIT COURT
1978 MAR 22 PM 4:10
QUEEN ANNE'S COUNTY

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT THIS Articles WAS

OF

ASHLEY HUNTING SERVICES, INC.

415

RECEIVED FOR RECORD THIS 22nd
DAY OF Mar 1979 AT 4:10P M.

RE AND RECORDED IN

LIBER Cwe #5, folio Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

William J. Summers

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 17, 1978 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2428, folio 01487, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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. Summers



A 77904

~~03164~~

02581

ARTICLES OF INCORPORATION
OF
QUEENSTOWN WELL DRILLING, INC.
A MARYLAND CLOSE CORPORATION

FIRST: I, Michael R. Foster, whose post office address is 103 Lawyers Row, Centreville, Maryland 21617, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

QUEENSTOWN WELL DRILLING, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

1. To engage in the operation of a well drilling service, including, but not limited to, the drilling of artesian wells, sale and installation of pumping mechanisms and to supply water, contracting or sub-contracting to provide well drilling services and other related activities; and to engage in any other lawful purpose and/or business;

2. To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this state and elsewhere; and

RECEIVED
CLERK OF CIRCUIT COURT
1979 MAR 22 PM 4:10
QUEEN ANNE'S COUNTY

3. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 55A, Queenstown, Queen Anne's County, Maryland 21658. The name and post office address of the Resident Agent of the Corporation in this State is Douglas J. Middleton, Route 1, Box 55A, Queenstown, Queen Anne's County, Maryland 21658. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SEVENTH: All stock issued by the Corporation shall not be transferable except as made pursuant to any provisions contained in unanimous stock holders agreement as authorized by Section 4-401 of the Corporations and Associations Article of the Annotated Code of Maryland.

EIGHTH: The Corporation elects to initially have two Directors whose names are Douglas J. Middleton and Teresa J. Middleton, who shall serve until the organizational meeting, the election of officers and the issuance of the first shares of stock has been completed. Thereafter, the Corporation shall have no Director and the business and affairs shall be managed by direct action of the stockholders of the Close Corporation and all powers given to the Directors by the Corporations and Associations Article of the Annotated Code of Maryland, or otherwise by law, may be exercised by the stockholders.

~~03166~~

02583

NINTH: With respect to:

1. the amendment of the Charter of the Corporation;
2. the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
3. the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
4. the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
5. the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid upon majority vote of the shares entitled to be cast thereon, notwithstanding any provision of law requiring any such action to be taken or authorized other than as provided in this Article.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of September, 1978, and I acknowledge the same to be my act.

WITNESS:

Mary J. Collins

Michael R. Foster

Michael R. Foster
Incorporator

STATE OF MARYLAND
QUEEN ANNE'S COUNTY

TO WIT:

I HEREBY CERTIFY, that on this 28th day of Sept., 1978, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Michael R. Foster, and he acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.



Mary J. Collins
Notary Public

My commission expires: 7-1-82

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

ARTICLES OF INCORPORATION

OF

QUEENSTOWN WELL DRILLING, INC.

386

THIS Acts/Plan WAS

RECEIVED FOR RECORD THIS 22nd
DAY OF Nov 1979 AT 4:10 P M.

E AND RECORDED IN

LIBER CWC # 5, folio Oct/Plan

RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 6, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber ~~2427~~ 4, folio ~~03163~~ 02580, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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. Summons



A 77650

00002

Kristine Enterprises, Inc.

HOME IMPROVEMENT
14804 Harold Road
Silver Spring, Maryland 20904
384-0471

KRISTINE ENTERPRISES, INC. ARTICLES OF REVIVAL

(Title 3, SUBTITLE 508-509-510 of
"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF THE ANNOTATED CODE OF MARYLAND)

KRISTINE ENTERPRISES, INC., a Maryland corporation having its principle 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 March 8, 1978, for
the non-payment of taxes or for the 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 KRISTINE ENTERPRISES, INC.

THIRD: The name by which the Corporation will hereafter be known is
KRISTINE ENTERPRISES, INC.

FOURTH: (a) The post office address of the principle office of the
Corporation in the State of Maryland is No. 107 Glendale Avenue Centreville
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 forfeiture of its charter.

(b) The name and post office address of the resident agent of
the corporation in the State of Maryland are Kristine K. Ripley, No. 107
Glendale Avenue, Centreville, Queen Anne's County Maryland,

Kristine Enterprises, Inc.

HOME IMPROVEMENT
 14804 Harold Road
 Silver Spring, Maryland 20904
 384 - 0471

Said resident agent is a (KRISTINE K. RIPLEY) United States citizen actually residing in the 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 to 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 August 22, 1978.

Kristine K. Ripley
 LAST ACTING PRESIDENT

Walter R. Ripley
 LAST ACTING SECRETARY / VICE PRESIDENT

00004

Kristine Enterprises, Inc.

HOME IMPROVEMENT
14804 Harold Road
Silver Spring, Maryland 20904
384 - 0471

STATE OF Maryland

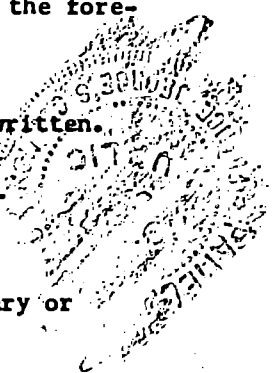
County of Prince Georges :

I HEREBY CERTIFY that on August 22, 1978, before me, the subscriber, a notary public of the State of Maryland in and for the County of Prince Georges, personally appeared Kristine Ripley, the last acting President and Walter Ripley, the last acting Secretary/Vice President of KRISTINE ENTERPRISES, 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 1, 1982

Pamela P. Black
Pamela P. Black
Notary Public



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

THE REMAINDER OF THE FORM HAS NOT BEEN TYPED AND COMPLETED BECAUSE THE OFFICERS OF THE CORPORATION SIGNED THE FIRST SECTION OF THE FORM. IT HAS BEEN DEEMED UNNECESSARY TO COMPLETE THE REMAINDER OF THIS FORM.

RECEIVED
CLERK, CHIEF CLERK
1979 MAR 22 PM 4:10
QUEEN ANNE'S COUNTY

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.

ARTICLES OF REVIVAL

I HEREBY CERTIFY THAT

OF

THIS Certs/Blue WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF Mar 1979 AT 4:00 P.M.

KRISTINE ENTERPRISES, INC.

RE AND RECORDED IN

LIBER CWE #5, Folio Certs/Blue
RECORD BOOK FOR QUEEN ANNES
COUNTY.

297

Margurite M. Marben CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 14, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber ~~2426~~ 00001, folio 2426, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

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



A 76789

01755

ANGEL AIRCRAFT, INC.

ARTICLES OF INCORPORATION

147
FIRST: I, WILLIAM A. ROBINSON, whose post office address is Route 1, Box 196, Queenstown, Maryland 21658, being at least 18 years of age, 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 hereafter called the "Corporation") is:

ANGEL AIRCRAFT, INC.

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

- (1) To engage in the business of purchasing, owning, operating, selling, leasing, chartering, and financing aircraft and related aircraft products;
- (2) To carry on any other business in connection with the foregoing whether manufacturing or otherwise;
- (3) To acquire (by purchase, lease, or otherwise), own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situated, within or without the State of Maryland;
- (4) To organize, incorporate and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law; and
- (5) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which this corporation has an interest, and to endorse or otherwise guarantee the payment of principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such other corporation or association; and
- (6) To do any act or thing and exercise any power suitable, convenient or proper for the accomplishment of any of the 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 such powers; and
- (7) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in connection with any person, firm, association or corporation; and
- (8) To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of

Maryland upon corporations formed under the Acts above referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

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, or to limit or restrict any of the powers of the corporation, and the said corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Third of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this state is Route 1, Box 196, Queenstown, Maryland 21658. The name and post office address of the Resident Agent of the Corporation in this state is William A. Robinson, Route 1, Box 196, Queenstown, Maryland 21658. 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 5,000 shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be three, which numbers may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3), provided that so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: William A. Robinson, Phillip L. Streit and Margaret C. Robinson.

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

01757

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.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares 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 enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and

reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article NINTH.

(4) Any indemnification under paragraph (1) or (2) of this Article NINTH (unless ordered by a court) shall be made by

01759

the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standard and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be a a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of October, 1978, and I acknowledge the same to be my act.

WITNESS:

Donald E. Campbell

William A. Robinson
WILLIAM A ROBINSON

REC/ihb
5750A

-5-

LIBER

5 PAGE 159

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

THIS Act / Blue WAS

RECEIVED FOR RECORD THIS 21st
DAY OF May 19 79 AT 1:01 P M

RE AND RECORDED IN
LIBER 0100#5, Vol 455 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION
OF

ANGEL AIRCRAFT, INC.

463

CLERK

Margurite M. Marple

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 27, 1978 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2429, ~~101~~ 754, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT

1979 MAY 21 PM 1:01

QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen Annes County

MAY 21-79 A 28519 *****3.75

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



A 78325

01878

ARTICLES OF INCORPORATION

OF

J.G.B., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Raymond R. Clark, whose post office address is Millington, Maryland, 21651; James W. A. Clark, whose post office address is 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:

"J.G.B., INC."

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

(a) To buy, sell, store, and otherwise handle and deal in grain, feeds, hay, seeds, and produce of all kinds, and generally to do a grain storage, certification, resale and commission business in the State of Maryland and elsewhere; and in connection therewith to establish, buy, lease, or otherwise acquire, own, maintain, operate and dispose of grain elevators and storage facilities and all other facilities and structures necessary or expedient for such business purposes; to manufacture and deal in such goods, wares, and merchandise as are usually manufactured and dealt in by those engaged in a similar line of business.

(b) To haul, truck and deliver for the corporation and others any and all produce, farm products, machinery or other commodities such as may be incidental to the conduct of the corporation as herein contained; to operate for hire or otherwise, motor trucks or other vehicles for transportation of merchandise of any kind and description; to buy, sell, lease, mortgage and otherwise acquire and dispose of any trucks or other vehicles needed in the operation of said business.

LAW OFFICES
RASIN AND RASIN
COURT STREET
CHESTERTOWN, MD. 21620

(301) 778-3616

LIBER

5 PAGE 461

(c) To engage in the business of operating a marina, including renting slips, boats and in generally offering for sale all types of marine products.

(d) 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 or parts of any buildings or other structures at any time owned or held by the Corporation.

(e) 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.

(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 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.

01880

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, Box 85, Millington, Maryland, 21651. The resident agent of the Corporation is Raymond R. Clark, whose post office address is Route 1, Box 85, 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 1,000 shares, at a par value of \$100.00 per share, all of one class.

SIXTH: The Corporation shall have not less than three nor more than seven directors, and the said Raymond R. Clark, James W. A. Clark 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 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 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.

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

(c) 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 25th day of October, 1978.

Witness:

<u>Virginia I. Oliff</u>	<u>Raymond R. Clark</u> (SEAL) Raymond R. Clark
<u>Virginia I. Oliff</u>	<u>James W. A. Clark</u> (SEAL) James W. A. Clark
<u>Virginia I. Oliff</u>	<u>Alexander P. Rasin III</u> (SEAL) Alexander P. Rasin, III

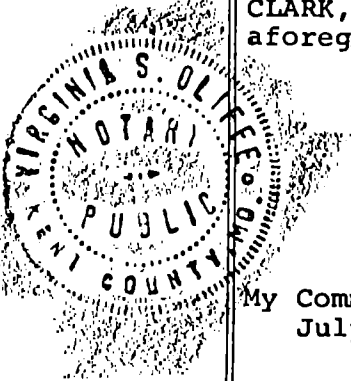
STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, That on this 25th day of October, 1978, before me, the subscriber, a Notary Public of the state and county aforesaid, personally appeared RAYMOND R. CLARK, JAMES W. A. CLARK, and ALEXANDER P. RASIN, III, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Virginia I. Oliff
Notary Public

My Commission expires:
July 1st, 1982



STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Art 16nc WA ARTICLES OF INCORPORATION

RECEIVED FOR RECORD THIS 21st OF

DAY OF May 19 79 AT 1:02 P.M

RE AND RECORDED IN J.G.B., INC.

LIBER awc #5 folio 461 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

469

CLERK

Margurite M. Marbin

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

of Maryland October 30, 1978 at 8:30 o'clock A. M. as in conformity

with law and ordered recorded.

5

Recorded in Liber 2429, folio 01877, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECORDED
CLERK, CIRCUIT COURT

1979 MAY 21 PM 11:02

QUEEN ANNE'S COUNTY

MAY 21-79 A #28520 *****3.75

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



A 78349

CLERK	3.75
STAMP	
TOTAL	3.75

pd
bjc

LIBER 5 PAGE 465

CHESAPEAKE BAY INVESTMENTS, INC.

A MARYLAND CLOSE CORPORATION
ORGANIZED PURSUANT TO TITLE FOUR OF THE
CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE
ANNOTATED CODE OF MARYLAND

ARTICLES OF INCORPORATION

FIRST: I, Bertram L. Parr, whose post office address is Bennett Point Road, Queenstown, Maryland 21658, being at least eighteen (18) years of age, 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 hereafter called the "Corporation") is:

CHESAPEAKE BAY INVESTMENTS, INC..

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

(1) To own, operate, run and manage a motel business, including the offering of services and the sale of merchandise in connection therewith; and

(2) To carry on any other business in connection with the foregoing whether manufacturing or otherwise; and

(3) To acquire (by purchase, lease, or otherwise), own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situated, within or without the State of Maryland; and

(4) To organize, incorporate and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law; and

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

(6) To do any act or thing and exercise any power

01945

suitable, convenient or proper for the accomplishment of any of the 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 such powers; and

(7) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in connection with any person, firm, association or corporation; and

(8) To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations formed under the Acts above referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

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, or to limit or restrict any of the powers of the corporation, and the said corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Fourth of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FIFTH: The post office address of the principal office of the Corporation in this State is Bennett Point Road, Queenstown, Maryland 21658. The name and post office address of the Resident Agent of the Corporation in this State is Bertram L. Parr, Bennett Point Road, Queenstown, Maryland 21658. Said Resident Agent is an individual actually residing in this State.

-2-

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of no par value, all of which are of one class and are designated as common stock.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one director, whose name is Bertram L. Parr.

EIGHTH: The corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not

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opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless (and only to the extent that) the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article EIGHTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

(4) Any indemnification under paragraph (1) or (2) of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. Such determination shall be made: (a) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested shareholders so directs, then by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the shareholders in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standard and procedures set forth above, in the discretion of the shareholders of the Corporation.

(7) Any indemnification pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such a person.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26 day of October, 1978, and I acknowledge the same to be my act.

WITNESS:

Joyce A. Sengere

Bertram L. Parr
Bertram L. Parr

ARTICLES OF INCORPORATION

OF

CHESAPEAKE BAY INVESTMENTS, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Art. 1/1/79 WAS RECEIVED FOR RECORD THIS 21st DAY OF May 1979 AT 1:03 P.M.

AND RECORDED IN LIBER CW 466, Folio 466 Charta RECORD BOOK FOR QUEEN ANNE'S COUNTY.

CLERK

Margurite M. Martin

469

approved and received for record by the State Department of Assessments and Taxation of Maryland October 31, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

G

Recorded in Liber 2429, folio 01943, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:03
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen Annes County MAY 21-79 A #28521 *****3.75

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



A 78362

8CP

CLERK	3.75
STAMP	
TOTAL	3.75

pd.

BOB'S MINI-MART, INC.
A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Edward T. Balcer, whose post office address is Sportsman Neck Road, Queenstown, Maryland 21658, Queen Anne's County, being at least eighteen (18) years of age, 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 hereafter called the "Corporation") is Bob's Mini-Mart, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

- (a) To engage in the business of purchasing, selling and otherwise dealing in all manner and types of goods or products including groceries, meats and alcoholic beverages.
- (b) To engage in any other business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The post office address of the principal office of the Corporation in this State is Del Rhodes Avenue, Queenstown, Queen Anne's County, Maryland 21658. The name and post office address of the Resident Agent of the Corporation in this State is Edward T. Balcer, Sportsman Neck Road, Queenstown, Queen Anne's County, Maryland 21658. Said Resident Agent is an individual actually residing in this State.

03022

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Edward T. Balcer.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 1st day of October, 1978.

Edward T. Balcer
Edward T. Balcer

ACKNOWLEDGMENT

Pursuant to Section 1-302 of the Corporations and Associations Article of the Annotated Code of Maryland, I hereby certify the foregoing Articles of Incorporation to be my act.

Edward T. Balcer
Edward T. Balcer

476

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Charter WAS

ARTICLES OF INCORPORATION

RECEIVED FOR RECORD THIS 21st

OF

DAY OF May 1979 AT 1:04 P.M.

BOB'S MINI-MART, INC.

AND RECORDED IN

BOOK 5 FOLIO 472 CHARTER
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 2, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2429, folio 03020, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:04
QUEEN ANNE'S COUNTY

MAY 21-79 A 28522 *****5.75

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. Simmons



A 78471

CL. RK	3.75	gcp
STAMP		
TOTAL	3.75	pd.

00107

PINEY CREEK CORPORATION
ARTICLES OF INCORPORATION

FIRST: The undersigned, J. WILLIAM SAUSE, whose post office address is Chester, Maryland 21619, 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 PINEY CREEK CORPORATION.

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 hold and own rights to the use of water services in a water treatment plant corporation, to hold, own, and operate water wells, and to contract and assign the rights to such water treatment services and water in perpetuity to the owners of housing units developed by J. William Sause in the area of Piney Narrows, Queen Anne's County, Maryland.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Chester, Maryland 21619. The name and post office address of the resident agent of the Corporation in Maryland are J. WILLIAM SAUSE, Chester, Maryland 21619. 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 Fifty (50) shares of common stock of the par value of Ten Dollars (\$10.00) a share, all of one class, and having an aggregate par value of Five Hundred Dollars (\$500.00).

SIXTH: The number of directors of the Corporation shall be four (4) which number may be increased or decreased pursuant to the By-Laws of the Corporation but 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 J. WILLIAM SAUSE, J. NEIL McCARDELL, MARION S. MCGUIRE, and CHARLES R. BARRETT.

SEVENTH: The authorized common stock of this Corporation can only be issued to and owned by owners of housing units developed by J. William Sause in the area of Piney Narrows, Queen Anne's County, Maryland on the basis of one share per unit, except that where such units are represented by a condominium council shares equal to the number of units represented may be issued to and owned by such condominium council.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on November 1 , 1978.

WITNESS:

Michael J. Abramatis

J. Wm. Sause
J. William Sause

00109

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

I HEREBY CERTIFY that on this 1st day of November 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared J. WILLIAM SAUSE and he acknowledged the foregoing Articles of Incorporation to be his act.

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

Mary Buchman
Mary Buchman, Notary Public



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

THIS Chart/line WAS
RECEIVED FOR RECORD THIS 21st

DAY OF May 1979 AT 1:05 P.M.

ARTICLES OF INCORPORATION
OF
PINEY CREEK CORPORATION

479

AND RECORDED IN
LIBER Cwe # 5, folio 475 Charted
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margurite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 3, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2430, folio 00106, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:05
QUEEN ANNE'S COUNTY

MAY 21-79 A 28523 *****3.75

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. Sumner



A 78501

CLERK	3.75	gcp
STAMP	—	
TOTAL	3.75	ldu

ARTICLES OF INCORPORATION

OF

ANTIQUÉ ASSETS, INC.

(A Close Corporation, pursuant to the Maryland Code (1974 Ed., 1977 Cum. Supp.), Corporations Associations, Section 4-101 et seq.)

The undersigned, E. BOYD STAGMER, whose post office address is Box A-11 Shipping Creek Drive, Stevensville, Maryland 21666, being at least eighteen (18) years of age, does hereby form a close corporation as authorized by the Maryland Code (1974 Ed., 1977 Cum. Supp.) Corporations and Associations, Section 4-101 et seq.

ARTICLE I

The name of the corporation (which is hereafter called the Corporation) shall be:

ANTIQUÉ ASSETS, INC.
(a close corporation)

ARTICLE II

The Corporation is a close corporation as defined by the Maryland Code (1974 Ed., 1977 Cum. Supp.) Corporations and Associations, Section 4-101 et seq. as the same may be amended from time to time, and is governed by those provisions applicable thereto.

ARTICLE III

The general nature of the business to be transacted by the Corporation is:

- a. To buy, sell and deal in antiques generally, including, without limitation, furniture, glass, glassware, wearing apparel, jewelry, vases, books, coins, manuscripts, relics, statues, and any and everything which because of its age or apparent age coupled with its design, make or rarity renders it of special

value apart from its usefulness; to repair and reconstruct antiques of every name and nature; to acquire such property real and personal, as may be necessary to the conduct of an antique business; and to otherwise conduct the business in the manner in which it is ordinarily conducted by others engaged in a similar business;

- b. To buy, sell and generally deal in used or secondhand goods, including without limitation, furniture, wearing apparel, household goods, tools, machinery, appliances, waste or old iron, copper, brass and every kind of metal, rags, cloth, and paper; to acquire the necessary real and personal property to carry out the above objects;
- c. To engage generally in the retail or wholesale sale of goods of any kind or type whatsoever;
- d. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of any property wherever situated and in whatever form;
- e. To engage in any other lawful purpose and/or business;
- f. To do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland (1974 Ed., 1977 Cum. Supp.) as amended from time to time.
- g. 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 dependants of the United States of America and in foreign countries.

The foregoing enumeration of 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 any of the powers of the Corporation.

2472

ARTICLE IV

The post office address of the principal office of the Corporation is Box A-11 Shipping Creek Drive, Stevensville, Maryland 21666. The resident agent of the Corporation is E. Boyd Stagmer, whose post office address is Box A-11 Shipping Creek Drive, Stevensville, Maryland 21666. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE V

The total number of shares of stock which this Corporation is authorized to issue is ten thousand (10,000) shares having a par value of ten dollars (\$10.00) each, 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 One Hundred Thousand Dollars (\$100,000.00).

ARTICLE VI

After completion of the organization meeting of the Directors 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 two Directors whose names are, E. Boyd Stagmer and C. Jane Stagmer.

ARTICLE VII

The Corporation shall have perpetual existence.

ARTICLE VIII

The Corporation reserves the right to conduct its affairs pursuant to an unanimous Share Holders Agreement and all of the Corporation issued stock shall be subject to restrictions on transferability as set forth in Subtitle 5 of the Corporations and Associations Article of the Annotated Code of Maryland (1974 Ed., 1977 Cum. Supp.) as either of the same may from

time to time be amended or modified by agreement between the holders of said stock and the Corporation.

ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provision 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 the reserve power.

IN WITNESS WHEREOF, the undersigned incorporator has signed his name this 30th day of October, 1978, and acknowledged the same to be his act.

WITNESS:

James D. Swift

E. Boyd Stagmer

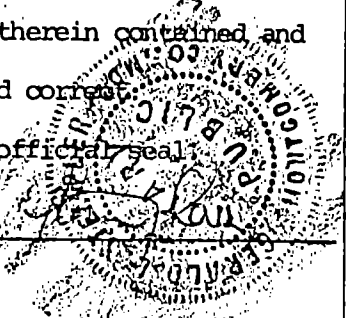
STATE OF MARYLAND, COUNTY OF Prince Georges, to wit:

I HEREBY CERTIFY that on this 30th day of October, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, did personally appear E. BOYD STAGMER, known to me (or satisfactorily proven to me) to be the person whose name is subscribed to the foregoing instrument who acknowledged that he executed the same for the purposes therein contained and that the matters and facts set forth therein are true and correct.

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

Gerald L. [Signature]

Notary Public



My Commission Expires: July 1, 1982

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

Ant. Kluc WAS
RECEIVED FOR RECORD THIS *21st*
OF *May 1979* AT *1:06 P.M.*

ARTICLES OF INCORPORATION

OF

ANTIQUÉ ASSETS, INC.

515

AND RECORDED IN
BOOK *C.W.C. #15, folio 47A Charter*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite Lee Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 13, 1978 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber *2430*, folio *5* 2469, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:06
QUEEN ANNE'S COUNTY

MAY 21-79 A 28524 *****3.75

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. Lemme



A 78816

CLERK	3.75
STAMP	—
TOTAL	3.75

Pal.
mt

LIBER 5 PAGE 483

ARTICLES OF INCORPORATION OF
"DENNY'S HUNTING SERVICE, INC."

FIRST: Patrick E. Thompson, whose address is 109 Lawyers Row, Centreville, Queen Anne's County, Maryland 21617, being at least eighteen (18) 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:

"DENNY'S HUNTING SERVICE, INC."

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

(1) To engage in the business of taking hunting parties for hire; to lease land including farms, pits, blinds and other areas for the hunting, tracking, stalking and trapping of water fowl and wild game of all kinds, natures and descriptions; to generally engage in the business of guiding persons in the pursuit of water fowl and all other wild game.

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

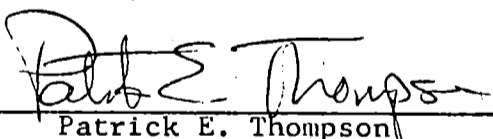
(3) To do anything permitted by the Corporation and Associations Article (Section 2-103) of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Denny's Hunting Service, Inc., P. O. Box 63, Wye Mills, Maryland 21679. The name and post office address of the Resident Agent of the Corporation is William Walter Denny, Jr., P. O. Box 63, Wye Mills, Maryland 21679. Said Resident Agent is an individual actually residing in the State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares without par value, all of one class and are designated common stock.

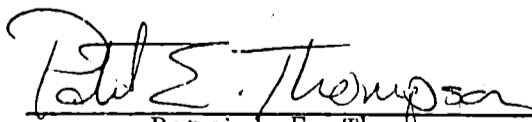
SIXTH: Initially, the Corporation shall have one Director, who shall be William Walter Denny, Jr. and who shall serve until the organization meeting of directors provided by Section 2-109 (a), of the Corporations and Associations Article of the Annotated Code of Maryland, and until some stock of the Corporation shall be issued. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF, I have signed these Article of Incorporation on the 10th day of November, 1978.


Patrick E. Thompson

ACKNOWLEDGMENT

Pursuant to Section 1-302 of the Corporations and Associations Article of the Annotated Code of Maryland, I hereby certify the foregoing Articles of Incorporation to be my act.


Patrick E. Thompson

ARTICLES OF INCORPORATION

OF

DENNY'S HUNTING SERVICE, INC.

530

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

THIS Art. 1st WAS
RECEIVED FOR RECORD THIS 21st
DAY OF May 19 79 AT 1:07 P. M.

AND RECORDED IN
SERIES 484 OF
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margurite L. Rankin

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 17, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber ~~2430~~ 2431, folio 0010, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT

1979 MAY 21 PM 1:07

QUEEN ANNE'S COUNTY

MAY 21-79 A #28525 *****3.75

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. Simmons



A 78980

GCP

CLFRK	3.75
STAMP	
TOTAL	3.75

ed.

0072

ARTICLES OF INCORPORATION
OF
SPARROW MINISTRIES, INC.

FIRST: I, the subscriber, MICHAEL J. TUCKER, of Route 1, Box 758 B, Stevensville, Maryland, 21666, being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland, intend to form a Religious, non-profit corporation by the execution and filing of these articles.

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

SPARROW MINISTRIES, INC.

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

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt 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), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income,

for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious 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).

(c) Included among the religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, Section (1) are the following:

(i) to provide seminars of a spiritual emphasis in the areas of:

1. Communications and witnessing
2. New life for widows
3. Christ in athletics
4. Other areas as the need arises

(ii) to provide spiritual counseling for married couples

(iii) to provide Bible teachings on a community level

(iv) to train people to become Bible teachers.

(d) The aforesaid enumeration of the business of the Religious Corporation is made in furtherance and not in limitation of the powers conferred on the Religious Corporation by the laws of the State of Maryland, and is not hereby intended to limit or restrict any of the powers of the Religious Corporation.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The Resident Agent of the Religious Corporation is MICHAEL J. TUCKER, whose post office address is Route 1, Box 758B, Stevensville, Maryland, 21666. The principal address is Route 1, Box 758B, Stevensville, Maryland, 21666.

SIXTH: The initial number of Trustees of the Religious Corporation is four (4), which number may be increased pursuant to the By-Laws of the Religious Corporation, but shall never be less than three (3) nor more than five (5). The names and addresses of those persons serving as initial Trustees are:

MICHAEL J. TUCKER, Route 1, Box 758B, Stevensville, Maryland, 21666.

DONALD H. NOVAK, Route 1, Box 171, Stevensville, Maryland 21666.

JANE RHODES, Route 1, Box 732E, Chester, Maryland 21619.

VIRGINIA McCLYMENT, Grasonville, Maryland 21638.

SEVENTH: The Religious Corporation is not organized for profit; it shall have no capital stock. The number, qualifications of, and other matters relating to,

its Members shall be as set forth in these Articles of Incorporation and the By-Laws of the Religious Corporation.

EIGHTH: Upon dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious 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 Trustees shall determine.

NINTH: The Religious Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Religious Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 8th day of November, 1978, and I acknowledged the same to be my act.

WITNESS:

June V. Di Liberti

Michael J. Tucker
MICHAEL J. TUCKER

STATE OF MARYLAND
COUNTY OF RIA, to wit:

I HEREBY CERTIFY that on this 8th day of Nov., 1978, before me the subscriber, a Notary Public of the State of Maryland, in and for the County of RIA, personally appeared MICHAEL J. TUCKER, and acknowledged the foregoing Articles of Incorporation of Sparrow Ministries, Inc., to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Robert A. [Signature]
NOTARY PUBLIC
My Commission expires:

265

ARTICLES OF INCORPORATION

530

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

THIS Art 1 clinc WAS
RECEIVED FOR RECORD THIS 21st
DAY OF May 1979 AT 1:09 P.M.

OF
SPARROW MINISTRIES, INC.

RE AND RECORDED IN
LIBER Cwa # 5, folio 487 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 17, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber ~~2430~~ 2431, folio 0071, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:09
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen Anne's County MAY 21-79 A #28526 *****3.75

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



A 78986

CLERK	3.75
STAMP	—
TOTAL	3.75

gcp

pd.

LIBER

5 PAGE 491

ARTICLES OF INCORPORATION

OF

CARMINE CONSTRUCTION COMPANY

A Close Corporation Under Title 4, Corporations
& Associations Article of the Maryland Code

FIRST: The undersigned Joseph J. Minieri, Box 414 C, Columbia Lane, Stevensville, Maryland, 21666, and R. Ronald Sinclair, 1692 Albermarle Drive, Crofton, Maryland, 21114, 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 hereafter called the Corporation) is Carmine Construction Company.

THIRD: The purposes for which the Corporation is formed are as follows:
To conduct the business of a general building contractor for the purpose of construction and erecting structures of all types, including but not limited to residential, commercial and industrial buildings.

The eumeration of the purposes, subjects 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, subject or business, in any manner to limit or restrict the generality of any other purpose, subject 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 expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of Maryland.

FOURTH: The post office address of the principal office of the Corporation is Box 414C, Columbia Lane, Stevensville, Maryland, 21116. The name and post office address of the resident agent of the Corporation in Maryland is R. Ronald Sinclair, 1692 Albermarle Drive, Crofton, Maryland, 21114. Said

SINCLAIR, CHAPDELAIN,
& PITZENBERGER
CHARTERED
ATTORNEYS & COUNSELORS
AT LAW
SUITE A-24
BELAIR PROP. VILLAGE
BOWIE, MARYLAND 20718
(301) 268-3600

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 300 shares without par value, all of one class.

SIXTH: The Corporation shall be a close corporation as authorized by Title 4, Corporations & Associations Article of the Maryland Code.

SEVENTH: After the completion of the organizational meeting of the directors 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 two (2) directors whose names are JOSEPH J. MINIERI and R. RONALD SINCLAIR.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and acknowledge the same to be our act on this 15th day of November, nineteen hundred and seventy-eight.

WITNESS

Therese McNeil

Therese McNeil

Joseph Minieri
JOSEPH MINIERI

R. Ronald Sinclair
R. RONALD SINCLAIR

SINCLAIR, CHAPDELAIN,
& PITSENBERGER
CHARTERED
ATTORNEYS & COUNSELORS
AT LAW
SUITE A-24
BELAIR PROP. VILLAGE
BOWIE, MARYLAND 20715
(301) 282-3800

534

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Art. 1st WAS
RECEIVED FOR RECORD THIS 21st
DAY OF May 1979 AT 1:09 P.M.

RE AND RECORDED IN ARTICLES OF INCORPORATION
LIBER Chart 492 OF
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK CARMINE CONSTRUCTION COMPANY

Margurite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 20, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2431, folio 3 0607, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:09
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen Annes County MAY 21-79 A #28527 *****3.75

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



A 79033

CLERK	3.75
STAMP	— ^{mt}
TOTAL	3.75 pd.

1142

ARTICLES OF AMENDMENT

FOR

KING LAND, INC.

King Land, Inc., a Maryland Corporation, having its principal office at P.O. Box 56, Church Hill, Maryland 21623 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deleting therefrom in its entirety Article Fifth and by substituting in lieu thereof, the following new Article Fifth:

"FIFTH: The Corporation may issue stock as follows:

(a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is one million (1,000,000) shares, of which three hundred thirty thousand (330,000) shares shall be class "A" common stock and shall be issued at a par value of \$1.00 each; ninety thousand (90,000) shares shall be class "B" common stock which shall be issued at a par value of \$1.00 each; and five hundred eighty thousand (580,000) shares shall be class "C" preferred stock which shall be issued at a par value of \$1.00 each.

(b) The voting power of the shares of stock in this Corporation shall be vested wholly in the holders of the shares of the class "A" stock. The class "B" stock shall have no voting power, except that in the event all of the class "A" stock shall be redeemed and retired by the Corporation, the class "B" stock shall be convertible to voting stock. The class "C" preferred stock shall be non-voting.

(c) Dividends paid by either class "A" stock, by class "B" stock or by class "C" stock shall be non-cumulative only.

(d) The class "A" stock shall have a maximum annual yield of five percent (5%) of its par value.

(e) The class "B" stock shall have no stated yield.

(f) The holders of the class "C" preferred stock shall be entitled to receive an annual dividend yield of six percent (6%), but only when and as authorized by the Board of Directors of the Corporation, out of the assets of the Corporation legally available for dividends, before any sum or sums shall be set aside for or applied to the purchase or redemption of any class of stock, and before any dividends shall be paid or declared, or any other distribution shall be ordered or made upon any other class of stock; provided, however, that no dividends shall be paid on the class "C" preferred stock which would violate Maryland law.

LAW OFFICES
RASIN AND RASIN
COURT STREET
CHESTERTOWN, MD. 21620

(301) 778-3518

(g) In the event of any voluntary or involuntary liquidation (in whole or in part) dissolution, or winding up of the Corporation, the holders of the stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its stockholders in the following order of priority:

(1) First, to the holders of the class "C" preferred stock, an amount equal to all unpaid declared, accumulated dividends, if any, thereon, without interest.

(2) Second, to the holders of the class "C" preferred stock, an amount equal to the par value of the said stock.

(3) Third, thereafter, to the holders of the class "B" common stock, an amount equal to the par value of said stock.

(4) Fourth, thereafter, to the holders of the class "A" common stock, an amount equal to the par value of the said stock.

(5) Fifth, thereafter, the remaining assets of the Corporation, if any, available for distribution to its stockholders shall be distributed among and paid to the holders of class "B" stock, in proportion to their respective stock holdings.

A merger or consolidation of the Corporation with or into any other Corporation, a share exchange involving the Corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be voluntary or involuntary liquidation (in whole or in part) dissolution or winding up of the Corporation.

(h) In the event of the death of a class "A" shareholder, the Corporation must redeem and retire the shares of the decedent at par value. The redemption payments may be in installments if corporate finances so dictate. The Corporation shall also have the right to redeem and retire the class "A" stock for thirty days after giving notice, in the event such stock is pledged as security for a debt of the shareholder which exceeds the redemption value.

(i) In the event the class "A" shareholders elect to recapitalize, reorganize, or otherwise take action to alter the capital structure of the corporation, then any stock received for the class "A" shall be subject to the same restrictions as the class "A" stock. The maximum value that can be assigned to stock received in exchange for class "A" stock shall be limited to the aggregate restricted value of such class "A" stock.

(j) In the event the class "A" shareholders elect to liquidate the Corporation, then assets received by such shareholders shall not exceed the aggregate restricted value of the class "A" stock.

(k) Should the Corporation redeem and retire the class "A" stock for any reason, the maximum amount to be distributed in redemption shall be the par value of such class "A" stock.

(l) The required redemption at death of a holder of class "A" shares shall apply to any succeeding buyer, donee, or heir, if class "A" shares are transferred by sale, gift, or bequest prior to death, however, in any of these events all of the restrictions on the class "A" shares shall apply.

(m) The holders of class "A" shares cannot sell their class "A" stock for greater than its par value."

SECOND: By unanimous action taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Amendments and by unanimous action taken by the stockholders of the Corporation, the stockholders of the Corporation duly approved said Amendments.

IN WITNESS WHEREOF, King Land, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14 day of November, 1978, and its President acknowledges that these Articles of Amendment are the act and deed of King Land, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

KING LAND, INC.

Roberta M. King
Roberta M. King, Secretary

By John L. King, Jr.
John L. King, Jr., President



STATE OF MARYLAND, COUNTY OF Kent, to wit:

I HEREBY CERTIFY, That on this 14th day of November, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John L. King, Jr., President of said King Land, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who signed the same in my presence and acknowledged that he as President of said King Land, Inc., executed the same for the purposes therein contained.

WITNESS my hand and Notarial Seal.

My Commission Expires

Virginia J. Oliffe
Notary Public

July 1st, 1978



ARTICLES OF AMENDMENT

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT
THIS Art. Amend WAS

RECEIVED FOR RECORD THIS 21st

DAY OF May 1979 AT 1:20 P. M.

RE AND RECORDED IN

LIBER R.W. #5, folio 495 Charter

RECORD BOOK FOR QUEEN ANNE'S
COUNTY

OF
KING LAND, INC.

544

CLERK

Marguerite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 21, 1978 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

21

Recorded in Liber 2431, folio 111, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:10
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen Annes County MAY 21-79 A #28528 *****3.75

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



A 79095

CLERK	3.75
STAMP	—
TOTAL	3.75

bt
pd.

0759

Jm

RASH'S TOWN POINT TAVERN, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, LEWIS W. RASH, SR., whose Post Office Address is R. D. 1, Box 91, Centreville, Maryland 21617; ELEANOR E. RASH, whose Post Office Address is R. D. 1, Box 91, Centreville, Maryland 21617; and LEWIS W. RASH, JR., whose Post Office Address is R. D. 1, Box 91, Centreville, Maryland 21617; all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

RASH'S TOWN POINT TAVERN, 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 tavern and restaurant, and to sell and dispense foods, beverages and liquids of all kinds (including alcoholic beverages) and to do any and all things necessary and pertinent to said business.

(b) To deal in stocks, bonds, commercial paper, mortgages and other securities, to manage estate and properties, including the buying, selling, leasing, improving and dealing in lands and tenements. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal

*6-8-79- orig mailed John Clarence North
Suite 208-11 Stewart Bldg.
Easton Md.*

in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and to take securities for the payment of all sums due the Corporation and to sell, assign and release such securities.

(c) 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.

(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 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, in accordance with the laws of Maryland.

(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.

- Page 2 -

0761

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other 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 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 considerations, 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

- Page 3 -

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.

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

- Page 4 -

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general laws of this State.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is R. D. 1, Box 91, Centreville, Maryland 21617. The Resident Agent of the Corporation is LEWIS W. RASH, SR., whose Post Office Address is R. D. 1, Box 91, Centreville, Maryland 21617. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is TEN THOUSAND (10,000) Shares of the par value of TEN DOLLARS (\$10.00) each, all of which shares are of one (1) class and are designated common stock. The aggregate par value of all shares having par value is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

SIXTH: The Corporation shall have not less than three (3) directors and LEWIS W. RASH, SR., ELEANOR E. RASH, and LEWIS W. RASH, JR. shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock 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

- Page 5 -

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

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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 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 shall have any preferential right of subscription to any shares 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 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

- Page 7 -

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

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on November 17, 1978.

WITNESS:

Don M. Warm

Lewis W. Rash Sr. (SEAL)
LEWIS W. RASH, SR.

Don M. Warm

Eleanor E. Rash (SEAL)
ELEANOR E. RASH

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Louis M. Wom.

Lewis W. Rash, Jr. (SEAL)
LEWIS W. RASH, JR.

STATE OF MARYLAND, TALBOT COUNTY, To-wit:

THIS IS TO CERTIFY, That on November 17
1978, before me, the subscriber, a Notary Public in and for the
State and County aforesaid, personally appeared LEWIS W. RASH, SR.,
ELEANOR E. RASH and LEWIS W. RASH, JR., and severally acknowl-
edged the foregoing Articles of Incorporation to be their
respective act.

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

Louis M. Wom.
Notary Public.

My Commission Expires:
July 1, 1982.



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

THIS Art / clere WAS
RECEIVED FOR RECORD THIS 21st
DAY OF May 19 79 AT 1:11 P. M.

ARTICLES OF INCORPORATION
OF
RASH'S TOWN POINT TAVERN, INC,

AND RECORDED IN
LIBER clere #5, folio 499 (dated)
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

536

Marguerite M. Martin
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 20, 1978 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2431, folio 10 0758, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 28.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:11
QUEEN ANNE'S COUNTY

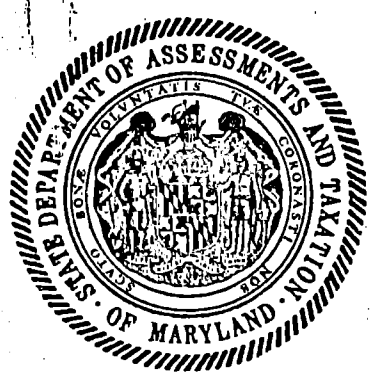
MAY 21-79 A 28529 *****5.75

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



A 79066

CLERK	5.75
STAMP	—
TOTAL	5.75 pd.

bt

1122

December 4, 1978

Thomas Brothers Construction, Inc.
Stevensville, MD 21666

Gentlemen:

This is to give you official notice that as of November 1, 1978, I am resigning as Resident Agent of Thomas Brothers Construction, Inc. Notice of such resignation is to be filed with the Maryland State Department of Assessments and Taxation.

Sincerely,

Merrill F. Thomas, Jr.
Merrill F. Thomas, Jr.

drb

LIBR

5 PAGE 509

6-8-79 orig. mailed to Merrill F. Thomas, Jr.
Box 2-5 Bay City
Stevensville Md. 21666

OF

THOMAS BROTHERS CONSTRUCTION, INC.

651

received for record December 26, 1978 ², at 8:30 A. M.
and recorded on Film No. 2433 Frame No. 1121 one of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Queen Annes County

AA N^o 16835

Special Fee Paid \$5.00
Recording Fee Paid \$3.00
Total \$8.00

MAY 21-79 A 28530 *****1.75

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Change of P.O.* WAS
RECEIVED FOR RECORD THIS *21st*
DAY OF *May* 197... AT *1:22 P.M.*
RE AND RECORDED IN
LIBER *CWC #5, Folio 509 Charter*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:22
QUEEN ANNE'S COUNTY

CLERK,

Margurite M. Martin

Mr. Clerk Mail to: Merrill F. Thomas, Jr.
Box 2-5 Bay City
Stevensville, Maryland 21666

CL RK	1.25
STAMP	—
TOTAL	1.25 <i>pd.</i>

1816

ARTICLES OF INCORPORATION
of
CORNELL MARITIME PRESS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Arthur H. Kudner, Jr., whose post-office address is P.O. Box 130, Centreville, Maryland, 21617, being at least eighteen years of age and acting as incorporator, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

CORNELL MARITIME PRESS, INC.

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

(a) To purchase, lease, license, contract for, invest in, receive on consignment, write, compose, or otherwise acquire; to own, edit, re-write, print, bind, publish, circulate, distribute, store, use or otherwise handle; to sell, lease, license, pledge, mortgage, assign, transfer, exchange or otherwise dispose of; and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission or otherwise, any and all books, magazines, newspapers, and other printed matter of any kind, character or description, and any and all copyrights or other intellectual property rights pertaining thereto, and any and all materials, properties, processes, 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 provisions herein expressed, and subject in all particulars to the General Laws of this State.

FOURTH: That the post office address of the principal office of the corporation in this State is P.O. Box 456, Centreville, Maryland, 21617. The name and post office address of the resident agent of the corporation in this State is Arthur H. Kudner, Jr., P.O. Box 130, Centreville, Maryland, 21617. Said resident agent is an individual, is a citizen of and actually resides in the State of Maryland.

FIFTH: That the total number of shares of stock which the corporation has authority to issue is 500,000 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 \$500,000.00.

SIXTH: That the corporation shall have four directors initially, subject to increase as may be provided for in the bylaws, and Arthur H. Kudner, Jr., Maryse K. Kudner, George Henry Doran Rinehart and Robert F. Cornell shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: That 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, I, the undersigned incorporator have executed these Articles of Incorporation on this 11th day of December, 1978.

WITNESS:

Thomas T. Keatinge

Arthur H. Kudner, Jr.

Arthur H. Kudner, Jr.

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY that on this 11th day of December, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the State and County aforesaid, personally appeared ARTHUR H. KUDNER, JR. who acknowledged the foregoing Articles of Incorporation to be his act and deed, and that he executed it for the purposes therein contained.

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

Marylou A. Bass
Notary Public

My Commission Expires:
July 1, 1982

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SCT. ARTICLES OF INCORPORATION

HEREBY CERTIFY THAT

OF

CORNELL MARITIME PRESS, INC.

658

THIS Ad 1/2 WAS RECEIVED FOR RECORD THIS 21st DAY OF May 1979 AT 1:23 P M.

AND RECORDED IN LIBER Case # 5, folio 511 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

Marguerite M. Martin

approved and received for record by the State Department of Assessments and Taxation of Maryland December 18, 1978 at 8:35 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2433, folio 5 1815, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 100.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED BY CLERK, CIRCUIT COURT 1979 MAY 21 PM 1:23 QUEEN ANNE'S COUNTY

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. MAY 21-79 A #28531 *****5.00

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

William J. Sumner



A 80073

C. RK	5.00
STAMP	—
TOTAL	5.00 Pd.

gcp

LIBER 5 PAGE 515

QUEEN ANNE RESEARCH AND DEVELOPMENT CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Gabriel J. Poggi, whose post office address is 5 Crain Highway, N.E., Post Office Box 728, Glen Burnie, Maryland 21061, being at least eighteen (18) years of age, 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 hereafter referred to as the "Corporation" is QUEEN ANNE RESEARCH AND DEVELOPMENT CORPORATION.

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

(1) To purchase, lease, and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, 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 387, Stevensville, Md. 21666. The name and address of the Resident Agent of the Corporation in this State is Gabriel J. Poggi, 5 Crain Highway, N.E., Post Office Box 728, Glen Burnie, Md. 21061. 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 thousand (5,000) shares of common stock, without 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 than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen

and qualified are: Kevin Quinn, John A. Blondell and Gabriel J. Poggi.

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.

(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 of the Corporation may classify or reclassify any unissued shares 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 enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or influence from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such

director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought, or any other Court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such Court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article Ninth or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article Ninth.

(4) Any indemnification under paragraphs 1 or 2 of this Article Ninth (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a

determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article Ninth. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal Counsel (who may be regular Counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article Ninth shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be there- by substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange or transfer of all or substantially all the assets of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13 day of December, 1978 and acknowledge same to be my act.

WITNESS:

Patricia B. Rowland

Patricia B. Rowland

Gabriel J. Poggi

Gabriel J. Poggi

(SEAL)

639

STATE OF MARYLAND.

QUEEN ANNE COUNTY, SCT.

HEREBY CERTIFIED THAT

ARTICLES OF INCORPORATION

THIS Art 10mc WAS RECEIVED FOR RECORD THIS 21st

OF

DAY OF May 19 79 AT 1:24 P. M. QUEEN ANNE RESEARCH AND DEVELOPMENT CORPORATION

AND RECORDED IN

BOOK CLW #15, folio 516 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

Marguerite M. Manbin

approved and received for record by the State Department of Assessments and Taxation of Maryland December 15, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2433, folio 0477, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT

1979 MAY 21 PM 1:24

QUEEN ANNE'S COUNTY

To the clerk of the Circuit

Court of Queen Annes County

MAY 21-79 A 28532 *****5.00

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. Summons



A 79877

CLERK	5.00
STAMP	—
TOTAL	5.00

gcp

pd.

2019

pm

THOMAS BUILT HOMES, INC.
A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Association Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, MERRILL F. THOMAS, JR., whose post office address is P.O. Box 201, Stevensville, Queen Anne's County, Maryland 21666, being at least eighteen (18 years of age, 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 hereafter called the "Corporation") is Thomas Built Homes, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

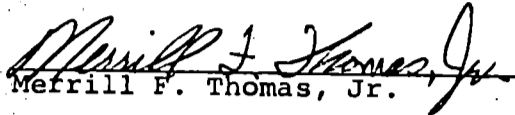
- (a) To engage in the business of constructing, erecting and fabricating buildings, dwellings, and other types of structures without limitation.
- (b) To engage in any other business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The post office address of the principal officer of the Corporation in this State is P.O. Box 201, Stevensville, Queen Anne's County, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Merrill F. Thomas, Jr., Stevensville, Queen Anne's County, Maryland 21666. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value.

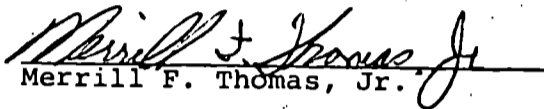
SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Merrill F. Thomas, Jr.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 4th day of December, 1978.


Merrill F. Thomas, Jr.

ACKNOWLEDGMENT

Pursuant to Section 1-302 of the Corporations and Associations Article of the Annotated Code of Maryland, I hereby certify the foregoing Articles of Incorporation to be my act.


Merrill F. Thomas, Jr.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Art Kline WAS
RECEIVED FOR RECORD THIS 21st
DAY OF May 1979 AT 1:25 P.M.
AND RECORDED IN
LIBER CWC #5, folio 521 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION
OF
THOMAS BUILT HOMES, INC.

618

CLERK

Margurite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 8, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2432, folio 2018, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:25
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen Annes County

MAY 21-79 A #28533 *****5.00

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. Summors



A 79673

CLFRK	5.00
STAMP	— bt
TOTAL	5.00

pd.

LIBER 5 PAGE 523

ARTICLES OF INCORPORATION
OF
BOONEDOGGLE AIRWAYS, INC.

FIRST: I, Michael P. Darrow, whose post office address is 601 Oakland Hills Court, Arnold, Maryland, being at least eighteen 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 hereinafter called the "Corporation") is: Boonedoggle Airways, 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 engage in the business of flying airplanes, jets, helicopters or any other flying aircraft and to perform in connection therewith any and all related services and to engage in any and all activities incident thereto;

(2) To enter into partnerships, joint ventures and other business associations for any lawful purposes;

(3) To purchase, lease and otherwise acquire, hold, mortgage and otherwise dispose of all kinds of property, real, personal and mixed, both in this State and in any part of the world;

(4) To manufacture, purchase and deal in at wholesale or retail, any and all kinds and types of materials, supplies and equipment;

(5) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account, or deal with all or any part of the property of the Corporation;

(6) To acquire, build, charter, buy, lease, rent, operate and use vehicles of any kind or character;

(7) To apply for, obtain, register, purchase, lease or otherwise acquire or own by concessions, rights, options, patents, patent rights, privileges, inventions, processes, copyrights, trademarks, 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 way 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;

(8) 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, script or any voting trust certificates in respect to 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, script, 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;

(9) 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 or carrying on any of the business of the character hereinbefore referred to;

(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 reissue 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 the 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.

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

3129

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 Bay Bridge Airport, Stevensville, Maryland 21666. The name and post office of the Resident Agent of the Corporation in this State is Robert H. Nelson, Rte. 2, Box 761, Chester, Md. 21619. Said Resident Agent is an individual residing in this state.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 shares of capital stock without par value.

SIXTH: The number of directors of the Corporation shall be 3, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than 3. The names of the directors who shall act until the first annual meeting and until their successors shall be duly chosen and qualified shall be: Robert H. Nelson
Edward J. Lemieux, Jr.
Beverly J. Nelson

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 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 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, however, that in the event that a director, or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director is so interested, such fact shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority thereof, and 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 the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm so interested.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

3131

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of November, 1978, and I acknowledge the same to be my act.

Juanita Dulaney
Witness: Juanita Dulaney

Michael P. Darrow
Michael P. Darrow

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

ARTICLES OF INCORPORATION

I HEREBY CE... BY THAT
THIS Act/enc WAS

OF

572

RECEIVED FOR RECORD THIS 21st
DAY OF May 19 79 AT 1:26 P. M.

BOONEDOGGLE AIRWAYS, INC.

RE... AND RECORDED IN

LIBER CLC#15, folio 524 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margurite M. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 30, 1978 at 8:30'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2431, folio 3125, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT

1979 MAY 21 PM 1:26

QUEEN ANNE'S COUNTY

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.

MAY 21-79 A #28534 *****5.50

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

William J. Simmons



A 79384

CLERK	5.58
STAMP	—
TOTAL	5.50

pd.

bt

2658

pm
GEORGE H. GODFREY FARMS, INC.

ARTICLES OF INCORPORATION

"(A Maryland close corporation authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland)"

THIS IS TO CERTIFY:

That I, LEE N. KOEHLER, as Incorporator, whose post office address is 905 Mercantile-Towson Building, Towson, Maryland 21204, being over 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 of Incorporation with the intent of forming a corporation.

FIRST: That the name of the Corporation (which is hereinafter called "Corporation") is:

GEORGE H. GODFREY FARMS, INC.

SECOND: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) To improve and develop farm properties and other real estate, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil; to breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in livestock of all kinds; to engage in dairying and the poultry and market gardening business; to operate greenhouses, hot beds and cold frames for the raising of plants, shrubs, and flowers; to acquire and maintain shops, stores, stalls, market stands, peddling and delivery vehicles, routes and all other conveniences and equipment suitable for the vending of its products; and, in general, to conduct in all their several departments and branches, the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen, and florists, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

(b) 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 or 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, paying for the same in cash, stock, or bonds of this Corporation; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the Corporation, from time to time, for any of the objects or purposes of the Corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country.

(c) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, or otherwise, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, mortgages, deeds of trust, debentures, securities, obligations and other evidences of indebtedness of any person, firm or corporation, created by or under the laws of the State of Maryland, or otherwise, and while owner of any of said shares of capital stock 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 to render consulting advisory services in connection therewith; and also to purchase, hold, and sell any of its obligations, including investment trust certificates, and to make such credit advances thereon as may be determined from time to time.

(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 any part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to

2660

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.

(e) 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.

(f) 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.

(g) 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 evidences of indebtedness created or issued by any such other corporation, association or other venture, entity or enterprise.

(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 (including bonds, debentures, notes or 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.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of 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.

(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, 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 the Laws of the State of Maryland, and is not intended, by the mention of any particular purposes, objects or business in any manner to limit or restrict the generality of any other purposes, objects, or businesses mentioned, or to limit or restrict any of the powers of the Corporation.

The Corporation is formed on 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:

Benton Corner Road
Route 1, Box 17
Sudlersville, Maryland 21668

The resident agent of the Corporation in this State is George H. Godfrey whose post office address is:

Benton Corner Road
Route 1, Box 17
Sudlersville, Maryland 21668

Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have one (1) Director, which number may be increased or decreased, pursuant to the By-Laws of the Corporation or any stockholders' agreement entered into pursuant to Section 4-101 of the Corporations and Associations Article of the Annotated Code of Maryland,

and George H. Godfrey shall act as such until his successor is duly chosen and qualified, or until an election is made pursuant to Section 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland for the Corporation not to have a board of directors.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of 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 Ten Thousand Dollars (\$10,000.00).

No holder of shares of stock of the Corporation shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into stock, of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

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; provided, however, that the following provisions of this item SEVENTH shall be subject to such limitations and restrictions, if any, as may be set forth in (i) the By-Laws of the Corporation, or (ii) any stockholders' agreement entered into pursuant to Section 4-101 of the Corporations and Associations Article of the Annotated Code of Maryland, or (iii) any other provision of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class with or without par value, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, 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 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 entire Board of Directors; 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 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.

(c) The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; and 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 other provisions set forth in these Articles; and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any 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 Board of Directors shall have the right to indemnify any person who under the General Laws of the State of Maryland may be indemnified by a corporation, but only to the extent, and in such manner, and upon such terms, as may be lawful under the General Laws of the State of Maryland.

(e) The Corporation reserves the right, from time to time, to make any amendments to its Articles which may now or hereafter be authorized by law, including any amendments changing the terms of and class of its stock by classification, reclassification, or otherwise.

(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.

(g) The Board of Directors shall have the power, by articles supplementary to these Articles, subject to any limitations or restrictions herein set forth or imposed by

2664

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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 31st day of October, 1978, and acknowledge the same to be my act.

WITNESS:

Terry Adams



Lee N. Koehler

LEE N. KOEHLER

(SEAL)

ARTICLES OF INCORPORATION
OF

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

GEORGE H. GODFREY FARMS, INC.

I HEREBY CERTIFY THAT THIS Act. Plan RECEIVED FOR RECORD THIS 21st DAY OF May 19 79 AT 1:28 P.

565

AND RECORDED IN LIBER AWC # 5, folio 531 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

Marguerite M. Martin

approved and received for record by the State Department of Assessments and Taxation of Maryland November 1, 1978 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2431, folio 2657, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 MAY 21 PM 1:28
QUEEN ANNE'S COUNTY

To the clerk of the 4 Circuit Court of Queen Annes County MAY 21-79 A #28535 *****6.00

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



A 79331

gop

CLERK	6.00
STAMP	—
TOTAL	6.00 pd.

7-5-79 original mailed to Philip A. Dales III, 118 Mayo Rd. Box 263, Edgewater, MD

00914

CHESAPEAKE BUILDING SYSTEMS, INC.

CERTIFIED COPY OF RESOLUTIONS

I, William N. Kraus, Secretary-Treasurer of Chesapeake Building Systems, Inc., hereby certify that a special meeting of the Board of Directors of said corporation duly convened and held and attended by a quorum on the 13th day of December 1978, the following Resolutions were duly adopted by a unanimous vote and that at the date hereof said Resolutions are in full force and effect:

RESOLVED: That the principal office of the Corporation be and it is hereby changed from 24 South River Road, Edgewater, Maryland 21037, to Stevens Mall, Stevensville, Maryland 21666, and that the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file appropriate certified copy of this Resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

RESOLVED: That the Resident Agent of the Corporation in the State of Maryland be and he is hereby changed from Anthony Vitetta whose post office address is 2752 Shore Drive, Edgewater, Maryland 21037, to Philip A. Dales III, whose post office address is 118 Mayo Road, Post Office Box 263, Edgewater, Maryland 21037, and who is a resident of the state of Maryland; that the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this Resolution to State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

WITNESS by hand this 13th day of December, 1978.

William N. Kraus
WILLIAM N. KRAUS, Secretary-Treasurer

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT & AGENT'S ADDRESS

OF

CHESAPEAKE BUILDING SYSTEMS, INC.

837

received for record February 16, 1979 *J*
and recorded on Film No. 2437

, at 8:30 A.M.
Frame No. 00913 one of

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

To the clerk of the Circuit court of Queen Annes County

AA N^o 17052

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

JUN 18-79 A #29592 *****1.20

JUN 18-79 A #29593 *****.05

CLERK
 1979 JUN 18 PM 2:44
 QUEEN ANNE'S COUNTY

Mr. Clerk Mail to: Philip A. Dales, III
118 Mayo Road
P. O. Box 263
Edgewater, Maryland 21037

STATE OF MARYLAND
 QUEEN ANNE'S COUNTY, SCT.
 I HEREBY CERTIFY THAT
 THIS *arts, inc* WAS
 RECEIVED FOR RECORD THIS *18th*
 DAY OF *June* 1979 AT *2:44 P.M.*
 RE *AND RECORDED IN*
 LIBER *CWC #5 folio 539* *Charters*
 RECORD BOOK FOR QUEEN ANNE'S
 COUNTY

CLERK

Marguerite M. Manbin

00355

ARTICLES OF INCORPORATION
OF
SCHAUBER'S LUMBER & SAWMILL, INC.
WHICH IS A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Alexander Dean Burt, III, whose post office address is 304 Park Row, Chestertown, Maryland, 21620, 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 hereinafter called the "CORPORATION") is:

SCHAUBER'S LUMBER & SAWMILL, INC.

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

(a) To engage in the general lumber and sawmill business, including timber, milling, and allied interests, together with the building of railroads, logging roads, and other things necessary in the full and complete operation thereof; to engage in a general lumber, timber, kiln drying, treating, milling, construction materials, and merchandise business; to manufacture, purchase, or otherwise acquire, sell, or otherwise dispose of logs, lumber, wood products in a processed or unprocessed state, and by-products of wood or of said manufacturing operations, and building and construction supplies and merchandise, either at wholesale or retail; to engage in the business of hauling and transporting logs, timber, lumber, lumber products, and other freight, goods, wares, and merchandise, by means of trucks, and other forms of transportation, over public or private highways, or roads; and to do such other things as are incidental, or necessary, to the carrying on of such business.

ALEXANDER D. BURT, III
ATTORNEY AT LAW
304 PARK ROW
CHESTERTOWN, MD. 21620
778-5060
778-5061
IF NO ANSWER
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778-4146

LIBER

5 PAGE 511

7-5-79 original mailed to Alexander D. Burt, III, 304 Park Row, Chestertown, Md 21620

00356

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

(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, subdevelop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(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 or 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.

(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 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.

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(h) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness 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 dependancy 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 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.

(i) 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 enter-

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00358

prise 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.

(j) To loan or advance money, with or without security, 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.

(k) To carry on any of the business hereinbefore enumerated for itself, or for 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.

(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, possessions, and dependancies of the United States of America and in foreign countries; and to maintain offices and agencies in

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00359

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, objects, 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 Route 1, Box 560, Chestertown, Queen Anne's County, Maryland, 21620, c/o Francis Ev. Schaubert. The resident agent of the CORPORATION is Alexander Dean Burt, III, whose post office address is 304 Park Row, Chestertown, Maryland, 21620. 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, entitled, "Corporations", of the General Public Laws of Maryland.

SIXTH: The CORPORATION shall have no directors, but Francis Ev. Schaubert, Evelyn S. Schaubert, and Francis E. Schaubert shall act as directors until the organization meeting of directors 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 One Hundred Thousand shares of the par value of One (\$1.00) Dollar each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

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778-4148

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) The stockholders of the CORPORATION are 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 consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations 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 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.

(c) The stockholders shall have power, from time to time, to fix and determine and to vary the amount of working capital of CORPORATION; and to determine whether any, and, if any, what part of the surplus of the CORPORATION or of the net profits

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00361

arising from its business shall be declared in dividends and paid to said stockholders, subject, however, to other provisions set forth in these Articles, and to direct and determine the use and disposition of any such surplus or net profits. The stockholders may in their discretion use and apply any 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 or indebtedness, to such extent and in such manner and upon such lawful terms as the stockholders 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 and class of its stock by classification, re-classification or otherwise.

(e) Except as otherwise provided in this charter or the By-Laws of the CORPORATION, the stockholders 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 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.

(f) The stockholders shall have the power 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 preference, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemptions of, and the conversion rights of such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 2nd day of January, 1979.

G. Lee Shaw

Alexander Dean Burt, III
Alexander Dean Burt, III

ALEXANDER D. BURT, III
ATTORNEY AT LAW
304 PARK ROW
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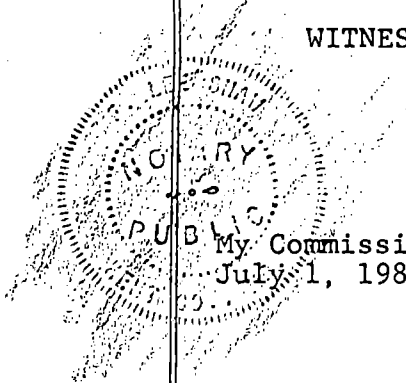
STATE OF MARYLAND, COUNTY OF Kent, to wit:

I HEREBY CERTIFY, that on this 12th day of January, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ALEXANDER DEAN BURT, III, and acknowledged the foregoing Articles Of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

E. Lee Shaw

Notary Public



My Commission expires:
July 1, 1982.

ALEXANDER D. BURT, III
ATTORNEY AT LAW
304 PARK ROW
CHESTERTOWN, MD. 21820
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ARTICLES OF INCORPORATION
OF
SCHAUBER'S LUMBER & SAWMILL, INCs

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
..... *articles/m.c. 81* WAS
RECEIVED FOR RECORD THIS *15*
DAY OF *June* 19 *79* AT *2:45 P.M.*
RE AND RECORDED IN
LIBER *CWC #5 folio 541 Charter*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

RECEIVED
CLERK OF CIRCUIT COURT
1979 JUL 13 PM 2 45
QUEEN ANNE'S COUNTY

Marguerite M. Martin
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 24, 1979 a8:30 o'clock A. M. as in conformity
with law and ordered recorded.

9
Recorded in Liber *2436*, folio *00354*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 26.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Queen Annes County JUN 18-79 A 229594 *****6.50

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



A 81235

7-5-79 original mailed to Mr. Jack Kochen
P.O. Box 230
Chester, Md 21619

LIBER 5 PAGE 550

00589

LANDMARK HOMES, INC.
ARTICLES OF INCORPORATION

FIRST: I, Jack Y. Kochen, whose post office address is P.O. Box 230, Chester, Maryland 21619, being at least eighteen (18) years of age, 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 hereafter referred to as the "Corporation") is LANDMARK HOMES, INC.

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

(1) To secure land for subdivision and development, and the construction of homes; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 230, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Jack Y. Kochen, P.O. Box 230, 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 Thousand (5,000) shares of common stock, without 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 than three (3). The names of the

00590

directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Dale C. Adams, Brian Haas and Jack Y. Kochen.

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 of the Corporation may classify or reclassify any unissued shares 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 enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

00591

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect

00592

to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action,

suit, or proceeding referred to in paragraphs 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraphs 1 or 2 of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

00594

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of Feb., 1979, and I acknowledge the same to be my act.

WITNESS:

Russell E. Hahn

Jack Y. Kochen
Jack Y. Kochen.

RECEIVED
CLERK, CIRCUIT COURT
1979 JUN 18 PM 2:45
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION
OF
LANDMARK HOMES, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Arts/Plan* WAS
RECEIVED FOR RECORD THIS *18th*
DAY OF *June* 19 *79* AT *8:40*
RE AND RECORDED IN
LIBER *CWC 5 folio 550* *Charters*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguarite L. Martin

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 9, 1979 at 12:00 o'clock Noon *M* as in conformity
with law and ordered recorded.

Recorded in Liber *2437*, folio *00588*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

JUN 18-79 A 29595 *****5.50

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



A 81676

02308

ARTICLES OF INCORPORATION
OF
BARCLAY ASSEMBLY OF GOD

THIS IS TO CERTIFY:

First: We, the subscribers, James T. Lowe, Sr., Route 1, Box 11D, Marydel, Maryland 21649, Bessie Winborne, RDF 1, Box 19A, Barclay, Maryland 21607, Virginia Brown, RD 1, Box 72, Barclay, Maryland 21607, and Jean Brown, RD 1, Barclay, Maryland 21607, being at least eighteen (18) years of age, do, under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of corporation, set forth and execute these Articles with the intention of forming a corporation.

Second: The name of the corporation is Barclay Assembly of God.

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

- (a) To encourage, establish, and maintain churches.
- (b) To engage in other related ministry for the preaching of the Gospel in any state of the United States, the District of Columbia, in any of the territories or possessions of the United State, or in any foreign country, by radio, television, publications and any other means.
- (c) To promote the growth and improvement of Christian communities.
- (d) To promote and to establish Christian-centered recreational facilities for Christian communities.
- (e) To promote the growth, improvement, and facilities of the Christian Faith.
- (f) To promote the encouragement of Christian activities among its members and among the general public.

LAW OFFICES OF
BOYER & BOWMAN
COURT STREET
CHESTERTOWN, MARYLAND 21620
778-1630

LIBER

5 PAGE 557

7-5-79 original mailed to Boyer & Bowman, 107 Court Street
Chestertown, Md

-2-

(g) To hold franchise and other property, to borrow money, to issue bonds or other evidences of indebtedness; and to secure the same, execute mortgages or deeds of trust upon its property for the acquisition or improvement of any real estate or other property which may be acquired or held by it for the purposes aforesaid.

(h) To have general purposes which shall be to the advantages of educational, social, civic, and Christian interests of communities; and which shall promote integrity, good faith, just and equitable principles in Christian matters; and to acquire, preserve and distribute Christian literature; and to acquire, preserve and distribute Christian ideals and information of value. To have as its plan of operation the providing of suitable places for the meetings of the members of its congregations and the establishment of facilities for social, recreational and Christian fellowship, so as to sustain the interest of the members of its congregations and secure intelligent action on the part of its trustee, officers and committees in the accomplishment of its general purposes. To be nonpartisan and nonsectional in its activities and be devoted to promoting a spirit of brotherhood and a closer association between the members of its congregations, and to uphold and maintain the Constitution of the United States of America, and all other subdivisions thereunder, and to assist in the maintaining of law and order; to safeguard and transmit to posterity the purity and righteousness of individual freedom, and its teachings, as well as to teach the same to the individual members of its congregations and to communities at large; to assist in charitable work of any nature deemed beneficial and to its best interest and to society as a whole, and to raise funds for carrying the same into effect in any manner allowed by its Articles of Incorporation and by its By-Laws, and permitted under the laws of the State of Maryland and the Constitution of the United States of America.

02310

-3-

(i) To own, purchase, lease (in whole or part), acquire, operate, use, mortgage, pledge, sell, assign, transfer or otherwise dispose of real estate and buildings necessary, expedient or proper to maintain churches, church halls, parsonages or other buildings for the use of the members of its congregations and the general public.

(j) To strive for the advancement of this corporation in knowledge, holiness and comfort. To promote its prosperity and spirituality to sustain its worship, ordinances, discipline, and doctrine. To contribute cheerfully and regularly to the support of its ministry for the relief of its poor, and for the spread of the Gospel throughout all the area, and to all the world.

(k) For the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father; to provide for Christian fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands.

(l) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

Fourth: The post office address of the principal office of the corporation in this State is RD #1, Box 28, Barclay, Maryland 21607. The resident agent of the corporation is Jean Brown, Rd. 1, Barclay, Maryland 21607. Said resident agent is a citizen of the State of Maryland, and actually resides there.

Fifth: The following named persons shall constitute the body corporate to act as trustees in the name of Barclay Assembly of God, together with the Pastor thereof, until their successors shall be duly elected as hereinafter set forth:

James T. Lowe, Sr., Marydel, Maryland

Bessie Winborne, Barclay, Maryland

Virginia Brown, Barclay, Maryland

Jean Brown, Barclay, Maryland

Sixth: The Trustees of the said body corporate shall be elected from sober and discreet persons belonging to the congregations of the body corporate above eighteen (18) years of age and shall number not fewer than four (4). They shall serve for the next church year following the date of election and until their successors have been elected and registered as required by law. Said trustees shall be elected by ballot at the annual meeting of the congregations or at a special meeting duly called for that purpose.

Seventh: All persons above eighteen (18) years of age in good standing and who have met the requirement for full membership in the congregations of the body corporate and who are otherwise qualified to vote in annual or special meetings of the body corporate, shall be entitled to vote for trustees.

Eighth: All property of the said body corporate shall be held in its name and managed by its trustees for the benefit and use of the congregations and in accordance with the provisions of its Articles of Incorporation and of the By-Laws of the said body corporate.

Ninth: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of its Trustees.

(a) To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the obtainment of any of the objects and the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of, or connected with the aforesaid business or powers, or any part

thereof. Provided the same be not inconsistent with the laws under which the corporation is organized.

(b) To borrow money and to make and issue bonds, notes, debentures, obligations, and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, 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.

(c) To the same extent as natural persons might or could do, to purchase, or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchise, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

(d) 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 and from time to time to vary any investment or employment of capital of the corporation.

(e) To acquire by purchase, subscription or otherwise and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with, or dispose of stocks, bonds, or any other obligation or securities, of any corporation or corporations as may be permitted by law; and to merge or consolidate with any corporation in such manner as may be permitted by law.

(f) To do any one or more of the acts and things hereinabove set forth, and to have the power to conduct and carry on its business or any part thereof, and to have one or more offices and to

exercise all or any of its corporate powers and rights in the State of Maryland, and in the various other states of the United States, in the District of Columbia, in any of the territories or possessions of the United States, or in any foreign country.

(g) The number of the trustees of the corporation shall be fixed and may be altered from time to time as may be provided in the By-Laws.

(h) The corporation is not authorized to issue capital stock.

Tenth: The duration of the corporation shall be perpetual.

AS WITNESS our hands and seals this 1st day of February, 1979.

WITNESS:

James T. Lowe Sr. (SEAL)
James T. Lowe, Sr.

Bessie Winborne (SEAL)
Bessie Winborne

Mary Lee Jester
(As to All)

Virginia Brown (SEAL)
Virginia Brown

Jean Brown (SEAL)
Jean Brown

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

I HEREBY CERTIFY, that on this 1st day of February, 1979, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared James T. Lowe, Sr., Bessie Winborne, Virginia Brown, and Jean Brown, known to me to be parties to the foregoing Articles of Incorporation, and they acknowledged that said Articles of Incorporation to be their act and deed and the facts therein as stated are true to the best of their knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

Mary Lee Jester
Notary Public



LAW OFFICES OF
BOYER & BOWMAN
COURT STREET
CHESTERTOWN, MARYLAND 21620
778-1630

RECEIVED
CLERK, CIRCUIT COURT
1979 JUN 18 PM 2:46
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION
OF
BARCLAY ASSEMBLY OF GOD

STATE OF MARYLAND. **861**
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Articles Inc* WAS
RECEIVED FOR RECORD THIS *18*
DAY OF *June* AT *2:46 P.* M.
RE RECORDED IN
LIBER *CWC 5 folio 557* *Clerters*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Margaret L. Martin
CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 16, 1979 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

7

Recorded in Liber *2437*, folio *02307*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Queen Annes County

JUN 18-79 A 29596 *****2.50

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.



A 81879

gcp

GEORGE W. BUTZ, INC.

Articles of Incorporation

FIRST: I, George W. Butz, whose post office address is Route 1, Box 616 A, Chester, Maryland, 21619, being at least eighteen (18) years of age, 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 hereafter referred to as the "Corporation") is George W. Butz, Inc.

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

1. To engage in a general construction business; by building, constructing, rebuilding, remodelling, repairing, or improving any new or old building or structure; and to perform all work and services related thereto; and to engage in any other lawful purpose and/or business.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, altered, or recodified from time to time.

FOURTH: The post office address of the principal office of the Corporation, in this State is Post Office Box 309, Chester, Maryland, 21619. The name and post office address of the Resident Agent of the Corporation in this State is George W. Butz, Route 1, Box 616 A, 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 One Hundred (100) shares of common stock, without par value.

SIXTH: Whereas there is no stock outstanding and if stock becomes outstanding it is anticipated that there shall be only one stockholder; therefore, the number of Directors of the Corporation shall be One (1) which number may be increased but not 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 or successors are duly chosen and qualified is: George W. Butz.

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 of the Corporation may classify or reclassify any unissued shares 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 enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (hereinafter referred to as "the Indemnification Section"), as amended, altered, or recodified from time to time, and shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of February, 1979, and I acknowledge the same to be my act.

WITNESS:

L. Ruppel Callahan, Jr.

George W. Butz
George W. Butz

RECEIVED
CLERK, CIRCUIT COURT
1979 JUN 18 PM 2:46
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION
OF
GEORGE W. BUTZ, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT 861
I HEREBY CERTIFY THAT

THIS *articles/ inc* WAS
FILED FOR RECORD THIS *18th*
June 1979 AT 2:46 P.M.

AND RECORDED IN
LIBER *CWC #5 folio 564* *Clarters*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margurite W. Marbin

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 16, 1979 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2437, folio 02314, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

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



A 81880

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B. L. TRUCKING, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, RICHARD K. WHITE, JR., whose post office address is 123 North Washington Street, Easton, Maryland 21401, being at least eighteen (18) years of age, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

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

B. L. TRUCKING, 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 carry on a general trucking, contracting, and stevedore business, and to that end to manufacture, acquire, deal in, and dispose of trucks, wagons, carriages, automobiles, motor trucks and other vehicles and kindred appliances; and to trade and deal in apparatus and other things appertaining and belonging to said business.

To carry on the business of storage, wharfage, warehousing, and forwarding and the doing of each and every act or acts, thing or things, incidental to, growing out of, or connected with, said business, including the owning, leasing, holding, erecting, and maintaining of docks, bulkheads, piers, basins, and warehouses; and to own, lease, hold, erect, maintain, and operate stables, garages, and other buildings of whatever kind and nature incidental to or necessary in conjunction with such business.

(2) To engage in any one or more businesses or transactions, or to acquire all or any portion of the securities of any entity engaged in any one or more businesses or

transactions which the Board of Directors of the Corporation may from time to time authorize or approve, whether related to or unrelated to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

(3) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction or improvement of, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the businesses of the Corporation, its subsidiaries, affiliates or any other entity in which the Corporation may have an interest; and to contract for, for terms of years or otherwise, procure or make use of, personal services of officers, employees, agents or contractors, and of services of any firm, association or corporation.

(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 person, firm, association, copartnership, corporation (including the estate of a decedent), heretofore or hereafter engaged in carrying on or having carried on, in whole or in part, any of the aforesaid businesses or any other purposes that the corporation has the power to conduct; to hold, utilize, enjoy, mortgage, sell, and in any manner dispose of the whole or any part of the property, rights, business, contracts, good will, franchises and assets acquired; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any or all part of such property, rights, business, contracts, good will, franchises or assets so acquired in cash, stocks, bonds or other securities of the Corporation.

(5) To apply for, obtain, register, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, and the like, which may 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 loan or advance money, with or without surety without limitation 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 payment thereof and of the in-

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terest thereon, by mortgage upon, or pledge or coveyance 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.

(7) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interests issued or created by, any corporation, joint stock company, syndicate, association, firm, trust, or person, public or private, or by the government of the United States of America, or by any foreign government, or by any State territory, province, municipality or other political subdivision or by any governmental agency, or by any other entity, and to issue in exchange therefor or in payment thereof its own capital stock, bonds or other obligations or securities, or otherwise pay therefor in money or other property; to possess and exercise as owner thereof all the rights, powers and privileges of ownership including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(8) To cause to be organized, under the laws of any state or other political entity, a corporation or corporations for the purpose of accomplishing any or all of the objects and purposes of the Corporation and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(9) 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 and any other securities issued by it in any manner now or hereafter authorized or permitted by law.

(10) To guarantee the payment of dividends or distributions upon any share of stock, shares in or other securities of, or the performance of any contract by, any other person, firm, partnership, joint venture, trust association, corporation or syndicate in which, or in the welfare of which, this Corporation has any interest, direct or indirect;

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 of the same.

(11) To carry on any of the business hereinbefore enumerated for itself or for account of others, or through others for its own account, or as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association or corporation; and to carry on any other business and to make and perform any contracts and to do any acts and things which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or purposes of any of them, or of any part thereof, or to enhance the value of the property, business or rights of the Corporation.

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

THE foregoing enumeration of the purposes, objectives, powers, and businesses of the Corporation shall not constitute, be considered, or be construed as in anywise limitations, restrictions upon or waivers of any of the powers, rights and privileges conferred upon the Corporation by law; and the foregoing clauses shall not, unless otherwise specified therein, be in anywise limited or restricted by reference to or inference from the terms of any other Article or clause in this Charter, but the objects, purposes and powers specified in each of the clauses of this Charter shall be regarded as independent objects, purposes and powers. The Corporation is formed upon the Articles, Conditions and Provisions herein expressed and subject in all particulars to the limitations relating to Corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 1, Box 409, Queenstown, Maryland 21657. The Resident Agent of the Corporation is Bruce M. Leaverton, whose address is

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Route 1, Box 409, Queenstown, Maryland 21657. 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 (5,000) shares, without nominal or par value, all of one class and designated common stock.

SIXTH: The restrictions imposed upon transferability of the shares of all the stock of any class of the Corporation, whether authorized and issued now or hereafter authorized and issued, are as follows:

Shares of stock in the Corporation shall be transferable only on the books of the Corporation and, except as herein provided or as required by law, the transfer of title to any certificates representing shares of stock in the Corporation shall confer upon the transferee thereof no right in the Corporation without the transfer of such shares upon the books of the Corporation.

SEVENTH: The number of Directors of the Corporation shall be Two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than One (1), and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Bruce M. Leaverton

Marion R. Leaverton

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:

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

(2) The Board of Directors of the Corporation shall have power from time to time to fix and determine and vary the working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter; and to direct and determine the use and disposition of any 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) 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 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 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.

(4) No holders of stock of the Corporation of whatever class, shall have any preferential rights 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 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.

(5) Any contract, transaction or act of the Corporation or of the Board of 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.

(6) The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(a) Subject to the provisions of subparagraph (d) hereof, the Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Subject to the provisions of subparagraph (d) hereof, the Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or on behalf of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) hereof or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in subparagraph (d).

(d) Except as provided by subparagraph (c) hereof, any indemnification under subparagraph (a) or (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in subparagraph (a) or (b). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not also parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for

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the Corporation) in a written opinion; and any determination so made shall be conclusive.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this paragraph.

(f) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors.

(g) Any indemnification pursuant to this paragraph shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(7) The right is specifically reserved to amend the Charter of the Corporation from time to time as now or hereafter authorized by law, including amendments to change the terms of any outstanding stock by classification, reclassification or otherwise.

(8) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland nor of hereafter in force.

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on this ^{4th} day of January, 1979.

WITNESS

Mary Palmer Tarant Richard K. White, Jr. (SEAL)
Richard K. White, Jr.

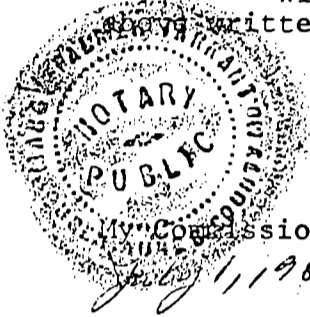
STATE OF MARYLAND:

: SS:

COUNTY OF TALBOT :

I HEREBY CERTIFY, that on this *4th* day of January, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of ~~Talbot~~^{Queen Anne's}, personally appeared Richard K. White, Jr. and acknowledged the foregoing Articles of Incorporation to be his act.

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



Margy Palmer Tarrant
Notary Public

ARTICLES OF INCORPORATION STATE OF MARYLAND.
OF
B. L. TRUCKING, INC.

716
QUEEN ANNE'S COUNTY SC
I HEREBY CERTIFY THAT
THIS arts/ inc WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June 1979 AT 2:47 P. M.
RE AND RECORDED IN
LIBER CWC #5 folio 567 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.

Marguerite M. Marben CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 4, 1979 at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2434, folio 2619, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 30.00 Special Fee paid \$ _____

RECORDED
CLERK. C. C.

1979 JUN 18 PM 2:47
QUEEN ANNE'S COUNTY

JUN 18-79 A 29598 *****7.50
7

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.

William J. Simmons



A 80555

gcp

LIBER 5 PAGE 577

ARTICLES OF INCORPORATION

OF

A.F.C. SALES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, GEORGE E. KROUSE, 11249 Fern Street, Wheaton, Maryland 20902, 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 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:

A.F.C. SALES, INC.

THIRD: That the purpose for which the corporation is formed is: To engage in contracting for and providing goods and services of all kinds and descriptions and to contract for and secure goods and services of all kinds and descriptions; to buy and sell, rent, bail and otherwise deal with any goods merchandise or other property. 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 limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The principal office in this State of the

0030

corporation is: Jackson Creek Road, Grasonville, Maryland 21638. The Resident Agent of the corporation is: RICHARD E. TYDINGS, JR., Jackson Creek Road, Grasonville, Maryland 21638, said resident agent being a citizen of this State and actually residing herein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is Five Thousand (5,000) shares with a par value of \$1.00 per share, all of which shares are of one class and are designated common stock. The subscription for and ownership of all stock in this corporation shall be made and taken upon the condition that no holder of common stock shall have the right or power to pledge, sell, assign or otherwise dispose of, any share or shares of the common stock of this corporation without first offering the said share or shares for sale to the remaining stockholder or stockholders and to the corporation at the price which he has been offered therefor. Such offer shall be made in writing, signed by the stockholder, and mailed to the address of the remaining stockholder or stockholders, and to the corporation, and shall remain open for acceptance for a period of sixty (60) days from the date of mailing. Notice of any such offer shall be considered sufficient if mailed to any stockholder's current address as shown on the records of the secretary of the corporation, by first class mail, postage prepaid. This provision shall be binding upon the assigns, executors, administrators, or other legal representatives of every stockholder, in case of the sale, assignment or pledge of any share or shares of such stock, and these provisions shall be binding upon each and every present owner or future owner thereof, whether such stock shall be acquired by Will or otherwise.

SIXTH: The corporation shall have such number of directors as designated in the bylaws of the corporation; provided, however, that there shall be at no time less than three (3) directors and until the first annual meeting or until their

GEORGE E. KROUSE
ATTORNEY AT LAW

0031

successors are duly chosen and qualify, MILT DIENES, GARRY DIENES, ED WYSOCKI and RICHARD E. TYDINGS, JR. shall act as directors of the corporation.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto signed these Articles of Incorporation on this 4th day of January, 1979.

[Signature] Witness George E. Krouse (SEAL) George E. Krouse, Incorporator

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to wit:

I hereby certify that on this 4th day of January, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GEORGE E. KROUSE and acknowledged that he executed the foregoing Articles of Incorporation for the purposes there in contained.

[Signature]
Notary Public
MONTGOMERY CO. MD.

My Commission Expires: JULY 1, 1982

GEORGE E. KROUSE
ATTORNEY AT LAW

ARTICLES OF INCORPORATION

STATE OF MARYLAND.

OF

QUEEN ANNE'S COUNTY, SC.

I HEREBY CERTIFY THAT

A.F.C. SALES, INC.

THIS *Arts, Inc* WAS

RECEIVED FOR RECORD THIS *18th*

DAY OF *June* 19 *79* AT *2:47* P.M.

AND RECORDED IN

LIBER *cwc 5 folio 578* *Charters*

RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

Margurite M. Martin

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

of Maryland January 8, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber *2435*, folio *0028*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 JUN 18 PM 2:47
QUEEN ANNE'S COUNTY

To the clerk of the _____ Circuit Court of Queen Annes County JUN 18-79 A 29599 *****5.00

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



A 80679

bt

DM

JACKSON CREEK ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Michael R. Foster, whose post office address is P.O. Box 367, Shopping Center Road, Stevensville, Maryland 21619, being at least eighteen (18) years of age, 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 hereafter referred to as the "Corporation") is

JACKSON CREEK ENTERPRISES, INC.

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

1. To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this state and in any part of the world; and

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Grasonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State is Thomas R. Ewing, Grasonville Maryland 21638. 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 Thousand (5,000) shares of common stock, without 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 than Three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen or qualified are:

Thomas R. Ewing

Mary C. Ewing

Michael R. Foster

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regularizing 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 of the Corporation may classify or reclassify any unissued shares 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 enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or

deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a part or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a part to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article Ninth or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity

for the determination as to the standard of conduct as provided in paragraph 4 of this Article Ninth.

(4) Any indemnification under paragraphs 1 or 2 of this Article Ninth (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article Ninth. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article Ninth shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of December, 1978, and I acknowledge the same to be my act.

WITNESS:

Kathy Sline

Michael R. Foster
Michael R. Foster

STATE OF MARYLAND)
QUEEN ANNE'S COUNTY)

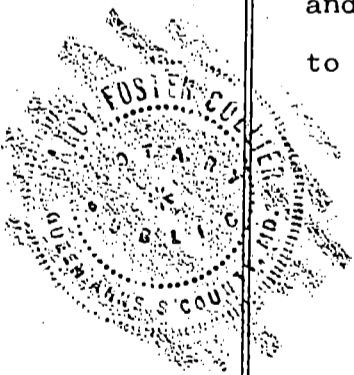
TO WIT:

I HEREBY CERTIFY, that on this 29th day of December, 1978, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Michael R. Foster and he acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial.

Marcy J. Coe
Notary Public

My commission expires: 7-1-82



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

JACKSON CREEK ENTERPRISES, INC. *Artal Inc.* WAS
RECEIVED FOR RECORD THIS *18th*
DAY OF *June* 19 *79* AT *2:47* P.M.
RE AND RECORDED IN
LIBER *CWC 45 folio 582 Chart*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Marguerite M. Maxson CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 4, 1979 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

7
Recorded in Liber *2434*, folio *1667*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 JUN 18 PM 2:47
QUEEN ANNE'S COUNTY

JUN 18-79 A 29600 *****550

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



A 80466

bt

KENT ISLAND FEDERATION OF ARTS, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Catherine W. Lessner of Love Point, Stevensville, Maryland, 21666, and Elizabeth Bukowsky of Queen Anne Colony, Stevensville, Maryland, 21666, and Edward G. Janos, Route 1, Box 690 B, Stevensville, Maryland, 21666, each 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 a corporation, is Kent Island Federation of Arts, Inc.

THIRD: The purpose for which the corporation is formed is as follows:

1. To encourage appreciation, study, participation of the arts to all citizens of Queen Anne's County and environs.
2. To buy, sell, distribute and generally deal in at retail or wholesale or on commission or as agent-dealer or otherwise, and to export or import merchandise concerning art or articles of any kind or description whatsoever concerning art and to carry on any trade or business indicated thereto or connected therewith.
3. To borrow money and issue notes therefore.
4. To purchase, acquire or own, hold by virtue of lease or otherwise any land, building, real estate or structure of any kind and to do anything lawful with the said real estate for the purpose of developing or enhancing the value of the same or for the purposes of furthering art and to lease, sell, lend, mortgage or otherwise dispose of any part or the whole of the said real estate at any time and to

conduct upon the real estate held by the corporation in any manner any business or businesses similar or incidental to the general purposes of the corporation.

5. In general to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all things incidental thereto or connected therewith which are not forbidden by statute or these Articles of Incorporation.

FOURTH: The Post Office address of the principle office of the corporation is Route 1, Box 690 B, Stevensville, Maryland, 21666. The name and post office address of the resident agent of the corporation in Maryland is EDward G. Janos, Romancoke on the Bay, Route 1, Box 690 B, Stevensville, Maryland, 21666. The said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The corporation shall not be authorized to issue capital stock.

SIXTH: The number of the directors of the corporation shall be seven, which number may be increased or decreased pursuant to the By-Laws of the corporation and so long as there are less than three members the number of directors may be less than the number of members and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Catherine W. Lessner, Elizabeth Bukowsky, Thelma Ott, and Edward G. Janos.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on this 5 day of Jan, 1979.

WITNESS:

Perry Quimby

Perry Quimby

Emma L Thomas

Catherine W. Lessner (SEAL)
CATHERINE W. LESSNER

Elizabeth Bukowsky (SEAL)
ELIZABETH BUKOWSKY

Edward G. Janos (SEAL)
EDWARD G. JANOS

STATE OF MARYLAND

QUEEN ANNE COUNTY

TO WIT:

I HEREBY CERTIFY that on this 5 day of Jan, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne County, personally appeared Catherine W. Lessner, Elizabeth Bukowsky, and Edward G. Janos, the above named incorporators, and they severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

AS WITNESS my hand and notorial seal the day, month and year last above written.

Emma L. Thomas
Notary Public



My Commission expires July 1, 1982

ARTICLES OF INCORPORATION STATE OF MARYLAND,
 QUEEN ANNE'S COUNTY, SCT.
 OF I HEREBY CERTIFY THAT
 KENT ISLAND FEDERATION OF ARTS, INC. *Artists Inc* WAS
 RECEIVED FOR RECORD THIS *18th*
 DAY OF *June* 19 *79* AT *2:46* P.M.
 RE AND RECORDED IN
 LIBER *Vol #5 folio 589* Charter
 RECORD BOOK FOR QUEEN ANNE'S
 COUNTY
Marguerite W. Markin CLERK

approved and received for record by the State Department of Assessments and Taxation
 of Maryland January 16, 1979 at 8:30 o'clock A. M. as in conformity
 with law and ordered recorded.

Recorded in Liber *2435*, folio *1054*, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
 CLERK, CIRCUIT COURT
 1979 JUN 18 PM 2:46
 QUEEN ANNE'S COUNTY

JUN 18-79 A #29601 *****5.00

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.

William J. Simmons



A 80835

ARTICLES OF INCORPORATION

OF

JOSEPH M. GEORGE & SON, INC.

The undersigned, John E. George, whose Post Office address is Sudlersville, Maryland 21668, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE I

The name of the Corporation (which is hereinafter called the Corporation) shall be:

JOSEPH M. GEORGE & SON, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is:

- a. To act as Agent or Broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, collecting premiums, and doing such other business as may be delegated to agents or brokers by such companies, and to conduct a general insurance agency and insurance brokerage business.
- b. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of any property wherever situated and in whatever form.
- c. To engage in any other lawful purpose and/or business.
- d. To do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland (1974 Ed., 1977 Cum. Supp.) as amended from time to time.

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
756-0877

7-5-79 original mailed to James E. Thompson, Jr. Centreville, Md 21617

- e. 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 dependants of the United States of America and in foreign countries.

The foregoing enumeration of 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 any of the powers of the Corporation.

ARTICLE III

The post office address of the principal office of the Corporation is East Main Street, Sudlersville, Maryland 21668. The resident agent of the Corporation is John E. George, whose post office address is Sudlersville, Maryland 21668. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV

The total number of shares of stock which this Corporation is authorized to issue is one thousand (1,000) shares having a par value of one hundred dollars (\$100.00) each, 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 One Hundred Thousand Dollars (\$100,000.00).

ARTICLE V

After completion of the organization meeting of the Directors and the issuance of one or more shares of stock of

the Corporation, the number of the Directors of the Corporation shall be three (3). The names of the Directors who shall act until the first duly chosen and qualified are: John E. George, Lucy G. Shanahan and Lucy C. George.

ARTICLE VI

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 thereof:

The Corporation shall issue shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares, only if the issuance of such shares or such securities exchangeable for, or convertible into such shares, or such warrants or any other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be authorized by the unanimous vote of all of the directors comprising the Board of Directors of the Corporation. In the event that the issuance of such shares, or such securities exchangeable for, or convertible into such shares, or such warrants or any other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be authorized by the unanimous vote of all of the directors comprising the Board of Directors of the Corporation, the issuance of such shares or such securities exchangeable for, or convertible into such shares, or such warrants, or, any other instruments evidencing rights or options to subscribe for, purchase or

ARTICLES OF INCORPORATION

OF
STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
JOSEPH M. GEORGE & SON, INC.

THIS Arts. Inc. WAS
RECEIVED FOR RECORD THIS 653
DAY OF June 19 79 AT 2:46 P.M.
AND RECORDED IN
LIBER C.W.C. #5 folio 593 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marquise W. Manbin CLERK.

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

of Maryland December 22, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2433, folio 2751, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

RECEIVED
CLERK, CIRCUIT COURT
1979 JUN 18 PM 2:46
QUEEN ANNE'S COUNTY

JUN 18-79 A 29602 *****5.00

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



A 80174

gcp

7-5-79 original mailed to Bruce Ware, Esq.
P.O. Box 380
Chester, Md 21619

LIBER 5 PAGE 598

01470

R&D Electric, Inc.

(A "Close Corporation" as defined in
Maryland Code Corporations and
Associations Title 4)

ARTICLES OF INCORPORATION

FIRST: The undersigned, Bruce Ware, whose post office address is P.O. Box 380, Chester, Maryland, 21619, being at least 21 years of age, does hereby act 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:

R&D Electric, Inc.

THIRD: The Corporation shall be a "Close Corporation" as defined and authorized by the provisions of MARYLAND ANNOTATED CODE, Corporations and Associations Article, Section 4-101 et seq. (1975).

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

(a) To act as an Electrical contractor installing, maintaining and repairing residential, commercial and industrial electrical systems, low voltage systems, alarm systems, antenna systems and towers, vacuum systems, and all other related or component parts and systems.

(b) To sell both at wholesale or retail any electrical equipment, appliances, components, parts, and systems related to the above objectives.

(c) To purchase or otherwise acquire, hold or sell or otherwise dispose of shares of capital stock of any partnership, firm or corporation engaged in the aforementioned electrical contracting or sales activities, or related operations and to conduct all such activities in connection with the management, maintenance and operation thereof, and to invest and deal in and with such real or personal property in connection therewith as may be necessary, useful or advantageous for the operations of the Corporation.

(d) To acquire by purchase, exchange, hire, lease, issuance of stock or securities or both, or otherwise; and to invest in, own, hold, manage, develop, subdivide, and improve, and build upon, and to sell for cash or on credit or both, exchange, lease, sub-lease, mortgage or otherwise dispose of or encumber or deal in and with the real property, improved or unimproved, and any interests, rights or privileges therein, either for its own account or for the account of others; and to lend money upon the security of mortgages or other liens on real property, improved or unimproved, and any interests, rights or privileges therein.

(e) To buy, lease or otherwise acquire, to manufacture, improve, service and repair, to own, use, operate and manage, and to sell, lease or

01471

otherwise dispose of, and generally to deal in and with personal property of every class and description.

(f) 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 other obligations, and any certificates, receipts, warrants 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 of interests therein or any property or assets issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or sub-divisions thereof; and to possess and exercise in respect thereto any and all rights, powers and privileges of individual holders.

(g) To borrow money and to issue, sell, pledge or otherwise dispose of, its bonds, bills of exchange, notes, debentures, warrants, trust certificates and other obligations and evidences of indebtedness, and to secure the same by mortgage, pledge, trust, assignment and reassignment of accounts receivable or other instruments evidencing property rights of this Corporation, deed or other encumbrance on property of any kind.

(h) To purchase, acquire, deal in and/or pledge shares of its own stock or other securities of any nature issued by it, without exception and limitation.

(i) To carry out all or any part of the aforesaid objects as principal, distributor, dealer, factor, broker, 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 power herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(j) To carry on any other business which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them or to facilitate the transaction by the Corporation of the aforesaid business or which may be calculated directly or indirectly to enhance the value of its assets and property.

The foregoing clauses shall be construed both as objects and powers and shall be deemed to be cumulative and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Corporation and the enjoyment thereof as conferred by the laws of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation is Rt. #1, Box 102, Bennett Point Road, Queenstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Marlene Frances Davis. Said Resident Agent is a citizen of this State and actually resides therein at Rt#1, Box 102, Bennett Point Rd., Queenstown, Maryland, 21658.

01472

SIXTH: The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares, without par value, all being of one class.

SEVENTH: The Corporation elects to have no board of directors, such election to become effective at such time as the organizational meeting of directors and the issuance of one or more shares of stock of the Corporation authorized thereat shall have been completed. Until such election becomes effective, the Corporation shall have two (2) directors, whose names are Ronald Richard Davis and Marlene Frances Davis.

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

(a) No shares of stock of the Corporation (including treasury stock) may be issued or sold at any time that there are shares of stock of the Corporation already outstanding, except upon the affirmative vote of the holders of all outstanding stock of the Corporation, unless otherwise provided by a stockholder's agreement to which all stockholders have actually assented.

(b) The Corporation shall not have outstanding: (i) any securities (including stock) which are convertible into its stock; (ii) any voting securities other than stock; or (iii) any options, warrants or other rights to subscribe for or purchase any of its stock which is other than nontransferable.

(c) 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, reclassification or otherwise.

(d) No action which may be taken by the stockholders on behalf of the Corporation and with respect to which any stockholder may have a personal or pecuniary interest, either on his own behalf or on behalf of any other party, shall be avoided or otherwise affected by reason of such interest, the intent hereof being to relieve each stockholder from any disability that might otherwise exist to contract with the Corporation for the benefit of himself or the partnership, firm or corporation in which he may be in any way interested.

(e) The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal or administrative, in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of the stockholders that it was to the interest of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of

01473

indemnification and reimbursement shall not be deemed exclusive of any other rights to which such individual may be entitled under the by-laws, agreement, vote of stockholders, statute or otherwise.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation, acknowledging the same to be his act, on this 28th day of February, 1979.

WITNESS:

Barbara B. Ware

Bruce Ware, Esq.
BRUCE WARE

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

THIS art of inc WAS
ARTICLES OF INCORPORATION RECEIVED FOR RECORD THIS 21st
OF June 1979 AT 10:32 AM
RE CWC #5 plus 598 AND RECORDED IN 947
LIBER CWC #5 plus 598 Clerton
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite W. Markin CLERK.

RECEIVED
CLERK-COURT
1979 JUN 21 AM 10:32
QUEEN ANNE'S COUNTY

JUN 21-79 A 29759 *****5

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 13, 1979 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2439, folio 01469, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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



A 82665



A 82599

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

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.

To the clerk of the Circuit Court of Queen Annes County

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

Recorded in Liber 2439, folio 00991 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

of Maryland March 9, 1979 at 10:00 o'clock A.M. as in conformity with law and ordered recorded.

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

RECEIVED
CLERK, CIRCUIT COURT
1979 JUN 21 AM 10:35
QUEEN ANNE'S COUNTY

JUN 21-79 A #29760 *****5

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Articles of Incorporation* WAS
RECEIVED FOR RECORD THIS *21st*
DAY OF *June* 1979 AT 10:35 A.M.
AND RECORDED IN
LIBER *Circ. #5 Vol. 003*
RECORD BOOK FOR QUEEN ANNES
COUNTY
974
Margaret W. Mendenhall
CLERK

LIBER 5 PAGE 606

ARTICLES OF INCORPORATION

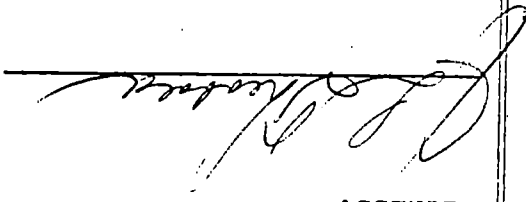
OF

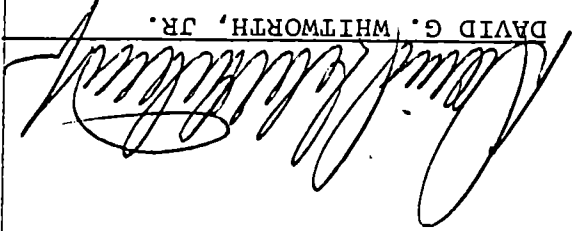
CHESAPEAKE CATAMARAN, INC
COUNTY

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7 day of March, 1979, and I acknowledge the same to be my act.

WITNESS:




DAVID G. WHITWORTH, JR.

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

HARRY BRIAN EILAND

EDWIN W. RONSAVILLE

DAVID G. WHITWORTH, 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, 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 may classify or reclassify any unissued shares 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 enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification" Section), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

CHESAPEAKE CATAMARAN, INC.

ARTICLES OF INCORPORATION

Handwritten initials

FIRST: I, DAVID G. WHITWORTH, JR., whose post office address is 7 Village Green, Crofton, Maryland 21114, being at least eighteen (18) years of age, 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 hereafter referred to as the "Corporation") is Chesapeake Catamaran, Inc.

THIRD: The purposes for which the Corporation are formed are:

(1) To engage in the business of the selling, rental, design, and construction of multi-hull new and used sailboats, related materials, designs, and the development, of related resources, systems, and accessory materials; and in all kinds and in all ways to deal in and with related machinery, appliances, products, tools and fittings used in connection therewith, and to generally do all things customarily done by those engaged in a similar business;

(2) To engage in other business related to marketing, sales, and advertising through various media sources in addition to the endeavors set forth in paragraph (1) of this Article and;

(3) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Pier 1 Marina at Kent Island, Stevensville, Maryland 21666.

The name and post office address of the Resident Agent of the Corporation in this State is David G. Whitworth, Jr., 7 Village Green, Crofton, Maryland 21114. Said Resident Agent is an individual actually residing in the State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

7-5-79 original mailed to David G. Whitworth, Jr., 7 Village Green, Crofton, Md. 21114

03301

C AND L OIL COMPANY, INC.

(A Close Corporation under Section 100)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That I, the subscriber, ROBERT W. LANTZ, whose post office address is Perry Corner Road, P. O. Box 125, Grasonville, Maryland 21638, being of full legal age, do, under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, hereby form a corporation.

ARTICLE I

NAME

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

C AND L OIL COMPANY, INC.

ARTICLE II

PURPOSE

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

A. To engage in the profession and/or business of oil and fuel products sales and delivery, which will include but not be limited to the following:

- 1) To sell fuel oil, gasoline, kerosene, diesel fuel and oil products of whatever type to both wholesale and retail purchasers;
- 2) To make such sales of oil and fuel products both on the premises of said business and through deliveries of the products;
- 3) To make such sales and deliveries of oil and fuel products to residential homes as well as to commercial businesses and farms;

CHIAPPARELLI
AND
BRESCHI
418 MERCANTILE BLDG.
TOWSON, MD. 21204
296-8820

LIBER

5 PAGE 007

7-5-79 original mailed to Chiapparelli and Breschi
409 Washington Ave
Towson, Md 21204

- 4) To purchase, own and lease trucks for the purpose of effecting deliveries of any and all types of oil products;
- 5) To perform such work and/or to engage sub-contractors to perform such work as necessary for the care of and supply to oil heating plants, home or commercial business heating plants and all other types of machinery to which deliveries are made;
- 6) To do and perform all activities and business normally related to a retail gas station as well as a fuel oil delivery business.

B. To engage in the business of purchasing fuel oil delivery routes as well as the leasing and/or purchasing of a gas station and fuel oil storage tanks. To enter into contracts with oil companies as necessary to purchase such fuel and oil products for resale purposes.

C. To borrow money and to issue evidence of indebtedness in furtherance of any and all of the objects of the business of the Corporation and to secure the same by mortgage, deed or trust, pledge or other lien.

D. To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation.

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

ARTICLE III

ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of

03303

Maryland will be maintained at Route 50 and Evans Avenue, Grasonville, Maryland 21638. The Resident Agent of the Corporation is Robert W. Lantz, whose post office address is Perry Corner Road, P. O. Box 125, Grasonville, Maryland 21638.

ARTICLE IV

STATUS OF CORPORATION

The Corporation shall exist as a close corporation until such time as the stockholders, by unanimous consent, shall file Articles of Amendment to change such status.

ARTICLE V

DIRECTORS

This Corporation shall have one Director and Robert W. Lantz shall act as such until the first annual meeting or until his successor or successors are duly chosen and qualified.

ARTICLE VI

CAPITAL STOCK

The total amount of the authorized stock of the Corporation is two thousand (2000) shares of common stock of no par value.

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration after first obtaining the unanimous approval of all stockholders of the Corporation.

ARTICLE VII

AMENDMENT

The Corporation, upon unanimous approval of the stockholders, reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law.

CHIAPPARELLI
AND
BRESCHI
410 MERCANTILE BLDG.
TOWSON, MD. 21204
200-6920

ARTICLE VIII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE IX

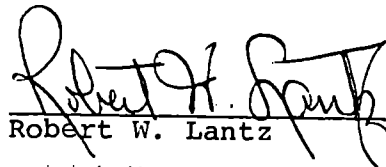
This Corporation is formed under the articles, provisions and conditions herein expressed and is subject in all respects to the provisions and limitations relating to corporations which are contained in the Statutes of the State of Maryland, governing and providing for the formation of corporations under its General Laws.

ARTICLE X

The Corporation may begin to carry on any of its businesses authorized by these Articles of Incorporation at any time after incorporation in the discretion of its Board of Directors, without all of its stock being subscribed and/or paid for.

IN WITNESS WHEREOF, I have signed and affixed my seal to these Articles of Incorporation on this 15 day of February, 1979.

Witness:


Robert W. Lantz

(SEAL)

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

I HEREBY CERTIFY that on this 15th day of February, 1979, before me, the subscriber, a Notary Public in and for the State of Maryland, County of Queen Anne's, personally appeared Robert W. Lantz, the within incorporator, and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



William S. Smithey
NOTARY PUBLIC

My Commission expires: 7-1-82

- 4 -

CHIAPPARELLI
AND
BRESCHI
418 MERCANTILE BLDG.
TOWSON, MD. 21204
296.6820

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

THIS Arts/Inc WAS
RECEIVED FOR RECORD THIS 21st
DAY OF June 1979 AT 10:35 A.M.
RE AND RECORDED IN
LIBER CWC #5 folio 6079 of Platens
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION
OF
C AND L OIL COMPANY, INC.

Margaret W. Markin CLERK

RECEIVED
CLERK-CIRCUIT COURT
1979 JUN 21 AM 10:35
QUEEN ANNE'S COUNTY

JUN 21-79 A 29761 *****5.C

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 26, 1979 at 1:00 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2437, folio 5 03300, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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



A 82017

02292
~~02084~~

MINUTES OF THE
BOARD OF DIRECTORS MEETING OF
MARLING FARMS COMMUNITY ASSOCIATION, INC.

The Meeting of the Board of Directors of Marling Farms Community Association, Inc. took place at their main office located in Marling Farms, Chester, Maryland on the 20th day of March, 1979, at 7:00 o'clock p.m. pursuant to the waiver of notice attached hereto and signed by all members of the Board of Directors.

Those present were:

- Lester E. Barton
- James A. Middleton
- Anthony A. O'Brien
- George F. Pease
- Frances Taylor
- James Tolson
- Charles C. Wain

being all the Directors of the Corporation. Also present were Carl M. Jones, President of the Corporation and C. Ellen Thomas, Secretary of the Corporation.

Carl M. Jones was made Chairman of the meeting and C. Ellen Thomas Secretary thereof. The Chairman stated for the record that the Resident/Agent of the Corporation, Robert Kreiger, had died and further stated that the purpose of this meeting was to select a successor. Thereupon, the following resolution was made, seconded and unanimously passed:

BE IT RESOLVED that Frank Allan Thomas, whose address is Rt. 1, P. O. Box 437, Chester, Maryland 21619 be appointed the Resident Agent for Marling Farms Community Association, Inc.

It was noted that Frank Allan Thomas is a citizen of the State of Maryland and actually resides therein.

The Chairman of the meeting then brought up the question of changing the principal office of the Corporation. After discussion, it was moved, seconded and unanimously resolved, as follows:

BE IT RESOLVED that the principal office of Marling Farms Community Association, Inc. be changed to Box 123, Chester, Maryland, 21619.

The Chairman of the meeting then instructed C. Ellen Thomas, Secretary, to see that a certified copy of these resolutions be given to Patrick E. Thompson, Esquire, of 109 Lawyers Row, Centreville, Maryland, the Corporate Attorney, and that Mr. Thompson be instructed to see that the same was properly filed with the Department of Assessments and Taxation.

There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned.

C. Ellen Thomas
C. Ellen Thomas
Secretary

9/11/79 original mailed to Edward Guxer, Esq.
109 Lawyers Row
Centreville, Md 21617

I do hereby certify that the within and foregoing is a true and correct copy of the Minutes of the Board of Directors Meeting of Marling Farms Community Association, Inc., held the 30th day of March, 1979.

C. Ellen Thomas
C. Ellen Thomas
Secretary

We, the undersigned, being all the Directors of Marling Farms Community Association, Inc., do hereby waive notice of the time and place of meeting held the 30th day of March, 1979.

Lester E. Barton
Lester E. Barton

James A. Middleton
James A. Middleton

Anthony A. O'Brien
Anthony A. O'Brien

George F. Pease
George F. Pease

Frances Taylor
Frances Taylor

James Tolson
James Tolson

Charles C. Wain
Charles C. Wain

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT &
AGENT'S ADDRESS

OF

MARLING FARMS COMMUNITY ASSOCIATION, INC.

1070

3

received for record March 30, 1979

, at 12:01 P. M.

and recorded on Film No. 2441

Frame N02291 one of

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

To the clerk of the Circuit court of Queen Annes County

AA N^o 17309

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

AUG 29-79 A 22456 *****1.25

RECEIVED
CLERK, CIRCUIT COURT
1979 AUG 29 AM 11:33
QUEEN ANNE'S COUNTY

Mr. Clerk Mail to: Edward Turner
109 Lawyer's Row
Centreville, Maryland 21617

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

THIS *art/mc* WAS
RECEIVED FOR RECORD THIS *29th*
DAY OF *Aug* 1979 AT *11:33 A.M.*

RE AND RECORDED IN
LHIER *CWC #5 folio 613 Charter*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

FMC

CLERK

Margurite M. Hopkins

LIBFR 5 PAGE 615

9/11/79 original mailed to Robert D. Few
Woodland Rd.
Salisbury, Md. 21801

LBFR

5 PAGE 616

00462

GOLDSTEIN ENTERPRISES, INC.

ARTICLES OF REVIVAL

(TITLE 3, SUBTITLE 508-509-510 of
"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF THE ANNOTATED CODE
OF MARYLAND)

13

Goldstein Enterprises, Inc., a Maryland corporation having its principal office in Centreville, Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENT AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on Nov 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 Goldstein Enterprises, Inc.

THIRD: The name by which the Corporation will hereafter be known is Goldstein Enterprises, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 101 North Commerce Street, Centreville, Queen Anne's County, Maryland 21617, 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.

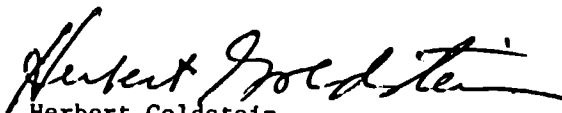
(b) The name and post office address of the resident agent of the corporation in the State of Maryland are Herbert Goldstein, Route 1 Box 38 Chestertown, Queen Anne's County, Maryland 21620. Said resident agent is a citizen actually residing in this State.

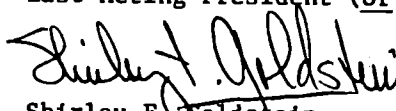
FIFTH; At or prior to the filing of these Articles of Revival, the Corporation has:

- (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 March , 1979.


Herbert Goldstein
Last Acting President (or Vice-President)


Shirley F. Goldstein
Last Acting Secretary (or Treasurer)

STATE OF MARYLAND,

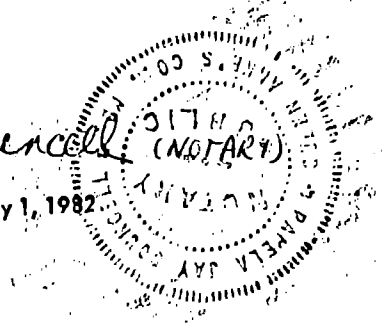
County of Queen Anne's, ss:

I HEREBY CERTIFY that on March 27, 1979, before me, the subscriber, a notary public of the State of Maryland in and for the County of Queen Anne's, personally appeared Herbert Goldstein, the last acting President and Shirley F. Goldstein, the last acting Secretary of Goldstein Enterprises, 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.

Pamela J. Coercell

My Commission Expires July 1, 1982



ARTICLES OF REVIVAL
OF
GOLDSTEIN ENTERPRISES, INC.

1056

RECEIVED
CLERK CIRCUIT COURT
1979 AUG 29 AM 11:35
QUEEN ANNE'S COUNTY

AUG 29-79 A 22457 *****56

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 17, 1979 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2441, folio 0461, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

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, A 83270
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *art/ inc* WAS
RECEIVED FOR RECORD THIS *29th*
DAY OF *Aug* 1979 AT *11:35 A* M.
AND RECORDED IN
LIBER *CWC # 5 folio 616 Charters*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

bt *Marguerite M. Marpen* CLERK
LIBER 5 PAGE 619

ARTICLES OF INCORPORATION

OF

STANFORD COMMUNITY ASSOCIATION, INC.

J. Donald Braden, whose post office address is Farmers National Bank Building, Centreville, Maryland 21617, being at least eighteen years of age, has executed these Articles of Incorporation for the purpose of forming a corporation under the general laws of the State of Maryland.

FIRST. The name of the corporation is:

STANFORD COMMUNITY ASSOCIATION, INC.

and is hereafter referred to as "the Association."

SECOND. The purposes for which the Association is formed are:

(a) To administer the activities of, hold title to recreational land located in, and collect and disburse annual fees for the maintenance of recreational land located in the subdivisions known as Brownsville and Stanford, Third Election District, Queen Anne's County, Maryland;

(b) To acquire rights, titles, easements and estates within or pertaining to Brownsville and Stanford Subdivisions and to exercise all powers, including discretionary powers, duties and obligations given by, or incident to, such rights, titles, easements and estates;

(c) 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;

(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 exercise any other power granted by law to corporations of the State of Maryland and to do every other act or thing not inconsistent with law, whether or not directly related to the aforesaid purposes.

THIRD. The Association is not authorized to issue capital stock. The Board of Directors shall choose the first members in accordance with the By Laws. Only owners of property in Brownsville and Stanford Subdivisions shall be eligible for membership in the Association. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By Laws. The members have all of the powers and duties conferred by law upon "Stockholders" or "holders of Shares", except that no member has any pecuniary or other interest in the

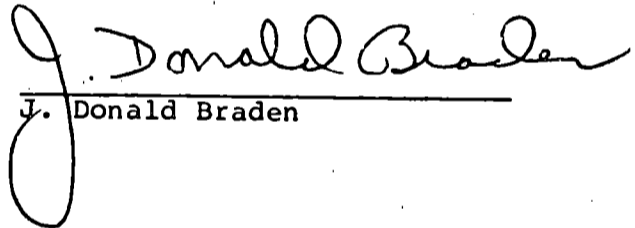
00794

Association; and membership may not be assigned, devised or otherwise transferred. In addition, the By Laws may prescribe different classes of members and prescribe the rights, privileges and qualifications of each class.

FOURTH. The post office address of the principal office of the Association in this State is Friel Lumber Company, Queenstown, Maryland 21658. James R. Friel, Jr., whose post office address is Friel Lumber Company, Queenstown, Maryland 21658, is the resident agent of the Association in this State and is a citizen of the State of Maryland and actually resides therein.

FIFTH. The Association shall have such number of directors, not less than three, as may from time to time be elected by the members. S. E. W. Friel, Jr., James R. Friel and James R. Friel, Jr. shall act as Directors until the first annual meeting and until their successors are duly chosen and qualify.

In accordance with Section 1-302, Corporations and Associations Article, of the Annotated Code of Maryland, I hereby acknowledge the foregoing Articles of Incorporation to be my act.


J. Donald Braden

1092

ARTICLES OF INCORPORATION
OF
STANFORD COMMUNITY ASSOCIATION, INC.

RECEIVED
CLERK, CIRCUIT COURT
1979 AUG 29 AM 11:35
QUEEN ANNE'S COUNTY

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 6, 1979 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2442, folio 0079, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

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 DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND
I HEREBY CERTIFY THAT
art/enc WAS
RECEIVED FOR RECORD THIS 29th
AUG 1979 AT 11:35 A.M.
AND RECORDED IN
LIBER D.W.C #6 folio 620 Clusters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

GCP

Margurite W. Marpen
CLERK

00396

L.S.

ARTICLES OF INCORPORATION
OF
RIT-SEITZ, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Bruce Ware, whose post office address is Post Office Box 380, Chester, Maryland 31619, 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

Rit-Seitz, Inc.

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

(a) To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

(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 for any such property,

rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or 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 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 of assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

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

00398

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 Rt. 1, Box 440, Stevensville, Maryland 21666. The resident agent of the Corporation is Anthony W. Seitz, whose post office address is Rt. 1, Box 440, 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 1000 shares, without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have four (4) directors and Robert M. Seitz, William O. Ritter, Anthony W. Seitz, and Betty B. Ritter, 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 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 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.

00400

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this day of April, 1979.

WITNESS:

Beverly M. Ringgold

Bruce Ware (SEAL)
BRUCE WARE

STATE OF MARYLAND)
COUNTY OF QUEEN ANNES) SS.

I HEREBY CERTIFY, that on this 1st day of APRIL, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared BRUCE WARE, and he/~~she~~ did acknowledge the foregoing Articles of Incorporation to be his/~~her~~ act.

AS WITNESS my hand and Notarial Seal.



Beverly M. Ringgold
Notary Public
My Commission Expires: July 1, 1982

LIBER 5 PAGE 628
ARTICLES OF INCORPORATION
OF

RIT-SEITZ, INC.

1090

RECEIVED
CLERK, CIRCUIT COURT
1979 AUG 29 AM 11:36
QUEEN ANNE'S COUNTY

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

THIS Art / Inc WAS
RECEIVED FOR RECORD THIS 29th
DAY OF Aug 1979 AT 11:36 A.M.

RE AND RECORDED IN
LIBER CWC #5 folio 623 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

AUG 29-79 A #22459 *****5.0.

Margurite M. Martin CLERK

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

of Maryland April 6, 1979 at 1:00 o'clock PM. as in conformity

with law and ordered recorded.

Recorded in Liber 2442, folio 00393 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court 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. Sumner



A 83800

01951

ARTICLES OF INCORPORATION
OF
MAGNOLIA CONSTRUCTION COMPANY, INC.

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 eighteen 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:

MAGNOLIA CONSTRUCTION COMPANY, INC.

THIRD: The Corporation is a close corporation authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) To engage in a business of general contracting and building as a contractor, sub-contractor or otherwise and in all phases and aspects of building and construction.

(b) To acquire by purchase or in any other manner and take, receive, own, hold, use, employ, improve and otherwise deal with any interest in real or personal property;

(c) To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets;

(d) To make contracts and guarantees, to incur liabilities, and borrow money;

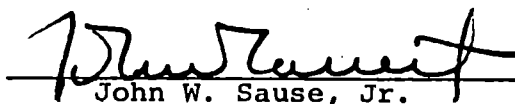
(e) To engage in any other lawful business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The address of the principal office of the Corporation in this State is: Post Office Box 73, Grasonville, Queen Anne's County, Maryland 21638. The resident agent of the Corporation is: Mary Virginia Rada, whose address is: Post Office Box 73, Grasonville, Queen Anne's County, Maryland 21638. The resident agent is a citizen of the State of Maryland who resides here.

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 which shares are of one class and are designated common stock.

SEVENTH: Initially, the Corporation shall have one Director, who shall be Mary Virginia Rada and who shall serve until the time that the organization meeting of directors is held as required by Section 2-109 of the Corporations and Associations Article of the Annotated Code of Maryland and the issuance of at least one share of stock of the Corporation has been completed. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF I have signed these Articles of Incorporation on the 29th day of March, 1979, and I certify those Articles to be my act.


John W. Sause, Jr.

ARTICLES OF INCORPORATION
OF
MAGNOLIA CONSTRUCTION COMPANY, INC.

1081

RECEIVED
CLERK, CIRCUIT COURT
1979 AUG 29 AM 11:36
QUEEN ANNE'S COUNTY

AUG 29-79 A 22460 *****5

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 30, 1979 at 9:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2441, folio 1950, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

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. Summers



STATE OF MARYLAND, A 83504
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS art / inc WAS
RECEIVED FOR RECORD THIS 29th
DAY OF Aug 1979 AT 11:36 A.M.
RECORDED BY
CLERK CWC #5 folio 629 Charters
RECORD BOOK FOR QUEEN ANNES
COUNTY

bt

Marguerite W. Rankin
CLERK
LIBER 5 PAGE 631

9-11-74 Original mailed to John - Clarence North, Esq., Suite 208-11, Stewart Bldg. Easton, Md.

15

BEECHER'S GARAGE, INC.
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, VIRBROOK N. BEECHER, whose Post Office Address is Queenstown, Maryland 21658; DORIS JEAN MESSER, whose Post Office Address is Queenstown, Maryland 21658; DALE M. BEECHER, whose Post Office Address is Queenstown, Maryland 21658; and DAVID V. BEECHER, whose Post Office Address is Queenstown, Maryland 21658; all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

BEECHER'S GARAGE, INC.

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

(a) The general nature of its business shall be to own, lease, operate garages and filling stations for motor vehicles of all descriptions; to manufacture, buy, sell, rent, store, prepare and care for motor vehicles of all kinds, their parts, appurtenances, accessories, supplies, tools, equipment and all other personal property of every kind and description; to make loans secured by motor vehicles, their parts, appurtenances, supplies and accessories, and to deal in such securities; to own, operate, and manage parking places for motor vehicles, and to do any or all things necessary or incident to the business of the

01339

corporation, and to exercise and possess the powers herein set forth as fully as natural persons, whether as principal, agent, trustee or otherwise.

(b) To lend money or make advances from time to time to such extent, to such borrowers, on such terms, and on such security, if any, as the Board of Directors of the corporation may determine.

(c) To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges, and franchises as may lawfully be purchased, exchanged, hired, or acquired under the Stock Corporation Law of the State of Maryland.

(d) To acquire and to take over as a going concern and then to carry on the business of any person, firm, or corporation engaged in any business which this corporation is authorized to carry on, and in connection with such to acquire the goodwill and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business.

(e) To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of and deal with real and personal property at any such place or places.

(f) To do any of the things enumerated above for itself or for others and to make and perform contracts for doing any part thereof.

(g) To deal in stocks, bonds, commercial paper, mortgages and other securities, to manage estate and properties, including the buying, selling, leasing, improving and dealing in

- Page 2 -

lands and tenements. 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 to take securities for the payment of all sums due the corporation and to sell, assign and release such securities.

(h) 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.

(i) 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.

(j) 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, in accordance with the laws of Maryland.

(k) 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

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to account, the same.

(1) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges or 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.

(m) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of this 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 purchases, or for any other lawful considerations, 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

- Page 4 -

JOHN-CLARENCE NORTH Attorney at Law SUITE 208-11 STEWART BUILDING . EASTON, MARYLAND 21601

LIBRE

5 PAGE 635

or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the corporation for its corporate purposes.

(n) To carry 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, Maryland 21658. The Resident Agent of the corporation is VIRBROOK N. BEECHER, whose Post Office Address is Queenstown, Maryland 21658. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

- Page 5 -

FIFTH: The total number of shares of stock which the corporation has authority to issue is TEN THOUSAND (10,000) shares of the par value of TEN DOLLARS (\$10.00) each, all of which shares are of one (1) Class and are designated common stock. The aggregate par value of all shares having par value is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

SIXTH: The corporation shall have not less than three (3) directors and VIRBROOK N. BEECHER, DORIS JEAN MESSER, DALE M. BEECHER and DAVID V. BEECHER 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:

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

(2) 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 of 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.

(3) 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.

(4) The corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing

the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(5) No holders of stock of the corporation shall have any preferential right of subscription to any shares 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 stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(6) 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.

(7) 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.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 11th day of April, 1979.

WITNESS:

Louis M. Worm. Virbrook N Beecher (SEAL)
VIRBROOK N. BEECHER

Louis M. Worm. Doris Jean Messer (SEAL)
DORIS JEAN MESSER

Louis M. Worm. Dale M Beecher (SEAL)
DALE M. BEECHER

Louis M. Worm. David V Beecher (SEAL)
DAVID V. BEECHER

STATE OF MARYLAND Talbot COUNTY, To-wit:

THIS IS TO CERTIFY, That on April 11,

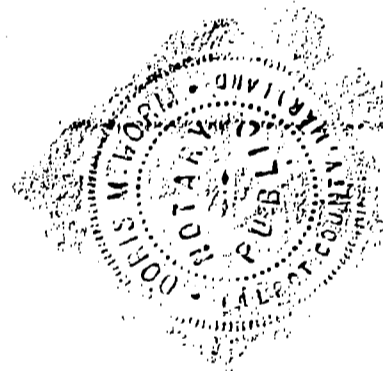
01347

1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared VIRBROOK N. BEECHER, DORIS JEAN MESSER, DALE M. BEECHER and DAVID V. BEECHER, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

Doris M. Worm
Notary Public.

My Commission Expires:
July 1, 1982.



- Page 10 -

JOHN-CLARENCE NORTH Attorney at Law SUITE 208-11 STEWART BUILDING - EASTON, MARYLAND 21601

LIBER

5 PAGE 641

ARTICLES OF INCORPORATION
OF
BEECHER'S GARAGE, INC.

1095

RECEIVED
CLERK OF CIRCUIT COURT
1979 AUG 29 11:11:36
QUEEN ANNE'S COUNTY

approved and received for record by the State Department of Assessments and Taxation 79 A #22461 *****7.50
of Maryland April 17, 1979 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2442, folio 0133, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 30.00 Special Fee paid \$

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. Summers



A 83944

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *art/enc* WAS
FILED *29th*
Aug 1979 at 11:36 A.M.
AND RECORDED IN
LIBER *CWC #5 folio 632 Charters*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite M. Manser
CLERK

GDW

ARTICLES OF INCORPORATION
OF
R & R ERECTORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ROGER J. KAHL, whose post office address is Route 3, Box 615, Severn, Maryland 21144; ROGER R. ROUSSELL, SR., whose post office address is 6040 Central Avenue, Baltimore, Maryland 21207; and JOAN ANN ROUSSELL, whose post office address is 6040 Central Avenue, Baltimore, Maryland 21207, all being of full legal age, do, under and by the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: The name of the said corporation, which is hereinafter called "Corporation", is:

R & R ERECTORS, INC.

THIRD: Principal Office and Resident Agent: The post office address of the place where the principal office of the Corporation in this state will be located is Box 174, Queenstown, Queen Anne's County, Maryland 21658. The resident agent of the Corporation is ROGER R. ROUSSELL, SR., 6040 Central Avenue, Baltimore, Maryland 21207. The said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: Directors: The Corporation shall have three Directors, which number may be increased and changed from time to time, subject to the provisions of the By-Laws and ROGER J. KAHL, ROGER R. ROUSSELL, SR., and JOAN ANN ROUSSELL shall act as such Directors until the first

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

FIFTH: Purposes: 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 conduct, manage, operate and carry on a steel erection and construction business and the work connected therewith.

B. To convey, divide, subdivide, plat, improve and develop lands for the purpose of sale or any other purpose and to do and perform all things necessary, desirable and lawful for the development and the improvement of the same for residence, trade, business or any other purpose.

C. To carry on any and all business as manufacturers, producers, processors, merchants, wholesalers and retailers, importers, and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell, and otherwise deal in any materials, articles, or things required in connection with or incidental to the business of the Corporation.

D. To act as agent or representative of corporations, firms and individuals.

E. To have one or more offices and places of business and to carry on all or any of its operations and business, and without restriction or limit as to the amount or place, in any of the states, districts, territories, or colonies of the United States, and in any foreign countries, subject to the laws of such state, district, territory, colony or country.

F. To make and enter into all kinds of contracts, agreements and obligations by or with any person, firm, corporation and association

for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, any article of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and any and all acts proper or necessary for the purpose of business.

G. To purchase and otherwise acquire, hold, lease, assign, sell, transfer, convey, mortgage, pledge, exchange and otherwise dispose of any real or leasehold property in the state of Maryland or anywhere else in the United States and 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 improvements 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 this Corporation.

H. To acquire all or any part of the goodwill, rights, property, and business of any person, firm, association or corporation, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired.

I. To purchase or otherwise acquire any and all letters, patents, and similar rights, granted by the United States or any other country or government, licenses, and the like or any other interest therein, or any inventions, processes and formulae, which may seem capable of being used for or in connection with any of the objects or purposes of the Corporation, and to use, develop, sell and grant licenses in respect to or other interests in the same; to purchase, acquire, apply for, register, secure, hold, own

or sell, or otherwise dispose of any and all copyrights, trademarks, trade-names and distinctive marks.

J. 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, in any part of the world, and, 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 power suitable, convenient or proper for accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may be conducive to or expedient for the accomplishment of any such purposes; and in furtherance of the foregoing and of all of the powers in this article granted, to execute, from time to time, such general or special powers of attorney, and to such persons as the Board of Directors may approve, granting to such persons all powers, either in the United States or in any other country, state, territory or locality which the Board of Directors may determine, and to revoke such powers of attorney as and when the Board of Directors may desire.

K. To acquire in any manner, hold, sell, assign, transfer, mortgage, pledge or otherwise deal in or with and guarantee the capital stock, bonds and other securities or evidence of indebtedness, as well as any dividends, interest, premiums or profits thereon, of any domestic or foreign private or public corporation, and while the holder of such stock or other securities or indebtedness to exercise all the rights and privileges of ownership, including the right to vote thereon, and the right to transfer the same unconditionally or otherwise to the same extent as a natural person might or could do.

L. To obtain credits or monies in any manner, at any time and in any amount for any of the objects of this Corporation, and to make, draw, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, other securities and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any thereof and of the interest thereon by mortgage upon or by pledge, conveyance or assignment of any part of the whole of the property owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities and obligations of this Corporation for any of its corporate objects.

M. To purchase, acquire, hold and release the shares of its capital stock subject to the laws of the State of Maryland.

N. 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.

O. In general, to engage in and carry on anywhere any other business, whether manufacturing, or otherwise in connection with the foregoing, and to have and exercise all of the powers conferred by the laws of the State of Maryland upon corporations, and alone or with others to do any or all of the things therein set forth as principal, agent, broker, contractors, trustee, or otherwise, to the same extent as natural persons might or could do.

P. The businesses, purposes or objects set out in the preceding clauses shall, except where otherwise expressed, be in no way limited or restricted, by reference to, or inferences from, the terms of any other clause in these Articles of Incorporation, but the businesses, purposes or

objects specified in each of the foregoing clauses of this Article shall be regarded as independent businesses, objects and purposes.

Q. The above granted powers are in furtherance of and not in limitation of the general powers conferred upon the Corporation by law, and this Corporation shall be entitled to transact its business in any manner lawfully permitted.

SIXTH: Stock: The total number of shares of stock which the Corporation has authority to issue is one thousand (1000) shares all of one class without par value.

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

B. No contract or other transaction between this Corporation and any other corporation, whether or not a majority of the capital stock of either corporation shall be owned by the other, shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporations, and any director or 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 person or persons, 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 any wise interested, and any Director of the Corporation, who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum, at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract, act or transaction, and may vote there to authorize any such contract, act or transaction with like force and effect as if he were not such officer or director of such corporation or not so interested.

C. 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 amendment changing the terms of any class of its stock by classification, reclassification or otherwise, and no such amendment shall be valid unless such a change of terms shall have been authorized by the holders of a majority of all such stock entitled to vote at the time outstanding, by a vote at a meeting or in writing or without a meeting.

EIGHTH: Duration: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we signed these Articles of Incorporation on the 11th day of April, 1979.

WITNESS:

William A. Hahn Roger J. Kahl (SEAL)
ROGER J. KAHL

William A. Hahn Roger R. Russell, Sr. (SEAL)
ROGER R. ROUSSELL, SR.

William A. Hahn Joan Ann Russell (SEAL)
JOAN ANN ROUSSELL

* * * * *

STATE OF MARYLAND,

COUNTY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 11th day of April, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROGER J. KAHL, ROGER R. ROUSSELL, SR., and JOAN ANN ROUSSELL, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.

William A. Hahn
WILLIAM A. HAHN, JR. - Notary Public
My Commission Expires: July 1, 1982

WAHjr:sb
4/10/79

RECEIVED
CLERK, CIRCUIT COURT
1979 AUG 29 AM 11:37
QUEEN ANNE'S COUNTY

1098

ARTICLES OF INCORPORATION
OF
R & R ERECTORS, INC.

AUG 29-79 A #22462 *****6.50

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 12, 1979 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2442, folio 9 02117, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 26.00 Special Fee paid \$ _____

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. Summers



STATE OF MARYLAND, A 84060
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT
THIS art/ Inc WAS
RECEIVED FOR RECORD THIS 29th
DAY Aug 1979, AT 11:37 A.M. gcp
AND RECORDED IN
LIBER CWC #5 folio 643 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Marguerite M. [Signature]
LIBER 5 PAGE 651

C & M ELLINGSWORTH, INC.

01325

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ernest S. Cookerly, whose post office address is Chestertown, Maryland 21620; M. Geraldine Morris, whose post office address is Chestertown, Maryland 21620; and Floyd L. Parks, whose post office address is Chestertown, Maryland 21620; 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

"C & M ELLINGSWORTH, INC."

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

(a) To breed, raise, buy, sell, import and export all kind of poultry; to operate broiler houses, to buy, sell, import and export, eggs for hatching, to hatch eggs, and buy and sell baby chicks and breeding stock; to exhibit poultry at fairs and generally to maintain, conduct and operate a poultry farm; to carry on the business of general farming; and to acquire all real estate and plants necessary to carry out the above objects.

(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.

01326

- 2 -

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

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

(g) To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds, or other securities or evidences of indebtedness issued or created by, any other

corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

The foregoing enumeration of the purposes, 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 Rt. 1, Box 67, Millington, Queen Anne's County, Maryland 21651. The name and post office address of the Resident Agent of the Corporation in this State are Clyde Ellingsworth, Rt. 1, Box 67, Millington, Queen Anne's County, Maryland 21651. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation

has authority to issue is one thousand (1,000) shares of 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 three (3) which number may be increased, pursuant to the By-Laws of the Corporation not to exceed seven (7), 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 Clyde Ellingsworth, Rt. 1, Box 67, Millington, Maryland 21651, Margaret Graham Ellingsworth, Rt. 1, Box 67, Millington, Maryland 21651, and Clyde D. Ellingsworth, Rt. 1, Box 67, Millington, Maryland 21651.

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.

01330

IN WITNESS WHEREOF, we have signed these Articles of Incorporation,
on the 16th day of April, 1979.

Witness:

Nancy Lee Jewell

Ernest S. Cookerly (SEAL)
Ernest S. Cookerly

Nancy Lee Jewell

M. Geraldine Morris (SEAL)
M. Geraldine Morris

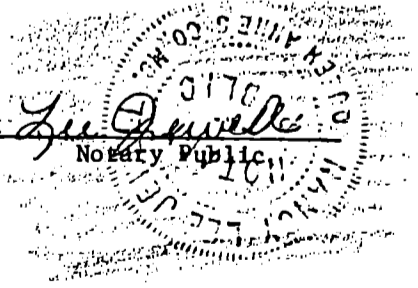
Nancy Lee Jewell

Floyd L. Parks (SEAL)
Floyd L. Parks

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

I HEREBY CERTIFY, that on this 16th day of April, 1979,
before me, the subscriber, a Notary Public of the State and County aforesaid,
personally appeared Ernest S. Cookerly, M. Geraldine Morris 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 Jewell
Notary Public


My commission expires:

July 1, 1982.

RECEIVED
CLERK CIRCUIT COURT
1979 AUG 29 AM 11:38
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION
OF
C & M ELLINGSWORTH, INC.

1095

AUG 29-79 A 22463 *****5.50

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 17, 1979 at 2:00 o'clock P M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2442, folio 01321, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$

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. Summers



A 83942

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

THIS *cert/Inc* WAS
RECEIVED FOR RECORD THIS *29th*
DAY OF *Aug* 1979 AT *11:38* A.M.
RE AND RECORDED IN
LIBER *CWC # 5 p. 652 Charters*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Marguerite M. Maxson CLERK

GDW

00926

ARTICLES OF INCORPORATION

OF

BAY BREAKERS C. B. CLUB, INC.

FIRST: I, Michael R. Foster, whose post office address is Shopping Center Road, P.O. Box 367, Stevensville, Maryland, 21666, being at least eighteen 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 called the "Corporation") is BAY BREAKERS C. B. CLUB, INC.

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

a. To aid, encourage, advise and correlate the use and activities of operating, transmitting and receiving on Citizen Band radios, and to promote the educational values therein.

b. To foster the lawful use of Citizen Band radios for the benefit of the public at large, including, but not limited to organizational and fund raising activities for charitable and educational purposes.

c. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), and, more specifically to receive and administer funds for such charitable and educational

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
758-1660

LIBER

5 PAGE 659

9-11-79 Original mailed to Price + Foster
Shopping Center Rd. P.O. Box 367
Stevensville, Md 21666

purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any

00922

corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent that exercise of such powers are in furtherance of exempt purposes.

d. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 purposes set forth in Article THIRD hereof. 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).

FOURTH: The post office address of the principal office of the Corporation is P.O. Box 208, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation is Michael R. Foster, P.O.Box 367, Stevensville, Maryland, 21666. Said Resident Agent is an individual actually residing in this state.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are Lee Coultas, Louise Campbell, Faye Hickman, Charles Campbell, Raymond J. Schleecher.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporations activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its by-laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

00924

NINTH; In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for 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 and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501 (c)(3) of the Internal Revenue Code of 1954, but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) 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 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of March, 1979, and I acknowledge the same to be my act.

WITNESS:

Bethy Johnson

Michael R. Foster
Michael R. Foster

RECORDED
CLERK OF THE COURT
1979 AUG 29 AM 11:38
QUEEN ANNES COUNTY

ARTICLES OF INCORPORATION
OF
BAY BREAKERS C. B. CLUB, INC.

1093

AUG 29-79 A #22464 *****5.50

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 10, 1979 at 2:30 o'clock P M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2442, folio ⁰⁰⁹¹⁹ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$

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. Summers



A 83893

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

THIS *Art/Inc* WAS RECEIVED FOR RECORD THIS *29th* Aug 1979 at 11:38 AM

AND RECORDED IN LIBER *CWC #5 folio 659* Charters RECORD BOOK FOR QUEEN ANNE'S COUNTY

Margurite tel Martin

GDW

00212

RESOLUTION OF THE BOARD OF DIRECTORS
OF UNITED SHELLFISH COMPANY, INCORPORATED

The Board of Directors having met this 15 day of
MAY, 1979, pursuant to the Articles and By-Laws
of the Corporation, it is, this 15 day of MAY,
1979, by the Board of Directors,

RESOLVED, that the resident agent of the Corporation be,
and the same hereby is, changed to Michael R. Leedy, Post Office
Box 145, Grasonville, Maryland, 21638, and it is further,

RESOLVED, that Michael R. Leedy is hereby directed to make
appropriate notification to the Maryland Department of Assessments
and Taxation that this change is effective immediately.

DATE:

May 16 1979

BY THE BOARD OF DIRECTORS:

Greg J. Rogers Pres.

1979 5 1979

10-8-79. orig mailed United Shellfish Co Inc
Grasonville Md.
21638

RECEIVED
CLERK, CIRCUIT COURT NOTICE OF CHANGE OF RESIDENT AGENT &
AGENT'S ADDRESS

1979 SEP 27 AM 9:48

QUEEN ANNE'S COUNTY

OF

UNITED SHELLFISH CO., INC.

1219

received for record May 18, 1979

at 8:30 A.M.

and recorded on Film No. 2445

Frame No 00211 one of

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

To the clerk of the Circuit

court of Queen Anne's County

AA No 17462

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

SEP 27-79 A 23723 *****1.25

Mr. Clerk Mail to: United Shellfish Co., Inc.
Grasonville, Maryland 21638

YMO

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS *Change of Res. Agent* WAS

RECEIVED FOR RECORD THIS *D.C.*

DAY OF *Sept.* 19 *79* AT *9:48 A.* M.

RE AND RECORDED IN

LIBER *C.W.#5, Folio 667, Charters, etc.*

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

Marquette W. Martin CLERK

1.25

ARTICLES OF AMENDMENT
MSM SECURITY SERVICES, INC.

MSM Security Services, Inc., a Maryland corporation having its principal office in Stevensville, Maryland (hereinafter called the Corporation), hereby certifies to the Department of Assessments and Taxation of the State of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by adding to Article Third the following:

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

- a. (12) That all services to be rendered in paragraphs 1 - 11 will be rendered only by contract with the United States Government and its agencies.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on April 25, 1979, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that said amendments of the charter were advisable and directing that they be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held May 9, 1979.

THIRD: Notice setting forth the said amendment of the charter or a summary of the changes to be effected by said amendments of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the unanimous vote of the stockholders.

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, MSM Security Services, Inc. has caused these presents to be signed in its name and on its behalf by its President and its

HENRY W. HARTLOVE, P.A.
ATTORNEY AT LAW
102 DALEVIEW COURT
TIMONIUM, MD. 21093
(301) 252-3021

corporate seal to be affixed and attested by its Secretary on May 9, 1979.

ATTEST:

MSM SECURITY SERVICES, INC.

Priscilla L. Wylds
Priscilla L. Wylds, Secretary

By Michael Mileski
Michael Mileski, President

STATE OF MARYLAND)
BALTIMORE COUNTY) ss:

I hereby certify that on May 9, 1979, before me, the subscriber, a notary public of the State of Maryland, in and for the County aforesaid, personally appeared Michael Mileski, President of MSM Security Services, 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 Priscilla L. Wylds and made oath in due form of law that she was Secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

Henry F. Hartlove
Henry F. Hartlove, Notary Public
My commission expires 7/1/82

HENRY W. HARTLOVE, P.A.
ATTORNEY AT LAW
108 DALEVIEW COURT
TIMONIUM, MD. 21093
(301) 852-9681

RECEIVED
CLERK, CIRCUIT COURT
1979 SEP 27 AM 9:48
QUEEN ANNE'S COUNTY

1244

PAPER TO MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT ARTICLES OF AMENDMENT
OF
THIS *Articles of Amend.* RECEIVED FOR RECORD THIS *27th*
DAY OF *Sept* 19 *79* AT *9:48 A.* MSM SECURITY SERVICES, INC.
RE AND RECORDED IN
LIBER *Cwe #5, folio 669 Charter*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

SEP 27-79 A 23724 *****5.0

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 23, 1979 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

3
Recorded in Liber *2445*, folio *196*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

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. Summers



A 85386

LIBER 5 671

10-8-79 orig. Mailed George Homberg
P.O. Box 207
Stevensville, Md 21666

14

KENT ISLAND LODGE NO. 2576
OF THE BENEVOLENT AND PROTECTIVE
ORDER OF ELKS OF THE U.S.A., INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George M. Homberg, Jr., whose Post Office address is Stevensville, MD 21666, Francis R. Hauer, whose Post Office address is Stevensville, MD 21666, and Robert C. Henning, whose Post Office address is Stevensville, MD 21666; 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 Kent Island Lodge No. 2576 of the Benevolent and Protective Order of Elks of the U.S.A., 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; and to further the mutual welfare of its members and their families; and, more specifically, to receive and administer funds for charitable and educational purposes, all for the benefit of its members

00904

and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than the members of this Corporation, or as shall in the opinion of the Board of Trustees, jeopardize the federal income tax exemption of the Corporation pursuant to Section

501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for fraternal, educational, and charitable purposes, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 purposes set forth in Article THIRD hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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

00906

future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 207, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is George M. Homberg, Jr., Stevensville, Maryland 21666; Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be Five (5) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

R. Donald Lepold
Peter J. Schmidt
Maynard G. Oulding
Arthur Goehring
Eugene A. Taylor

SEVENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation

nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 26 day of January, 1979.

TEST:

Charles L. Smith
George M. Homberg Jr
George M. Homberg, Jr.
Francis R. Hauer
Francis R. Hauer
Robert C. Henning
Robert C. Henning

ACKNOWLEDGMENT

Pursuant to Section 1-302 of the Corporations and Associations Article of the Annotated Code of Maryland, we hereby certify the foregoing Articles of Incorporation to be our act.

George M. Homberg Jr
George M. Homberg, Jr.
Francis R. Hauer
Francis R. Hauer
Robert C. Henning
Robert C. Henning



RECEIVED
CLERK, CIRCUIT COURT
1979 SEP 27 AM 9:48
QUEEN ANNE'S COUNTY

1229

ARTICLES OF INCORPORATION
OF

KENT ISLAND LODGE NO. 2576 OF THE BENEVOLENT AND PROTECTIVE ORDER OF ELKS OF THE
U.S.A., INC.

SEP 27-79 A #23725 *****5

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 18, 1979 at 10:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2445, folio 00902, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

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 Article of Incorporation WAS 85232
RECEIVED FOR RECORD THIS 27th
DAY OF Sept 19 79 AT 9:48 AM
RE _____ AND RECORDED IN
LIBER 2445 folio 672 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Marguerite M. Martin CLERK.

gcp

LIBER

5-677

10-8-79-Orig. mailed J. Donald Braden Esq.
Cent. Md.

16

ARTICLES OF INCORPORATION

OF

ALAN L. GOLDSTEIN REAL ESTATE, INC.

A CLOSE CORPORATION

This is to certify that:

FIRST: J. Donald Braden, whose address is Farmers National Bank Building, Centreville, Queen Anne's County, Maryland 21617, being at least eighteen 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:

ALAN L. GOLDSTEIN REAL ESTATE, INC.

THIRD: The Corporation is a close corporation authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) To engage in the business of a real estate broker, licensed under the laws of the State of Maryland;

(b) To acquire by purchase or in any other manner and take, receive, own, hold, use, employ, improve and otherwise deal with any interest in real or personal property;

(c) To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets;

(d) To make contracts and guarantees, to incur liabilities, and borrow money; but the corporation will not act as a surety;

00084

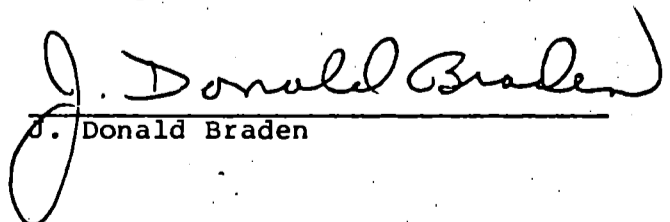
(e) To engage in any other lawful business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The address of the principal office of the Corporation in this State is: 118 Water Street, Centreville, Maryland 21617. The resident agent of the Corporation is: Alan L. Goldstein, whose address is: 118 Water Street, Queen Anne's County, Maryland 21617. The resident agent is a citizen of the State of Maryland who resides here.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is ten (10) shares without par value, all of which shares are of one class and are designated common stock.

SEVENTH: Initially, the Corporation shall have one Director, who shall be Alan L. Goldstein and who shall serve until the time that the organization meeting of directors is held as required by Section 2-109 of the Corporations and Associations Article of the Annotated Code of Maryland and the issuance of at least one share of stock of the Corporation has been completed. Thereafter, the Corporation shall have no directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 3rd day of May, 1979, and I certify those Articles to be my act.


J. Donald Braden

ARTICLES OF INCORPORATION
OF

ALAN L. GOLDSTEIN REAL ESTATE, INC.

1208

CLERK, CIRCUIT COURT
1979 SEP 27 AM 9:48

SEP 27-79 A #23726 *****5.0

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 16, 1979 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 445, folio 00083 of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

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. Lawrence



STATE OF MARYLAND
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT 85127

THIS Article of Incorporation WAS
RECEIVED FOR RECORD THIS 27th
DAY OF Sept. 1979 AT 9:48 AM
RE AND RECORDED IN
LIBER CWC # 5, folio 628 Charted
RECORD BOOK FOR QUEEN ANNES
COUNTY

Margurite M. Marbin CLERK

bt

01270

CALLAHAN'S BEVERAGE STORE, INC.

ARTICLES OF REVIVAL

CALLAHAN'S BEVERAGE STORE, INC., a Maryland corporation having its principal office in Queen Anne, Queen Anne's County, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was CALLAHAN'S BEVERAGE STORE, INC.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be CALLAHAN'S BEVERAGE STORE, INC., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

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

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Herman Callahan, Jr., Queen Anne, Queen Anne's County, Maryland. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which would have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 26th day of March, 1979.

ATTEST:

CALLAHAN'S BEVERAGE STORE, INC.

Donald Emory Callahan
Donald Emory Callahan
Last Acting Secretary

By:

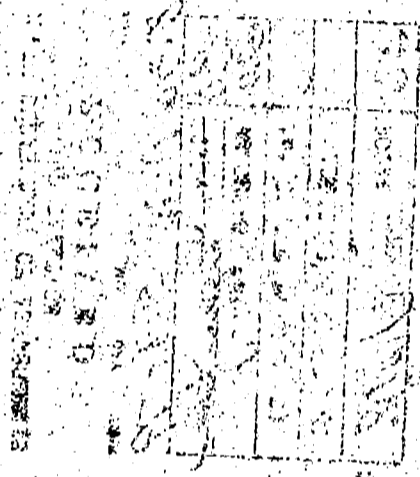
Herman Callahan, Jr.
Herman Callahan, Jr.
Last Acting President

THE UNDERSIGNED, the last acting President and Secretary of CALLAHAN'S BEVERAGE STORE, INC., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge the foregoing Articles of Revival to be their act.

Dated: March 26, 1979

Herman Callahan, Jr.
Herman Callahan, Jr.
Last Acting President

Donald Emory Callahan
Donald Emory Callahan
Last Acting Secretary



Handwritten notes and signatures, including the name 'Callahan' written vertically.

1171

RECEIVED
CLERK. CIRCUIT COURT
1979 SEP 27 AM 9:49
QUEEN ANNE'S COUNTY

ARTICLES OF REVIVAL
OF
CALLAHAN'S BEVERAGE STORE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 8, 1979 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded. SEP 27-79 A #23727 *****5.00

3

Recorded in Liber 2444, folio 126 of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

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 ANNE'S COUNTY, SCT. A 84874
I HEREBY CERTIFY THAT

THIS *Articles of Revival* WAS
RECEIVED FOR RECORD THIS *27th*
DAY OF *Sept* 1979 AT *9:49* M.

E AND RECORDED IN
LIBER *2444*, folio *126* of the
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Marguerite M. Martin CLERK

10-9-79-orig Mailed Manis, Wilkinson & Snider Attys
P.O. Box 921
Annapolis Md.

1078

5 884

00759

Amend
of name
SCK
SR
PC

DIET CENTER OF EASTERN SHORE, INC.

A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Penny Pennington, whose post office address is
Route 1, Box 492B, Chester, Maryland 21619, being at least eighteen
(18) years of age, 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 hereafter
called the "Corporation") is:

DIET CENTER OF EASTERN SHORE, INC.

THIRD: The Corporation shall be a close corporation as auth-
orized by Title Four of the Corporations and Associations Article
of the Annotated Code of Maryland, as amended.

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

- (1) To secure a licensing agreement with Diet
Center, Inc. and to utilize and market Diet Center, Inc. products
and techniques to assist persons requiring dietary services.
- (2) To assist persons trying to lose weight and
maintain a healthy and disciplined diet.
- (3) To do anything permitted by Section 2-103 of the
Corporations and Associations Article of the Annotated Code of
Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the
Corporation in this State is Route 1, Box 492B, Chester, Maryland
21619. The name and post office address of the Resident Agent
of the Corporation in this State is Nicholas J. Kallis, P.O. Box
921, 145 Main/Gorman Streets, Annapolis, Maryland 21404. Said
Resident Agent is an individual actually residing in this State.

LAW OFFICES
MANIS,
WILKINSON & SNIDER
CHARTERED
P. O. BOX 921
ANNAPOLIS, MD. 21404
AREA CODE (301) 263-8888

00760

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SEVENTH: The number of directors shall be one (1), 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 her successor is duly chosen and qualified is Penny Pennington.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representation other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an

affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of May, 1979, and acknowledge the same to be my act.

WITNESS:

Juda A. Barkley

Penny Pennington

RECEIVED
CLERK. CIRCUIT COURT
1979 SEP 27 AM 9:49
QUEEN ANNE'S COUNTY

1168

ARTICLES OF INCORPORATION
OF
DIET CENTER OF EASTERN SHORE, INC.

SEP 27-79 A #23728 *****

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 7, 1979 at 10:00 o'clock A M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2444, folio 00758 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

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. Simmons



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOA 84801
I HEREBY CERTIFY THAT

THIS *Articles of Incorporation* WAS
RECEIVED FOR RECORD THIS *27th*
DAY OF *Sept* 1979 AT *9:49 A M.*

RE AND RECORDED IN
LIBER *2444* Folio *684* Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

GDW

Marguerite M. Manbin CLERK

ARTICLES OF INCORPORATION

OF

BIG WOODS FARM, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned incorporator, Robert R. Price, Jr., whose post office address is 103 Lawyer's Row, 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 -

BIG WOODS FARM, INC.

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

(a) To carry on any agricultural business or pursuits or agricultural related pursuits or business of any type or character.

(b) 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 Maryland is Box 187, Centreville, Maryland, 21617. The name and address of the resident agent of the corporation is Robert J. Lynch, whose address is Box 187, Centreville, Maryland, 21617.

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: No transfer of the stock of the corporation shall be valid unless prior to such transfer the remaining stockholders of the corporation were given the opportunity and election to purchase such stock in proportionate amounts at the fair market value. This right of opportunity to elect to purchase granted to the remaining stockholders shall be applicable to all transfers regardless of whether transfer is by way of sale, assignment, gift, devise or operation of law.

SEVENTH: The corporation shall have not less than three (3) nor more than five (5) directors and Robert J. Lynch, Sr., Robert J. Lynch, Jr. and Richard Lynch shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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:

03262

(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 percent (51%) of the shares of such stock at the time outstanding, by a vote

RECEIVED
CLERK, CIRCUIT COURT
1979 SEP 27 AM 9:49
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION
OF
BIG WOODS FARM, INC.

1160

SEP 27-79 A #23729 *****5.07

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 2, 1979 at 1:30 o'clock PM. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2443, folio 03260 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

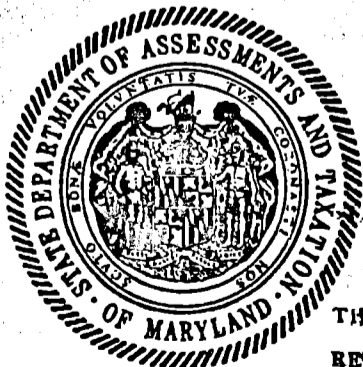
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

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. Sumner



STATE OF MARYLAND, A 84637
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Art. of Incorporation* WAS
RECEIVED FOR RECORD THIS *27th*
DAY OF *Sept.* 1979 AT *9:49 A.M.*
RE AN : RECORDED IN
LIBER *CUC#5, folio 688* Charters
RECORD BOOK FOR QUEEN ANNES
COUNTY

ODW

Marguerite M. Manbin CLERK
5 691

10-9-79. Orig. Mailed David C. Bryan
Cent. Md.

14

ARTICLES OF INCORPORATION

OF

CARVEL TITLE CORP.

A Close Corporation

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, David C. Bryan, whose Post Office address is P.O. Box 418, Centreville, Maryland, 21617, being at least eighteen (18) years of age, am forming a corporation under the general laws of the State of Maryland.

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

CARVEL TITLE CORP.

THIRD: The Corporation is a close corporation authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) To carry on and conduct a general agency business, to act, and to appoint others to act, as general agent, special agent, broker, sales agent and representative for firms, individuals, associations and corporations in the issuance of title insurance binders and policies; and in the selling, promoting the use of, advertising and contracting for the sale, advertisement and use of title insurance of all kinds for any purposes.

(b) To accept applications for and issue binders and title insurance policies of any Company authorized to write title insurance in the State of Maryland on properties located within the State of Maryland.

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

00799

(d) To do anything permitted in Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland, as amended from time to time.

(e) 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, of 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.

(f) 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 or conferred.

FIFTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 111 Lawyers Row, Centreville, Maryland 21617. The resident agent of the Corporation is David C. Bryan, whose Post Office address is P.O. Box 418, Centreville, Maryland 21617. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have no directors, but David C. Bryan shall act as director until the organization meeting of the director and the issuance of some stock by the Corporation has been completed.

SEVENTH: The total number of shares of stock which this Corporation is authorized to issue is One Thousand (1,000) shares having a par value of One Hundred Dollars (\$100.00) each, 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 One Hundred Thousand Dollars (\$100,000.00).

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

(a) Any shareholder, individual, or any firm of which any shareholder may be a member, or any corporation or association in which any shareholder may be interested, as the holder of any amount of 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 the case of a shareholder, or a firm of which a shareholder is a member, is so interested, such fact shall be disclosed, or shall have been known to all the shareholders. Any shareholder 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 shareholders 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 corporation or association, or not so interested, or a member of a firm 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) Except as otherwise provided in these Articles of Incorporation or the By-Laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by the stockholders, which shall have and may exercise all powers of the Corporation.

00801

In witness whereof, I have signed the Articles of
Incorporation and acknowledged the same to be my act this 23rd
day of April, 1979.

TEST:

Bennly M. Luggold

David C. Bryan (SEAL)
David C. Bryan

ARTICLES OF INCORPORATION
OF
CARVEL TITLE CORP.

1127

RECEIVED
CLERK-CIRCUIT COURT
1979 SEP 27 AM 9:49
QUEEN ANNE'S COUNTY

SEP 27-79 A #23730 *****5.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 26, 1979 at 3:30 o'clock P.M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2443, folio 10797 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

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. Summit



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT. A 84362
I HEREBY CERTIFY THAT
THIS *Articles of Incorporation*
RECEIVED FOR RECORD THIS *27th*
DAY OF *Sept* 19 *79* AT *9:49 A.M.*
RE AND RECORDED IN
LIBER *CCWC #5, folio 682 Chartes*
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

GDW

Marguerite de Manby CLERK

10-9-79 - orig mailed H. Michael Jackson, Bank & Mason, 216 E. Main St.
Salisbury, Md 21801

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

~~Clevenger Oil Company, Inc.~~ ARTICLES OF DISSOLUTION of the

----- April 23, ----- 79 -----

were received for record on, ----- 19 -----

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

William L. Shoemaker

William L. Shoemaker
Director

LIBER

5 PAGE 697

CLEVINGER OIL COMPANY, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

Clevenger Oil Company, Inc., a Maryland corporation, having its principal office in Grasonville, Maryland (hereinafter referred to as 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 Clevenger Oil Company, Inc. and the post office address of the principal office of the Corporation in the State of Maryland is 315 Lake Street, Salisbury, Maryland 21801.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Edward G. Banks, Jr., 216 East Main Street, Salisbury, Maryland 21801.

FOURTH: The name and address of each director of the Corporation are as follows: Marion Chambers, P. O. Box 206, Centreville, Maryland 21617, George L. Ralph, Jr., 315 Lake Street, Salisbury, Maryland 21801, and Gerald L. Pusey, 315 Lake Street, Salisbury, Maryland 21801.

FIFTH: The name, title, and address of each officer of the Corporation are as follows: Marion Chambers, President, P. O. Box 206, Centreville, Maryland 21617, George L. Ralph, Jr., Vice-President, 315 Lake Street, Salisbury, Maryland 21801, and Gerald L. Pusey, Secretary-Treasurer, 315 Lake Street, Salisbury, Maryland 21801.

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: Notice of the approved dissolution was mailed to the last known creditors of the Corporation on the 29th day of November, 1978, at their addresses as shown on the records of the corporation. Because the last known creditors are believed to have been already paid, the corporation believes it has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State

00325

Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, Clevenger Oil Company, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 22nd day of March, 1979, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Clevenger Oil Company, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.



ATTEST:

CLEVINGER OIL COMPANY, INC.

Gerald L. Pusey
Gerald L. Pusey, Secretary

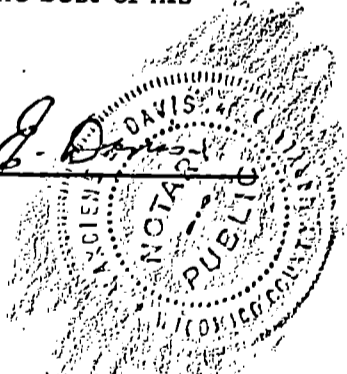
BY: Marion Chambers, Pres
Marion Chambers, President

STATE OF MARYLAND

COUNTY OF _____, to wit:

I hereby certify that on this 22 day of March, 1979, before me, the subscriber, a Notary Public in and for the said State and County, personally appeared Marion Chambers, President of Clevenger Oil Company, Inc. and made oath in due form of law that the matters and facts set forth in the foregoing Articles of Voluntary Dissolution are true to the best of his knowledge, information and belief.

Margaret J. Davis
Notary Public



My Commission expires 7/1/82.

OSCAR A. SCHULZ
TREASURER
HELEN E. PARDEE
DEPUTY
ELEANOR H. HUNTER
ASSISTANT DEPUTY

TREASURER OF QUEEN ANNE'S COUNTY
CENTREVILLE, MARYLAND

January 31, 1979

THIS IS TO CERTIFY that all taxes levied on assessments made by the Maryland Department of Assessments and Taxation, billed and payable to the Treasurer of Queen Anne's County by Clevenger Oil Company, Inc., have been paid up to and including the 1978-79 tax year.

OS/by

Oscar A. Schulz
- OSCAR A. SCHULZ, Treasurer,
Queen Anne's County.

ROGER WILLIAMS,
TREASURER

JOYCE A. GAGALSKI
DEPUTY TREASURER

TELEPHONE }

00327
OFFICE 778-4600
EXT. 43
OR 44

OFFICE OF
TREASURER OF KENT COUNTY
CHESTERTOWN, MD.

November 30, 1978

TAX CLEARANCE CERTIFICATE

This is to certify that Clevenger Oil Co. has paid
all Corporation taxes up to and including fiscal year
1979, or has made adequate provisions to do so.

Roger Williams
Roger Williams
Kent County Treasurer

RECEIVED DEC 27 1978

MAYOR & COUNCIL



ZIP 21620

FROM THE OFFICE OF
THE MAYOR & COUNCIL
TOWN OF CHESTERTOWN
P.O. BOX 38
CHESTERTOWN, MD. 21620 — PHONE 778-0500

December 14, 1978

RECEIVED DEC 18 1978

Banks & Nason
216 East Main Street
Salisbury, Maryland 21801

Gentlemen:

With respect to a certificate of tax clearance for
Lynch Oil Company and Clevenger Oil Company, Inc.
I have been able to find the following information:

Lynch Oil Co. went out of business in
Chestertown several years ago, and there is no
tax indebtedness.

Clevenger Oil Company, Inc. has never been
recorded on the records of Chestertown as having
been within the Town limits, and therefore no
taxes are due the Town.

Sincerely,
Barbara M. Stigile
Barbara M. Stigile
Clerk

The original of this Certificate of Tax Clearance is attached to my letter dated
March 22, 1979, relative to the dissolution of Lynch Oil Company.

RECEIVED MAR 23 1979 00329



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 269-3819
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLOSSTEIN
COMPTROLLER
J. BASIL WISNER
CHIEF DEPUTY
GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

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

CLEVENGER OIL COMPANY, INC.

have been paid.

WITNESS my hand and official seal this

Twentieth day of March A.D. 1979.

Jane M. Ruby

Deputy Comptroller

ARTICLES OF DISSOLUTION
OF
CLEVINGER OIL COMPANY, INC.

1118

RECEIVED
CLERK. CIRCUIT COURT
1979 SEP 27 AM 9:50
QUEEN ANNE'S COUNTY

SEP 27-79 A 823731 *****5.50

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 23, 1979 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2443, folio 00323, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 22.00 Special Fee paid \$ 30.00

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



A 84265
STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS ... *Articles of Incorporation* ... WAS
RECEIVED FOR RECORD THIS *22nd*
DAY OF *Sept* 19 *79* AT *9:50* A.M.
AND RECORDED IN
LIBER *CWC #5, folio 1697* Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.
William J. Simmons CLERK

bt