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ARTICLES OF INCORPORATION  
OF  
JOHN K. LABRADOR, C.P.A., P.A.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, whose post office address is Route 1, Box 369, Chester, Maryland 21619, being at least twenty-one (21) years of age and licensed to practice Accounting in the State of Maryland, do under and by virtue of the Professional Service Corporation Act, Sections 430 to 444 of the General Laws of the State of Maryland authorizing the formation of Professional Corporations, form a Professional Corporation by the execution and filing of these Articles.

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

JOHN K. LABRADOR, C.P.A., P.A.

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

(a) To engage in the practice of Accounting, in conformity with the principles of ethics of the American Institute of Certified Public Accountants, through its employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Maryland; provided, however, that the term "employees", as used herein, shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually or ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(b) To enter into and perform contracts and agreements for the purpose of rendering of Accounting, Auditing and Tax services, 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.

(c) To purchase, lease or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of personal property or equipment of every kind, necessary for the rendering of its professional services.

(d) To purchase, lease, or otherwise acquire, hold, maintain, develop, improve, let, convey, mortgage, sell, transfer, exchange, or in any manner encumber or dispose of real property, wherever situate, necessary for the rendering of its professional services.

(e) To invest its funds in real estate, mortgages, stocks, bonds, and other types of investments.

(f) To purchase or otherwise acquire, hold and re-issue, as permitted by law, shares of its capital stock of any class.

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

discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(h) To consolidate or merge with another domestic professional corporation organized under the Professional Service Corporation Act of this State to render the same specific professional services.

(i) To carry on the purposes, objectives, and services of the Corporation through others for its own account, or for the account of others, or through others for its own account, or with others in a partnership or joint venture or other entity, whether as a limited or general partner, or otherwise; provided, however, that the professional services of the Corporation may only be carried on through, for, or with others, authorized to render the same professional services as that of the Corporation.

The foregoing enumeration of the purposes, objects and services of the Corporation is not intended, by mention of any particular purpose, object or service, in any manner to limit or restrict the powers conferred upon the Corporation by the general laws of the State of Maryland. The Corporation is formed upon these articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations formed under the Professional Service Corporation Act of the General Laws of this State, provided, however, that if the Corporation, at any time and for any reason ceases to be, or is disqualified from operating as, a Professional Service Corporation under and by virtue of the Professional Service Corporation Act of Maryland, it shall thereupon be converted into, and shall operate thereafter solely as a corporation under the General Laws of the State of Maryland, exclusive of the Professional

Service Corporation Act.

FOURTH: That the post office address of the principal office of the Corporation in the State of Maryland is Bayside Drive, Marlin Farms, Chester, Maryland 21619. The resident agent of the Corporation is John K. Labrador, whose post office address as resident agent is Route 1, Box 369, Chester, Maryland 21619. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock at no par value per share, all of one class.

SIXTH: The Corporation shall have one (1) Director (which number may be increased or decreased, but not to less than one (1), pursuant to the By-Laws of the Corporation), and the following named person shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify:

John K. Labrador, C.P.A.  
Route 1, Box 369  
Chester, Maryland 21619

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

(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, provided by law or as may be set forth

in the By-Laws of the Corporation.

(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 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 shareholders, 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.

(c) 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 the 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.

(d) Except as otherwise provided, herein, 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 shareholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business or assets, in whole or in part, of other corporations or unincorporated business entities organized to render the same specific professional service provided for this Corporation.

(e) The Board of Directors shall have the 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 on 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.

(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 Corporation or to be otherwise taken or authorized by vote of the shareholders, which is more than a majority of the total number of votes entitled to be cast thereon, 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.

(g) 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 a majority of all of such stock, the terms of which are being changed, at the time outstanding by vote at a meeting or in writing with or without a meeting.

(h) The Corporation shall have such officers, as may from time to time be provided in the By-Laws, subject to the limitations and restrictions therein; and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

(i) No contract or other transaction between this Corporation and any other firm, association or corporation shall in any way be affected or invalidated by the fact that any one or more of the directors of this corporation are pecuniarily or otherwise interested in or is a member, director or officer or are members, directors or officers of such firm, association or corporation; any director or directors individually or jointly or any firm, association, or corporation of which any director may be a member, may be a party or parties 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, association or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

EIGHT: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation on the 19<sup>th</sup> day of June, 1979.

WITNESS

[Signature]

[Signature] (SEAL)  
JOHN K. LABRADOR, C.P.A.

COUNTY OF BALTIMORE, STATE OF MARYLAND, to wit:

I HEREBY CERTIFY, that on this 19<sup>th</sup> day of June, 1979, before me, the subscriber, a Notary Public in and for the County and State aforesaid, personally appeared JOHN K. LABRADOR, C.P.A., and made oath in due form of law that the foregoing Articles of Incorporation are his act and deed.

AS WITNESS my hand and Notarial Seal.

[Signature]  
NOTARY PUBLIC

My Commission Expires: July 1, 1982





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ARTICLES OF INCORPORATION

STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

OF

AS Acts / clrs WAS JOHN K. LABRADOR, C.P.A., P.A.

RECEIVED FOR RECORD THIS 27th

DAY OF Nov 1979 AT 10:31 A.M.

AND RECORDED IN

BOOK MA 11-6, folio 1 Charters

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

Marguerite W. Meeker CLERK

NOV 29-79 A #25918 \*\*\*\*\*

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

of Maryland June 20, 1979 at 11:00 o'clock A. M. as in conformity

with law and ordered recorded.

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Recorded in Liber 2448, folio 0273, 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 \$ \_\_\_\_\_

RECORDED  
CLERK'S OFFICE  
1979 NOV 29 AM 10:31  
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queens Annes County

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

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

William J. Summers



A 86417

LIBER 6 PAGE 9

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, RICHARD K. WHITE, JR., whose post office address is 123 N. Washington Street, Easton, Maryland, 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:

PINDER BROS. BUILDING CONTRACTORS, 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 conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, wrecking, or doing any other work in connection with any and all classes of building and improvement of any kind and nature whatsoever.

(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 acquisitions, 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.

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(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, co-partnership, 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, trade-names, 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

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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 Del Rhodes Avenue, Queenstown, Maryland. The Resident Agent of the Corporation is William E. Pinder, Jr., whose address is Del Rhodes Avenue, 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 Two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than Two (2), and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

William E. Pinder, Jr.  
J. Robert Pinder

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 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.

(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

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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 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



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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 25 day of June 1979.

WITNESS

*Mary Palmer Tarrant* (SEAL) *Richard K. White, Jr.*

STATE OF MARYLAND:

: SS:

COUNTY OF TALBOT :

I HEREBY CERTIFY, that on this 25 day of June, 1979, before me, the subscriber, a Notary Public of the State of Maryland, 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

NOTARY

PUBLIC

My Commission Expires:

July 1, 1982

*Mary Palmer Tarrant*  
Notary Public

ARTICLES OF INCORPORATION

OF

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

I HEREBY CERTIFY THAT

PINDER BROS. BUILDING CONTRACTORS, INC.

THIS Art. 1st WAS

RECEIVED FOR RECORD THIS 24th

DAY OF Nov. 1979 AT 10:31 M.

E AND RECORDED IN

LIBER Mun. Co., Folio 16 Chartes

RECORD BOOK FOR QUEEN ANNE'S

COUNTY  
Marquette W. Marsh CLERK

NOV 29-79 A #25019 \*\*\*\*\*65

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

of Maryland

June 28, 1979

at 11:00 o'clock A. M. as in conformity

with law and ordered recorded.

9

Recorded in Liber 2448, folio 1809 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 \$ \_\_\_\_\_

RECORDED  
CLERK, CIRCUIT COURT  
1979 NOV 29 AM 10:31  
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.

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

William J. Simmons



A 86639

gcp

6.00

ARTICLES OF INCORPORATION  
OF  
EMORY CREEK FARM, INC.  
A Close Corporation

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Royden N. Powell, III, whose Post Office address is Rte 3, Box 13, 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:

EMORY CREEK FARM, 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 purpose for which the Corporation is formed and the business objectives to be carried on and promoted by it are as follows:

(a) To engage in farming, ranching and to produce, grow, market and otherwise deal and trade in livestock, poultry, grains, feeds, fruits, vegetables and farm or ranch products of any and every kind.

(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.

JUN 21 9 09 AM '79

(c) 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.

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

(f) To 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.

(g) 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.

(h) The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges, granted to, or conferred upon, corporations of a similar character by the 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 P.O. Box 10, Centreville, Maryland 21617. The resident agent of the Corporation is Royden N. Powell, III, whose Post Office address is Rte 3, Box 13, 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 Royden N. Powell, III, 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 Five Thousand (5,000) shares which are without par value, all of which shares are of one class and are designated as common stock.

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 this Corporation.

In witness whereof, I have signed the Articles of Incorporation and acknowledged the same to be my act this 5<sup>th</sup> day of June, 1979.

TEST:

John A. Powell

Royden N. Powell III

(SEAL)

Royden N. Powell, III

ARTICLES OF INCORPORATION

1366

OF

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

EMORY CREEK FARM, INC.

I HEREBY CERTIFY THAT

THIS Art. 1, Inc. WAS

RECEIVED FOR RECORD THIS 24th

DAY OF Nov 19 79 AT 10:32 AM

RE ..... AND RECORDED IN

LIBER num. # 6, folio 19 Charter

RECORD BOOK FOR QUEEN ANNE'S

COUNTY.

Margaret W. Markin CLERK

NOV 29-79 A #25920 \*\*\*\*\*5

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

of Maryland June 21, 1979

at 3:30

o'clock P. M. as in conformity

with law and ordered recorded.

6

Recorded in Liber 2447, folio 629.15 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, COURT  
1979 NOV 29 AM 10:32  
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.

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

William J. Summers



A 86370

LIBER 6 PAGE 23

12-13-79 original mailed to Pizza Oven Enterprises #116  
9200 Edmonston Rd  
Greenbelt, Md 20770

ME

ARTICLES OF INCORPORATION

of

PARKWAY PIZZA, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ROBERT M. MATTINGLY, whose post office address is Jean Road, Kent Island, Stevensville, Maryland 21666, RICHARD C. MATTINGLY, whose post office address is Jean Road, Kent Island, Stevensville, Maryland 21666, and FLORENCE I. MATTINGLY, whose post office address is Jean Road, Kent Island, Stevensville, Maryland 21666, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

PARKWAY PIZZA, INC.

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

To purchase and prepare for sale to the public food and drink and to generally render those services associated with the operation of a restaurant and carry out food business and to render service in connection therewith. To sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in food products.

To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, exchange, transfer or in any manner dispose of, and to invest, deal and trade in and with goods, wares, merchandise and personal property of any and every kind and description, within or without the State of Maryland.



-2-

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, stock of this Corporation, bonds or otherwise, to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquire and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of indebtednesses created by other corporations and while the holder of such stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To purchase or otherwise acquire, apply for, register, hold, use, sell, or in any manner to dispose of, and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulae, trademarks, trade names, rights, and licenses secured under letters patent, copyrights or otherwise.

To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependence thereof.

To borrow money for any of the purposes of the Corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable

-3-

instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation at the time owned or thereafter acquired.

To purchase, hold, sell, and transfer the shares of its capital stock.

To have one or more offices and to conduct any or all of the operations and business and to promote its objects within or without the State of Maryland, without restriction as to place or amount.

To carry on any other business in connection therewith.

To do any and all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

The objects and purposes specified herein shall be regarded as independent objects and purposes, and, except where otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

The foregoing shall be constructed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Corporation by the laws of the State of Maryland.

FOURTH: The post office address of the place at which the principal office in this State will be located is Jean Road, Kent Island, Stevensville, Maryland 21666. The resident agent of the Corporation is Robert M. Mattingly, whose post office address is Jean Road, Kent Island, Stevensville, Maryland 21666; said resident agent is a citizen of the State of Maryland and actually resides therein.

-4-

FIFTH: The Corporation shall have three (3) directors, and ROBERT M. MATTINGLY, RICHARD C. MATTINGLY and FLORENCE I. MATTINGLY, 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 of all classes which the Corporation has authority to issue is One Thousand (1,000) shares without par value.

SEVENTH: This Corporation is to have perpetual existence.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Maryland, the Board of Directors is expressly authorized:

To make, alter, amend and repeal the By-Laws;

To authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and 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;

To set apart out of any of the funds of the Corporation available for dividends as reserves for any proper purpose and to alter or abolish any such reserve; to authorize and cause to be executed mortgages and liens upon the property and franchises of this Corporation;

To designate, by resolution passed by the majority vote of the whole Board, one or more committees, to the extent provided in such resolution, or in the By-Laws of the Corporation, which shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation and have power to authorize the seal of this Corporation to be affixed to all papers which may require it.

From time to time to determine whether and to what extent and at what times and places and under what conditions and regu-

-5-

lations, the books and accounts of this Corporation, or any of them other than the stock ledger shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by law or authorized by resolution of the directors or of the stockholders.

To sell, lease, or exchange all of its property and assets including its good will, and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in and/or other securities of, any other corporations, when and as authorized by the unanimous vote of the holders of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of all of the voting stock issued and outstanding.

The Corporation may in its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

NINTH: If the By-Laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of the Corporation (subject to the provisions of the Statute) outside the State of Maryland at such places as may from time to time be designated by the By-Laws of or by resolution of the directors of the corporation.

TENTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 20th day of June, 1979.

Barbara J. Moore  
Barbara J. Moore, Witness

Robert M. Mattingly (SEAL)  
Robert M. Mattingly



STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Auto, Inc. WAS

RECEIVED FOR RECORD THIS 27th

DAY OF Nov 19 79 AT 11:38 A.M.

AND RECORDED IN

LIBER MUMB, Vol 34

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

Margaret W. Davis CLERK

ARTICLES OF INCORPORATION

OF

PARKWAY PIZZA, INC.

NOV 29-79 A 25921 \*\*\*\*\*5

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

of Maryland July 9, 1979 at 10:00 o'clock A. M. as in conformity

with law and ordered recorded.

7

Recorded in Liber 2449, folio 221, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ \_\_\_\_\_

CLERK, CIRCUIT COURT  
1979 NOV 29 AM 10:38  
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.

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

William J. Sumner



A 86957

gcp

5.5

ME.

## ARTICLES OF INCORPORATION

OF

The Maryland Association of Wild Game Hunters  
Inc.

FIRST: I, Bill R. Hunter, whose post office address is Box 148, Bryantown, Maryland 20617, being at least eighteen (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 MARYLAND ASSOCIATION OF WILD GAME HUNTERS, Inc.

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

(a) 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 the corresponding provision 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 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 expand 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 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 scientific, 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 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, to pay reasonable expenses incurred in furtherance of the Corporation objectives 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 107(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 educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

The Corporation will offer membership to every wild game hunter licensed by the State of Maryland or any other state or possession of the United States. The Corporation will offer associate membership to all other persons who wish to assist in the Corporation's objectives. The Corporation will use funds received from its members to inform the hunting and non-hunting public as to the conservational value of progressive wild game management techniques, restocking programs and habitat improvement. The Corporation shall further seek through active public information and education to enlarge the extent of public hunting lands available for use by the general public. The Corporation shall, should it deem such action in the best interest of its educational objectives, operate experimental wild game breeding, raising and stocking programs within the laws of the State of Maryland regulating those activities. The Corporation will seek to encourage the preservation of sufficient habitat to provide for an increase in the population of native and migratory wild game animals and waterfowl. In furtherance of this the Corporation may purchase or lease land to provide or protect natural habitat. The Corporation may, as the result of its own studies, those of the State of Maryland and the experiences of other similar organizations recommend that the State and Federal programs of various agencies be expanded, diminished or eliminated in the interest of better management and for the benefit of the general public. Through its membership the Corporation will accumulate information on matters concerning wild game, population and habitat conditions, and disseminate that information through a monthly newsletter to all members. The Corporation shall pursue its objectives in compliance with these Articles of Incorporation and shall actively solicit membership from all licensed wild game hunters without regard for race, creed, color or national origin.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 148, Bryantown, Maryland 20617. The name and post office address of the Resident Agent of the Corporation in this state is Bill R. Hunter, Box 148, Bryantown, Maryland 20617

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 Permanent Trustees 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 Trustees, who shall act until the first annual meeting or until their successors are duly chosen and qualified are Bill Roper Hunter, Marlene Self Hunter and Edward John Skeens.



(3)

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 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.

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.

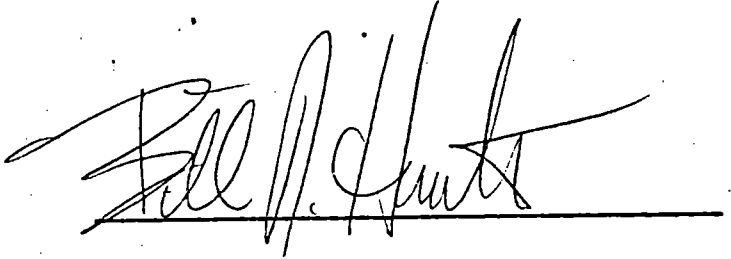
(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(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 eleventh day of June, 1979 and I acknowledge same to be my act.

WITNESS:

Angela M. Brennan



Handwritten signature of Bill M. Hunt, written in cursive and underlined.

47

ARTICLES OF INCORPORATION

OF

MARYLAND ASSOCIATION OF WILD GAME HUNTERS, INC.

STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Articles of Incorporation WAS

RECEIVED FOR RECORD THIS 29th

DAY OF Nov 1979 AT 10:38 A.M.

RE ..... AND RECORDED IN

LIBER Munle, Vol 31 Charter

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK.

*Margaret W. Mark*

NOV 29 79 A 25922 \*\*\*\*\*50

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

of Maryland July 10, 1979 at 8:30 o'clock A. M. as in conformity

with law and ordered recorded.

5

Recorded in Liber 2449, folio 1787, 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 \$ \_\_\_\_\_

CLERK  
1979 NOV 29 AM 10:38  
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.

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

*William J. Sumner*



A 87027

12-14-79 Original mailed to Philip S. Asplen, Jr., Esq. 7215 York Rd.  
Baltimore, Md 21212

15

TAG MARKET, INC.

ARTICLES OF INCORPORATION

FIRST: I, Philip L. Asplen, Jr., whose post office address is 7215 York Road, Baltimore, Maryland 21212, 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 TAG Market, Inc.

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

1. To operate and conduct a retail grocery store and to buy, sell and deal in groceries, meats, liquors, sundries and all other things or products usual to the business of a retail grocery; 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 D, Cox Neck Road, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Thomas A. Graul, P.O. Box D, Cox Neck Road, 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 numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

ACQUISTO, ASPLEN &  
MORSTEIN, P.A.  
7215 YORK ROAD  
BALTIMORE, MD. 21212

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 name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is Thomas A. Gaul.

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 10<sup>th</sup> day of July, 1979, and I acknowledge the same to be my act.

WITNESS:

Louise J. Cropper

Philip L. Asplen, Jr.

PHILIP L. ASPLEN, JR.  
7215 York Road  
Baltimore, Maryland 21212  
321-8622

ARTICLES OF INCORPORATION  
OF  
TAG MARKET, INC.

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Auto, Klac WAS  
RECEIVED FOR RECORD THIS 29th  
DAY OF Nov 1979 AT 10:39 A.M.  
AND RECORDED IN  
BOOK MUM 6, Folio 36 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
Margaret W. Mader CLERK

NOV 29-79 A 25923 \*\*\*\*\*5.0

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 11, 1979 at 5 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2449, folio 42025, 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 \$ \_\_\_\_\_  
CLERK: \_\_\_\_\_  
1979 NOV 29 AM 10:39  
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.

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

William J. Summers



A 87057



01989

W

QUEEN ANNE'S COUNTY  
CONCERNED CITIZENS, INC.

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'S COUNTY CONCERNED CITIZENS, INC.

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

(1) To promote, foster and stimulate matters of general public interest; 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, Maryland 21666. The name and post office 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, Maryland 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 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: 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 paragraph 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

-4-

determination shall be made (a) by the Board of Directors of the Corporation by a majority 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.

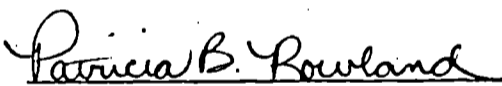
(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

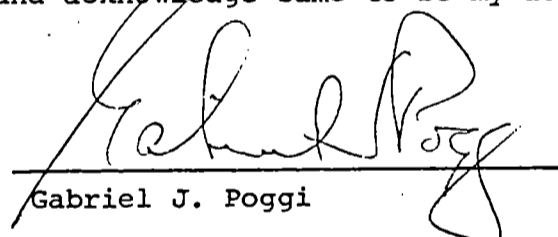
(7) Any indemnification pursuant to this Article Ninth shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of 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 thereby 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 20<sup>th</sup> day of July, 1979, and acknowledge same to be my act.

WITNESS:

  
Patricia B. Rowland

  
Gabriel J. Poggi

99

ARTICLES OF INCORPORATION

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

OF

THIS Arts. 1 & 2 WAS QUEEN ANNE'S COUNTY CONCERNED CITIZENS, INC.

RECEIVED FOR RECORD THIS 29th

DAY OF Nov 19 79 AT 10:39 A.M.

E ..... AND RECORDED IN

LIBER M.M.#61 Page 41 Charters

RECORD BOOK FOR QUEEN ANNE'S

COUNTY  
Marguerite W. Mark CLERK

NOV 29-79 A 25924 \*\*\*\*\*5.00

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

of Maryland July 24, 1979

at 12:00 o'clock NOON M. as in conformity

with law and ordered recorded.

5

Recorded in Liber 2450, folio 1988, 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'S OFFICE  
1979 NOV 29 AM 10:39  
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.

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



A 87459

LIBER 6 PAGE 45

12-14-79 original mailed to Gabriel J. Poggi, Esq.  
P.O. Box 728  
Glen Burnie

*[Handwritten initials]*

STEVENSVILLE COUNTRY STORE, INC.

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 STEVENSVILLE COUNTRY STORE, INC.

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

(1) To engage in the business of selling at retail, general consumer goods and food stuffs and to generally operate as a general store; 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, Maryland 21666. The name and post office 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, Maryland 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 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: 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 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 paragraph 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 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 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 thereby 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 20<sup>th</sup> day of July, 1979, and acknowledge same to be my act.

WITNESS:

Patricia B. Rowland  
Patricia B. Rowland

Gabriel J. Poggi  
Gabriel J. Poggi

ARTICLES OF INCORPORATION

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

OF

I HEREBY CERTIFY THAT

THIS Art. 1 Chtr WAS STEVENSVILLE COUNTRY STORE, INC.

RECEIVED FOR RECORD THIS 27th  
DAY OF Nov 19 79 AT 10:39 A.M.

RE Mun Co. plus 46 Charters  
AND RECORDED IN  
LIBER Mun Co. plus 46 Charters  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Margaret W. Mark CLERK

NOV 29-79 A 25925 \*\*\*\*\*50

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

of Maryland July 24, 1979 at 12:00 o'clock NOON M. as in conformity

with law and ordered recorded.

5

Recorded in Liber 2450, folio 1993, 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 \$ \_\_\_\_\_

CLERK OF COURT  
1979 NOV 29 AM 10:39  
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.

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



A 87460

bt

02010

ARTICLES OF INCORPORATION  
OF  
KENT ISLAND FLOOR COVERINGS, INC.

FIRST: I, Michael R. Foster, whose post office address is P.O. Box 367, 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 ISLAND FLOOR COVERINGS, INC.

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

1) To engage in the retail sales and installation of carpet, tiles, linoleum and other floor coverings and any and all services and activities in connection therewith.

2) To purchase, lease or 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 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 of the Corporation in this state is Route 50 and Thompson Creek Road, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this state is Earl K. Beville, Route 50 and Thompson Creek Road, Stevensville, Maryland 21666. Said Resident Agent is an individual actually residing in this state.

LAW OFFICES  
PRICE & FOSTER

LIBER

6 PAGE 51

12-13-79 original delivered to Price & Foster  
Stevensville, Md 21667

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:

Earl K. Beville

Eugene G. Beville

Sadie Lee Beville

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 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 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 reasonable 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 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.

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 20<sup>th</sup> day of July, 1979, and I acknowledge the same to be my act.

WITNESS:

Larry J. Johnson

Michael R. Foster  
Michael R. Foster



ARTICLES OF INCORPORATION

100

STATE OF MARYLAND,

OF

QUEEN ANNE'S COUNTY, SCT.

KENT ISLAND FLOOR COVERINGS, INC.

I HEREBY CERTIFY THAT

THIS Articles of Inc. WAS

RECEIVED FOR RECORD THIS 29th

DAY OF Nov 19 79 AT 10:40 A.M.

BE AND RECORDED IN

BOOK MUM Co. Vol 51 Charter

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

Margaret W. Marshall CLERK.

NOV 29-79 A 25926 \*\*\*\*\*5

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

of Maryland July 24, 1979 at 3:00 o'clock P. M. as in conformity

with law and ordered recorded.

7

Recorded in Liber 2450, folio 2009, 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 \$ \_\_\_\_\_

CLERK OF THE COURT  
1979 NOV 29 AM 10:40  
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queens Annes County

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

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



A 87464

12-14-79 Original mailed to Mrs. Jean M. Eifer, 608 Westgate Park Dr  
Apt. 1803  
College Park, Md 20740

ARTICLES OF INCORPORATION  
OF  
AMBRIT INTERNATIONAL, INC.

ME

TO: Department of Assessment and Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under Annotated Code of Maryland Corporations and Associations Articles.

FIRST: The name of the Corporation is and shall be  
AMBRIT INTERNATIONAL, INC.

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

To carry on and conduct a general construction business including importing and exporting, and distribution of construction related and other construction materials, including designing constructing, or executing and receiving contracts or assignments or delegation of contracts thereof or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all other tools and equipment connected therewith or required therefor, to manufacture, produce, adapt, and prepare, and deal in or with any materials, articles, or things incidental to or required for, or useful in connection with any of such activities and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

To buy, sell, exchange, lease and otherwise acquire, hold, own, maintain, control, work, develop, improve, alter, operate, mortgage, rent, convey, deal in and otherwise turn to account, real estate, chattels, and personal property of every class and description.

To loan money on real estate and take mortgages and liens to secure payment thereof, and to buy, sell, and deal in mortgages, ground rents, bonds, stocks, securities and evidences of indebtedness and ownership.

To acquire, purchase, underwrite, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any stock, bonds, debentures, shares, script or securities as investments or otherwise of any government, state of authority, municipale, local or otherwise, any shares of the capital stock, bonds, mortgages, real estate notes, debentures or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations of any state, territory or country.

To manufacture, purchase or otherwise acquire goods, wares, merchandise and personal property of every class and description and hold, own, mortgage, sell or otherwise dispose of, trade, deal in and deal with the same.

To acquire and undertake the goodwill, 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, any 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, territory, state, country government or colony or dependency thereof, 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, so far as may be permitted by the laws of the State of Maryland.

To issue bonds, debentures, or obligations of the corporation and at the option of the corporation, to secure the same by mortgage, pledge, deed of trust or otherwise.

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, patents, patent right, licenses and privileges, inventions, improvements and processes, trademarks and trade names, relating to or useful in connection with any business of the corporation.

To hold, purchase, or otherwise acquire, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock and bonds, debentures or other evidences of indebtedness created by other corporations, and while the holder thereof, exercise all the rights and privileges of ownership, including the right to vote thereon.

To purchase, hold and reissue the shares of its capital stock, its bonds or other securities.

To remunerate any person or corporation for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing or underwriting of any of the shares of stock of the corporation, or any debentures, bonds or other securities of the corporation, or in or about the formation or promotion of the corporation, or in the conduct of its business.

To conduct business in the State of Maryland or elsewhere, including any of the states, territories, colonies or dependencies of the United States, and any and all foreign countries, have one or more offices therein, and therein to hold, purchase, let, mortgage and convey real and personal property except as and when forbidden by local laws.

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 lawful business, manufacturing or otherwise, to any extent and in any manner not unlawful.

In general to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of the State of Maryland and to do any or all of the things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

THIRD: The period of its duration is perpetual.

FOURTH: The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND, divided into no classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or statement that the shares of any class are without par value are as follows:

<u>No. of Shares</u>	<u>Class</u>	<u>Series (if any)</u>	<u>Par Value Per Share or Statement That Shares are Without Par Value</u>
1,000	None	None	\$1.00

FIFTH: The preferences, qualifications, limitations, restrictions and special or relative rights in respect to the shares of each class are: NONE

SIXTH: The Corporation will not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of shares.

SEVENTH: The provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the Corporation are: NONE

EIGHTH: The provisions for the regulations of the internal affairs of the Corporation are: NONE

NINTH: The address, of the initial registered office of the Corporation is Route 1, Box 6, Grasonville, Maryland 21638. The name of the official registered agent is Mr. Henry J. Eifert, 6100 Westchester Park Drive, Apt. #1803, College Park, Maryland 20740.

TENTH: The number of Directors constituting the initial Board of Directors of the Corporation is three and the names and addresses, including street and number of persons who are to serve as Directors until the First Annual Meeting of Shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
JOAN M. EIFERT	6100 Westchester Park Drive Apartment #1803 College Park, MD 20740
MILFORD A. ORNDORFF	4619 Fordham Road College Park, MD 20740
PATRICIA L. ORNDORFF	4619 Fordham Road College Park, MD 20740

ELEVENTH: The names and addresses including street and number of each incorporator are:

JOAN M. EIFERT	6100 Westchester Park Drive Apartment #1803 College Park, MD 20740
MILFORD A. ORNDORFF	4619 Fordham Road College Park, MD 20740
PATRICIA L. ORNDORFF	4619 Fordham Road College Park, MD 20740

In witness whereof, we have signed these Articles of Incorporation this 2nd of July, 1979 and severally acknowledge the same to be our act.

Paul P. Orndorff  
Witness

Paul P. Orndorff  
Witness

Marlin J. Orndorff  
Witness

Joan M. Eifert  
Joan M. Eifert

Patricia L. Orndorff  
Patricia L. Orndorff

Milford A. Orndorff  
Milford A. Orndorff

447

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

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT  
THIS Articles of Inc. WAS  
RECORDED FOR RECORD THIS 29th  
DAY OF Nov 19 79 AT 10:40 A.M.

OF  
AMBRI INTERNATIONAL, INC.

RE AND RECORDED IN  
LIBER Month, fol 58 Charters  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
Marquise W. Newkirk

NOV 29-79 A 25927 \*\*\*\*\*5.0

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 9, 1979 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2449, fol 1162 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 \$ \_\_\_\_\_

CLERK  
1979 NOV 29 AM 10:40  
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.

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

William J. Simmons



A 86949

LIBER 6 PAGE 63

12-14-79 Original needed to Helen & Helmore  
Suite 100, Jopp Bldg.  
744 Jopp Road, Joplin, MO 64603

LIBER 6 PAGE 64

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the  
SHORE, INC.

were received for record on, July 18, 1979,

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

*William L. Shoemaker*

William L. Shoemaker, Director



00568

SHORE, INC.

ARTICLES OF DISSOLUTION

ND  
Shore, 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 of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and that the post office address of the principal office of the Corporation in the State of Maryland is Grasonville, Maryland, 21638.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, is F. Robert Troll, Jr., Riggs Building - Suite 100, 7411 Riggs Road, Hyattsville, Maryland 20783.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

Fredia L. McCarthy  
1900 Rainbow Drive  
Silver Spring, Maryland

William F. McCarthy  
1900 Rainbow Drive  
Silver Spring, Maryland

Richard W. Watkins  
7411 Riggs Road, Suite 400  
Hyattsville, Maryland 20783

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

Fredia L. McCarthy, President  
1900 Rainbow Drive  
Silver Spring, Maryland

Richard W. Watkins, Vice-President  
7411 Riggs Road, Suite 400  
Hyattsville, Maryland 20783

William F. McCarthy  
Secretary-Treasurer  
1900 Rainbow Drive  
Silver Spring, Maryland

SIXTH: Pursuant to the general laws of Maryland and the Charter of Shore, Inc., the dissolution of the Corporation, as hereinabove set forth, has been recommended by a unanimous vote of the Board of Directors and approved by a consent in writing signed by the stockholder of the Corporation, stating her approval of the dissolution of the Corporation, the liquidation of the Corporation's assets and transfer of such assets to the stockholder, and such consent is filed with the records of the Corporation.

SEVENTH: Notice that dissolution of the Corporation had been duly authorized pursuant to the Corporations and Associations Article of the Annotated Code of Maryland was mailed on June 6, 1979, to all known creditors of the Corporation at their respective post office addresses according to the records of the Corporation.

EIGHTH: These Articles of Dissolution are accompanied by a certificate of the Comptroller of the Treasury of the State of Maryland, supplied to the Corporation by the State Department of Assessments and Taxation, stating in effect that all taxes levied or assessments made by the Corporation have been paid, except taxes barred by Section 212 of Article 82 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, Shore, 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 this 1st day of June, 1979.

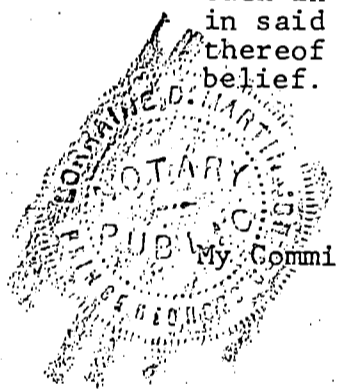
SHORE, INC.

Attest: William F. McCarthy By: Fredia L. McCarthy  
William F. McCarthy, Secretary-Treasurer Fredia L. McCarthy, President

00570

STATE OF MARYLAND  
COUNTY OF PRINCE GEORGE'S, SS:

I HEREBY CERTIFY that on this 1st day of June, 1979 before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Prince George's, personally appeared FREDIA L. McCARTHY, President of Shore, Inc., a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Dissolution with respect to the approval thereof are true to the best of her knowledge, information and belief.



*Lawrence D. Martin*  
Notary Public, Md.

My Commission Expires: 7/1/82



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 468      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

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

SHORE, INC.

have been paid.

WITNESS my hand and official seal this  
Thirteenth day of July A.D. 1979.



*Jane M. Ruckey*  
Deputy Comptroller

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

I HEREBY CERTIFY THAT

ARTICLES OF DISSOLUTION

78

HIS *Atts/Cliss* WAS

OF

RECEIVED FOR RECORD THIS *29th*

SHORE, INC.

DAY OF *NOV* 19 *79* AT *10:40 A*.M.

E ..... AND RECORDED IN

LIBER *num to Lib 64 Charter*

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

*Margaret W. Maul* CLERK

NOV 29-79 A #25928 \*\*\*\*\*

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

of Maryland July 18, 1979

at 8:30 o'clock A. M. as in conformity

with law and ordered recorded.

*5*

Recorded in Liber *2450*, folio *10567*, 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

RECORDED  
CLERK OF CIRCUIT COURT  
1979 NOV 29 AM 10:40  
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.

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

*William J. Summers*



A 87313

gcp

5

01561

ARTICLES OF INCORPORATION

OF

ALTERNATIVE STRUCTURES CORPORATION

THIS IS TO CERTIFY:

That We, the subscribers, JAMES E. STANSBURY, whose post office address is 1234 River Bay Road, Annapolis, Maryland, 21401, and BRADLEY G. LUNDBERG, whose post office address is RD 3, Box 389, Stevensville, Maryland, 21666, being at least 21 years of age, do hereby designate themselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE I - NAME

The name of the Corporation (which is hereafter referred to as Corporation) is: ALTERNATIVE STRUCTURES CORPORATION.

ARTICLE II - PURPOSE

The purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it are to do any and all things hereinafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

1. To acquire by purchase, or in any other manner take, own, hold, invest and deal in, and to lease, sell, exchange, mortgage, transfer, or in any other manner whatsoever dispose of, real estate or any interest therein located within or without the State of Maryland.
2. To build, construct, erect repair, alter and remodel private homes or houses, residences, garages and other buildings of any kind whatsoever; to grade, lay open and surface streets,

roads, alleys, driveways and generally to do any and all manner of construction, repair, alteration and maintenance work, on or about or of buildings and property of every class and description and wheresoever located.

3. To make, manufacture, purchase, exchange, or in any other manner acquire, hold, own, mortgage, pledge, sell, transfer, or in any other manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every class and description and wherever located.

4. To acquire in any manner, hold, use, sell, assign, grant rights in, or in any manner deal with patents, inventions, improvements, processes, formulas, copyrights or other rights issued or authorized by any government, governmental body or otherwise.

5. To own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage and dispose of such real property, personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages and securities as may lawfully be acquired, held or disposed of.

6. 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 Laws of the State of Maryland.

7. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property or for any purpose in or about the business of the company, and, if deemed proper to secure the payments of any such obligations by mortgages, pledge, deed of



trust or otherwise.

8. To underwrite, purchase, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds, 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.

9. To purchase, hold, sell, transfer, re-issue or cancel the shares of its own capital stock or any securities or other obligations of the corporation organized under the laws of the State of Maryland; provided, that the Corporation shall not use its funds or other assets for the purchase of its own shares of 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.

10. To apply for, purchase, register or in any manner to acquire, and to hold, own, use, operate, and introduce, and to sell, lease, assign, pledge, or in any manner deal with patents,

patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, and processes, labels, designs, brands, or other rights, and to work, operate, or develop, the same, and to carry on any similar business, manufacturing or otherwise, which may directly or indirectly effectuate those objects or any of them.

11. To acquire and to take over as a going concern and thereafter to carry on the business of any person, firm, or corporation engaged in any business which this Corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business.

12. 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.

13. To undertake, contract for or carry on any business, incidental to or in aid of, or advantageous in pursuance of, any of the objects or purposes of the Corporation.

14. To do any of the things hereinbefore enumerated for itself or for account of others and to make and perform contracts for doing any part thereof.

15. To enter into, make, perform and carry out contracts of every part 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 municipal, body politic, under the government of the United or any state, territory or colony thereof, or in any foreign government, so far as and to

the extent that the same may be done and performed by corporations organized under the laws of the State of Maryland.

16. To do all and every thing 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 corporations, firms, or individuals and either as principals, co-partners, or agents, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers of any of them.

17. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Maryland upon corporations organized under the provisions of the laws of the State of Maryland.

18. To purchase, acquire, hold, issue, and re-issue the shares of its capital stock subject to the laws of the State of Maryland.

#### ARTICLE III - ADDRESS

The principal office of the Corporation in the State of Maryland will be maintained at RD 3, Box 389, Stevensville, Maryland, 21666.

#### ARTICLE IV - RESIDENT AGENT

The name of the resident agent in the State of Maryland is BRADLEY G. LUNDBERG, whose post office address is RD 3, Box 389, Stevensville, Maryland, 21666.

#### ARTICLE V - DIRECTORS

The Corporation shall have four or more directors which number may be increased or changed from time to time, subject to the provisions of the By-Laws, and JAMES E. STANSBURY, BRADLEY G. LUNDBERG, ARTHUR P. LUNDBERG and CATHERINE S. STANSBURY shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

ARTICLE VI - CAPITAL STOCK

The total amount of authorized stock of the Corporation is 5,000 shares of common stock of no par value.

ARTICLE VII - DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 8<sup>th</sup> day of August, 1979.

WITNESS:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*James E. Stansbury*  
\_\_\_\_\_  
JAMES E. STANSBURY

*Bradley G. Lundberg*  
\_\_\_\_\_  
BRADLEY G. LUNDBERG

STATE OF MARYLAND )  
  ) )  
COUNTY OF ANNE ARUNDEL ) )

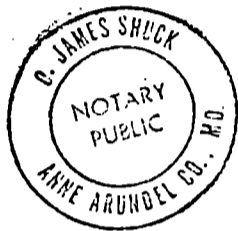
TO WIT:

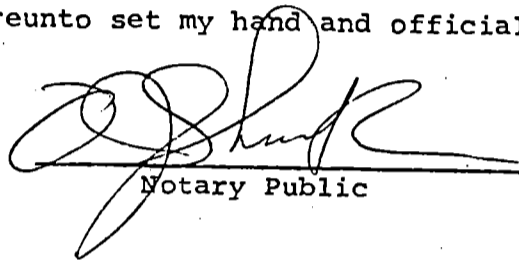
I HEREBY CERTIFY that on this 8<sup>th</sup> day of August

01567

19 79, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JAMES E. STANSBURY and BRADLEY G. LUNDBERG and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

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



 (SEAL)  
Notary Public

My commission expires:

My Commission Expires July 1, 1982.

197

ARTICLES OF INCORPORATION  
OF  
ALTERNATIVE STRUCTURES CORPORATION

CLERK OF THE CIRCUIT COURT  
1979 DEC 11 AM 10:45  
QUEEN ANNES COUNTY

DEC 11-79 \* 26311 \*\*\*\*\*6 00  
DEC 11-79 A 26311 \*\*\*\*\*6 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 17, 1979 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

*8*

Recorded in Liber 2452, folio 1560 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 \$ \_\_\_\_\_

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 88242  
STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCLL  
I HEREBY CERTIFY THAT  
THIS *arts/pc* WAS  
RECEIVED FOR RECORD THIS *11th*  
Y OF *Dec* 1979 AT *10:45 A.M.*  
AND RECORDED IN  
*M.W.M. folio 71*  
gcp RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Margaret M. Martin* CLERK

WYE INSTITUTE, INC.

ME.

ARTICLES OF AMENDMENT

WYE INSTITUTE, INC., a Maryland Coporation, having its principal office in Queen Anne's County, Maryland 21658 (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation filed with, received and approved by the State Department of Assessments and Taxation of Maryland on November 26, 1963, are hereby amended as follows:

1. Article THIRD of the Articles of Incorporation, setting forth the charitable, scientific, literary and educational purposes of the Corporation, is hereby amended to add the following sub-paragraph:

"(g) To assist in the advancement of knowledge of the Eastern Shore of Maryland by the establishment of a private press to promote and produce scientific, literary and educational books, pamphlets and periodicals concerning the art, culture, history, ecology, geography, and literature of the Eastern Shore."

SECOND: At a duly convened meeting of the Board of Trustees held on August 17, 1979, a Resolution setting forth the foregoing amendment to the Articles of Incorporation was unanimously approved and adopted by those Trustees present at said meeting, which constituted a majority of the entire Board of Trustees; and further, at the time of said approval and adoption there were no shares of stock entitled to vote thereon.

IN WITNESS WHEREOF, WYE INSTITUTE, INC. had caused these presents to be signed in its name and on its behalf

1/8/80 original mailed to Miles + Stockbridge, 12371 Washington St. Eastern, MD 21601

by its President and its corporate seal to be hereunto  
affixed and attested by its Secretary on this 24<sup>th</sup> day  
of August, 1979.



ATTEST:

WYE INSTITUTE, INC.

Richard G. Garrett  
Richard G. Garrett  
Secretary

By Arthur A. Houghton, Jr.  
Arthur A. Houghton, Jr.  
President

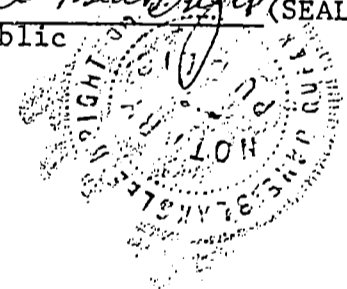
STATE OF MARYLAND :

COUNTY OF QUEEN ANNE: SS:

I HEREBY CERTIFY, that on this 21<sup>th</sup> day of August, 1979, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Arthur A. Houghton, Jr., President of Wye Institute, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation adknwledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Richard G. Garrett, and made oath in due form of law that he was Secretary of the meeting of the Board of Trustees 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 Amendment are true.

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

Jane B. [Signature] (SEAL)  
Notary Public





CLERK OF THE COURT  
1979 DEC 11 AM 10:51  
QUEEN ANNE'S COUNTY

232

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

ARTICLES OF AMENDMENT

I HEREBY CERTIFY THAT  
THIS arts/amend WAS  
RECEIVED FOR RECORD THIS 11<sup>th</sup>  
DAY OF Dec 1979 AT 10:51 A.M.

OF  
WYE INSTITUTE, INC.

AND RECORDED IN  
LIBER MWM #158 folio 79 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

DEC 11-79 \* 26312 \*\*\*\*\*5 00  
DEC 11-79 A #26312 \*\*\*\*\*5 00

CLERK

*Margurite M. Maxbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 27, 1979 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2453, folio 123, 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. Summer*



A 88616

LIBER 6 PAGE 51

HOOD HOMES, INC.

(a close corporation under Title 4-101)

ARTICLES OF INCORPORATION

FIRST: The undersigned, William H. Hood, whose post office address is Route 1, Box 663, Stevensville, Maryland 21666 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 (hereinafter called the Corporation) is: HOOD HOMES, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Close Corporation Laws of Maryland.

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

To engage in the general speculative home building business including the erection of homes, flats and apartments to operate a contracting business, to purchase, own, hold sell real property, improved and unimproved or any interest therein or easement thereon, to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder, speculative builder, subdivider or real property development; to invest in and hold for investment any and all real property shares of stock, bonds, government, private or corporate and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 663, Stevensville, Maryland 21666. The name and post office address of the resident agent of the corporation in Maryland is William H. Hood, Route 1, Box 663, Stevensville, Maryland 21666. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the corporation has authority to issue is One Thousand (1,000) shares of the par value of One Dollar(\$1.00) a share, all of one class, and having an aggregate value of One Thousand (\$1,000.00) Dollars.

03142

SEVENTH: After the 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 two directors, namely William H. Hood and Patsy A. Hood.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on the 2 day of August, 1979.

William H. Hood  
WILLIAM H. HOOD

WITNESS:

Patsy Ann Hood

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

THIS cert. / 90 WAS  
RECEIVED FOR RECORD THIS 11th  
DAY OF Dec 1979 AT 10:52 A.M.

ARTICLES OF INCORPORATION  
OF

172

AND RECORDED IN  
LIBER M.M. # 6 folio 82, Cert  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

HOOD HOMES, INC.  
CLERK  
1979 DEC 11 AM 10:52  
QUEEN ANNE'S COUNTY

CLERK  
*Marguerite M. Franklin*

DEC 11-79 \* 26313 \*\*\*\*\*5.00  
DEC 11-79 A #26313 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 9, 1979 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2451, folio 031-10, 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. J. J. J.*



A 88049

ISLAND IMPORTS, INC.  
ARTICLES OF INCORPORATION

FIRST: I, ROBERT L. RAUGHT, whose post office address is P. O. Box 428, 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 Island Imports, Inc.

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

(1) To buy, sell, trade, deal in wicker and related products, 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; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise; 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 428, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Robert L. Raught, P. O. Box 428, 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 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: Robert L. Raught, James Lardakis and Genevieve E. Raught.

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.

02181

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.

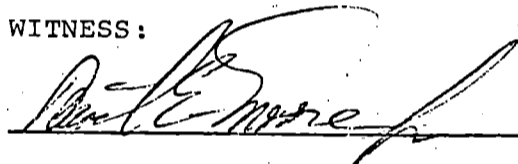
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(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 7th day of August, 1979, and I acknowledge the same to be my act.

WITNESS:

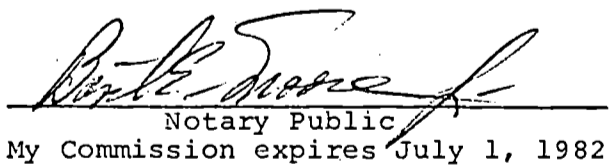
  
 \_\_\_\_\_

  
 Robert L. Raught

STATE OF MARYLAND )  
 ) S S  
 ANNE ARUNDEL COUNTY )

I HEREBY CERTIFY that on the 7th day of August, 1979, before me the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Robert L. Raught 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.

  
 Notary Public  
 My Commission expires July 1, 1982



156

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SCT. ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT THIS Arts/Inc WAS RECEIVED FOR RECORD THIS 11th ISLAND IMPORTS, INC. DAY OF Dec 1979 AT 10:53 A.M.

AND RECORDED IN LIBER MUM 6 p. 85 Arts RECORD BOOK FOR QUEEN ANNE'S COUNTY

DEC 11-79 \* 26314 \*\*\*\*\*5.00  
DEC 11-79 A #26314 \*\*\*\*\*5.00

RECORDED  
CLERK  
1979 DEC 11 AM 10:53  
QUEEN ANNE'S COUNTY

CLERK

*Margurite M. Martin*

approved and received for record by the State Department of Assessments and Taxation of Maryland August 8, 1979 at 11:30 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2451, folio 02178, 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 87943

LIBER 6 PAGE 89

118180 original mailed to Phillips & Sloan, 18 W. Franklin St. Balt. Md 21201

03334

ARTICLES OF INCORPORATION  
OF  
MYERS' TRANSFER, INC.

*MB*

THIS IS TO CERTIFY that we, the subscribers, GORDON MYERS, whose post office address is R.D. #1, Woodstream, P.O. Box 162, Centreville, Maryland 21617, and KAREN MYERS, whose post office address is R.D. #1, Woodstream, P.O. Box 162, Centreville, Maryland 21617 all of whom are of full legal age, do 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.

FIRST: The name of the corporation is "MYERS' TRANSFER, INC."

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

A. To carry on a hauling and trucking business, and in connection therewith to provide to the public a cartage, transfer and hauling service, to accept and fulfill contracts for the carriage of goods of all kinds and descriptions, interstate or intrastate or international by means of such conveyances and mechanical or other equipment as may be appropriate, and to operate facilities for the warehousing, storage, and weighing or sorting and grading of goods, materials and merchandise.

B. To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will 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 General Corporation Law; 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, and to purchase, hold and sell transportation licenses and permits.

C. To borrow money without limit as to amount and at such rates of interest as it may determine; from time to time issue and sell its own

securities; including its shares of stock, notes, bonds, debentures, and other obligations, in such amounts, on such terms and conditions, for such purposes and for such prices, now or hereafter permitted by the General Corporation Law and by these Articles of Incorporation, as the Board of Directors of the Corporation may determine; and to secure any of its obligations by mortgage, deed of trust, pledge, or other encumbrance of all or any of its property, franchises and income.

D. To acquire, use, and dispose of shares and interests in, and to participate with others in, any corporation, partnership, limited partnership, joint venture, or other associations of any kind, as permitted corporations organized under the General Corporation Law.

E. To draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage, deed of trust, or otherwise, so far as may be permitted by the General Corporation Law.

F. To transact its business, promote its purposes, carry on its operations, and exercise its powers, in and all of its branches, both within the State of Maryland and within any and all States of the United States of America, independencies, colonies, possessions, agencies, or instrumentalities of the United States of America and of foreign governments.

The foregoing provisions of this Article Second shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article Second, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of this Articles of Incorporation; provided, that the corporation shall not conduct any business, promote any purpose, or exercise any power or privilege within or without the State of Maryland, which, under the laws thereof, the corporation may not lawfully conduct, promote, or exercise.

THIRD: The post office address of the place at which the principal office

of the corporation in this State will be located at R.D. #1, Woodstream, P.O. Box 162, Centreville, Maryland 21617, and the name and address of the Resident Agent is Gordon Myers, R.D. #1, Woodstream, P.O. Box 162, Centreville, Maryland 21617, who is a citizen and actually resides in the State of Maryland.

FOURTH: We do further certify that the total amount of authorized stock of this corporation is One Hundred Thousand Dollars (\$100,000.00) divided into One Hundred Thousand (100,000) shares of common stock at the par value of One Dollar (\$1.00) per share.

FIFTH: We do further certify that the same corporation will be managed by a Board of not less than two (2) or more than seven (7) Directors and that Gordon Myers and Karen Myers are the names of those who shall act as the Board of Directors of said corporation until the first annual meeting, when their successors are duly chosen and qualified.

SIXTH: Private property of the stockholders shall not be subject to the payment of corporation debts to any extent whatsoever.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals this 26 day of July, 1979.

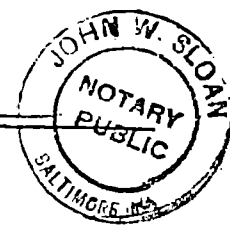
TEST:

[Signature] [Signature] Gordon Lee Myers (SEAL)  
[Signature] [Signature] Karen Denise Myers (SEAL)  
[Signature] (SEAL)

CITY OF BALTIMORE  
STATE OF MARYLAND, WORCESTER-COUNTY, to wit;

I HEREBY CERTIFY, that on this 26<sup>th</sup> day of July, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for BALTIMORE CITY Worcester-County aforesaid, personally appeared GORDON MYERS AND KAREN MYERS, two of the Incorporators named in the foregoing Articles of Incorporation, and acknowledged the same to be their respective act.

AS WITNESS my hand and Notarial Seal.

[Signature]  
Notary Public  


My commission expires:

June 30, 1982

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

HIS Art. 10 WA  
RECEIVED FOR RECORD THIS 11th  
DAY OF Dec 1979 AT 10:54 A.M.

ARTICLES OF INCORPORATION  
OF

118

AND RECORDED IN  
LIBER MUM 6 folio 90 Certs.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

MYERS' TRANSFER, INC.

*Marguerite M. Maxbin*  
CLERK

1979 DEC 11 AM 10:54  
QUEEN ANNE'S COUNTY

DEC 11-79 \* 26315 \*\*\*\*\*5.00  
DEC 11-79 A #26315 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 27, 1979 at 1:30 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2450, folio 3333, 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 87616

gcp

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

THIS arts/Inc WAS  
RECEIVED FOR RECORD THIS 11th  
DAY OF Jan 1980 AT 9:30 A M.  
AND RECORDED IN  
LIBER MWM #6 folio 95 OF  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
ARTICLES OF INCORPORATION  
OF  
TACKLE ENTERPRISES, INC.  
CLERK

3017

*Marguerite M. Markin*

JAN 11-80 \* 27217 \*\*\*\*\*5.00

JAN 11-80 A #27217 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 14, 1979 at 3:30 o'clock P, M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 1155, folio 30031, 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*



CLERK, COURT  
1980 JAN 11 AM 8:38  
QUEEN ANNE'S COUNTY

A 89101

LIBER 6 PAGE 95

gcp

*1-23-80 - orig mailed to John B. Price  
P.O. Box 167  
Cheston, Md 21619*

TACKLE ENTERPRISES, 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, JOHN B. PRICE, whose post office address is P.O. Box 167, 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 Tackle Enterprises, 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 buying and selling boats and marine equipment and to operate and manage marinas.
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.

FIFTH: The post office address of the principal office of the Corporation in this State is P.O. Box 167, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is John B. Price, P.O. Box 167, Chester, Maryland 21619. Said Resident Agent is an individual actually residing in this State.

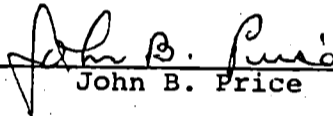
SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value.



.00033

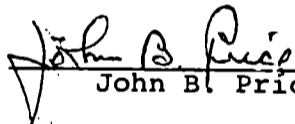
SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is John B. Price.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 14th day of September, 1979.

  
\_\_\_\_\_  
John B. Price

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.

  
\_\_\_\_\_  
John B. Price

1-23-80 - orig mailed; Whiteford, Taylor, Preston, Tremble & Johnston  
2008 First Md. Bldg.  
25 South Charles St. Balt. Md. 21201

LIBER 6 PAGE 98

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

THIS arts/mc WAS ARTICLES OF INCORPORATION  
RECEIVED FOR RECORD THIS 11<sup>th</sup> OF  
MAY OF Jan 1980 AT 8:40 A M.  
RECORDED IN \_\_\_\_\_  
BOOK MUM #6 folio 98 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

300

CLERK

JAN 11-80 \* 27218 \*\*\*\*\*5.00  
JAN 11-80 A #27218 \*\*\*\*\*5.00

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 14, 1979 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 1 454, folio 03162 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*



CLERK, STATE DEPT.  
1980 JAN 11 AM 8 40  
QUEEN ANNE'S COUNTY

A 89090

ARTICLES OF INCORPORATION  
OF  
GEARS, INC.

FIRST: I, B. Conway Taylor, Jr., whose post office address is First Maryland Building, Suite 2000, 25 South Charles Street, Baltimore, Maryland 21201, of the age of majority, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

GEARS, INC.

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

(1) To conduct and carry on the business of operating restaurants and motels on and within real property owned, leased or otherwise available to the corporation, and in this connection to buy, purchase, lease, acquire and sell any and all forms of equipment, machinery, utensils and personalty, and any and all forms of real property, needed or useful in connection with the operation of restaurants and motels to apply for and procure any and all forms of licenses, and to enter into any and all other forms of business which may in any way be relevant or appropriate or in anywise appurtenant to the operation of a restaurant and motels.

(2) To do anything permitted in Section 2-103, Corporations and Associations, Annotated Code of Maryland, as amended from time to time, and any and all other lawful acts.

FOURTH: The post office address of the principal office of the Corporation in this State is Route P. O. Box 145, Queenstown, Maryland 21658. The name and post office address of the Resident Agent of the Corporation in this State is Raymond S. Schmidt, Bennett Point Road, Route P. O. Box 145, Queenstown, Maryland 21658; said Resident Agent is a Maryland corporation.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares, with a par value of One Dollar (\$1.00) per share.

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. The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

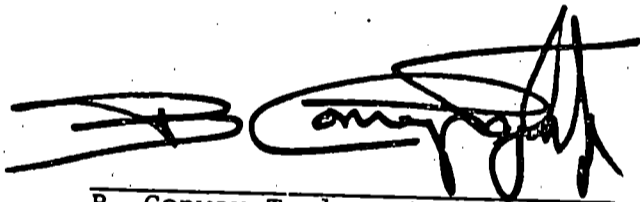
Raymond J. Schmidt  
Alana S. Williams  
Gregory Alan Schmidt  
Evelyn G. Schmidt

SEVENTH: The Corporation shall indemnify its directors, officers, employees and agents to the maximum extent possible in accordance with the provisions of Section 2-418, Corporations and Associations, Maryland Annotated Code; and the Corporation

may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 13<sup>th</sup> day of September, 1979.

WITNESS:



B. Conway Taylor, Jr.

"INCORPORATOR"

1-23-80- orig mailed Smith & Wohlgenuth  
190 Duke of Gloucester St.  
P.O. Box 228  
Annapolis Md. 21404  
LIBER 6 PAGE 102

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

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT

OF

THIS arts/nc WAS

R-T. COMMUNITY ASSOCIATION, INC.

RECEIVED FOR RECORD THIS 11th

DAY OF Jan 19 80 AT 8:41A M.

RE ..... AND RECORDED IN

LIBER MUM #6 folio 102 Cuts

RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Markin*

JAN 11-80 \* 27219 \*\*\*\*\*5.00  
JAN 11-80 A #27219 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 5, 1979 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2454, folio 1321, 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.

CLERK  
1980 JAN 11 AM 8:41  
QUEEN ANNE'S COUNTY

*William J. Sumner*



A 88852

bt

ARTICLES OF INCORPORATION  
OF  
R.T. COMMUNITY ASSOCIATION, INC.

We, the undersigned, ALBERT W. WOODFIELD, whose post office address is Rock Hall, Maryland; WILLIAM R. SHUPE, whose post office address is Box 729G, South Lake Drive, Stevensville, Maryland, 21666; and ALBERT W. WOODFIELD, III, whose post office address is 512 Bay Hills Drive, Arnold, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of Maryland.

ARTICLE I - NAME

The name of the Corporation, hereinafter called the Corporation, is:

R.T. COMMUNITY ASSOCIATION, INC.

ARTICLE II - PURPOSES

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

FIRST: To organize and operate an association exclusively to promote the general comfort, health, convenience and well being of its members, and the Community of Raintree and its environs, particularly, but not limited to, the opening, paving, clearing, cleaning, developing and repairing of roads, the building of schools, securing police and fire protection, adequate lighting, adequate sanitary arrangements, the abatement of nuisances and the promotion and conduct of any civic, cultural, educational or other activity conducive to the health, comfort, welfare and recreation of its members and the Community.

SECOND: To construct, equip and maintain a swimming pool, clubhouse and other appropriate buildings or facilities and/or to

SEP 5 9 26 AM '55

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LAW OFFICES  
SMITH & WOHLGEMUTH  
ANNAPOLIS, MD.

AUG 23 8 55

operate the same for the use and enjoyment of all of the members of the Association upon and under such terms and conditions and subject to such rules, regulations and the restrictions as the Board of Directors may from time to time determine.

THIRD: To purchase, lease, hold, sell, develop, mortgage, convey or otherwise acquire or dispose of real and personal property necessary or proper for the carrying out of the purposes of this Corporation in this State and Community, and to engage in and conduct any business connected with or incident to any business, objects or purposes hereinbefore mentioned.

FOURTH: To collect, receive and maintain any fund or funds by subscription or otherwise and to apply the income or principal thereof to the promotion of the purposes of this Corporation and to invest and reinvest surplus funds in such securities and/or to properties, as the Board of Directors may from time to time determine.

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

#### ARTICLE III - POWERS

The Corporation shall have the power and authority to do and perform any and all acts intended to carry out or facilitate the purposes and businesses above mentioned, and to carry on any other business which may be deemed by the Corporation to effectuate or facilitate, directly or indirectly, the transaction of the aforesaid objects, purposes, or businesses, or to enhance the value of the corporate property, business or rights.



ARTICLE IV - ADDRESS AND RESIDENT AGENT

The post office address, and the principal office of the Corporation in this State is: Box 729G, South Lake Drive, Stevensville, Maryland, 21666. The Resident Agent of the Corporation in this State is: WILLIAM R. SHUPE, whose pose office address is: Box 729G, South Lake Drive, Stevensville, Maryland, 21666, and who is an individual actually residing in this State.

ARTICLE V - STOCK

The Corporation shall have no capital stock, but the said Corporation is to be supported by the voluntary contributions, dues and efforts of its members.

ARTICLE VI - MEMBERSHIP

The membership of this Corporation at the time of its incorporation shall be all of the persons hereinabove named as Incorporators. Thereafter, members may be chosen and elected to, or dropped from, the rolls of said Corporation from time to time as may be prescribed or authorized by the By-Laws. Any owner or contract purchaser of property lying within the community of Raintree shall be eligible for election to a voting membership in the Association. Any other person will be eligible for membership as provided in the By-Laws of the Corporation.

ARTICLE VII - DIRECTORS

The management of the affairs of the Corporation shall be vested in a Board of Directors whose number may be established, increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The above named incorporators shall act as Directors until the first meeting of the Corporation, or until their successors are duly chosen. The Directors shall thereafter be elected in accordance with the method established by the By-Laws of the Corporation.

ARTICLE VIII - OFFICERS

The executive offices of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be established by the By-Laws of the Corporation. The officers shall be elected by and from the Board of Directors immediately following the election of the Board of Directors at each annual meeting. Members of the Board of Directors must be corporate members in good standing.

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation shall be made and enacted by the members at their first meeting, and no additions or amendments thereto shall thereafter be made except by a majority vote of the members of the Corporation at any annual or special meeting.

ARTICLE X - ASSETS AND EARNINGS

The Corporation shall not be operated for profit and none of the assets or net earnings shall inure to the private benefit of a member or a representative of the Corporation, or any other corporation, firm or individual except in payment for goods, materials, labor or services actually made, delivered or performed in advancement of the corporate purposes as hereinabove set out. In the event of a dissolution, all of the remaining assets of the Corporation shall be distributed only in accordance with the purposes of the Corporation as hereinabove set forth.

ARTICLE XI - DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto affixed our hands and seals this 22<sup>nd</sup> day of August 1979.

WITNESS:

<u>John A. Woodfield</u>	<u>Albert W. Woodfield</u> (SEAL) ALBERT W. WOODFIELD
<u>John A. Woodfield</u>	<u>William R. Shupe</u> (SEAL) WILLIAM R. SHUPE
<u>John A. Woodfield</u>	<u>Albert W. Woodfield III</u> (SEAL) ALBERT W. WOODFIELD, III

LAW OFFICES  
SMITH & WOHLGEMUTH  
ANNAPOLIS, MD.

01326

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

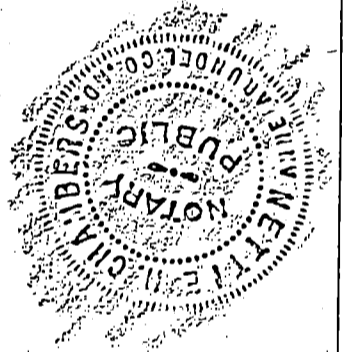
I HEREBY CERTIFY that on this 22<sup>nd</sup> day of August, 1979, before me, the Subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ALBERT W. WOODFIELD, WILLIAM R. SHUPE AND ALBERT W. WOODFIELD, III, and they severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Mettie H. Chambers  
Notary Public

My Commission expires:

July 1, 1982



1-23-80 orig mail. Kivity & Leptz  
1155 15th St N.W.  
Washington D.C. 20005.

LIBER 6 PAGE 108

271

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

I HEREBY CERTIFY THAT

THIS Arts/enc WAS RECEIVED FOR RECORD THIS 11th DAY OF Jan 1980 AT 8:45A M. OF ARTICLES OF INCORPORATION

AND RECORDED IN MWM #6 folio 108 Arts KENT ISLAND VAN, INC.

RECORD BOOK FOR QUEEN ANNE'S COUNTY.

CLERK

*Marguerite M. Martin*

JAN 11-80 \* 27220 \*\*\*\*\*5.00  
JAN 11-80 A #27220 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland September 5, 1979 at 9:30 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2454, folio 01251, 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*



RECORDED  
CLERK OF COURT  
1980 JAN 11 AM 8 42  
QUEEN ANNE'S COUNTY

A 88838

gcp

KENT ISLAND VAN, INC.  
ARTICLES OF INCORPORATION

FIRST: I, Murray A. Kivitz, whose post office address is 6406 Kirby Road, Bethesda, Maryland 20034, 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 ISLAND VAN, INC.

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

(1) To buy, sell, maintain, operate, and provide vehicles for the transport of students to private schools.

(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 No. 2, Box 732, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Maurice Sanger, Route No. 2, Box 732, Chester, Maryland 21619.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, par value \$1.00 per share.

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), provided that:

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) 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: Joel Francis Sparhawk, Joseph Strong Downey, Jr. and Maurice Sanger.

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 Law 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 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 30 day of August, 1979, and I acknowledge the same to be my act.

  
MURRAY A. KIVITZ

WITNESS:

Charles Richard Address 147 Quaker Ln. Croft Hill, MD

Elin M. Hunt Address 8014 ABERDEEN ROAD BETHMD

Address \_\_\_\_\_

LAW OFFICES  
KIVITZ & LIPTZ  
1155 FIFTEENTH STREET, N. W. 30 COURTHOUSE SQUARE  
WASHINGTON, D. C. 20005 ROCKVILLE, MARYLAND 20850  
(202) 659-2444 (301) 424-9211



249

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

"S arts/enc WAS ARTICLES OF INCORPORATION  
REIVED FOR RECORD THIS 11 d  
OF Jan 19 80 AT 8:45 A M OF  
E ..... AND RECORDED IN KENT BUS, INC.  
PER TRUM #6 Jolie 113 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Maxbin*

JAN 11-80 \* 27221 \*\*\*\*\*5.00  
JAN 11-80 A #27221 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 30, 1979 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2454, folio 00074 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*



CLERK OF THE  
1980 JAN 11 AM 8 43  
QUEEN ANNE'S COUNTY

A 88674

LEDCR 6 PAGE 113

1-23-80 - Orig. Mailed: *Rasin & Link*  
*P.O. Box 228*  
*Chestertown Md. 21620*

GCP

## ARTICLES OF INCORPORATION

OF

KENT BUS, INC.

## THIS IS TO CERTIFY:

FIRST: We, the subscribers, Janie E. Ashley, whose post office address is Route 1, Box 180, Centreville, Maryland 21617; Sally L. Clark whose post office address is 305 Chesterfield Avenue, Centreville, Maryland 21617; and Harry J. Duffey, III, whose post office address is Queenstown Road, Centreville, Maryland 21617; each being at least eighteen (18) years of age, do hereby associate ourselves with the intention of forming a non-profit corporation under and by virtue of the Corporation Law of the State of Maryland.

SECOND: The name of the Corporation is:

KENT BUS, INC.

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

A. To organize and operate an association no part of the net earnings of which is to inure to the benefit of any member, shareholder, or other individual.

B. To operate a transportation system for children and/or teachers attending Kent School, Inc., in Kent County, Maryland.

C. To collect from persons, firms and corporations by gift, conveyance, transfer, devise and bequest, or any other manner or manners land, buildings, bonds, shares of corporate stock, monies, and any and all other kinds of property of any name and nature, and manage and invest in the same for the purposes set forth herein.

D. To conduct surveys, studies and other research to determine the transportation needs of students attending Kent School, Inc.

E. To employ such personnel as deemed necessary to carry out the purposes of the Corporation.

F. To do all other acts and things which may be calculated to further the above purposes.

FOURTH: The place in this State where the principal office of the Corporation is to be located is 107 South Commerce Street, Centreville, Queen Anne's County. The name and post office address of the resident agent of the Corporation in this State is Janie E. Ashley, 107 South Commerce Street, Centreville, Maryland 21617. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock, nor shall any funds of the Corporation be donated to any Corporation or association organized for pecuniary benefits.

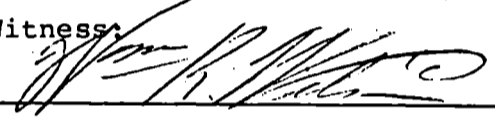
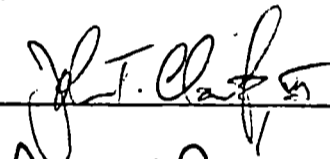
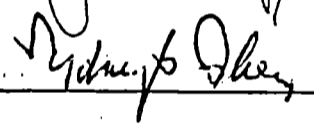
SIXTH: The Corporation shall have not more than seven (7) directors nor less than three (3) directors; qualification and terms as well as procedure for elections of the directors shall be set forth in the By-Laws. The incorporators shall serve as directors until their successors are duly elected and qualified.

SEVENTH: 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.

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 a 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we hereunto subscribe our names to these Articles of Incorporation this 29th day of August, 1979, and severally acknowledge the same to our act.

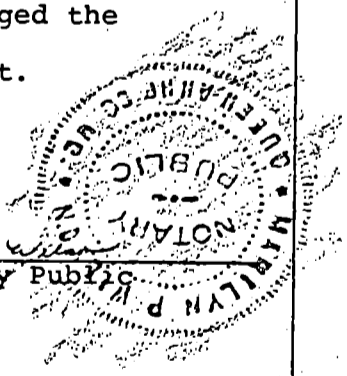
Witness:  
  
  


Janie E. Ashley (SEAL)  
 Janie E. Ashley  
Sally L. Clark (SEAL)  
 Sally L. Clark  
Harry J. Duffey III (SEAL)  
 Harry J. Duffey, III

STATE OF MARYLAND, COUNTY OF QUEEN ANNE'S, to wit:  
 I HEREBY CERTIFY, That on this 29th day of August, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Janie E. Ashley, Sally L. Clark and Harry J. Duffey, III, and each acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Marilyn P. Wilson  
 Notary Public



My Commission Expires:  
 July 1st, 1982

LAW OFFICES  
 RABIN AND SIBK  
 COURT STREET  
 P.O. Box 220  
 CHESTERTOWN, MARYLAND 21620  
 (301) 770-3818

NOTICE OF CHANGE OF PRINCIPAL OFFICE  
OF  
KINGS TOWN TRACTOR COMPANY

246

received for record August 31, 1979 *[Signature]* at 8:30 A. M.  
and recorded on Film No. 2453 Frame No 02214 one of  
the charter records of the State Department of Assessments and Taxation of Maryland.  
To the clerk of the Circuit court of Queen Annes County

AA N<sup>o</sup> 17887

Special Fee Paid \$5.00  
Recording Fee Paid \$3.00  
Total \$8.00

JAN 11-80 \* 27223 \*\*\*\*\*1.75  
JAN 11-80 A 27223 \*\*\*\*\*.50  
JAN 11-80 A 27222 \*\*\*\*\*.75

CLERK, LIAISON  
1980 JAN 11 AM 8:44  
QUEEN ANNE'S COUNTY

Mr. Clerk Mail to: Whiteford, Taylor, Preston, Trimble & Johnston  
2000 First Maryland Building  
25 South Charles Street  
Baltimore, Maryland 21201

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

THIS *Act* WAS  
RECEIVED FOR RECORD THIS *11<sup>th</sup>*  
DAY OF *Jan* 1980 AT *9:41 A.M.*  
AND RECORDED IN  
LIBER *MWM #6 folio*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
CLERK

*Marguerite M. Manbin*

LIBR 6 PAGE 117

1-23-80-orig mailed Whiteford, Taylor, Preston, Trimble & Johnston  
2000 First Maryland Bldg.  
25 South Charles St.  
Balt. Md. 21201

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 August 24, 1979.

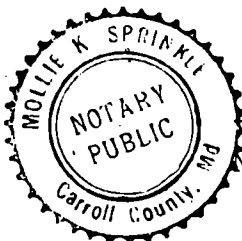
RESOLVED: That the principal office of the Corporation is and will hereafter be R. D. 4, Box 218, Chestertown, Maryland 21620.

*Edward A. Johnston*  
Edward A. Johnston, Secretary

STATE OF MARYLAND, <sup>County</sup> CITY OF *Carroll*, TO WIT:

I hereby certify that on the *27th* day of August, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City/County of *Carroll* 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.



*Mollie K. Sprinkle*  
Notary Public

My Commission Expires: *7/1/82*

051 0000 0

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF SALE AND TRANSFER

426

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~~ herein named Pioneer Point Properties, Inc., c/o The Chase Manhattan Bank, N.A., 1 Chase Manhattan Plaza, New York, New York 10081

and the Transferee ~~Corporation(s)~~ Individual(s) ~~Surviving Corporation~~ and the ~~New Corporation in the Consolidation~~ herein named Peter G. Sheaffer 15 Main Street, Barnstable, Massachusetts 02630

REAL PROPERTY AFFECTED: (Show separately for each parcel deed reference and brief description preferably as shown on recent tax bill.) A portion of Pioneer Point Farm, Queen Anne's County, Maryland, more particularly:

- a) 6.6 acres, recorded in Liber C.W.C. 129, folio 171 (W/Corsica Neck Road, W/Centreville);
- b) 1499.86 acres, recorded in Liber C.W.C. 96, folio 26 and in Liber C.W.C. 129, folio 171 (W/Corsica Neck Road, W/Centreville);
- c) 115 lots (Mallard Point), recorded in Liber C.W.C. 129, folio 171 (W/Corsica Neck Road, W/Centreville);
- d) lot 226 x 125 x 226 - W/Bulle Rk Dr Pioneer Point, W/Centreville, recorded in Liber C.W.C. 129, folio 171.

Mailing address for receipt tax bills: Name Peter G. Sheaffer Address 15 Main Street City or County, State and Zip Code Barnstable, Massachusetts 02630

\*NOTE: SUBMIT IN TRIPLICATE

(OVER)

2-14-80 original mailed to Real Estate Title Co. 4100 Keyser Bldg. Falls 21305

"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 (.5%) 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 \$2,247,500

TRANSFEROR CORPORATION PIONEER POINT PROPERTIES, INC.

SIGNATURE OF OFFICER Maurice B. Pender  
Vice-President

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 18 day of October, 1979

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

RECEIVED  
CLERK OF CIRCUIT COURT  
1980 FEB -1 PM 2:59  
QUEEN ANNE'S COUNTY

David W. Kalkbrenner  
Charter Specialist

RECORDATION TAX PAID: 7416.75  
TRANSFER TAX PAID: 11737.50  
TOTAL: 18654.25

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

FEB -1-80 \* 27905 \*\*\*\*\*1 00  
FEB -1-80 A #27905 \*\*\*\*\*1 00

THIS art/mcorp WAS  
RECEIVED FOR RECORD THIS 1st  
DAY OF Feb 1980 AT 2:59 P.M.

RE AND RECORDED IN  
LIBER MWM#6 folio 119 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK REAL ESTATE TITLE CO., Inc.  
KEYSER BLDG.  
BALTIMORE, MD. 21202

Margaret M. Franzen



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 and Transfer has been filed in its office by

Real Estate Title Company  
Keyser Bldg. Baltimore, Md. 21202

which said Articles of Sale and Transfer were duly approved by said Department on October 17, 1979, at 3:00 PM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

PIONEER POINT PROPERTIES, INC. (MD. CORP.) Transferor

the name of the transferee is

PETER G. SNEAFFER (A Mass. Resident) Transferee

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

(c) The Articles of Sale and Transfer dated October 1, 1979

(d) The time of receipt for record of the Articles of Sale and Transfer in the office of the State Department of Assessments and Taxation was October 17, 1979, at 3:00 PM

468

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

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT

HIS *Arts/Corp* WAS  
RECEIVED FOR RECORD THIS *1st*  
DAY OF *Feb* 19 *80* AT *2:59 P.* M.

LINDA PALOMA, INC.

AND RECORDED IN  
LIBER *MWM #6 folio 122 Arts*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK OF THE COURT  
1980 FEB - 1 PM 2:59  
QUEEN ANNE'S COUNTY

CLERK

*Marguerite M. Markin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 25, 1979 at 11:00 o'clock A M. as in conformity

with law and ordered recorded.

*B*

FEB -1-80 \* 27906 \*\*\*\*\*5.00  
FEB -1-80 A RF 27906 \*\*\*\*\*5.00

Recorded in Liber *2458*, *folio 10-11*, 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 90541

bt

*5*

001045

ARTICLES OF INCORPORATION

OF

LINDA PALOMA, INC.

THIS IS TO CERTIFY:

FIRST: That I, 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 -

LINDA PALOMA, 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 Conquest Farms, Centreville, Maryland, 21617. The name and address of the resident agent of the corporation is Stephen K. Wilson, whose address is Conquest Farms, 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 Stephen K. Wilson, Louise F. Gerow and Philip Hirsch 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:

(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

LAW OFFICES  
PRICE & FOSTER

LEN 6 123

2-14-80 original mailed to Price & Foster  
103 Lawyers Row  
Centreville, Md 21617.

may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

(b) The Board of Directors 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 of retirement as the said Board may determine.

(c) 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.

(d) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassifications, 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 at a meeting, or in writing, with or without a meeting.

And, that I, the undersigned incorporator, hereby acknowledges the foregoing Articles of Incorporation to be my act.

WITNESS my hand and seal this 22<sup>nd</sup> day of October, 1979.

WITNESS:

Marcy J. Collier

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

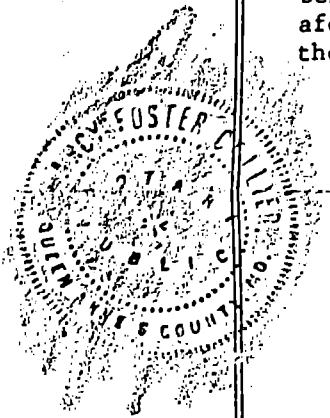
STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 22<sup>nd</sup> day of October, 1979, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert R. Price, Jr., and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Marcy J. Collier  
Notary Public

My comm. exp. 7-1-82



LAW OFFICES  
PRICE & FOSTER

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

ARTICLES OF INCORPORATION

451

I HEREBY CERTIFY THAT

OF

THIS *arts/ncorp* WAS  
RECEIVED FOR RECORD THIS *1st*  
DAY OF *Feb* 19 *80* AT *3:00 P.M.*

SLATER'S WELL DRILLING, INC.

AND RECORDED IN  
LIBER *MWM #6 folio 125 Arts*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

RECORDED  
CLEAN  
1980 FEB -1 PM 3:00  
QUEEN ANNE'S COUNTY

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 22, 1979 at *3:00* o'clock *P* M. as in conformity  
with law and ordered recorded.

FFB-1-80 \* 27907 \*\*\*\*\*5.00  
FEB-1-80 A #27907 \*\*\*\*\*5.00

Recorded in Liber *1457*, *003118*, 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 90345

LIBER 6 PAGE 125

*AS*

SLATER'S WELL DRILLING, 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, JAMES H. SLATER, whose post office address is P.O. Box 159, 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 called the "Corporation") is SLATER'S 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 and carry on, for itself, or as agents for others, the business of drilling wells, excavation and general well construction; and to engage in any other lawful purpose and/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 P.O. Box 159, Stevensville, Maryland 21666. 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 Street, Annapolis, Maryland 21404. Said Resident Agent is an individual actually residing in this State.

*original mailed to;*

LAW OFFICES  
MANIS,  
WILKINSON & SNIDER  
CHARTERED  
P. O. BOX 931  
ANNAPOLIS, MD. 21404  
AREA CODE (301) 263-8855

*2/14/80*

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 two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

James H. Slater  
Catherine A. Slater

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 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 18 day of October, 1979, and I acknowledged the same to be my act.

WITNESS:

Catherine A. Slater

James H. Slater  
JAMES H. SLATER

LAW OFFICES  
MANIS,  
WILKINSON & SNIDER  
CHARTERED  
P. O. BOX 921  
ANNAPOLIS, MD. 21404  
AREA CODE (301) 263-6685



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

411

THIS arts/9 corp WAS OF  
RECEIVED FOR RECORD THIS 1st EASTERN ORNAMENTAL, INC.  
DAY OF Feb 19 80 AT 3:01 P M.

RECORDED  
CLEAN COPY  
1980 FEB - 1 PM 3:01  
QUEEN ANNE'S COUNTY

AND RECORDED IN  
BOOK MWM #6 folio 129 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Margaret M. Harbin CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 9, 1979 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2457, 000353, one of the Charter Records of the State A #27908 \*\*\*\*\*5.00  
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 90007

gcp

2-14/80 original mailed to Paul M. Anderton  
1206 West Street  
Annapolis, Md 21401

UBER

6 PAGE 130

000351

**EASTERN ORNAMENTAL, INC.  
A CLOSE CORPORATION  
ARTICLES OF INCORPORATION**

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Forrest Carver, whose address is 620 Bay Green Avenue, Arnold, Maryland 21012, being at least eighteen years of age, 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 Eastern Ornamental, Inc.

THIRD: The purpose for which the corporation is formed is as follows: To manufacture and sell ornamental iron work and miscellaneous metal fabrications.

FOURTH: The address of the principal office of the corporation is U. S. Route 50, Roseville, Queenstown, Maryland 21658.

FIFTH: The name and address of the resident agent of the corporation are Paul Carlow, 1246 Mayo Road, Edgewater, Maryland 21037.

SIXTH: The total number of shares of stock which the corporation has authority to issue is one thousand shares without par value, all of one class.

SEVENTH: The corporation is a close corporation authorized by Title 4 of the article on Corporations and Associations of the Annotated Code of the Public General laws of Maryland. There shall be no board of directors from the time that the organization meeting of directors and the issuance of at least one share of stock of the corporation are completed.

EIGHTH: The number of directors of the corporation shall be one. The name of him who will serve as director until the election to have no board of directors shall become effective is Forrest Carver.

000355

IN WITNESS WHEREOF I have signed these articles of incorporation on the 1 day of October, 1979.

*Paul M. Anderton*

Paul M. Anderton  
Witness

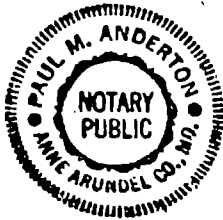
*Forrest Carver*

Forrest Carver  
Incorporator

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY CERTIFY that on this 1 day of October, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Forrest Carver, known to me to be the person who signed the foregoing articles of incorporation, and acknowledged the foregoing articles of incorporation to be his act.

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



*Paul M. Anderton*

Paul M. Anderton  
Notary Public  
My commission expires July 1, 1982

ST. MARYS CO. MD. 20788



CHRISTIAN FELLOWSHIP CHURCH  
ARTICLES OF INCORPORATION

*AD*

FIRST: We, The Undersigned, Albert A. Snead, Rt. 19, Ingleside, Maryland 21644; David A. Dillion, 2533 Tolly Street, Baltimore, Maryland 21230; Francis L. Ward, 1335 James Street, Baltimore, Maryland 21223; and Edward J. Johnson, 800 Old Riverside Road, Brooklyn Park, Maryland 21525, elected by the members of the congregation of the Christian Fellowship Church, to act as Trustees in the name and on behalf of said congregation to manage the estate, property, interest and inheritance of same, and each being at least eighteen years of age, and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the congregation and of the corporation shall be:

CHRISTIAN FELLOWSHIP CHURCH

THIRD: The plan and purpose of the corporation adopted at the meeting of the members of the congregation electing the Trustees are as follows, to wit:

1. To adopt a seal which shall be in circular form with the following inscription on the circumference, "Christian Fellowship Church," and "Incorporated, Maryland, 1979" in the center of the circle.
2. To conduct a church for religious worship in the Christian religion.
3. There shall be an annual business meeting of the members of the congregation on the First Day of August of each year, of which notice shall be given to the members in accordance with the By-Laws of said corporation.

4. At the annual business meeting of the congregation, there shall be elected by the members of the congregation not less than four nor more than twenty-five members of the congregation above the age of eighteen years to act, with a Minister, as Trustees of the corporation for a term of three years 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, and the terms of office of said Trustees may be changed in accordance with the By-Laws.

5. 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 the Corporations and Associations Volume of the Annotated Code of Maryland, Sec. 5-301 to 5-313 as amended from time to time.

6. 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.

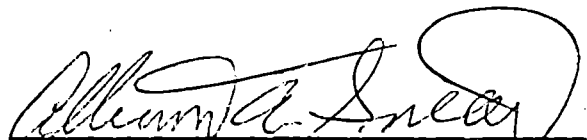
FOURTH: The church shall be located in Queen Anne's County, and the mailing address of the corporation is Route 19, Box 9, Ingleside, Maryland 21644. The Resident Agent of the corporation is Albert A. Snead, Route 19, Ingleside, Maryland 21644, and who is a citizen of this State and actually resides therein.

FIFTH: The corporation shall not have the power to issue stock and no part of the net assets shall inure to the benefit of any member or other individual, with the exception that said corporation may pay to any member, officer or director reasonable compensation for work done or services rendered for said corporation. Upon any ultimate dissolution of the corporation known as Christian Fellowship Church, the Trustees shall distribute the remaining assets, if any, after all just expenses

001831

and debts have been paid, to one or more tax exempt religious associations, organizations, corporations, or conventions which would qualify under Section 501 (a) and 501 (c) (3) of the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, WE, The Trustees, have signed these Articles of Incorporation on this 13th day of October, 1979.

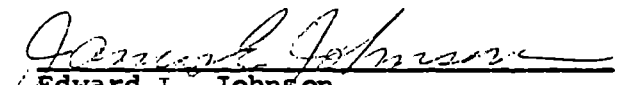
  
Albert A. Snead

WITNESS:

  
David A. Dillion

  
Norman L. Schenker

  
Francis L. Ward

  
Edward J. Johnson

STATE OF MARYLAND, COUNTY OF *Anne Arundel*, to wit:

I HEREBY CERTIFY, That on this 13<sup>th</sup> day of October, 1979, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of *Anne Arundel*, personally appeared Albert A. Snead, David A. Dillion, Francis L. Ward, and Edward J. Johnson, Trustees of Christian Fellowship Church, and in the name and on behalf of said church, acknowledged the foregoing Articles of Incorporation to be the act of said church.

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

  
Norman L. Schenker Notary Public

LIBER

6 PAGE 136

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

ARTICLES OF INCORPORATION  
OF  
CHRISTIAN FELLOWSHIP CHURCH

THIS *Acts/Chas* ..... WAS  
RECEIVED FOR RECORD THIS *22nd*  
DAY OF *Feb* 19 *80* AT *9:43 A.M.*

IN ..... AND RECORDED IN  
LIBER *MWMA 6, Folio 133 Acts*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.

*Marguerite W. Martin* CLERK.

CLERK OF THE COURT  
1970 FEB 22 AM 9:43  
QUEEN ANNE'S COUNTY

NO RECORDING FEE SENT

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

of Maryland October 29, 1979 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber *2458*, folio *001828*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

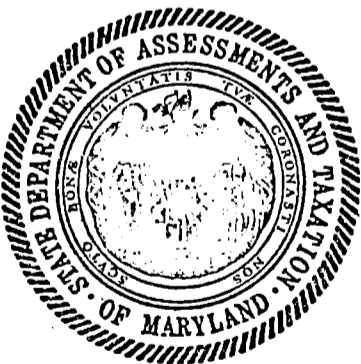
Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ *10.00* Special Fee paid \$ \_\_\_\_\_

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*



A 90622



002685

ARTICLES OF INCORPORATION  
OF  
ALDWYCH COMPANY

*B*

I, the undersigned, C. V. Warren, whose post-office address is P.O. Box 6348, N.W. Station, Washington, D.C. 20015, being at least eighteen years of age, do hereby act as an incorporator, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations and, with the intention of forming a corporation, DO HEREBY CERTIFY AS FOLLOWS:

First: The name of the corporation is Aldwych Company.

Second: The post-office address of the principal office of the corporation in the State of Maryland is C/o C. V. Warren, Main Street, Queenstown, Maryland 21658. The name of the resident agent of the corporation in the State of Maryland is Charles E. Smith, and the post-office address of the resident agent is P.O. Box 147, Main Street, Grasonville, Maryland 21638.

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

To purchase, acquire, hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others,

commodities and other personal property and real property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

To engage in any mercantile, manufacturing or trading business of any kind or character whatsoever, within or without the State of Maryland, and to do all things incidental to any such business; to cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law the formation, merger, reorganization or liquidation of, any corporation, association or entity in the United States or abroad.

To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

To act in any and all parts of the world in any capacity whatsoever as financial, commercial or business agent or representative, general or special, for domestic and foreign corporations, associations, partnerships, syndicates, entities, persons, governments, municipalities and other public bodies.

To make, enter into and carry out any arrangements with any domestic or foreign governmental, municipal or

002687

public authority or with any corporation, association, partnership, syndicate, entity or person, domestic or foreign, to obtain therefrom or otherwise to acquire by purchase, lease, assignment or otherwise any powers, rights, privileges, immunities, franchises, guaranties, grants and concessions; to acquire, hold, own, exercise, exploit, dispose of and realize upon the same, and to undertake and prosecute any business dependent thereon; and to promote, cause to be formed and aid in any way any corporation, association, partnership, syndicate or entity for any such purposes.

To acquire, hold, use, sell, assign, lease and grant licenses or sub-licenses in respect of, pledge or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names relating to or useful in connection with any business of the corporation.

To enter into, make, perform and carry out or cancel and rescind contracts for any lawful purposes pertaining to its business with any person, entity, syndicate, partnership, association, corporation or governmental, municipal or public authority, domestic or foreign.

To acquire all or any part of the good will, rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has power to conduct, to pay for the same in cash or in

stock, bonds or other obligations of the corporation or otherwise, to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations so far as the same may be permitted to be done by a corporation organized under the laws of the State of Maryland.

To borrow or raise moneys for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, trust notes or certificates, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

To loan its uninvested funds and/or surplus from time to time to such extent as the corporation may deem

002689

advisable in call and/or in time loans, upon such security, if any, as the Board of Directors may determine.

To purchase, hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted by the laws of the State of Maryland.

In general, to carry on any business not contrary to the laws of the State of Maryland and to have and exercise all of the powers conferred by the laws of the State of Maryland upon corporations formed thereunder; and to do any and all of the acts and things herein set forth to the same extent as natural persons could do, and in any part of the world, as principal, factor, agent, contractor, trustee or otherwise, either alone or in company with any person, entity, syndicate, partnership, association or corporation; to establish and maintain offices and agencies within, and anywhere outside of, the State of Maryland; and to exercise all or any of its corporate powers and rights in the State of Maryland and in any and all other states, territories, districts, colonies, possessions or dependencies of the United States of America and in any foreign countries.

To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, provided

the same be not forbidden by the laws of the State of Maryland.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, except if otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of this 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 total number of shares of stock which the corporation shall have authority to issue is eleven hundred (1,100) divided into one hundred (100) shares of common stock and one thousand (1,000) shares of preferred stock. The common stock having a par value of Ten Dollars (\$10.00) per share and the preferred stock having a par value of Fifty Dollars (\$50.00) per share. The following is a description of each class of stock of the Corporation with the preferences, voting powers and qualifications of each class.

002691

PREFERRED STOCK

(a) DIVIDENDS. The holders of the Preferred Stock shall be entitled to receive from the surplus or net profits of the Corporation, when and as declared by its Board of Directors, dividends at the rate of 7% per annum, per share, or 1.5% above the prime money centers Bank rate, but not more than 12.5% as determined on the last trading day of the month ending previous to the day of payment. Such dividends shall be paid on the first day of April and October of each year. Such dividends shall be cumulative, accounting from the date of issue of each share of stock, and shall be payable for the current and all previous years before any dividends shall be paid or set apart on the Common Stock. The Preferred Stock shall not be entitled to participate in or receive any dividend or share of profits, whether payable in cash, stock or property, in excess of the aforesaid cumulative dividends.

(b) PREFERENCES UPON LIQUIDATION, ETC. In the event of liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary) the holders of the issued and outstanding Preferred Stock shall be entitled to receive out of the assets before any distribution to the holders of any other class of stock a sum equal to Fifty Dollars (50.00) for each share plus all accumulated and unpaid dividends thereon.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up within the meaning of this clause.

(c) VOTING RIGHTS. Except as herein provided, or otherwise provided by law, the holders of the Preferred

Stock shall not be entitled to vote under any circumstances, or in connection with any action taken by the Corporation.

(d) REDEMPTION. At the option of the Board of Directors, the whole or any part of the Preferred Stock outstanding at any time may be redeemed on any of the respective dates fixed for the payment of dividends thereon, at Fifty Five Dollars (\$55.00) per share, together with all unpaid dividends accrued thereon to the date of redemption, upon not less than thirty (30) days' previous notice given by mail to the holders of record of the Preferred Stock. In the event that less than all of the outstanding Preferred Stock is to be redeemed, the redemption may be effected either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors. After any of the outstanding Preferred Stock shall have been called for redemption and the holders thereof duly notified and the funds necessary to effect such redemption have been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the Corporation but shall be entitled only upon presentation of the certificates properly endorsed to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Preferred Stockholders at their addresses recorded on the books of the Corporation and deposited in the United States mail.

#### COMMON STOCK

Subject to the foregoing provisions, dividends may be declared on the Common Stock; and each share of Common



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Stock shall entitle the holder thereof to one (1) vote in all proceedings in which action shall be taken by stockholders of the Corporation.

Fifth: The number of directors of the corporation shall be three (3) which number may be increased or decreased from time to time pursuant to the by-laws of the corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: C. V. Warren, P.O. Box 6348, N.W. Station, Washington, DC 20015; John B. Price, P.O. Box 167, Piney Narrows, Apartment C-2, Chester, Maryland 21619; Charles E. Smith, P.O. Box 147, Main Street, Grasonville, Maryland 21638.

Sixth: The corporation is to have perpetual existence.

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

Eighth: All corporate powers of the corporation shall be exercised by or under the authority of the Board of Directors except as otherwise provided by law. If the by-laws of the corporation so provide, the Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation,

and except as otherwise provided by law, 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 power to authorize the seal of the corporation to be affixed to all papers which may require it.

The stockholders and the directors may hold their meetings and have an office or offices outside of the State of Maryland if the by-laws so provide.

None of the directors need be a stockholder of the corporation or a resident of the State of Maryland.

Subject to any limitations herein or that may be imposed by the stockholders, the Board of Directors make by-laws and from time to time may alter, amend or repeal any by-laws.

The Board of Directors shall have power from time to time to fix the amount to be reserved by the corporation over and above its capital stock paid in and to fix and determine and to vary the amount of the working capital of the corporation, and to direct and determine the use and disposition of the working capital and of any surplus or net profits over and above the capital stock paid in.

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.

The Board of Directors may from time to time establish, reestablish, amend, alter or repeal and may put

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into effect and carry out such a plan or plans as may from time to time be approved by it for the distribution among or sale to the officers and employees of the corporation, or any of the, in addition to their regular salaries or wages, of any moneys or other property of the corporation, or of any shares of stock of the corporation, of any class, in consideration for or in recognition of the services rendered by such officers and employees.

The Board of Directors may from time to time create and issue whether or not in connection with the issue and sale of any shares of stock or other securities of the corporation, rights or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which any such shares may be purchased from the corporation upon the exercise of any such rights or options shall be such as shall be fixed and stated in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing such rights or options.

The Board of Directors from time to time shall determine whether and to what extent and at what times and

places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the corporation except as conferred by statute or as authorized by resolution of the Board of Directors.

Any contract, transaction or act of the corporation or of the Board of Directors which shall be ratified by the holders of a majority of the stock entitled to vote at any annual meeting or at any special meeting called for that purpose, shall be as valid and binding as though ratified by every stockholder of the corporation; provided, however, that any failure to submit any such contract, transaction or act to the stockholders for approval or ratification or any failure of the stockholders to approve or ratify such contract, transaction or act, when submitted, shall not be deemed in any way to invalidate the same or to deprive the corporation, its directors or officers of their right to proceed with such contract, transaction or action.

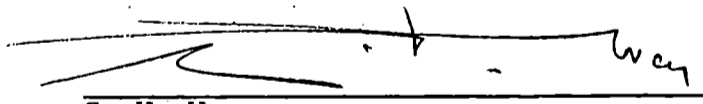
Ninth: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by statute, including any amendment which alters the contract rights, as expressly set forth in these Articles, of any outstanding stock; and all rights herein conferred upon the stockholders are granted subject to this reservation.

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

IN WITNESS WHEREOF, the undersigned incorporator of Aldwych Company who executed the foregoing Articles of Incorporation, hereby acknowledges the same to be his act and further acknowledges that, to the best of his knowledge, the matters and facts set forth therein are true in all material respects under the penalties of perjury.

Dated the 2ND day of October, 1979.

  
C. V. Warren

STATE OF MARYLAND, 342  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION  
OF  
ALDWYCH COMPANY

THIS Acts file WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF Feb 19 80 AT 9:43 A.M.  
RE ..... AND RECORDED IN  
LIBER MM 6, folio 137 Acts file  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Margaret W. Martin CLERK

FEB 22-80 A 26416 \*\*\*\*\*00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 14, 1979 at 12:00 o'clock Noon M. as in conformity  
with law and ordered recorded.

H

Recorded in Liber 2459, 002684 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 36.00 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 91193

001699

PARIS FLORIST, 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, Carl Conley Campbell, whose post office address is Route 1, Box 759, 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 called the "Corporation") is PARIS FLORIST, 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, lease, and operate a general retail merchandising business of buying and selling all kinds of flowers, floral bouquets, floral properties, ornamental shrubs and plants, baskets and other containers, and related products.

(2) To engage in any other lawful purpose and/or business; and

(3) To do anything permitted by appropriate provisions of the Corporations and Associations Article of the Annotated Code of Maryland or successor provisions.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 759, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Carl Conley Campbell, Route 1, Box 759, Stevensville, Maryland 21666. Said Resident Agent is an individual actually residing in this State.

LIBER

6 PAGE 151

3/5/80 orig mailed

Roland C. Kent  
118 Market St  
Kenton Md. 21629

LEON 8 JUL 1952

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 two (2), which number may be increased pursuant to the By-Laws of the Corporation. The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Carl Conley Campbell and Paris Mains Campbell.

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.



001701

(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 in a manner he reasonably believed to be in or not opposed to the best interest 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, of 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 indemnification 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) and (2) of this Article EIGHTH 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 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 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 (e.g. if, among other things, the person to be indemnified is the sole director), 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 EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may

001703

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 22 day of October, 1979, and I acknowledge the same to be my act.

WITNESS:

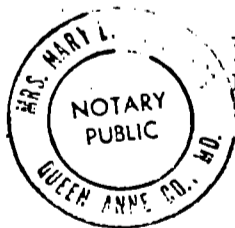
Mrs Mary Lou Walters

Carl Conley Campbell  
Carl Conley Campbell

State of Maryland, County of Caroline, to wit:

I hereby certify that on this 22 day of October 1979, before me, the subscriber, a notary public in and for the State and County aforesaid, personally appeared Carl Conley Campbell and made oath that the matters and facts set forth in the foregoing Articles of Incorporation are true and correct to the best of his knowledge and belief, and he acknowledged the said Articles of Incorporation to be his act and deed.

Witness my hand and seal.



Mrs Mary Lou Walters  
Notary Public  
My commission expires July 1, 1982.

LIBER 6 156

ARTICLES OF INCORPORATION

OF

PARIS FLORIST, INC.

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

I HEREBY CERTIFY THAT

THIS Articles WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF Feb 19 80 AT 9:45 P. M.

BE mailed AND RECORDED IN  
LIBER 6 151 RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Marguerite W. Martin CLERK

479  
FILED  
FEB 22 11 04 AM  
QUEEN ANNE'S COUNTY

approved and received for record by the State Department of Assessments and Taxation 58-22-80 A #28417 \*\*\*\*\*5 00  
of Maryland October 26, 1979 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2458, 001698 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 90594

## ARTICLES OF INCORPORATION

OF

FARMINGDALE, INC.

## THIS IS TO CERTIFY:

FIRST: That I, 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 -

FARMINGDALE, 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 Robert R. Price, Jr., 103 Lawyer's Row, Centreville, Maryland, 21617. The name and address of the resident agent of the corporation is Robert R. Price, Jr., 103 Lawyer's Row, Centreville, Maryland.

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 Elizabeth B. Embly, Robert R. Price, Jr. and Robert R. Price, III, 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:

(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

LAW OFFICES  
PRICE & FOSTER

LIBER

6 PAGE 157

3/5/80 - orig mailed to Price & Foster  
103 Lawyers Row.  
Centreville Md. 21617.

deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

(b) The Board of Directors 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 of retirement as the said Board may determine.

(c) 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.

(d) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock classification, reclassifications, 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 at a meeting, or in writing, with or without a meeting.

And, that I, the undersigned incorporator, hereby acknowledges the foregoing Articles of Incorporation to be my act.

WITNESS my hand and seal this 1<sup>st</sup> day of Nov., 1979.

WITNESS:

Marcy J. Coelin

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

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

I HEREBY CERTIFY, that on this 1<sup>st</sup> day of Nov., 1979, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert R. Price, Jr., and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Marcy J. Coelin  
Notary Public  
My comm. exp. 7-1-82



507  
FEB 22 AM 9:46  
QUEEN ANNE'S COUNTY

STATE OF MARYLAND  
QUEEN ANNE'S COUNTY, SCT.

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT

OF

FARMINGDALE, INC.

THIS Articles of Inc. WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF Feb 19 80 AT 9:46 A. M.

AND RECORDED IN  
BOOK 157 PAGE 159  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Margaret W. Martin CLERK

approved and received for record by the State Department of Assessments and Taxation FEB 22-80 A #28418 \*\*\*\*\*500

of Maryland November 5, 1979 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2459, 000405 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

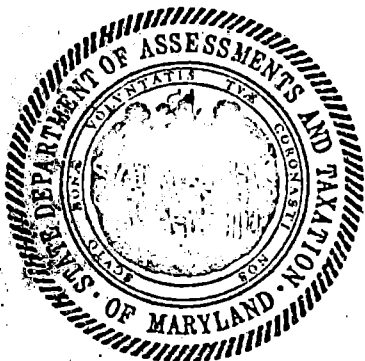
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

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 90890

LIBER 6 PAGE 159

3-13-80- orig mailed Jack Y. Kochen  
P.O. Box 230  
Chester, Md. 21619

003206

LIBER 6 PAGE 160

HORIZON DEVELOPMENT CORP.  
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 HORIZON DEVELOPMENT CORP.

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 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 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, <sup>Cox Neck Road,</sup> Chester, Maryland 21619. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capitol 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: 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.

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 expense (including attorneys' fees), judgements, 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 judgement in its favor 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) 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 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 paragraph 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 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 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.

(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 20<sup>th</sup> day of October, 1979, and I acknowledge the same to be my act.

WITNESS:

Jack D. Kocher                      Jack Y. Cocher

CLERK OF COURT  
1930 FEB 22 PM 9:47  
QUEEN ANNE'S COUNTY  
47

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

ARTICLES OF INCORPORATION  
OF  
HORIZON DEVELOPMENT CORP.

I HEREBY CERTIFY THAT  
THIS Articles of Inc. WAS  
RECEIVED FOR RECORD THIS 23rd  
DAY OF Feb 19 80 AT 9:47 A.M.

AND RECORDED IN  
LIBER MM 16, folio 160 Articles  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Margaret W. Martin CLERK

FEB 22-80 A #28419 \*\*\*\*\*5 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 13, 1979 at 11:00 o'clock A M. as in conformity  
with law and ordered recorded.

Lo

Recorded in Liber 2459, 1603205 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 - 91289

LIBER 6 PAGE 165

LIBER 6 PAGE 166

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

To the Clerk of the Circuit Court for Queen Anne's County

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an agreement of merger has been filed in its office by

WEBB, BURNETT & DUVAL - 115 Broad Street- P. O. Box 910

Salisbury, Maryland 21801

which said agreement of merger was duly approved by said Department on

December 18, 1979

and in accordance with said Article and Section of the Code it is further certified:

(a) The names of the merging corporations are DELMARVA POWER & LIGHT COMPANY OF MARYLAND (A MD. CORP.) MERGING INTO DELMARVA POWER & LIGHT COMPANY (A DELAWARE CORP.)-SURVIVOR

(b) The name of the new corporation is DELMARVA POWER & LIGHT COMPANY

(c) The location of the principal office of the new corporation is 800 King Street, City of Wilmington, County of New Castle

(d) The Agreement of Merger is dated October 31, 1979

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was

December 18, 1979 at 2:30 p. m. Effective Date: December 31, 1979

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF MERGER

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 Merger, between the Transferor, Merging or Consolidating Corporation(s) herein named DELMARVA POWER & LIGHT COMPANY OF MARYLAND a Maryland corporation.

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named DELMARVA POWER & LIGHT COMPANY, a Delaware corporation.

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

All real property, including rights of way, in Queen Anne's County, previously assessed to Delmarva Power & Light Company of Maryland.

Mailing address for receipt tax bills: Name Mr. A. C. Thawley, Treasurer  
Delmarva Power & Light Co.  
Address P. O. Box 231, 800 King St.  
Wilmington, DE 19899  
City or County, State and Zip Code \_\_\_\_\_

\*NOTE: SUBMIT IN TRIPLICATE

(OVER)

03112345 0

#1211



"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 (.5%) 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 None

Not applicable--exempt under Section 277(t)--Merger of wholly-owned subsidiary into parent corporation.

TRANSFEROR CORPORATION Delmarva Power & Light Company of Maryland

SIGNATURE OF OFFICER J. Edwin Hobbs, President

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 18th day of December, 1979 I have set my hand and caused the seal of said Department to be hereto affixed.

G. B. Carson  
Charter Specialist

RECORDATION TAX PAID: \_\_\_\_\_  
TRANSFER TAX PAID: \_\_\_\_\_  
TOTAL: \_\_\_\_\_

APR-3-60 A #29599 \*\*\*\*\*100

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

THIS Arts/Inc WAS  
RECEIVED FOR RECORD THIS 3rd  
DAY OF Apr 19 80 AT 11:27 A.M.  
RE \_\_\_\_\_ AND RECORDED IN  
LIBER M.W.M. #6 of Folio 167 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK  
1000 APR -3 AM 11:27  
QUEEN ANNE'S COUNTY

CLERK

Marguerite M. Martin

673

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

To the Clerk of the Circuit Court for Queen Anne's County

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an agreement of merger has been filed in its office by

Constable, Alexander & Daneker

1000 Maryland Trust Building- Baltimore, Maryland 21202

which said agreement of merger was duly approved by said Department on

December 17, 1979  
and in accordance with said Article and Section of the Code it is further certified:

(a) The names of the merging corporations are THE DELAWARE RAILROAD COMPANY  
(A MD. CORP.) MERGING THE PENN CENTRAL CORPORATION (A PA. CORP.)-SURVIVOR

(b) The name of the new corporation is THE PENN CENTRAL CORPORATION

(c) The location of the principal office of the new corporation is \_\_\_\_\_  
City of Baltimore

(d) The Agreement of Merger is dated December 12, 1979

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was \_\_\_\_\_

December 17, 1979 at 11:00 a. m. Effective Date: December 31, 1979 at 11:59 p. m.

4-18-80 - orig mailed Penn Central Corp. Property Tax Dept. IVS Bldg. 2800th Phil. PA. 19103

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF MERGER

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 Merger, between the Transferor, Merging or Consolidating Corporation(s) herein named The Delaware Railroad Company

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named The Penn Central Corporation

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

Queen Anne County

SEE ATTACHED

Mailing address for receipt tax bills: Name The Penn Central Corporation  
Property Tax Department  
Address IVB Bldg. 28th Floor  
Philadelphia, PA 19103  
City or County, State and Zip Code

\*NOTE: SUBMIT IN TRIPLICATE

(OVER)

THE DELAWARE RAILROADQUEEN ANNE COUNTY

<u>PALMIERI PARCEL ID</u>		<u>ACCOUNT NUMBER</u>		
MDC000335	P/O	02 221309	Liber	Folio
	P/O	02 221317	142	655
MDC000359	P/O	02-221309		
	P/O	02 221317		
MDC000311	P/O	01 113077		
MDC000297	P/O	01 113069		
MDC000308	P/O	01 113069		
MDC000323	P/O	02 221309		
MDC000638	P/O	06 605697		
MDC000285	P/O	07 715174		
MDC000362	P/O	03 323500		
	P/O	03 323535		

Centerville line from Delaware state line to Centerville  
mile posts 5.2 - 35.15

"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 (.5%) 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 \_\_\_\_\_

TRANSFEROR CORPORATION \_\_\_\_\_

SIGNATURE OF OFFICER \_\_\_\_\_

For Department  
use only.

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

17 day of December, 1979

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

[Signature]  
Charter Specialist

RECORDATION TAX PAID: N.A.  
TRANSFER TAX PAID: N.A.  
TOTAL: N.A.

APR -3-80 A #29600 \*\*\*\*\*1.00

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

THIS Arts/Inc WAS

SENT FOR RECORD THIS 3rd

DAY OF Apr 1980 AT 11:28 A.M.

AND RECORDED IN

BOOK NUM # 6 folio 170 Arts

RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

Marguerite M. Drabkin

CLERK

1980 APR -3 AM 11:28

QUEEN ANNE'S COUNTY

**HARTMAN AND CRAIN**

ATTORNEYS AT LAW  
222 SEVERN AVENUE  
P.O. BOX 3323  
ANNAPOLIS, MARYLAND  
21403

Nov 30

5:15 AM '79

C. EDWARD HARTMAN, II  
BENNETT CRAIN, JR.  
RONALD E. COUNCIL  
RONALD A. SARADEL  
WAYNE T. KOSMERE  
S. KENNON SCOTT

STEPHEN M. FINLEY  
J. DANIEL BERRY  
WILLIAM M. SIMMONS

AREA CODE 301  
267-6166 (ANNAPOLIS)  
260-6:00 (BALTIMORE)  
261-2247 (WASHINGTON)

STANLEY E. HARTMAN  
JOHN C. PIRIE  
OF COUNSEL

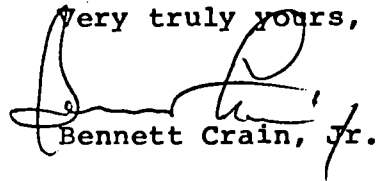
November 26, 1979

Chesapeake Bay Yachting Center, Inc.  
c/o Peter Carroll  
100 Severn Avenue  
Annapolis, Maryland 21403

Gentlemen:

I hereby resign as resident agent from the above  
referenced corporation.

Very truly yours,



Bennett Crain, Jr.

BC:ww:jt

cc: State Dept. of Assessments  
and Taxation ✓

4-18-80 - orig mailed - Hartman + Crain - 222 Severn Ave. Box 3323 - Annapolis Md.

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

CHESAPEAKE BAY YACHTING CENTER, INC.

506

received for record November 30, 1979

2

, at 8:30 A.M.

and recorded on Film No. 2461

Frame 000401 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 18212

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

THIS *Arts/Inc* WAS RECEIVED FOR RECORD THIS *3rd* DAY OF *Apr* 19*80* AT *11:28 A.M.* APR -3-80 A 29601 \*\*\*\*\*1.75

RE *MWM #6 folio 174 Arts* AND RECORDED IN

LIBER RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK.

*Margaret M. Martin*

Mr. Clerk Mail to: Hartman and Crain  
222 Severn Avenue  
P. O. Box 3323  
Annapolis, Maryland 21403

rnc

RECORDED  
CLERK, CHESAPEAKE BAY YACHTING CENTER  
1980 APR -3 AM 11:28  
QUEEN ANNE'S COUNTY

4-18-80 orig mailed J. Donald Staden, Esq.  
Crestville

RESOLUTION OF CHANGE OF  
RESIDENT AGENT AND PRINCIPAL OFFICE

I, Mary Frances Rada, the undersigned, Secretary of William A. Rada & Son, Inc., a Maryland corporation, do hereby certify to The Maryland Department of Assessments and Taxation that at a Board of Directors meeting of the said Corporation, duly and regularly held on the 21<sup>st</sup> day of December, 1979, a quorum being at all times present, the following resolutions were unanimously adopted and recorded in the minute book of said Corporation, kept by me, (b) such resolutions are in accord with and pursuant to the Articles of Incorporation, Charter and By-Laws of said Corporation, and (c) such resolutions are now in full force and effect and have not been revoked or amended in any manner:

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from Dennis A. Rada, Wye Mills, Maryland 21679, to William A. Rada, Jr., Box 119, Queenstown, Maryland 21658.

RESOLVED: 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 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 principal office of the Corporation be and it is hereby changed from Wye Mills, Maryland 21679 to Box 119, Queenstown, Maryland 21658, 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 an 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.

Mary Frances Rada  
Mary Frances Rada, Secretary



NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT &  
AGENT'S ADDRESS

OF

WILLIAM A. RADA & SON, INC.

693

received for record December 24, 1979, at 8:30 A.M.  
and recorded on Film No. 2463 2 Frame No. 002596 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 18272

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

I HEREBY CERTIFY THAT

APR -3-80 A 29602 \*\*\*\*\*1.75

Special Fee Paid \$5.00  
Recording Fee Paid \$3.00  
Total \$8.00

THIS *Arts/Inc* WAS

RECEIVED FOR RECORD THIS *3rd*

DAY OF *Apr 1980* AT *11:29 A.M.*

RE ..... AND RECORDED IN

LIBER *MWM #6 folio 176 Arts*

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK

*Marguerite L. Manbin*

Mr. Clerk Mail to: J. Donald Braden, Esquire  
Farmers National Bank Building  
Centreville, Maryland 21617

CLERK OF THE COURT  
1980 APR -3 AM 11:29  
QUEEN ANNE'S COUNTY

rmo

LIBER

6 PAGE 177

4-18-80 - orig mailed Miller, Wheeler Thompson & Thompson.  
129 N. Washington St.  
Easton Md

ARTICLES OF AMENDMENT  
of  
UPPER SHORE AGING, INC.

Upper Shore Aging, Inc., a Maryland corporation without capital stock, having its principal offices at Centreville, Queen Anne's County, Maryland (hereinafter referred to as "the Corporation"), hereby certifies, affirms and represents to the Maryland State Department of Assessments & Taxation, pursuant to the provisions of Sections 2-603 and 2-607 of the Corporations and Associations Article of the Code of Public General Laws of Maryland, as follows:

FIRST: That Sub-paragraph (a) of Item Third of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"(a) To develop, organize and coordinate a comprehensive program for the purpose of supplying community services, such as, but not limited to, nutritional assistance, recreational and cultural opportunities and transportation facilities to elderly persons residing in Cecil, Caroline, Kent, Queen Anne's and Talbot Counties."

SECOND: That Sub-paragraph (f) of Item Fourth of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"(f) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred upon the Corporation by law, or are necessary or incidental to the powers so conferred, subject to the further limitation and condition that notwithstanding any other provision in these Articles of Incorporation, only such powers shall be exercised by the Corporation as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised (i) by an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States, and the Regulations thereunder, as they now exist or as they may hereafter be amended or enacted and (ii) by an organization contributions to which are deductible under the provisions of Section 170(c)(2) of the Internal Revenue Code of the United States, and the Regulations thereunder, as they now exist or as they may hereafter be amended or enacted."

**THIRD:** That Item Ninth of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

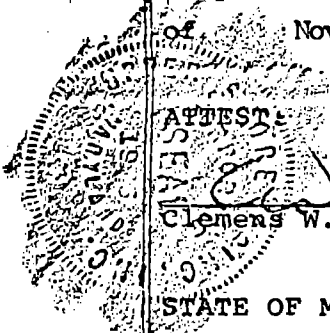
"NINTH: In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no director, officer of the Corporation, or individual shall be entitled to any distribution or division of any of its property or the proceeds thereof. After the payment of all debts and obligations of the Corporation, the balance of all monies and other properties shall be distributed to the Five (5) upper shore participating counties, for a public purpose."

The foregoing Amendment to the Articles of Incorporation of Upper Shore Aging, Inc. was unanimously approved by the entire Board of Directors thereof at a meeting held on August 24, 1978, prior Notice both of the date, time and place of such meeting, and of the proposed Amendment, having been timely given to all members thereof, and at which meeting a quorum was present. The Board of Directors constitutes the entire membership of the corporation.

IN WITNESS WHEREOF, Upper Shore Aging, Inc., has caused these Articles of Amendment to be executed, in its name and on its behalf, by its President and its Secretary, and its corporate seal to be hereunto affixed, all as of this 15th day of November, 1978.

ATTEST:

UPPER SHORE AGING, INC.

 Clemens W. Gaines, Secretary

BY: James M. Luff, President

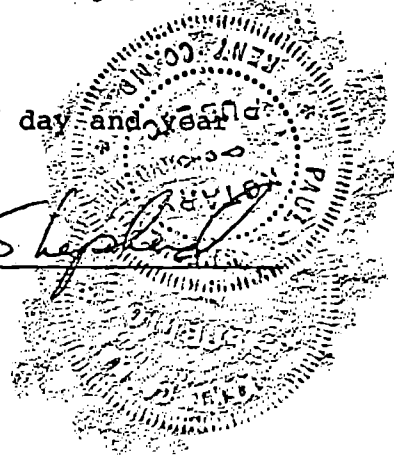
STATE OF MARYLAND, COUNTY OF QUEEN ANNE, to wit:

I HEREBY CERTIFY that on the 15th day of November 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JAMES M. LUFF, President of Upper Shore Aging, Inc., a Maryland corporation without capital stock, who in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the act and will of its governing body; and at the same time also personally appeared JAMES M. LUFF, Chairman of the Board of Directors of the said Corporation, and made oath in due form of law that he was Chairman of the meeting of the Board of Directors

of the Corporation at which the Amendment to its Articles of Incorporation hereinabove set forth was approved, and that the matters and facts set forth in the foregoing Articles of Amendment are true to the best of his knowledge, information and belief.

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

*Paul L. Shepherd*  
NOTARY PUBLIC



My Commission Expires: *July 1, 1982*

ARTICLES OF AMENDMENT

OF

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

UPPER SHORE AGING, INC.

I HEREBY CERTIFY THAT

HIS *Arts/Inc* WAS

RECEIVED FOR RECORD THIS *3rd*

DAY OF *Apr* 19 *80* AT *11:30 A.M.*

AND RECORDED IN

LIBER *MUM 461* RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

*Marguerite M. Stanbin*

592

APR -3-80 A 29603 \*\*\*\*\*5.00

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

of Maryland November 29, 1979 at 8:30 o'clock A M. as in conformity

with law and ordered recorded.

*[Signature]*

Recorded in Liber *2461* , *000007*, 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 \$ \_\_\_\_\_

CLERK  
1000 APR -3 AM 11:30  
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.

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

*William J. Summers*



A 91672

LIBER

6 PAGE 181

AD

ARTICLES OF INCORPORATION  
OF  
SMITHS' AUTO PARTS, INC.  
A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Henry E. Smith, Jr., whose Post Office Address is Rt. 1, Box 57, Queenstown, Maryland, 21658, 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 hereafter called "the Corporation") is:

"SMITHS' AUTO PARTS, 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 purpose for which the Corporation is formed and the business objectives to be carried on and promoted by it are as follows:

(a) To design, manufacture, buy, store, sell, import and export supplies, parts, tools, equipment, accessories and all other personal property of every kind and description for automobiles, automobile trucks, tractors and trailers of every make and description; to repair, reconstruct, and overhaul automobiles, automobile trucks and tractors of all types and makes, as principal, agent, franchise dealer or otherwise.

(b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, encumber or dispose of all types of property, real, personal, tangible, intangible and mixed and wheresoever situated.

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

the business of the Corporation.

(d) To do anything permitted in Section 2-103 of the Corporation and Associations 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, 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.

(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 Evans Avenue, Grasonville, Maryland, 21638. The resident agent of the Corporation is Henry E. Smith, Jr., whose post office address is Rt. 1, Box 57, Queenstown, Maryland, 21658. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have no directors, but Henry E. Smith, Jr., 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 Hundred Thousand (100,000) shares having a par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated as common stock. The aggregate par value of all shares of all classes of stock 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 the powers of the Corporation and of the stockholders:

(a) Any shareholder, individually, 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 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 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 other 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) The holders of the common stock of the Corporation shall be entitled to a preemptive right to subscribe for or purchase, in the proportions which their holdings bear to the outstanding common stock, any sale of common stock or any sales of new stock which may be issued by the Corporation.



002396

(d) 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.

AND, that I, the undersigned, incorporator, do hereby acknowledge the foregoing Articles of Incorporation to be my act.

WITNESS my hand and seal this 5<sup>th</sup> day of DECEMBER, 1979.

TEST:

Beverly M. Ringgold

Henry E. Smith, Jr.

(SEAL)

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

ARTICLES OF INCORPORATION

THIS Arts/Inc WAS

OF

RECEIVED FOR RECORD THIS 3rd  
DAY OF Apr 1980 AT 11:30 A.M.

SMITHS' AUTO PARTS, INC.

FILED MUM #6 Lis 182 Arts AND RECORDED IN  
LIBER MUM #6 Lis 182 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Martin*

APR -3-80 A #29604 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 6, 1979 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2461, folio 2393, 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 \$ \_\_\_\_\_

CLERK OF THE COURT

1980 APR -3 AM 11:30

QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queens Annes County

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

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

*William J. Simmons*



A 91980

ARTICLES OF INCORPORATION  
OF  
PRICO, INC.

I, the undersigned, PHILLIP E. PRICE, whose post-office address is P.O. Box 169, Marling Farms, Chester, Maryland 21619, being at least eighteen years of age, do hereby act as an incorporator, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations and, with the intention of forming a corporation, DO HEREBY CERTIFY AS FOLLOWS:

First: The name of the corporation is PRICO, INC.

Second: The post-office address of the principal office of the corporation in the State of Maryland is P.O. Box 470, Chester, Maryland 21619. The name of the resident agent of the corporation in the State of Maryland is PHILLIP E. PRICE, and the post-office address of the resident agent is P.O. Box 169, Marling Farms, Chester, Maryland 21619.

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

To own, conduct, operate, maintain, manage and carry on a general marina business, including, but not limited to, the rental of dockage facilities; the repair of boats, engines, marina equipment and accessories, the sale, rental or charter of boats and motors, the sale of gasoline, oil,

4-18-80 - orig mailed Charles E. Smith Esq  
Grand...

motor fuel, ice, fishing tackle, bait, and all manner of sporting goods.

To purchase, acquire, hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property and real property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

To engage in any mercantile, manufacturing or trading business of any kind or character whatsoever, within or without the State of Maryland, and to do all things incidental to any such business; to cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law the formation, merger, reorganization or liquidation of, any corporation, association or entity in the United States or abroad.

To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

To act in any and all parts of the world in any capacity whatsoever as financial, commercial or business agent or representative, general or special, for domestic

and foreign corporations, associations, partnerships, syndicates, entities, persons, governments, municipalities and other public bodies.

To make, enter into and carry out any arrangements with any domestic or foreign governmental, municipal or public authority or with any corporation, association, partnership, syndicate, entity or person, domestic or foreign, to obtain therefrom or otherwise to acquire by purchase, lease, assignment or otherwise any powers, rights, privileges, immunities, franchises, guaranties, grants and concessions; to acquire, hold, own, exercise, exploit, dispose of and realize upon the same, and to undertake and prosecute any business dependent thereon; and to promote, cause to be formed and aid in any way any corporation, association, partnership, syndicate or entity for any such purposes.

To acquire, hold, use, sell, assign, lease and grant licenses or sub-licenses in respect of, pledge or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names relating to or useful in connection with any business of the corporation.

To enter into, make, perform and carry out or cancel and rescind contracts for any lawful purposes pertaining to its business with any person, entity, syndicate, partnership, association, corporation or governmental, municipal or public authority, domestic or foreign.

To acquire all or any part of the good will, rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has power to conduct, to pay for the same in cash or in stock, bonds or other obligations of the corporation or otherwise, to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations so far as the same may be permitted to be done by a corporation organized under the laws of the State of Maryland.

To borrow or raise moneys for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, trust notes or certificates, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including

contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

To loan its uninvested funds and/or surplus from time to time to such extent as the corporation may deem advisable in call and/or in time loans, upon such security, if any, as the Board of Directors may determine.

To purchase, hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted by the laws of the State of Maryland.

In general, to carry on any business not contrary to the laws of the State of Maryland and to have and exercise all of the powers conferred by the laws of the State of Maryland upon corporations formed thereunder; and to do any and all of the acts and things herein set forth to the same extent as natural persons could do, and in any part of the world, as principal, factor, agent, contractor, trustee or otherwise, either alone or in company with any person, entity, syndicate, partnership, association or corporation; to establish and maintain offices and agencies within, and anywhere outside of, the State of Maryland; and to exercise all or any of its corporate powers and rights in the State of Maryland and in any and all other states, territories, districts, colonies, possessions or dependencies of the United States of America and in any foreign countries.

To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, provided the same be not forbidden by the laws of the State of Maryland.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, except if otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of this 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 total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares all of no par value.



001110

Fifth: The number of directors of the corporation shall be three (3) which number may be increased from time to time 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 elected and qualify are: John B. Price, P.O. Box 167, Piney Narrows, Apartment C-2, Chester, Maryland 21619; Phillip E. Price, P.O. Box 169, Marling Farms, Chester, Maryland 21619; H. Thomas Price, Route 1, Box 434, Chester, Maryland 21619.

Sixth: The corporation is to have perpetual existence.

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

Eighth: All corporate powers of the corporation shall be exercised by or under the authority of the Board of Directors except as otherwise provided by law. If the by-laws of the corporation so provide, the Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, and except as otherwise provided by law, 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 power to authorize the seal of the corporation to be affixed to all papers which may require it.

The stockholders and the directors may hold their meetings and have an office or offices outside of the State of Maryland if the by-laws so provide.

None of the directors need be a stockholder of the corporation or a resident of the State of Maryland.

Subject to any limitations herein or that may be imposed by the stockholders, the Board of Directors make by-laws and from time to time may alter, amend or repeal any by-laws.

The Board of Directors shall have power from time to time to fix the amount to be reserved by the corporation over and above its capital stock paid in and to fix and determine and to vary the amount of the working capital of the corporation, and to direct and determine the use and disposition of the working capital and of any surplus or net profits over and above the capital stock paid in.

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.

The Board of Directors may from time to time establish, reestablish, amend, alter or repeal and may put into effect and carry out such a plan or plans as may from

001112

time to time be approved by it for the distribution among or sale to the officers and employees of the corporation, or any of the, in addition to their regular salaries or wages, of any moneys or other property of the corporation, or of any shares of stock of the corporation, of any class, in consideration for or in recognition of the services rendered by such officers and employees.

The Board of Directors may from time to time create and issue whether or not in connection with the issue and sale of any shares of stock or other securities of the corporation, rights or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which any such shares may be purchased from the corporation upon the exercise of any such rights or options shall be such as shall be fixed and stated in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing such rights or options.


The Board of Directors from time to time shall determine whether and to what extent and at what times and places and under what conditions and regulations the accounts

and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the corporation except as conferred by statute or as authorized by resolution of the Board of Directors.

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

IN WITNESS WHEREOF, the undersigned incorporator of PRICO, INC., who executed the foregoing Articles of Incorporation, hereby acknowledges the same to be his act and further acknowledges that, to the best of his knowledge, the matters and facts set forth therein are true in all material respects under the penalties of perjury.

Dated the 29th day of November, 1979.

  
Phillip E. Price

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

ARTICLES OF INCORPORATION

602

I HEREBY CERTIFY THAT  
Articles WAS  
RECEIVED FOR RECORD THIS 3rd  
DAY OF Apr 1980 AT 11:31 A.M.  
AND RECORDED IN  
SERIAL NUMBER 187 Certs  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

OF  
PRICO, INC.

CLERK

*Marguerite M. Manbin*

APR -3-80 A 29605 \*\*\*\*\*7.50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 30, 1979 at 1:30 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2461, 001103, 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 \$

CLERK

1980 APR -3 AM 11:31

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.

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

*William J. Leonard*



A 91842

LIBER 6 PAGE 197

ARTICLES OF INCORPORATION

OF

OYSTER BAY, INC.

A Close Corporation

This is to certify that:

FIRST: I, GEORGIOS P. RIGAS, whose post office address is 2112 Owens Road, Oxen Hill, Prince Georges County, Maryland 20021, 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:

OYSTER BAY, 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 other 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.


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. The name and post office address of the Resident Agent of the Corporation in this State is: Georgios P. Rigas, 2112 Owens Road, Oxen Hill, Prince Georges County, Maryland 20021. The resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of capital 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 Georgios P. Rigas, 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 30th day of November, 1979.

  
\_\_\_\_\_  
Georgios P. Rigas

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.

  
\_\_\_\_\_  
Georgios P. Rigas



635

STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

AS Arts, Inc WAS ARTICLES OF INCORPORATION  
RECEIVED FOR RECORD THIS 3rd  
DAY OF Apr 1980 AT 11:32 A. M.

AND RECORDED IN  
BOOK 198 OF Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.

OYSTER BAY, INC.

CLERK

*Margurite M. Marbin*

APR -3-80 A #29606 \*\*\*\*\*5 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 10, 1979 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2461, 003179, 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  
1300 APR -3 AM 11:32  
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.

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

*William J. Hemmick*



A 92070

LIBER 6 PAGE 201

4-18-80 - orig mailed W. Randolph Goldborough  
Bay Shore Rod & Gun Club  
Centreville Md

LIBER

6 PAGE 202

.001903

Handwritten initials

BAY SHORE ROD & GUN CLUB, INC.

Articles of Revival

Bay Shore Rod & Gun Club, Inc., a Maryland corporation having its principal office in Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

The charter of the Corporation was forfeited on March 8, 1978, 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.

The name of the Corporation at the time of the forfeiture of its charter was Bay Shore Rod & Gun Club, Inc.

The name by which the Corporation will hereafter be known is Bay Shore Rod & Gun Club, Inc..

The post office address of the principal office of the Corporation in the State of Maryland is 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 the forfeiture of its charter.

Dec 17 1 49 PM '79

The name and post office address of the resident agent of the Corporation in the State of Maryland is Charles E. Nesbitt, 318 Little Kidwell Avenue, Centreville, Queen Anne's County, Maryland. Said resident agent is a citizen actually residing in this State.

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

- (a) paid all fees required by law;
- (b) filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and
- (d) paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President (or Vice-President) and Secretary (or-

Treasurer) of the Corporation, have signed these Articles of Revival on *December 17*, 1979.

BAY SHORE ROD & GUN CLUB, INC.

*Charles E. Adams*  
Last Acting President

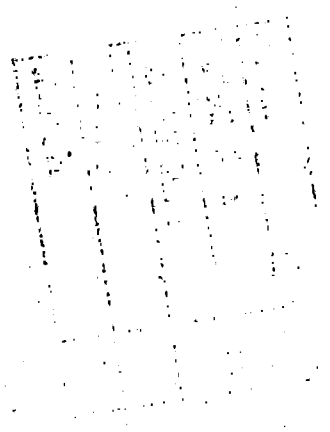
*Robert H. Brown*<sup>ced</sup>  
Last Acting Secretary

THE UNDERSIGNED, the last acting President and Secretary of Bay Shore Rod & Gun Club, 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.

DATE: *December 12*, 1979

*Charles E. Adams*  
Last Acting President

*Robert H. Brown*<sup>ced</sup>  
Last Acting Secretary



ARTICLES OF REVIVAL

OF

BAY SHORE ROD AND GUN CLUB, INC.

676

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

THIS Articles WAS  
RECEIVED FOR RECORD THIS 3rd  
DAY OF Apr. 1980 AT 11:32 A.M.

AND RECORDED IN  
BOOK MW 6 folio 202 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

APR -3-80 A #29607 \*\*\*\*\*5.00

CLERK

*Margurite W. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 18, 1979 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2463, 001902, 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 \$ 10.00

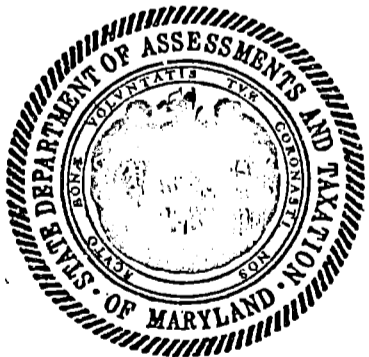
CLERK  
1980 APR -3 AM 11:32  
QUEEN ANNE'S COUNTY

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.

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

*William J. Summers*



A 92382

bt

002932

ARTICLES OF INCORPORATION  
OF  
BAYNARD FARMS, INC.

FIRST: I, RICHARD K. WHITE, JR., whose post office address is 123 N. Washington Street, Easton, Maryland, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation is Baynard Farms, Inc. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are to engage in all aspects of the business of farming and to engage in any other lawful activities which the Board of Directors may authorize. The Corporation shall also have all of the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

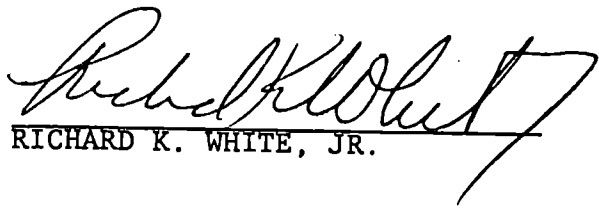
FOURTH: The address of the principal office of the Corporation is Route 3, Box 93, Centreville, Maryland 21617. The name of the resident agent of the Corporation is Sherman Baynard and his address is Route 3, Box 93, Centreville, Maryland 21617.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000; all of one class called Common Stock. The par value of the shares of Common Stock is \$1.00 a share. The aggregate par value of all the shares of Common Stock is \$100,000.00.

SIXTH: The number of Directors of the Corporation shall be one, until changed as provided by the By-Laws of the Corporation. The name of the individual who will serve as Director until the first annual meeting and until his successor is elected and qualify is Sherman Baynard.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act this 20th day of December, 1979.

  
RICHARD K. WHITE, JR.

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

OF

BAYNARD FARMS, INC.

681

*Art/Inc* WAS  
FILED FOR RECORD THIS *3rd*  
OF *Apr* 1980 AT *11:32 A.M.*

AND RECORDED IN

BOOK *MUM # 6 folio 205* OF *Arts*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Marbin*

APR -3-80 A 29608 \*\*\*\*\*5 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 24, 1979 at 1:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*B*

Recorded in Liber *2463*, *002931*, 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 \$ \_\_\_\_\_

CLERK  
1980 APR -3 AM 11:32  
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.

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

*William J. Summers*



A 92538

*6-207*

4-18-80. Original Mules + Stockbridge  
123 N. Washington  
Easton Md

ARTICLES OF INCORPORATION  
OF  
BAYNARD TRUCKING, INC.

FIRST: I, RICHARD K. WHITE, JR., whose post office address is 123 N. Washington Street, Easton, Maryland, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation is Baynard Trucking, Inc. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are to engage in the business of providing general trucking and hauling and related services and to engage in any other lawful activities which the Board of Directors may authorize. The Corporation shall also have all of the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is Route 3, Box 93, Centreville, Maryland 21617. The name of the resident agent of the Corporation is Sherman Baynard and his address is Route 3, Box 93, Centreville, Maryland 21617.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000; all of one class called Common Stock. The par value of the shares of Common Stock is \$1.00 a share. The aggregate par value of all the shares of Common Stock is \$100,000.00.




002186

SIXTH: The number of Directors of the Corporation shall be one, until changed as provided by the By-Laws of the Corporation. The name of the individual who will serve as Director until the first annual meeting and until his successor is elected and qualify is Sherman Baynard.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act this 18th day of December, 1979.

  
RICHARD K. WHITE, JR.

ARTICLES OF INCORPORATION

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

OF

BAYNARD TRUCKING, INC.

678

AS Arts/Inc WAS

RECEIVED FOR RECORD THIS 3rd

DAY OF Apr 1980 AT 11:33 A.M.

HERE AND RECORDED IN

BOOK MUM #6 folio 208 Arts

RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

*Marguerite M. Martin*

APR -3-80 A #29609 \*\*\*\*\*500

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

of Maryland December 20, 1979 at 11:00 o'clock A M. as in conformity

with law and ordered recorded.

B

Recorded in Liber 2463, ~~100~~ 2181 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 \$ \_\_\_\_\_

CLERK

1980 APR -3 AM 11:33

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.

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

*William J. Semmons*



A 92443

CLERK OF THE COURT  
1980 MAY -7 PM 1:12  
QUEEN ANNES COUNTY

791

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

MAY -7-80 A 2 852 \*\*\*\*\*100

To the Clerk of the \_\_\_\_\_ Circuit Court for Queen Annes County

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an agreement of merger has been filed in its office by \_\_\_\_\_

Edward Turner

109 Lawyers Row - Centreville, Maryland 21617

which said agreement of merger was duly approved by said Department on \_\_\_\_\_

January 23, 1980

and in accordance with said Article and Section of the Code it is further certified:

(a).The names of the merging corporations are PIERSON NANTICOKE HOMES, INC. (A MD. CORP.) MERGING INTO THOMAS E. PIERSON & SONS, INC. (A MD. CORP.)-SURVIVOR Changing its name to THOMAS E. PIERSON AND SONS, INC.

(b) The name of the new corporation is \_\_\_\_\_  
THOMAS E. PIERSON AND SONS, INC.

(c) The location of the principal office of the new corporation is \_\_\_\_\_  
GRASONVILLE, QUEEN ANNES COUNTY, MARYLAND

(d) The Agreement of Merger is dated October 31, 1979

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was \_\_\_\_\_  
January 23, 1980 at 10:00 a. m.

5/27/80 original mailed to Edward Turner, Lawyers Row Centreville, Md 21617

## CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF Merger

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 Merger, between the **Transferor, Merging or Consolidating Corporation(s)** herein named Pierson Nanticoke Homes, Inc.

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named Thomas E. Pierson and Sons, Inc.

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

1. Lot 8, Block H, Plat 3, Cloverfields, Fourth Election District, Queen Anne's County. Deed reference - C.W.C. No. 123, folio 136
2. Lot 6 and  $\frac{1}{2}$  of Lot 7, Block M, Harbor View, Fourth Election District, Queen Anne's County. Deed reference - M.W.M. No. 147, folio 491.

Mailing address for receipt tax bills: Name Thomas E. Pierson and Sons, Inc.

Address Grasonville, Maryland

City or County, State and Zip Code 21638

Queen Anne's County, Maryland

\*NOTE: SUBMIT IN TRIPLICATE

(OVER)

815 8 8

"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 (.5%) 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 none

TRANSFEROR CORPORATION Pierson Nanticoke Homes, Inc.

SIGNATURE OF OFFICER Thomas D. Pierson  
Thomas Douglas Pierson,  
President

For Department  
use only.

As Witness to the act of the State Department  
of Assessments and Taxation of Baltimore, this  
23rd day of January, 1980  
I have set my hand and caused the Seal of said  
Department to be hereto affixed.

G. B. Culson  
Charter Specialist

RECORDATION TAX PAID: \_\_\_\_\_  
TRANSFER TAX PAID: \_\_\_\_\_  
TOTAL: \_\_\_\_\_

STATE OF MARYLAND  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Cert. of Mergers WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF May 1980 AT 1:12 P. M.  
RE \_\_\_\_\_ AND RECORDED IN  
LIBER MCOM # 6, folio 211, Antelope  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
Marguerite W. Martin CLERK

5/27/80 original mailed to Edward Guener, Esq.  
Lawyer Row  
Centerville, Ind 47117

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated this 31 st day of October, 1979, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are THOMAS E. PIERSON AND SONS, INC., a Maryland corporation, and PIERSON NANTICOKE HOMES, INC., a Maryland corporation.

THIRD: THOMAS E. PIERSON AND SONS, INC. shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal office of THOMAS E. PIERSON AND SONS, INC. in the State of Maryland is Grasonville, located in Queen Anne's County. The principal office of PIERSON NANTICOKE HOMES, INC. in the State of Maryland is Grasonville, located in Queen Anne's County. PIERSON NANTICOKE HOMES, INC. owns property in Queen Anne's County, State of Maryland, the title to which could be affected by the recording of an instrument among the land records. Both THOMAS E. PIERSON and SONS, INC. and PIERSON NANTICOKE HOMES, INC. are close corporations of the State of Maryland who have elected to have no Board of Directors pursuant to subtitle 3 of the Code.

FIFTH: The stockholders of PIERSON NANTICOKE HOMES, INC., on October 1, 1979, by majority vote of the entire stockholders, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on October 15, 1979. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on October 2, 1979, a date at least ten days in advance of the said meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative vote of two-thirds of all of the votes entitled to be cast thereon at said meeting of stockholders, as required by the Charter of PIERSON NANTICOKE HOMES, INC. and the laws of the State of Maryland.

SIXTH: The stockholders of THOMAS E. PIERSON AND SONS, INC., on October 1, 1979, by majority vote of the entire stockholders, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on October 15, 1979. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on October 2, 1979, a date at least ten days in advance of the said meeting of stockholders. The Articles of Merger were duly

submitted to and approved by the affirmative vote of two-thirds of all of the votes entitled to be cast thereon at the said meeting of stockholders, as required by the Charter of THOMAS E. PIERSON AND SONS, INC. and the laws of the State of Maryland.

SEVENTH: PIERSON NANTICOKE HOMES, INC. has authority to issue shares of one class of stock, namely, TWO THOUSAND (2,000) shares of Common Stock without par value (the "PIERSON NANTICOKE HOMES, INC. Common Stock").

EIGHTH: THOMAS E. PIERSON AND SONS, INC. has authority to issue shares of one class of stock, namely ONE THOUSAND (1,000) shares of Common Stock with par value of \$100.00 per share (the "THOMAS E. PIERSON AND SONS, INC. Common Stock").

NINTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) Each share of PIERSON NANTICOKE HOMES, INC. Common Stock, if any, which remains unissued on the Effective Date of this merger shall be cancelled.

(b) Each share of THOMAS E. PIERSON AND SONS, INC. Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of THOMAS E. PIERSON AND SONS, INC. Common Stock.

(c) Each share of PIERSON NANTICOKE HOMES, INC. Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged by Successor into 3.6 percent (3.6%) of one share of THOMAS E. PIERSON AND SONS, INC.

(d) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing PIERSON NANTICOKE HOMES, INC. Common Stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of THOMAS E. PIERSON AND SONS, INC. Common Stock into which the PIERSON NANTICOKE HOMES, INC. Common Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

Until such surrender, PIERSON NANTICOKE HOMES, INC. Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of THOMAS E. PIERSON AND SONS, INC. Common Stock to be delivered with respect to such shares of such capital stock. Unless and until any such outstanding certificates shall

be so surrendered, no dividend payable to the holders of record of THOMAS E. PIERSON AND SONS, INC. Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of THOMAS E. PIERSON AND SONS, INC. Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of THOMAS E. PIERSON AND SONS, INC. Common Stock.

If any holder of an outstanding certificate or certificates representing PIERSON NANTICOKE HOMES, INC. Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as THOMAS E. PIERSON AND SONS, INC. Corporation shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of THOMAS E. PIERSON AND SONS, INC., Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing PIERSON NANTICOKE HOMES, INC. Common Stock.

**TENTH:** Upon the Effective Date:

(a) the assets and liabilities of PIERSON NANTICOKE HOMES, INC. shall be taken up on the books of the Successor at the amount at which they shall at that time be carried on the books of PIERSON NANTICOKE HOMES, INC., subject to such adjustments, if any, as may be necessary to conform to the Successor's accounting procedures, and

(b) all of the rights, privileges, immunities, powers, purposes, and franchises of PIERSON NANTICOKE HOMES, INC. and all property, real, personal and mixed, and all debts due to PIERSON NANTICOKE HOMES, INC. on whichever account shall be vested in the Successor, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Successor as they were of PIERSON NANTICOKE HOMES, INC. and all debts, liabilities, obligations and duties of PIERSON NANTICOKE HOMES, INC. shall thenceforth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The merger proved for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of PIERSON NANTICOKE HOMES, INC., except insofar as continued by statute, shall cease on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by PIERSON NANTICOKE HOMES, INC. and Successor as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland, or on the date specified by the parties hereto as provided by the laws of the State of Maryland, whichever is later.

IN WITNESS WHEREOF, PIERSON NANTICOKE HOMES, INC., and THOMAS E. PIERSON AND SONS, INC., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respec-



tive Secretaries as of the 31st day of October, 1979.

ATTEST:

PIERSON NANTICOKE HOMES, INC.

Lorraine J. Pierson  
Lorraine J. Pierson  
Secretary

By: Thomas D. Pierson  
Thomas Douglas Pierson  
President

ATTEST:

THOMAS E. PIERSON AND SONS, INC.

Lorraine J. Pierson  
Lorraine J. Pierson  
Secretary

By: Thomas E. Pierson  
Thomas E. Pierson  
President

THE UNDERSIGNED, President of PIERSON NANTICOKE HOMES, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf 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.

Thomas D. Pierson  
Thomas Douglas Pierson

THE UNDERSIGNED, President of THOMAS E. PIERSON AND SONS, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger 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.

Thomas E. Pierson  
Thomas E. Pierson

701

LIBER 6 PAGE 218

STATE OF MARYLAND,

ARTICLES OF MERGER

QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

MERGING

THIS Articles of Merger WAS RECEIVED FOR RECORD THIS 7th

PIERSON NANTICOKE HOMES, INC. (A MD. CORP.)

DAY OF May 1980 AT 1:13 P.M.

MERGING INTO

AND RECORDED IN

THOMAS E. PIERSON & SONS, INC. (A MD. CORP.)-SURVIVOR

BOOK MEM #6, Blk 214, Art 14 RECORD BOOK FOR QUEEN ANNES COUNTY

Changing its name to

Maguire W. Markin THOMAS E. PIERSON AND SONS, INC.

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

of Maryland January 23, 1980 at 10:00 o'clock A. M. as in conformity

with law and ordered recorded.

5

Recorded in Liber 2466001399, folio 5, one of the Charter Records of the State

MAY -7-80 A 2 853 \*\*\*\*\*5.00

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
4.00 Certificate to Queen Annes County Land  
\$ 24.00 Total Record Office

CLERK OF THE COURT

To the clerk of the 1980 MAY -7 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 93612

gcp

001395

THOMAS E. PIERSON AND SONS, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

THOMAS E. PIERSON AND SONS, INC., a Maryland corporation, having its principal office at Grasonville, Queen Anne's County, State of Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended to remove the Statement of Election to be a close corporation and from and after the date of acceptance of these Articles of Amendment and Restatement by the Department, Article THIRD of the Charter, heretofore setting forth such Statement of Election, is hereby deleted in its entirety.

THIRD: The Charter of the Corporation is hereby amended by striking in their entirety Articles FIRST through TWELFTH, inclusive, and by substituting in lieu thereof the following:

FIRST: The name of the corporation (which is hereafter referred to as the "Corporation") is THOMAS E. PIERSON AND SONS, INC.

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

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

(b) To engage in the general business of sanitary waste disposal, including (without limiting the generality of the foregoing) the construction, installing, maintenance and repair of sewerage systems of any kind and the sale or rental of equipment, fixtures or products used for sanitary waste disposal purposes;

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

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

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

or otherwise;

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

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

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

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

(j) 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, rights or interests;

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

(l) To engage in any other lawful purpose and/or business

and 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.

THIRD: 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 Douglas Pierson, Grasonville, Maryland 21638. Said Resident Agent is an individual actually residing in this State.

FOURTH: The total number of shares of capital stock which the Corporation has authority to issue is ONE THOUSAND (1,000) shares of common stock, with par value of ONE HUNDRED DOLLARS (\$100.00) per share. The aggregate par value of all shares of common stock is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

FIFTH: The number of Directors of the Corporation shall be FIVE (5), 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: Thomas E. Pierson, Thomas Douglas Pierson, Lorraine J. Pierson, Martin A. Pierson and James M. Pierson.

SIXTH: 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.

SEVENTH: 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.

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 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.

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Articles of Amendment and Restatement, and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said Articles of Amendment and Restatement.

IN WITNESS WHEREOF, THOMAS E. PIERSON AND SONS, 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 31st day of October, 1979, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of THOMAS E. PIERSON AND SONS, 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:

THOMAS E. PIERSON AND SONS, INC.

Lorraine J. Pierson  
Secretary

By: Thomas E. Pierson  
President

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF AMENDMENT AND RESTATEMENT

THIS *Art. Amend. etc.* WAS

OF

RECEIVED FOR RECORD THIS *7th*

THOMAS E. PIERSON AND SONS, INC.

DAY OF *May* 19*80* AT *1:13 P.*M.

RE AND RECORDED IN

LIBER *mem #6, folio 219 Art. Amend.*

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

*Marguerite W. Parker* CLERK

MAY -7 1980

QUEEN ANNE'S COUNTY

MAY -7-80 A 2 854 \*\*\*\*\*5.0

791

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

of Maryland January 23, 1980

at 10:30 o'clock

A. M. as in conformity

with law and ordered recorded.

*5*

Recorded in Liber *2466*, folio *001394*, 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. Simmons*



A 93611

LIBER

6 PAGE 223

gcp

5/27/80 orig mailed to: Richard Wingard Jr.  
Rt. 1, Box 512  
Stevensville Md

10

FAITH ENTERPRISES INC.  
(a closed corporation under Section 4-201)

ARTICLES OF INCORPORATION

FIRST: The undersigned, Richard Rath Wingard Jr., whose post office address is Box 512, Rt.1, Stevensville, Maryland 21666, being at least 21 years of age, does hereby form a closed corporation under the General Laws of the State of Maryland.

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

FAITH ENTERPRISES INC.

THIRD: The Corporation shall be a closed corporation as authorized by Section 4-201, of the General Laws of Maryland.

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

To engage in business and management consulting and research in any and all fields, and to provide drafting, designing, engineering liaison, construction management and information systems for individuals, professionals, corporations, joint ventures, associations and all other forms of business and management organizations.

To buy, sell, produce, manufacture and dispose of all kinds of merchandise, equipment, supplies, machinery, tools, goods, wares, commodities, furniture and other products, and generally to engage in any form of buying, selling, leasing, manufacturing or mercantile enterprise not contrary to law.

To purchase, take on lease or in exchange, or otherwise acquire, and to hold, own, develop, improve, mortgage, pledge, sell or otherwise turn to account any property, real or personal, and take mortgages and assignments of mortgages upon the same.

To make and obtain loans on real estate, improved or unimproved, and upon personal property, giving or taking evidence of indebtedness and security

JAN 10 12 30 AM '80



001277

for payment thereof by mortgage, security agreement, pledge or otherwise; to acquire, hold, sell, hypothecate, assign, transfer and convey its own obligations, the obligations of any persons or other corporation, and collect foreclose, impound, compromise, release, satisfy and discharge the same of record.

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 goodwill, stock, rights and property of any person, firm, association or corporation, paying for the same in cash, or in stock or bonds of this Corporation.

To apply for, obtain, purchase or otherwise acquire, any franchises, permits, certificates, 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, lease, and otherwise turn to account to same.

To carry on any of the businesses hereinbefore enumerated to the same extent and as fully as natural persons might or could do 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, and to exercise any powers 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 purpose.

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 provisions shall each be construed as independent purposes, objects and powers, and it is hereby expressly provided that the foregoing enumeration of purposes, objects and business of the Corporation is made in furtherance of and in addition to, and not in limitation of, the powers conferred upon the Corporation by law, and it is not intended, by the mention of a particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, nor limit or restrict any of the powers of the Corporation. Nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. 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 of Maryland.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Box 512 Rt.1, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in Maryland is Richard Rath Wingard Jr., Box 512 Rt.1, Stevensville, Maryland 21666. Said resident agent is a citizen of Maryland actually residing therein.

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 one class.

SEVENTH: The number of directors of the Corporation shall be two (2) which number may be increased or decreased 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 successor(s) are duly chosen and qualified are Richard Rath Wingard Jr., and Connie Lavon Wingard.

EIGHTH: The duration of the Corporation shall be perpetual.

001279

IN WITNESS WHEREOF, I have signed these Articles of Incorporation  
on the 2nd day of January, 1980.

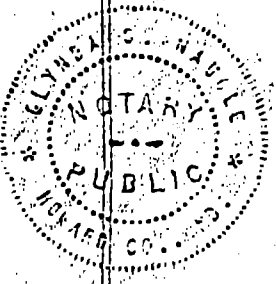
WITNESS:

Glynda S. Naugle

Richard Rath Wingard Jr.  
Richard Rath Wingard Jr.

STATE OF MARYLAND, Montgomery COUNTY: to wit:

I HEREBY CERTIFY that on this 2nd day of January, 1980,  
before me, the subscriber, a Notary Public of the State of Maryland,  
in and for Howard County, personally appeared Richard Rath  
Wingard Jr., and acknowledged the foregoing Articles of Incorporation  
to be his act.



Glynda S. Naugle  
My commission expires 07/1/82  
GLYNDA S. NAUGLE

ARTICLES OF INCORPORATION

OF

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT

FAITH ENTERPRISES INC.

I HEREBY CERTIFY THAT

THIS Arts / Misc WAS

RECEIVED FOR RECORD THIS 7th

DAY OF May 19 80 AT 1:13 P M

IN Queen Anne's County AND RECORDED IN

LIBER Mo # 4, Vol 274, City of

RECORD BOOK FOR QUEEN ANNE'S

COUNTY Margaret W. Moninger, CLERK

1980 MAY -7 PM 1:13

QUEEN ANNE'S COUNTY.

MAY -7-80 A #2 855 \*\*\*\*\*5.0

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

of Maryland January 10, 1980 at 10:30 o'clock <sup>A</sup> M. as in conformity

with law and ordered recorded.

5

Recorded in Liber 2465, folio 001275, 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 93196

000609

VAN LAND FARMS, INC.  
ARTICLES OF AMENDMENT

DECEMBER 12, 1979

Van Land Farms, Inc., having its principal office at RD 1, BOX 612, CHESTERTOWN, MD. 21620 (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 Articles of Incorporation of the Corporation is hereby amended by deleting in its entirety Article SIXTH, and by substituting in lieu thereof, the following new Article SIXTH:

"The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be more than nine (9) nor less than the number of shareholders then owning the Corporation's stock. The names of the two Directors who shall act until their successors are duly chosen and qualified are:  
EDGAR GERALD VAN ORDEN and JOYCE A. VAN ORDEN."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) 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 written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Van Land Farms, Inc., has caused

6292

6 PAGE 229

5/27/80 - orig mailed to Goldborough, French & Collett  
Box 1148  
Easton Md. 21601

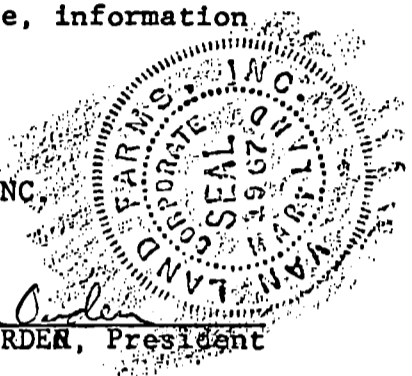
these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 12 day of December, 1979, and its President acknowledges that these Articles of Amendment are the act and deed of Van Land Farms, Inc., and, 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:

VAN LAND FARMS, INC.

Joyce A. Van Orden  
JOYCE A. VAN ORDEN, Secretary

BY: Edgar G. Van Orden  
EDGAR G. VAN ORDEN, President



ARTICLES OF AMENDMENT

737

STATE OF MARYLAND, OF  
QUEEN ANNE'S COUNTY, SCT. VAN LAND FARMS, INC.)

I HEREBY CERTIFY THAT

THIS Articles Amend WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF May 1980 AT 1:13 P.M.

RE ..... AND RECORDED IN

LIBER mun # 6, folio 229, Arts Amend  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

RECORDED MAY - 10 1980  
QUEEN ANNE'S COUNTY

Marquise W. Markin CLERK

MAY -7-80 A 2 956 \*\*\*\*\*5.0

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 9, 1980 at 1:30 o'clock P M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2465, folio 000608, 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. Simmons



A 93101

LIBER 6 PAGE 231

ME

ARTICLES OF INCORPORATION

OF

MARINAS INTERNATIONAL, LTD.

THIS IS TO CERTIFY:

FIRST: The undersigned, George Lewis, whose post office address is 123 South Broad Street, Philadelphia, Pennsylvania 19109; Ann Jane Williams, whose post office address is 123 South Broad Street, Philadelphia, Pennsylvania 19109; and Margaret McKinley, whose post office address is 123 South Broad Street, Philadelphia, Pennsylvania 19109, each being at least eighteen (18) years of age, do hereby form a corporation under the General Laws of the State of Maryland.

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

MARINAS INTERNATIONAL, LTD.

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

1. To carry on, conduct, and generally engage in the trade or business of buying, owning, selling, leasing, trading, franchising, financing, and otherwise dealing in boats and other marine supplies, accessories, and equipment; and to perform any and all functions necessary, desirable, or convenient, directly or indirectly, in connection with the same, either in its own right or for the account of other persons, firms, or corporations; as owner, agent, dealer, distributor, franchisee, licensee, or servant.

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



001490

3. To buy, sell, and otherwise deal in notes, stocks, bonds, or other investments, and 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.

4. 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 the capital of the corporation.

5. To engage in import and export trade as principal or as the agent, broker, consignee, or factor of others in respect to the acquisition, transportation, shipment, purchase, sale, contracting for, dealing in trade and commerce in, or other disposition of the products of the corporation and of goods, wares, or merchandise in general.

6. To acquire the good will, business, property, and assets and to assume or undertake the whole or any part of the liabilities of any person, firm, association, or corporation and to pay for the same in cash, stock, bonds, debentures, or other securities of this corporation or otherwise as the directors may determine.

7. To do from time to time any one or more of the acts and things herein 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 countries.

8. To carry on any other business (whether manufacturing, sales, or otherwise) which may, in the discretion of the directors, seem advantageous and capable of being carried on in conjunction with the above, or calculated directly or indirectly to enhance the value of the corporation's property or rights.

9. To act as agent, distributor, attorney in fact, factor, or broker incident to any or all of the business of this corporation on commission or otherwise; and to aid and assist, promote, and to serve the interest of, and to afford facilities for the convenient transaction of its business for its clients, principals, patrons, and customers in all parts of the State of Maryland or in all parts of the world.

IN GENERAL, and in connection with the foregoing, this corporation shall have and exercise all the powers conferred by the laws of the State of Maryland on business corporation; it being expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner such general powers of this corporation.

FOURTH: The post office address of the principal office of this corporation in this State is Post Office Box 129, Stevensville, Maryland 21666. The name and post office address of the resident agent of the corporation in this State is William H. Stevens, Post Office Box 129, Stevensville, Maryland 21666. Said resident agent is an individual and actually resides in the State of Maryland.

001492

FIFTH: The total number of shares of stock which the corporation has authority to issue is Ten Thousand (10,000) shares of common stock, having the par value of Ten Dollars (\$10.00) per share, all of which shares are of one class designated as common stock, with 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 One (1); and the name of said director who shall act until the first annual meeting or until his successor is duly chosen to qualify is: William H. Stevens.

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

1. The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of the shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws 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 any time or times and in such amounts as it shall deem advisable, of 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.

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 corporations; any directors individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof; any director of this corporation, who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contracts or transactions, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he or she were not such director or officer of such other corporation or not so interested.

4. The board of directors shall have power from time to time to fix and determine and to vary the amount of the working capital of the corporation; to determine whether any and, if any, what part of the surplus of the corporation or of the net profits arising from its business

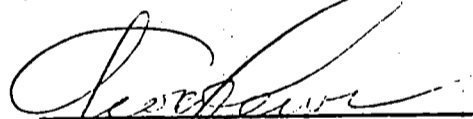
001494


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 profit 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.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporators of MARINAS INTERNATIONAL, LTD. who executed the foregoing Articles of Incorporation hereby acknowledge the same to be their act and further acknowledge that, to the best of their knowledge the matters and facts set forth therein are true in all material respects under the penalties of perjury.

Dated the 28th day of December, 1979.

  
George Lewis

  
Ann Jane Williams

  
Margaret McKinley

6 238

708

STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS Articles of Inc. WAS

OF

RECEIVED FOR RECORD THIS 7th

MARINAS INTERNATIONAL, LTD.

DAY OF May 19 80 AT 1:14 P. M.

AND RECORDED IN

LIBER MUM 46, folio 232 Articles of Inc.

RECORD BOOK FOR QUEEN ANNE'S

COUNTY Marquise W. Manlin CLERK

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

of Maryland December 31, 1979

at 8:30 o'clock A. M. as in conformity

with law and ordered recorded.

7

Recorded in Liber 2464, folio 001483, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

MAY -7-80 A #2 857 \*\*\*\*\*5.50

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



RECORDED  
1980 MAY -7 11 14  
QUEEN ANNE'S COUNTY

A 92765

ME

001388

ARTICLES OF INCORPORATION OF  
STAFFORD & CLEMENTS, INC.

FIRST: I, Robert E. Jarrell, whose post office address is P.O. Box 397, Denton, Maryland, being at least eighteen (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:

STAFFORD & CLEMENTS, INC.

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

(1) to act as agent, broker, factor, owner, buyer or seller in connection with the acquisition, holding, management, rental, exchange and sale of real estate, businesses, factories, farms, dwellings, apartment houses, hotels or enterprises; to lease, rent, mortgage, pledge or otherwise deal in anyway in the operation, management or financing of real estate holdings or real estate and business enterprises of all kinds; to deal in the property of individuals, persons, firms or corporations in any of the above manners; to offer by verbal solicitation, advertisement any of the above functions; to subdivide and sell land in building lots or sites.

(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 Maryland Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in Queen Anne's County, Maryland is Box C, Sudlersville, Maryland 21668. The name and post office address of the Resident Agent of the Corporation in this State is James B. Clements, P. O. Box C, Sudlersville, Queen Anne's County, Maryland 21668. Said Resident Agent is an individual actually residing in the State.

NIER, JARRELL  
& HUBBARD  
ATTORNEYS AT LAW  
DENTON, MARYLAND  
21629  
TELEPHONE 479-2112

LETTER

6 PAGE 239

5/27/80 orig mailed Nier, Jarrell + Hubbard  
Box 397  
Denton Md.

001389

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, James B. Clements, Marjorie McKnight Clements, and David A. Clements, II.

EIGHTH: That said James B. Clements shall serve as President, Marjorie McKnight Clements 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, I have hereunto signed my name and subscribed my seal to these Articles of Incorporation this 19th day of December, 1979.

WITNESS:  
James S. Elliott

Robert E. Jarrell (SEAL)  
Robert E. Jarrell

STATE OF MARYLAND, CAROLINE COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 19th day of December, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Jarrell the subscriber to the foregoing Articles of Incorporation of "STAFFORD & CLEMENTS, INC." and duly acknowledged the same to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Jeannie S. Jarrell  
Notary Public  
CAROLINE CO., MD.

My Commission Expires:  
July 1, 1982

NIER, JARRELL  
& HUBBARD  
ATTORNEYS AT LAW  
DENTON, MARYLAND  
21629  
TELEPHONE 479-2113



ARTICLES OF INCORPORATION

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

OF

I HEREBY CERTIFY THAT

THIS Certs. Inc. WAS STAFFORD & CLEMENTS, INC.

708

RECEIVED FOR RECORD THIS 7th

DAY OF May 1980 AT 1:14 P.M.

AND RECORDED IN  
BOOK MUM 46, folio 239 Cert. Inc.  
RECORD BOOK FOR QUEEN ANNE'S

COUNTY  
Marguerite W. Marks CLERK.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 31, 1979 at 2:00 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2464, folio 001387, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

MAY -7-80 A #2 858 \*\*\*\*\*5.

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



RECORDED  
1980 MAY -7 PM 1:14  
QUEEN ANNE'S COUNTY

A 92750

LIBER 6 PAGE 241

5/27/80 original Charles E. Smith Esq.  
Box 147  
Grassville Mo

UBER 6 PAGE 242

000131

MS  
CARE CONSTRUCTION COMPANY, 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, Patrick M. O'Dwyer, whose post office address is RFD 1, Box 736, 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 CARE CONSTRUCTION COMPANY, 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.

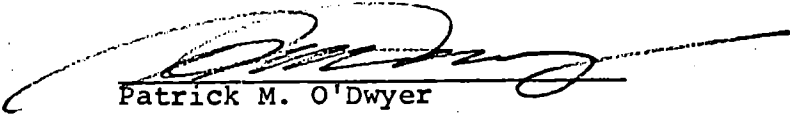
FIFTH: The post office address of the principal office of the Corporation in this State is RFD 1, Box 736, Stevensville, Queen Anne's County, Maryland 21666, The name and post office address of the Resident Agent of the Corporation in this State is Patrick M. O'Dwyer, RFD 1, Box 736, Stevensville, Queen Anne's County, Maryland 21666. Said Resident Agent is an individual actually residing in this State.

000132

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.

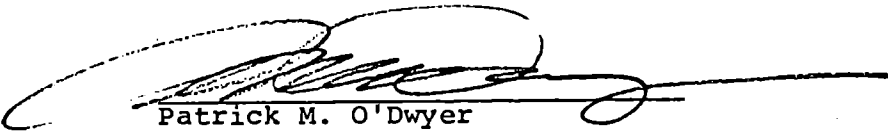
SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Patrick M. O'Dwyer.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 10<sup>th</sup> day of OCTOBER, 1979.

  
Patrick M. O'Dwyer

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 M. O'Dwyer

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STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SCT. ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT THIS ... WAS RECEIVED FOR RECORD THIS ... DAY OF ... AT ... AND RECORDED IN ... RECORD BOOK FOR QUEEN ANNE'S COUNTY ... CLERK

MAY -7-80 A 2 859 \*\*\*\*\*5.0

approved and received for record by the State Department of Assessments and Taxation of Maryland December 26, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2464, folio 000130, 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



CLERK OF THE CIRCUIT COURT 1980 MAY -7 PM 1:14 QUEEN ANNE'S COUNTY

A 92600

ME

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the  
Wye River Farms, Inc.

were received for record on, January 17, 19 80,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

*William L. [Signature]*  
Director

5/27/80 - orig mailed Henry Haurston + Bruce  
Easton Md

SP

ARTICLES OF VOLUNTARY DISSOLUTION

OF

WYE RIVER FARMS, INC.

Wye River Farms, Inc., a body corporate of the State of Maryland, having its principal office in Queenstown, 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 c/o Wye River Realty, U.S. Route 50, 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 William H. Price, II, whose address is 8 Goldsborough Street, Easton, Maryland 21601. The resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the Directors of the Corporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
William A. Hardy, Jr.	1161 N. Lake Way Palm Beach, Florida 33480
Lesley B. Hardy	1161 N. Lake Way Palm Beach, Florida 33480
Minna A. Hardy	Box 1093 Trinity College Hartford, Connecticut 06106

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

HENRY, HAIRSTON & PRICE  
ATTORNEYS AT LAW  
EASTON, MARYLAND  
SNOW HILL, MARYLAND

002479

<u>NAME</u>	<u>TITLE</u>	<u>POST OFFICE ADDRESS</u>
William A. Hardy, Jr.	President/ Treasurer	Wye River Realty, Inc. Box 90 Queenstown, MD 21658
Lesley B. Hardy	Vice Pres./ Ass't Sec.	Box 90 Queenstown, MD 21658
William Chaires	Vice Pres.	Wye River Realty, Inc. Box 90 Queenstown, MD 21658
Alan Lindsay	Secretary	Box 431 Palm Beach, FL 33480

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 at a special meeting held April 30, 1979, by unanimous 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 at a special meeting held April 30, 1979, by unanimous 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: There are no known creditors of the Corporation.

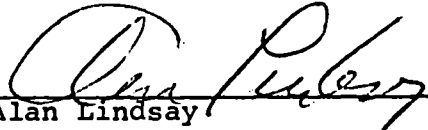
EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407 (c) (2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said

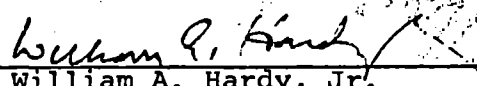
Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

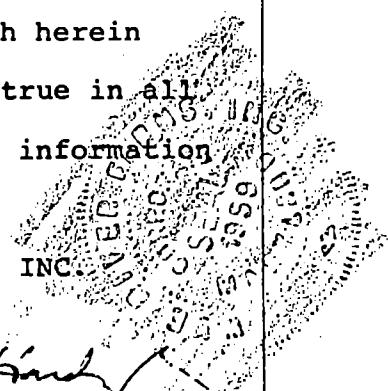
IN WITNESS WHEREOF, Wye River Farms, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30 day of November, 1979, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Wye River Farms, 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:

WYE RIVER FARMS, INC.

  
Alan Lindsay

By   
William A. Hardy, Jr.



HENRY, HAIRSTON & PRICE  
ATTORNEYS AT LAW  
EASTON, MARYLAND  
SNOW HILL, MARYLAND



002481



TALBOT COUNTY, MARYLAND  
COURT HOUSE  
EASTON, MARYLAND 21601

OFFICE OF FINANCE—TALBOT COUNTY  
Court House  
Easton, Maryland 21601

January 7, 1980

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 Finance Office of Talbot County by Wye River Farms, Inc., a Maryland Corporation, have been paid except taxes barred by Section 212 of Article 81, or otherwise, but including taxes billed for the year 1978-79.

*Albert K. Wood*  
Finance Officer of Talbot County

AKW/s

**TOWN OF EASTON**

P. O. Box 520  
Easton, Maryland 21601

January 4, 1980

William H. Price, II, Esquire  
Henry, Hairston & Price  
P. O. Box 838  
Easton, Maryland 21601

Dear Mr. Price:

In reply to your inquiry of January 2, 1980, please be advised that there are no outstanding taxes due to the Town of Easton by Wye River Farms, Inc.

Sincerely,

*Elizabeth M. Willey*  
Elizabeth M. Willey  
Town Clerk

002483



County Seat from  
1708 to 1782

TOWN COMMISSIONERS

P.O. BOX NO. 4  
QUEENSTOWN, MARYLAND 21658

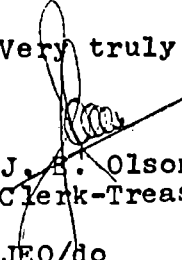
January 9, 1980

Henry, Hairston & Price  
P. O. Box 838  
Easton, Maryland 21601

Gentlemen:

Please be advised that there are no outstanding  
amounts due Queenstown by Wye River Farms, Inc.

Very truly yours,

  
J. A. Olson  
Clerk-Treasurer

JEO/do

William H. Tolson

~~XXXXXXXXXX~~  
TREASURER

HELEN E. PARDEE  
DEPUTY

~~XXXXXXXXXX~~  
ASSISTANT DEPUTY

Patricia G. Mayers

TREASURER OF QUEEN ANNE'S COUNTY  
CENTREVILLE, MARYLAND

January 13, 1980

THIS IS TO CERTIFY that all real estate taxes  
and corporetion taxes due and owing to the State of Maryland  
and Queen Anne's County billed by Queen Anne's County to  
Wye River Farms, Inc. have been paid through June 30, 1980.

William H. Tolson  
William H. Tolson, Treasurer  
Queen Anne's County

WHT/by

002485



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

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

WYE RIVER FARMS, INC.

have been paid.

WITNESS my hand and official seal this  
Twenty-seventh day of December A.D. 1979.

*Jane M. Ruby*  
Deputy Comptroller

ARTICLES OF DISSOLUTION

STATE OF MARYLAND,

OF

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT WYE RIVER FARMS, INC.

THIS *Articles of Dissolution* WAS

RECEIVED FOR RECORD THIS *7th*

DAY OF *May* 19 *80* AT *1:14 P.* M.

IN *Wye River Farms, Inc.* AND RECORDED IN

BOOK *MEM 46, folio 245* OF THE

RECORD BOOK FOR QUEEN ANNE'S COUNTY

*Margaret W. Markin* CLERK

760

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

of Maryland January 17, 1980 at 8:30 o'clock A M. as in conformity

with law and ordered recorded.

Recorded in Liber *2465-002477*, folio *9*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 26.00 Special Fee paid \$ 30.00

MAY -7-80 A 2 860 \*\*\*\*\*6.50

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*



RECEIVED  
MAY -7- 80 1:14  
CLERK ANNE'S COUNTY

A 93327

000004

Queen Anne's Football, Inc.  
c/o Mel Sewell  
Centreville, MD 21617  
February 5, 1980

State Department of  
Assessment and Taxation  
301 W. Preston Street  
Baltimore, Maryland 21201

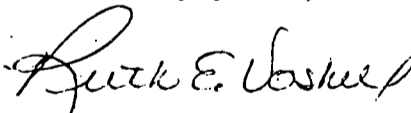
Attention: Robert Cierkes

Dear Mr. Cierkes:

At a meeting of the Board of Directors of Queen Anne's Football, Inc., held on November 17, 1979, it was decided that, because of an appointment of a District Court Judgeship, John T. Clark, III would be removed as Resident Agent for the corporation and that Mel Sewell of Rt #3, Centreville, Maryland 21617, would replace Mr. Clark.

We have enclosed a check in the amount of \$8.00 to cover the fees charged for this amendment. Please adjust your records accordingly.

Very truly yours,



Ruth E. Voshell  
Secretary

2/2/80 original mailed to P. O. Box 405 Centreville, Md 21617 Queen Anne's Football, Inc.

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT & AGENT'S ADDRESS

OF

QUEEN ANNE'S FOOTBALL, INC.

874

*2*

received for record February 15, 1980

, at 8:30 A.M.

and recorded on Film No. *2468*

Frame *000003* one of

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

To the clerk of the Circuit court of Queen Annes County

AA N<sup>o</sup> 17005 A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

JUN 10-80 A 21697 \*\*\*\*\*1.25

CLERK OF CIRCUIT COURT  
 1980 JUN 10 AM 10:57  
 QUEEN ANNE'S COUNTY

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

THIS *Notice of Change* WAS  
 RECEIVED FOR RECORD THIS *10th*  
 DAY OF *June* 19 *80* AT *10:57 A.M.*  
 RE ..... AND RECORDED IN  
 LIBER *M.M.# 4010 255 (10/1/80)*  
 RECORD BOOK FOR QUEEN ANNE'S  
 COUNTY

Mr. Clerk Mail to: Queen Anne's Football, Inc.  
 P. O. Box 405  
 Centreville, Maryland 21617

CLERK  
*Marguerite M. Martin*

rnc

*\$ 1.25*



002435

COUNTRY REALTY SERVICES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That, we the subscribers, Harry C. Reynolds, Jr., whose post office address is P. O. Box 86, Queenstown, Maryland 21658, Rita M. Reynolds, whose post office address is P. O. Box 86, Queenstown, Maryland 21658, and Thomas H. Reynolds, whose post office address is P. O. Box 86, 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 stock corporation by the execution and filing of these Articles.

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

COUNTRY REALTY SERVICES, INC.

THIRD: The purpose of this Corporation shall be to join together professionally to offer to the public at large, for fee, all those services of a "Real Estate Broker" as defined in Article 56., Section 212, Annotated Code of Maryland, 1957 edition, as amended.

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 hereinexpressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The post office address of the principal office of the Corporation is P. O. Box 86, Queenstown, Maryland 21658. The resident agent of the Corporation is Harry C. Reynolds, Jr., whose address is P. O. Box 86, Queenstown, Maryland 21658. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is authorized to issue one class of par value capital common stock only. Each issued fully-paid share shall be entitled to one non-cumulative vote. The total number of shares of stock which the Corporation has authority to issue is One Hundred Fifty (150) shares of the par value of One Hundred 00/100 (\$100.00 Dollars a share, all of one class, and having an aggregate par value of Fifteen Thousand 00/100 (\$15,000.00) Dollars.

7/1/80 original mailed to Harry Reynolds, P.O. Box 86, Queenstown, Md 21658

-2-

SIXTH: Each stock certificate shall be clearly marked on its' face "Limited Transfer".

No shares of stock in this Corporation shall be transferred, whether by sale, gift, pledge or otherwise, by any stockholder, his heirs, administrators, executors, personal representatives or assigns, unless and until such shares of stock shall have been first offered to the Corporation for a period of ninety (90) days preceding said transfer at its then book value, as determined by the most recent audit of the books, excluding goodwill from such value, and under any other such terms and conditions as may be prescribed by the By-Laws of this corporation or any amendment thereto: provided a copy of this restriction is endorsed upon every certificate of shares in this Corporation.

No additional shares of authorized but unissued stock may be issued without the unanimous consent of the Board of Directors.

SEVENTH: The Corporation shall have three (3) Directors, which number may be increased pursuant to the By-Laws of the Corporation, but cannot exceed five (5).

The First Directors shall be: 1. Harry C. Reynolds, Jr.  
2. Rita M. Reynolds  
3. Thomas H. Reynolds

EIGHTH: The By-Laws of the Corporation shall be adopted by a majority vote of the issued shares and may be amended and repealed with respect to the whole or any provision thereof in accordance with the provisions set forth in the By-Laws.

NINETH: The duration of the Corporation shall be perpetual.

IN WITNESS HEREOF, we have signed these Articles of Incorporation this 20<sup>th</sup> day of February, 1980, and acknowledge the same to be our act.

WITNESS: (as to all incorporators)

s/ Alvin J. Harney  
s/ Harry C. Reynolds, Jr. (SEAL)  
Harry C. Reynolds, Jr.  
s/ Rita M. Reynolds (SEAL)  
Rita M. Reynolds  
s/ Thomas H. Reynolds (SEAL)  
Thomas H. Reynolds

910  
17

STATE OF MARYLAND.  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT ARTICLES OF INCORPORATION  
THIS Acts plene WAS OF  
RECEIVED FOR RECORD THIS 10th  
DAY OF Febr. 19 80 AT 11:57 COUNTRY REALTY SERVICES, INC.  
RE ..... AND RECORDED IN  
LIBER M.M. 16, folio 257 Acts plene  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Manbin*

JUN 10-80 A 21898 \*\*\*\*\*5.1

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 21, 1980 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2468, 002434, 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 \$ \_\_\_\_\_  
1980 JUN 10 AM 10:57  
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.

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

*William J. Summers*



A 94605

LIBER 25 PAGE 259

## STEVENS VILLAGE UTILITY COMPANY, INC.

## ARTICLES OF REVIVAL

11/18/80 original mailed to Earl Brannock, P.O. Box 7, Stevensville, Md 21666

ND

The STEVENS VILLAGE UTILITY COMPANY, INC., a Maryland corporation having its principal office in Stevensville, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

The corporation was forfeited on March 3, 1978.  
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 STEVENS VILLAGE UTILITY COMPANY, INC.

THIRD: The Corporation will use the same name, STEVENS VILLAGE UTILITY COMPANY, INC., after the revival of its Charter pursuant to these Articles of Revival 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 P. O. Box 7, One Stevensvillage, Mall, Stevensville, Md. 21666 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 Earl Brannock, P.O. Box 7, Stevensville, Maryland 21666. 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 this Charter had not been forfeited, whether or not barred by limitations.

IT WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and

002839

on its behalf by the undersigned last acting President and Secretary of the Corporation.

ATTEST:

STEVENS VILLAGE UTILITY COMPANY, INC.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

By: Earl Brannock (SEAL)  
Last-Acting President  
By: Shelby S. Brannock (SEAL)  
Last-Acting Secretary  
By: Samuel R. Brannock (SEAL)  
By: \_\_\_\_\_ (SEAL)  
By: \_\_\_\_\_ (SEAL)  
By: \_\_\_\_\_ (SEAL)

STATE OF MARYLAND  
COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY that on this 20 day of FEBRUARY, 1980, before me, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared EARL BRANNOCK last-acting president, who acknowledged the execution of the foregoing Articles of Revival to be his act.

AS WITNESS my hand and Notarial Seal.

Marvin T. Ward  
Notary Public  
MARVIN T. WARD

My Commission Expires: July 1, 1980

STATE OF MARYLAND  
COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY that on this 20 day of FEBRUARY, 1980, before me, a Notary Public of the State of Maryland, in and

for the County aforesaid, personally appeared SHIRLEY S. BRANDEK  
~~last-acting secretary~~, who acknowledged the execution of the  
foregoing Articles of Revival to be his act.

AS WITNESS my hand and Notarial Seal.

Marvin T. Ward  
Notary Public  
MARVIN T. WARD

My Commission Expires: July 1, 1980

STATE OF MARYLAND  
COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY that on this 30 day of FEBRUARY,  
1980, before me, a Notary Public of the State of Maryland, in and  
for the County aforesaid, personally appeared SAMUEL E. BRANDEK  
~~last-acting secretary~~, who acknowledged the execution of the  
foregoing Articles of Revival to be his act.

AS WITNESS my hand and Notarial Seal.

Marvin T. Ward  
Notary Public  
MARVIN T. WARD

My Commission Expires: July 1, 1980

STATE OF MARYLAND  
COUNTY OF \_\_\_\_\_, to wit:

I HEREBY CERTIFY that on this \_\_\_\_\_ day of \_\_\_\_\_,  
1980, before me, a Notary Public of the State of Maryland, in and  
for the County aforesaid, personally appeared \_\_\_\_\_  
~~last-acting secretary~~, who acknowledged the execution of the  
foregoing Articles of Revival to be his act.

AS WITNESS my hand and Notarial Seal.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF MARYLAND  
COUNTY OF \_\_\_\_\_, to wit:

I HEREBY CERTIFY that on this \_\_\_\_\_ day of \_\_\_\_\_,  
1980, before me, a Notary Public of the State of Maryland, in and  
for the County aforesaid, personally appeared \_\_\_\_\_  
~~last-acting secretary~~, who acknowledged the execution of the  
foregoing Articles of Revival to be his act.

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF REVIVAL

916

THIS Arts. 1-10 WAS

OF

RECEIVED FOR RECORD THIS 10th STEVENS VILLAGE UTILITY COMPANY, INC.

DAY OF June 1980 AT 10:57 A.M.

RE ..... AND RECORDED IN

LIBER MLUM 260 Arts. 1-10

RECORD BOOK FOR QUEEN ANNE'S COUNTY

*Marguerite M. Martin* CLERK

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

of Maryland February 20, 1980 at 2:30 o'clock P. M. as in conformity

with law and ordered recorded.

JUN 10-80 A 21899 \*\*\*\*\*5.0

Recorded in Liber 2468, folio 002837, 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

CLERK OF COURT  
1000 JUN 10 10 57  
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.

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



*[Handwritten signature]*

A 94628

LIBER

6 PAGE 263

JAMES T. MONTGOMERY ENTERPRISES, 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, James T. Montgomery, whose post office address is  
Route 18, Coursey Road, Grasonville, Maryland 21638, 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: JAMES T. MONTGOMERY ENTERPRISES, 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 operate, buy, sell and deal in, at wholesale and retail,  
groceries, produce, poultry, meats, fish, vegetables, fruits and all form of  
food products; to sell at retail and wholesale gasoline and alcohol products,  
household products of all types and descriptions, sundries, clothing, hard-  
ware items and tools; to provide services related to the sale of the foregoing  
and to engage in any other lawful purpose and/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 18, Coursey Road, Grasonville, Maryland,  
21638. The name and post office address of the Resident Agent of the  
Corporation in this State is James T. Montgomery, Route 18, Coursey Road,  
Grasonville, Maryland 21638. Said Resident Agent is an individual actually  
residing in this State.

LAW OFFICES WALSH & HOLDEN, P. A., ANNAPOLIS, MARYLAND 21401

7/21/80 original mailed to Walsh & Holden, P. A., Annapolis, Md 21401

AD



000787

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 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 James T. Montgomery.

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 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 (1) 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 11th day of FEBRUARY, 1980, and I acknowledge the same  
to be my act.

WITNESS:

Ronald R. Holden

James T. Montgomery  
JAMES T. MONTGOMERY

LAW OFFICES WALSH & HOLDEN, P.A., ANNAPOLIS, MARYLAND 21401

ARTICLES OF INCORPORATION

OF

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SCT. JAMES T. MONTGOMERY ENTERPRISES, INC.

I HEREBY CERTIFY THAT

THIS Auto/plate WAS RECEIVED FOR RECORD THIS 10th DAY OF JUN 1980 AT 10:57 P.M. RE AND RECORDED IN LIBER MM #16, folio 209 RECORD BOOK FOR QUEEN ANNE'S COUNTY

884

*Margaret M. Manby* CLERK

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

JUN 10-80 A #2100 \*\*\*\*\*

of Maryland February 13, 1980 at 1:50 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2468, folio 000785, 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 \$ \_\_\_\_\_

10 JUN 10 AM 10 57  
QUEEN ANNE'S COUNTY

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 94367

LIBER 6 PAGE 267

7/21/80 original - mailed to - Whiteford, Taylor, Preston, Simblet, Johnson, 3000 First Maryland Bldg.  
25 S. Charles St., Balt., MD 21201

KINGS TOWN TRACTOR COMPANY

ARTICLES OF AMENDMENT

Kings Town Tractor Company, a Maryland corporation, having its principal office in Queen Anne County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

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

FIFTH: The total number of shares of stock of all classes which the corporation has authority to issue is 18,000 shares divided into 5,000 SHARES OF NON-CUMULATIVE CONVERTIBLE PREFERRED STOCK of the par value of \$100.00 each; 1,000 SHARES OF CLASS A COMMON STOCK of the par value of \$10.00 each; and 12,000 SHARES OF CLASS B COMMON STOCK of the par value of \$10.00 each. The aggregate par value of all shares having par value of all classes is SIX HUNDRED THIRTY THOUSAND DOLLARS (\$630,000.00).

A description of each class with the preferences, conversion and other rights, voting powers, limitations as to dividends, restrictions, and qualifications of each class is as follows:

NON-CUMULATIVE CONVERTIBLE PREFERRED STOCK

(a) Dividends. The holders of non-cumulative convertible preferred shares, in preference and priority to the holders of common stock, shall be entitled to receive, when and as declared by the Board of Directors, non-cumulative dividends at the rate of Six Dollars (\$6.00) a share per year, and no more, payable to shareholders of record at the close of business on such date preceding the payment thereof as may be fixed by the Board of Directors on declaring any such dividend.

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Such dividend shall not be cumulative and the holders of non-cumulative convertible preferred shares shall have no right to such dividend even though the Corporation has funds legally available for the payment of dividends unless the same shall have been declared by the Board of Directors, but such dividend shall be paid or declared and set apart for payment in any year before dividends for such year are declared and paid on the common shares.

(b) Preferences Upon Liquidation, etc. In the event of liquidation, dissolution, or winding up of the Corporation (whether voluntary or involuntary) the holders of the issued and outstanding Non-Cumulative Convertible Preferred Stock shall be entitled to receive out of the assets before any distribution to the holders of any other class of stock a sum equal to One Hundred Dollars (\$100.00) for each such share plus all accumulated and unpaid dividends thereon.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up within the meaning of this subparagraph.

(c) Voting Rights. Except as herein provided, or otherwise provided by law, the holders of the Non-Cumulative Convertible Preferred Stock shall not be entitled to vote under any circumstances, or in connection with any action taken by the Corporation.

(d) Redemption. At the option of the Board of Directors, the whole or any part of the Non-Cumulative Convertible Preferred Stock outstanding at any time may be called for redemption at any time on a non-pro rata

basis on any of the respective dates fixed for the payment of dividends thereon at the redemption price per share of One Hundred Dollars (\$100.00), together with all unpaid dividends accrued thereon to the date of redemption.

The holders of record of the Non-Cumulative Convertible Preferred Stock shall be given at least thirty (30) days written notice of said call to redeem prior to the effective date of such redemption. Each of the holders of record of the Non-Cumulative Convertible Preferred Stock shall have the option, within fifteen (15) days from the date of the sending of such written notice, of converting all or a portion of said holder's Non-Cumulative Convertible Preferred Stock into Class B Common Stock in accordance with the terms of succeeding subparagraph (e) hereof, provided said holder shall at that time be entitled to exercise said conversion privilege. In the event such holder of record elects to exercise the aforementioned conversion privilege, said holder's shares of Non-Cumulative Convertible Preferred Stock to be converted pursuant to the exercise of said option shall be so converted into Class B Common Stock and only the remainder of said holder's Non-Cumulative Convertible Preferred Stock shall be subject to the call of redemption herein provided. Upon the effective date of the redemption, all of the Non-Cumulative Convertible Preferred Stock which is then subject to the call of redemption shall be so redeemed by the Corporation. In the event that less than all of the outstanding Non-Cumulative Convertible Preferred Stock is subject to the call of redemption, the redemption may be effected either by lot or pro rata, except as provided above as to the right to have the Non-Cumulative Convertible Preferred Stock converted into Class B Common Stock, in such manner as may be prescribed by

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resolution of the Board of Directors. After any of the outstanding Non-Cumulative Convertible Preferred Stock shall have been called for redemption, all rights for conversion to Class B Common Stock as set forth above having expired, with the holders thereof having been duly notified and the funds necessary to effect such redemption have been set aside by the Board of Directors, the holders thereof shall have no further rights as Stockholders of the Corporation as to the shares so redeemed but shall be entitled only upon presentation of the certificates properly endorsed to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Non-Cumulative Convertible Preferred Stockholders at their addresses recorded on the books of the Corporation and deposited in the United States Mail.

(e) Conversion

(1) Conversion Privilege. Each Non-Cumulative Convertible Preferred share shall be convertible at the option of the holder thereof at any time after the date specified in subparagraph (5) below; provided such date be on or before fifteen (15) days from the date, if any, fixed for the redemption of such shares as provided in the preceding subparagraph (d), upon surrender to the Corporation of the certificates for the shares to be converted into fully paid and nonassessable Class B common shares of the Corporation at the following conversion rate:

The conversion rate shall be based upon the book value of each share of Class B Common Stock as shown on the then most recent Balance Sheet of the Corporation prepared by the Corporation's regular accountants in

accordance with generally accepted accounting principles; provided, however, in no event shall said Balance Sheet be dated earlier than the date on which the last fiscal year of the Corporation ended. After the book value of each share of Class B Common Stock has been determined, the sum of One Hundred Dollars (\$100.00) plus the amount of all unpaid dividends accrued on said share of Non-Cumulative Convertible Preferred Stock shall be divided by the amount of said book value per share of said Class B Common Stock and the resulting quotient shall represent the number of shares of Class B Common Stock to be received for each share of Non-Cumulative Convertible Preferred Stock to be surrendered.

The Non-Cumulative Convertible Preferred shares so exchanged and converted shall not be reissued by the Corporation.

(2) Conversion Rate Adjustment. The conversion rate shall be subject to adjustment from time to time, so as to preserve to the holders of the Non-Cumulative Convertible Preferred Stock their conversion rights substantially without diminution on the occurrence of any of the following events:

(a) The Corporation subdivides the outstanding Class B Common shares into a greater number of shares;

(b) The Corporation reduces the outstanding Class B Common shares into a smaller number of shares;

(c) The Corporation changes the outstanding Class B Common shares into the same or a given number of shares of any other class or classes of shares;



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(d) The Corporation declares on or in respect of the Class B Common shares a dividend payable in shares or other securities of the Corporation;

(e) The Corporation offers to the holders of Class B Common shares any rights to subscribe for Class B Common shares or other securities of the Corporation;

(f) A recapitalization or any other type of reclassification of the Corporation takes place affecting said Class B Common shares; or

(g) Any other action is taken by the Corporation affecting the number of outstanding Class B Common shares or which, in the opinion of the Board of Directors, would affect materially and adversely the conversion rights of the holders of the Non-Cumulative Convertible Preferred Stock.

The Corporation shall at all times reserve and keep available out of its authorized but unissued Class B Common shares the full number of Class B Common shares deliverable upon the conversion of all preferred shares from time to time outstanding.

(3) Merger. In the event the Corporation at any time while any of the Non-Cumulative Convertible Preferred shares are outstanding shall be consolidate with or merged into any other corporation or corporations, or shall sell or lease all or substantially all of its property and business as an entirety, lawful provision shall be made as part of the terms of such consolidation, merger, sale, or lease that the holder of any Non-Cumulative Convertible Preferred shares may thereafter receive in lieu of such Class B Common shares

otherwise issuable to said holder upon conversion of the Non-Cumulative Convertible Preferred shares of said holder, but at the conversion rate which would otherwise be in effect at the time of conversion as hereinbefore provided, the same kind and amount of securities or assets as may be issuable, distributable, or payable upon such consolidation, merger, sale, or lease, with respect to said Class B Common shares of the Corporation.

(4) Fractional Shares. The Corporation shall not issue fractional shares in satisfaction of the conversion privilege of the Non-Cumulative Convertible Preferred shares but, in lieu of fractional shares, the Corporation at its option may make a cash settlement in respect thereof on the basis of the conversion price of the Class B Common shares on the date of conversion, or may issue scrip certificates exchangeable together with other such scrip certificates aggregating one or more full shares for certificates representing such full share or shares. Until the exchange thereof for certificates representing full Class B Common shares, the holder of any such scrip certificates shall not be entitled to receive dividends thereon or to have any other rights by virtue thereof as a holder of Class B Common shares of the Corporation, except such rights, if any, as the Board of Directors may in its discretion determine in the event of dissolution of the Corporation.

(5) Earliest Date Upon which Conversion Privilege May be Exercised. The conversion privilege may not be exercised by a holder of Non-Cumulative Convertible Preferred Stock until the earlier of:

- a) The date which is thirty-seven (37) months from the date of the original issuance of said shares;

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or

b) The date of the death of the original holder of said shares.

COMMON STOCK

(a) Dividends. Subject to the foregoing provisions, dividends may be declared on outstanding Class A shares and Class B shares out of any assets at the time legally available therefor. Any dividends so declared shall be distributed among and paid to the holders of the outstanding Class A shares and Class B shares without distinction according to their respective shares.

(b) Voting Rights. Except as herein provided, the holders of Class A shares shall have and possess the exclusive voting rights and powers, and the holders of Class B shares shall not be entitled to notice of Shareholders' Meetings, or to vote upon the election of directors or upon any questions affecting the management or affairs of the Corporation, except where such notice or vote is required by law or by the provisions set forth herein.

GENERAL

PREEMPTIVE RIGHT. No holder of shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or receive any part of any new or additional shares of any class, whether now or hereafter authorized, or of bonds, debentures, or other evidences of indebtedness convertible into or exchangeable for shares, but all such new or additional shares of any class, or bonds, debentures, or other evidences of indebtedness convertible into or exchangeable for shares, may be issued and disposed of by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors in their absolute discretion may deem advisable.

EXCHANGE OF STOCK

OPTION TO STOCKHOLDERS. Each existing Stockholder has been given an option as to the method of consummating an exchange to the newly authorized stock to be issued as a result of these Articles of Amendment.

SECOND: The Board of Directors of the Corporation, pursuant to an Informal Action and Consent dated February 12, 1980 adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said Amendment of the Charter was advisable and directing that the proposed amendment be submitted for action to the Stockholders of the Corporation.

THIRD: A consent in writing to the adoption of the Articles of Amendment was signed by all of the Stockholders of the Corporation; such consent is filed with the records of the Corporation and the adoption of said Articles of Amendment has been duly advised by the Board of Directors and authorized by the Stockholders of the Corporation in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The Amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation.

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

One Thousand (1,000) shares without par value, all of one Class and designated as Common Stock.

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

Eighteen Thousand (18,000) shares of capital stock of the Corporation divided into:

Five Thousand (5,000) shares of Non-Cumulative Convertible Preferred Stock of One Hundred Dollars (\$100.00) par value per share [aggregate par value of Five Hundred Thousand Dollars (\$500,000.00)]

One Thousand (1,000) shares of Class A Common Stock of Ten Dollars (\$10.00) par value per share [aggregate par value of Ten Thousand Dollars (\$10,000.00)]

Twelve Thousand (12,000) shares of Class B Common Stock of Ten Dollars (\$10.00) par value per share [aggregate par value of One Hundred Twenty Thousand Dollars (\$120,000.00)]

The aggregate par value of all classes of stock is Six Hundred Thirty Thousand Dollars (\$630,000.00)

(c) A description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications of each class of the authorized capital stock as increased are as set forth in Article FIRST hereof.


IN WITNESS WHEREOF, KINGS TOWN TRACTOR COMPANY has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 12<sup>th</sup> day of FEB . . 1980.

ATTEST:

KINGS TOWN TRACTOR COMPANY

Secretary

By

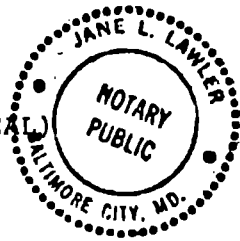
  
Archibald A. MacGlashan, III

STATE OF MARYLAND, CITY/COUNTY OF QUEEN ANNE, SS:

I HEREBY CERTIFY that on this *12<sup>th</sup>* day of *February*, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City/County of Queen Anne aforesaid, personally appeared ARCHIBALD A. MacGLASHAN, III, President of KINGS TOWN TRACTOR COMPANY, a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared ~~ELIZABETH MacGLASHAN~~ *EDWARD A. JOHNSTON* and made oath in due form of law that she was secretary of the said Corporation at the time the said Articles of Amendment set forth herein were authorized, and that the matters and facts set forth in said Articles of Amendment are true to the best of ~~her~~ knowledge, information, and belief.

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

(NOTARIAL SEAL)



*Jane L. Lawler*  
 \_\_\_\_\_  
 Notary Public

ARTICLES OF AMENDMENT

OF

KINGS TOWN TRACTOR COMPANY

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

I HEREBY CERTIFY THAT

THIS Auto Amend WAS  
RECEIVED FOR RECORD THIS 10th  
DAY OF June AT 10:57 A.M.

RE ..... AND RECORDED IN  
LIBER Mumt. Lib 268  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

884

Marguerite M. Martin CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 13, 1980 at 12:45 o'clock p M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2468, folio 000754, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 106.00 Recording fee paid \$ 32.00 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 94362

LIBER 6 PAGE 279

bt

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8. 280

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TROPIC ISLAND IMPORTS, INC.

ARTICLES OF INCORPORATION

FIRST: I ROBERT L. RAUGHT, whose post office address is P. O. Box 428, 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 Tropic Island Imports, Inc.

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

(1) To buy, sell, trade, deal in wicker and related products, 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; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise; 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 428, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Robert L. Raught, P. O. Box 428, Stevensville, Maryland, 21666. Said Resident Agent is an individual actually residing in this State.

7/2/50 assigned mailed to C. Maurice W. Adams, 4 1/2 Chest Circle, P.O. Box 777 Annapolis, Md 21404



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~~000716~~

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: Robert L. Raught, Ray A. Mitchell and Genevieve E. Raught.

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

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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 11<sup>th</sup> day of FEBRUARY, 1980, and I acknowledge the same to be my act.

WITNESS:

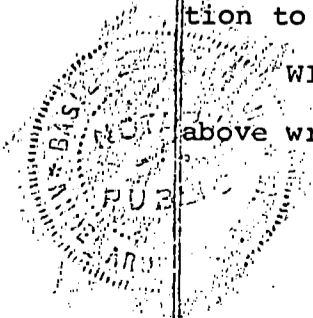
  
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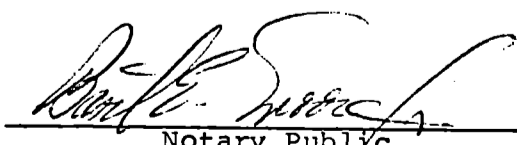
  
Robert L. Raught

STATE OF MARYLAND )  
                          ) S S  
ANNE ARUNDEL COUNTY )

I HEREBY CERTIFY That on the 11<sup>th</sup> day of February, 1980, before me the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Robert L. Raught 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.



  
Notary Public

My Commission expires July 1, 1982

ARTICLES OF INCORPORATION

STATE OF MARYLAND, OF  
QUEEN ANNE'S COUNTY, SCOTROPIC ISLAND IMPORTS, INC.  
I HEREBY CERTIFY THAT

THIS Auto Lease WAS  
RECEIVED FOR RECORD THIS 10th  
DAY OF June 1980 AT 10:57 AM  
RE ..... AND RECORDED IN  
LIBER MUM # 10, folio 280 Auto Lease  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

JUN 10-80 A 21903 \*\*\*\*\*5.00

*Marguerite M. Rankin* CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 13, 1980 at 11:00 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2468, ~~000714~~, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.  
000890

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

CLERK  
1980 JUN 10 AM 10:57  
QUEEN ANNE'S COUNTY

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 94352

000488

ARTICLES OF INCORPORATION  
OF  
BEVCO INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Howard R. Stepler, Jr., whose post office address is 18 West Church Street, Frederick, Maryland 21701, being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate myself with the intent of forming a corporation by the execution and filing of these articles.

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

BEVCO INC.,

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

(a) To do a general business as commission merchant, selling agent, and factor under del credere commission in the manner and to the same extent as natural persons could do; to carry on any and all business as manufacturers, producers, merchants, wholesale and retail, importers, and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, repair, buy, sell and otherwise deal in any materials, articles, or things within the United States; to make and enter into all kinds of contracts, agreements, and obligations by or with any person or persons, corporation, or corporations, for the purchasing, acquiring, holding, manufacturing, and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares, and merchandise within the United States; to carry on and undertake any business, undertaking, transaction, or operation commonly carried on or undertaken by merchants, commission men, factors, importers, and manufacturer's agents and exporters, and in the course of such business to draw, accept, indorse, acquire, and sell all or any negotiable or transferable instruments and securities; and to make and enter into all kinds

LAW OFFICES OF  
STEPLER AND STEPLER  
18 WEST CHURCH STREET  
FREDERICK, MD. 21701  
(301) 862-8304

FEB 1

LIBER

6 PAGE 285

7/2/80 original mailed to Stepler and Stepler  
18 W. Church St.  
Frederick, Md. 21701

of contracts, agreements, and obligations by or with any person requiring, manufacturing, repairing, and selling, and dealing in any articles of goods, wares, or merchandise; and generally to exercise full power to perform any and all acts connected therewith, or arising therefrom, or incidental thereto, and all acts proper or necessary for the purposes of the business; and to engage in any other lawful purpose and/or business.

(b) 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 637, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Lewis A. Bevier, Sr., Route #1, Box 637, 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 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: Lewis A. Bevier, Sr., Lewis A. Bevier, Jr. and Nanon Bevier Rudy.

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.

000490

(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: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associates 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 proceedings, 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 1980, and I acknowledge the same to be my act.

WITNESS:

Mary E. Thompson  
Mary E. Thompson

Howard R. Stepler, Jr. [SEAL]  
Howard R. Stepler, Jr.



884

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

I HEREBY CERTIFY THAT ARTICLES OF INCORPORATION

THIS Articles of Incorporation WAS OF  
FOR RECORD THIS 10th DAY OF June 1980 AT 10:57 A.M. BEVCO INC.

AND RECORDED IN  
MUM #6, Page 265 Article  
BOOK FOR QUEEN ANNE'S

COUNTY  
*Marguerite M. Martin*  
CLERK

approved and received for record by the State Department of Assessments and Taxation <sup>FORM 10-80 A #21904 \*\*\*\*\*5.00</sup>

of Maryland February 11, 1980 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2468 <sup>1010</sup> 00487, 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 \$ \_\_\_\_\_

10 JUN 10 10 57  
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.

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

*William J. Simmons*



A 94322

LIBER 6 289

43

7/12/80 original mailed to William Carroll  
Box 128  
Stevensville, Md 21666

P.H.

LIBER

6 PAGE 290

002231

ARTICLES OF INCORPORATION

OF

CARROLL MARINE RESEARCH INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers: William F. Carroll whose post office address is R.F.D. #1, Box 541-D, Stevensville, Maryland, 21666, and Dianne C. Carroll, R.F.D.#1, Box 541-D, Stevensville, Maryland, 21666, are of full legal age and freely and willingly associate ourselves with the intention of forming a corporation to be governed by the laws of Maryland.

SECOND: The name of the corporation shall be:  
CARROLL MARINE RESEARCH, INC.

THIRD: This Corporation has been formed to:

(1) Engage in the business of all facets of Marine, estuarine, and environmental research and development, as well as the harvesting, cultivating, propagating, and processing seafood and all related products;

(2) Engage in research necessary to the development of new and improved techniques for the harvesting, cultivation, propagation and processing of seafood products;

(3) Apply for, obtain, register, purchase, lease, holddown, sell, use, develop, operate, introduce, assign, grant, and dispose of all licenses, territorial rights, copyrights, trademarks, brands, labels, patent rights of the United States or any government, or any inventions, improvements, or processes related to the harvesting, cultivation, propagation, and processing of seafood products.

FOURTH: This Corporation shall have the powers necessary and proper to the attainment of the above purposes, namely:

(a) This Corporation shall have the power to purchase, lease, hold manage, develop, improve, mortgage, sell, exchange, or otherwise deal in real estate for the furtherance of corporate purpose.

(b) To purchase any equipment, materials, motor vehicles, boats, personal property of any kind, necessary to the corporate purpose.

(c) To purchase, lease, or acquire all of any part of the property rights, business, contracts, goodwill, franchise, or assets of any corporation or legal entity (including the Estate of a Decedant) for the furtherance of the corporate purposes.

(d) To conduct and carry on its business or any branch thereof in any State or Territory of the United States or any foreign Country, in conformity with the laws of such State, Territory, or foreign Country and to have and maintain in any State, Territory, or foreign Country, a business office, plant, store, or other facility.

(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 the account of the same.

(f) 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 of stocks, bonds, mortgages, debentures, obligations, or indebtedness in which this Corporation may have an interest.

(g) This Corporation shall have the power to contract or enter into any other business agreements in furtherance of corporate purposes, including but not limited to the right to make contracts, incur debts, execute mortgages and deeds of trust, and to acquire, sell, and dispose of real and personal property.

(h) This Corporation shall have the right to make loans to any other person or legal entity and to make investments holding the security for the same.

(i) This Corporation shall have the power to make gifts and contributions, charitable or otherwise, for the furtherance of corporate purposes.

(j) This Corporation shall have the power to elect officers, appoint agents to act for the Corporation, or hire employees, and set up a system for payment of these Officers and agents and employees.

(k) To enter into any kind of profit sharing plan with its Officers, agents, and employees or to set up, at its option, a pension or insurance fund for the benefit of Officers, agents, or employees.

(l) The Corporation has the power and authority to enact by-laws by which it will be governed.

(m) From time-to-time to apply for, purchase, or acquire by assignment, transfer, or otherwise exercise, carry out, and enjoy any license, power, authority, franchise, concession, right, or privilege that any government, or authority, Federal, State, or local, or any Corporation may be empowered to grant.

(n) The Corporation has the authority to exercise charter power, namely, to propose and adopt amendments to the Charter; to issue stock; to consolidate or merge with any person or legal entity; to sell, lease, or exchange corporate assets as a part or entirety; to terminate corporate existence by voluntary dissolution.

(o) This Corporation shall have the authority to act as financial, commercial, or general agent or representative of any Corporation, association, firm, syndicate, or individual, and as such, to develop, improve, and extend the property, trade and business interests thereof, and to aid any lawful enterprise in connection therewith.

(p) This Corporation shall be authorized to issue 1,000,000 shares of capital stock as a total number of authorized shares of common stock all of which shall have a par value of \$.10 (ten cents) a share. In addition, the Corporation may make all other necessary rules and regulations to govern the sale, transfer, or other disposition of such stock by adoption of appropriate by-laws.

(q) 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 amendment to these articles.

(r) This Corporation shall have the power to acquire, purchase, lease, sell, manage, operate, develop, carry on, or exercise any other powers of disposition over any related business in which the corporation shall have any interest or obligation.

(s) This Corporation shall exist perpetually until such time as its existence would be voluntarily terminated.

FIFTH: The post office address at which the principal office of the Corporation will be located in this State is: P.O. BOX 128, Stevensville, Maryland, 21666.

SIXTH: The resident agent of the Corporation is Maxine R. Malenda, 122 Riverview Avenue, Annapolis, Maryland, 21401, and who is a citizen of the United States of America, and is a resident of the State of Maryland, actually residing therein.

SEVENTH: The Corporation shall have a Board of Directors. The incorporators shall act as such until the first meeting of the Board of Directors, at which time their successors shall be duly elected and qualified.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 28<sup>th</sup> day of January, 1980.

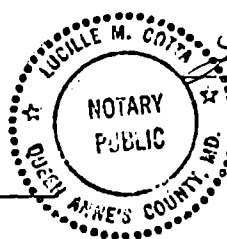
William F. Carroll  
William F. Carroll

Dianne C. Carroll  
Dianne C. Carroll

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

I HEREBY CERTIFY THAT on this 28<sup>th</sup> day of January 1980, before me, the subscriber, a Notary Public, in and for the State and County, aforesaid, personally appeared in said State and County, and have acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and official seal the day and year first above written.



Lucille M. Cotta  
Notary Public

My Commission Expires:  
July 2, 1982

856

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Auto Sale WAS RECEIVED FOR RECORD THIS 14th ARTICLES OF INCORPORATION

DAY OF June 19 80 AT 10:57 P.M. OF

RE ..... AND RECORDED IN CARROLL MARINE RESEARCH, INC.

LIBER MUM #1, Vol 290 Contable

RECORD BOOK FOR QUEEN ANNES COUNTY

JUN 10-80 A 21905 \*\*\*\*\*5 00

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation of Maryland February 5, 1980 at 12:30 o'clock P. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2467, folio 002230, 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 \$ \_\_\_\_\_

CLERK  
1980 JUN 10 AM 10:57  
QUEEN ANNES 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.

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

*William J. Simmons*



A 94144

# 5

gcp

O.K.  
Dean.

ARTICLES OF INCORPORATION

OF

ULLRICH ENTERPRISES, 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:

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

(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

7/15/80 Original mailed to John W. Sause, Jr., 204 N. Commerce St., Centreville, MD 21617

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 247S1, Queenstown, Queen Anne's County, Maryland 21658. The resident agent of the Corporation is: Ronald D. Ullrich, whose address is: Route 1, Box 247S1, 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 Ronald D. Ullrich 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 4th day of February, 1980, and I certify those Articles to be my act.

  
John W. Sause, Jr.



ARTICLES OF INCORPORATION

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

OF

850

I HEREBY CERTIFY THAT ULLRICH ENTERPRISES, INC.

THIS Acts Klac WAS

RECEIVED FOR RECORD THIS 20th

DAY OF JUN 19 80 AT 10:57 AM

RE ..... AND RECORDED IN

LIBER MD 2467, 001497  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

JUN 10-80 A #21906 \*\*\*\*\*5.00

*Manuaital Machine*

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

of Maryland February 5, 1980

at 9:00 o'clock A M. as in conformity

with law and ordered recorded.

3

Recorded in Liber 2467, 001497, 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 \$ \_\_\_\_\_

1980 JUN 10 AM 10:57  
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.

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

*William J. Simmons*



A 94081

LIBER 6 297

3

7/21/80 original mailed to *Costly Beckman of Tuerk*  
*404 Blaustein Bldg*  
*Balto, Md 21201*

*AD*

ARTICLES OF INCORPORATION

OF

B, B & B SEAFOOD, INC.

(A close corporation)

FIRST: The undersigned, Carl E. Tuerk, Jr., whose Post Office address is 404 Blaustein Building, One North Charles Street, Baltimore, Maryland 21201, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue to the General Laws of the State of Maryland.

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

B, B & B SEAFOOD, INC.

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

FOURTH: The purposes are to engage in the business of buying, selling, marketing and distributing seafood and seafood products, and any and all allied and accessory uses, and to do such things as may be necessary or desirable therewith.

The Corporation shall be authorized to exercise all powers, rights and privileges granted to corporations under the General Laws of the State of Maryland, and to engage in such business and transactions which the Board of Directors or the stockholders shall deem advisable.

FIFTH: The Post Office address of the Corporation is: Route 3, Box 439, Stevensville, Maryland 21666. The name and the Post Office address of the Resident Agent for the Corporation in this State is: Carl E. Tuerk, Jr., 404 Blaustein Building, One North Charles Street, Baltimore, Maryland 21201.

SIXTH: The total number of shares of stock the Corporation has authority to issue is One Thousand (1,000) shares

001425

of which the entire number shall be common stock without par value.

SEVENTH: Upon the completion of the organizational meeting of the Board of Directors, and the issuance of one (1) 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 Carl E. Tuerk, Jr.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and its Directors (if any) and stockholders.

1. The Corporation and Stockholders shall be empowered and authorized to exercise all of the rights and privileges conferred upon a close corporation under Title 4 "Close Corporations" of the Corporations and Associations Article of the Annotated Code of Maryland as existing on the effective date of those Articles or as the same may be amended from time to time, including without limitation the authority to enter into one or more stockholder's agreements as is authorized by Section 4-401 of the Corporations and Associations Article of the Annotated Code of Maryland; but no provision of the Charter or By-Laws of the Corporation shall be constituted as such a stockholder's agreement especially authorized by Section 4-401 under such Article unless such provisions specifically states that it shall be deemed to be such a stockholder's agreement.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acting as an incorporator and having acknowledged them to be my act this 1 day of February 1980.

Kathleen R. Davis  
Witness

CARL E. TUERK, JR.

6 JUN 30 1980

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

ARTICLES OF INCORPORATION

OF

I HEREBY CERTIFY THAT

THIS Auto. Proc. WAS  
RECEIVED FOR RECORD THIS 10th

B, B & B SEAFOOD, INC.

DAY OF June 1980 AT D. 9 A.M.

RE ..... AND RECORDED IN

LIBER M. M. H. 2467 folio 001423

RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Martin*

850

JUN 10-80 A 21907 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 4, 1980 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2467, folio 001423, 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  
1980 JUN 10 AM 10:57  
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.

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

*William J. ...*



A 94062

#3

bt

000750

ARTICLES OF INCORPORATION

OF

Mar-Swie, Inc.

A Close Corporation

This is to certify:

FIRST: That I, the subscriber, MARION H. CHAMBERS, whose Post Office Address is 202 Belvedere Avenue, 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:

Mar-Swie, 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 purpose for which the Corporation is formed and the business objectives to be carried on and promoted by it are as follows:

(a) To establish, maintain, conduct and operate convenience stores, food markets, grocery stores, and stores of every kind, nature and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute and otherwise generally deal in any and all items of consumer interest food, food products, household products, groceries, wines, liquors, beers, beverages of all kinds, candies, tobacco in all forms, news publications, magazines, novelties of all kinds, and also any other merchandise appropriate for household or general consumer use.

(b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, encumber or dispose of all types of property, real, personal, tangible, intangible and mixed and wherever situated.

FEB 1 9 30 AM '80

7/20/80 original mailed to David C. Buyen, Esq. Centreville, Md 21617

AD

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

(d) To do anything permitted in Section 2-103 of the Corporation and Associations 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, 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.

(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 and conferred.

*Queen Anne Co.*  
FIFTH: The Post Office address of the place at which the principal office of the Corporation in this state will be located is Rt. 404, Queen Anne, Maryland, 21657. The resident agent of the Corporation is Marion H. Chambers, whose post office address is 202 Belvedere Avenue, 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 Marion H. Chambers 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 all classes which the Corporation is authorized to issue is one thousand (1,000) shares, no par value, all of which shares are of one class and are designated common stock.

000752

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) Any shareholder, individually, 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 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 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 otherwise 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, 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.

(b) The Corporation reserves the right from time to time to make any amendments to its Charter, which may now or hereinafter be authorized by law, including any amendments changing the terms or contract rights of any of the outstanding stock by classification, reclassification or otherwise.

(c) The holders of the common stock of the Corporation shall be entitled to a preemptive right to subscribe for or purchase, in the proportions which their holdings bear to the outstanding common stock, in any sale of common stock or any sales of new stock which may be issued by the Corporation.

(d) 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.

AND, that I, the undersigned, incorporator, do hereby acknowledge the foregoing Articles of Incorporation to be my act.

WITNESS my hand and seal this 18<sup>th</sup> day of JANUARY, 1980.

TEST:

David C. Bryan

Marion H. Chambers (SEAL)  
Marion H. Chambers



ARTICLES OF INCORPORATION

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

I HEREBY CERTIFY THAT MAR-SWIE, INC.

THIS Autoplane WAS

RECEIVED FOR RECORD THIS 18th

DAY OF June 1980 AT 11:57 A.M.

RE ..... AND RECORDED IN

LIBER Mar #6, folio 301 Autoplane.

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

*Marguerite M. Manber*  
CLERK

831

approved and received for record by the State Department of Assessments and Taxation 0-80 A 21908 \*\*\*\*\*5 00

of Maryland February 1, 1980 at 8:30 o'clock A. M. as in conformity

with law and ordered recorded.

Recorded in Liber 2467, folio 000719, 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 \$ \_\_\_\_\_

120 JUL 19 11 50 AM '80  
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.

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

*William J. Simmons*



A 93981

LIBER 6 PAGE 365

63

7/21/80 original mailed to Robert J. Romadka, Esq.  
809 Eastern Blvd.  
Essex, Md

1982 6 306

002539

AD

B.H.S., 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, Joy Cole, whose post office address is 809 Eastern Boulevard, Baltimore, MD 21221, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called "Corporation") is B.H.S., 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 take, buy, purchase, exchange, hire, lease or otherwise acquire rights of way and other rights or interests in real estate, either improved or unimproved, and to own, hold, control, maintain, manage and develop the same in any state in the United States.
- 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 Rt. 1, Box 294 N, Ashley Road, Recovery, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this state is Harry J. Bartenfelder, Rt. 1, Box 294 N, Ashley Road, Recovery, Maryland 21617. Said Resident Agent is an individual actually residing in this state.

In witness whereof  
Anne's  
Co.

ROBERT J. ROMADKA  
ATTORNEY AT LAW  
ESSEX, MARYLAND

002540

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Nine Hundred (900) shares of common stock, without par value.

SEVENTH: The Corporation elects to have six (6) Board of Directors, named as follows:  
Harry J. Bartenfelder, Lucille A. Bartenfelder, Thomas D. Snuggs, Josephine H. Snuggs, John G. Hennessey, William R. Hennessey.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25<sup>th</sup> day of January, 1980, and I acknowledge the same to be my act.

WITNESS:

Colleen H. Reed

Joy Cole  
Joy Cole

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

THIS Auto. Plan WAS OF  
RECEIVED FOR RECORD THIS 12th B.H.S., INC.  
DAY OF June 19 80 AT 12:57 A.M.

RE ..... AND RECORDED IN  
LIBER mm Hc, No. 306 Auto. Plan  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

JUN 10-80 A #21909 \*\*\*\*\*5.00

*Marguerite M. Manolis*  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 28, 1980 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2466, 002538, 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 \$ \_\_\_\_\_

1980 JUN 10 AM 10 57  
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.

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

*William J. Simmons*



A 93763

45

002010

C. H. MILLER & ASSOCIATES, INC.

(A Close Corporation under C. A. Title 4  
of the Annotated Code of Maryland)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, CLARENCE H. MILLER, whose post office address is R.D. 1, Box 722-A, Cecil Drive, Stevensville, Maryland 21666, and MARY E. MILLER whose post office address is R.D. 1, Box 722-A, Cecil Drive, Stevensville, Maryland 21666, both 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, associate ourselves and hereby form a corporation.

ARTICLE I

NAME

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

C. H. MILLER & ASSOCIATES, 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 land surveying which will include but not be limited to the following:

- 1) To design and draft plans and specifications for plats and site plans establishing property lines, construction stakeouts, location surveys which certify to lenders, sellers and purchasers the exact location of the property and that buildings

LIBR

6 MAR 30 1968

6-310

are properly located thereon, as well as surveys which establish boundaries and the topography of certain property;

- 2) To make field surveys, to assist in zoning hearings, to consult with attorneys, architects, contractors, engineers, etc., and to assist them in planning and obtaining the rights and permits necessary to build or construct any thing or things;
- 3) To design, plan, draft and copy any items that are necessary to allow any type of land surveying along with the duties that are normally associated with and practiced in the profession of a land surveyor.

B. 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.

C. 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.

D. To engage in and carry on any other business which may conveniently be 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 Maryland will be maintained at: Tano Building, Thompson Creek Road, Stevensville, Maryland 21666. The Resident Agent of the Corporation is Clarence H. Miller, whose post office address is R.D. 1, Box 722-A, Cecil Drive, Stevensville, Maryland 21666.

002012

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 (2) Directors and Clarence H. Miller and Mary E. Miller 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 five thousand (5,000) 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 to 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 these Articles of Incorporation on this 14<sup>th</sup> day of February, 1980.

Witness:

Mary L. Rosendale

Clarence H. Miller (SEAL)  
CLARENCE H. MILLER

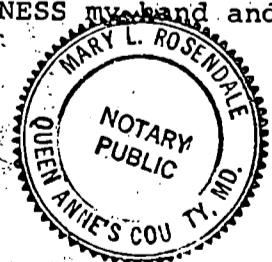
Mary L. Rosendale

Mary E. Miller (SEAL)  
MARY E. MILLER

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

I HEREBY CERTIFY that on this 14 day of February, 1980, before me, the subscriber, a Notary Public in and for the State of Maryland, County of Queen Anne's aforesaid, personally appeared Clarence H. Miller and Mary E. Miller, the within incorporators, and they acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



Mary L. Rosendale  
NOTARY PUBLIC

My Commission expires: July 1, 1982



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

THIS Arts./incorp WAS  
RECEIVED FOR RECORD THIS 27th  
DAY OF June 1980 AT 9:40A.M.  
RE Arts AND RECORDED IN  
LIBER MWN#6 folio 309  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
C. H. MILLER & ASSOCIATES, INC.

951

CLERK

*Marguerite M. Marbin*

1980 JUN 27 AM 9:40  
QUEEN ANNE'S COUNTY

JUN 27-80 A #22506 \*\*\*\*\*5 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 28, 1980 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2469,002009, 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 94990

## ARTICLES OF INCORPORATION

FOR

MID-SHORE COUNCIL ON FAMILY VIOLENCE, INC.

## THIS IS TO CERTIFY:

FIRST: We, the subscribers, Susan Keirn Kester, whose post office address is P.O. Box 7, Queenstown, Maryland 21658; and Gail J. Weissert, whose post office address is RD 3, Box 180 DD, Denton, Maryland 21629; and Timothy W. Griffith, whose post office address is 118 Water Street, 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 is:

MID-SHORE COUNCIL ON FAMILY VIOLENCE, INC.

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

a. To organize and operate an association exclusively for charitable purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder, or any other individual.

b. To collect from persons, firms and corporations by gift, grant, conveyance, transfer, settlement, devise, and bequest, or any other manner or manners, land, buildings, bonds, shares of corporate stock, monies, farm equipment, and any and all other kinds of property of any name and nature, and manage and invest in the same, and to disburse in the discretion of the directors and portion of said gifts for the following purposes:

1. To provide, operate, develop, and work in coordinated efforts with others, programs for research, consultation, education, prevention, diagnosis, treatment, emergency services, information, referral and advocacy services, and supportive volunteer services for the promotion of improved family life and the protection of victims, or potential victims, of intrafamilial violence.

2. To provide, operate, develop, and work in coordinated efforts with others, programs to obtain and promote better services, advice and aid toward the improved treatment in the community of families in which intra-familial violence has occurred, or has the potential for occurring.

3. To provide, operate, develop, and contract with others to provide facilities for research, consultation, training, preven-

tion, diagnosis and treatment, emergency services, information, referral and advocacy services, and public education about intra-familial violence and for the promotion of improved family life, especially in, but not limited to, Caroline, Dorchester, Kent and Queen Anne's and Talbot Counties, and in the State of Maryland.

c. Exclusively in the furtherance of the above charitable purposes said corporation shall have the following powers:

1. To acquire by purchase or in any other manner, take, own, hold, invest in, and to lease, sell exchange, mortgage, transfer or in any other manner dispose of real estate or any interest therein located within the State of Maryland.

2. To acquire by purchase or in any other manner, take, hold, own, lease, sell, exchange or transfer or in any manner dispose of any goods, personality or services as may be considered appropriate for carrying out the above stated charitable purposes of the corporation.

3. In general, to engage in or carry on anywhere any other business, objects or purpose in connection with the afore-going, and to have and exercise all the powers conferred by the Law of Maryland upon corporations formed therein, and to, alone or with others, do any or all of the things herein set forth as principal agent, broker, contractor, trustee, or otherwise, to the same extent as a natural person might or could do.

d. In the event that any gift, grant, conveyance, transfer settlement, devise or bequest is made for a designated restricted purpose, then if such restricted purpose is within the purview of the corporate powers herein, the directors may accept and extend such funds or property for the designated purpose. But no gift, conveyance, grant, transfer, settlement, devise or bequest of any property of any name or nature shall be accepted by said corporation from any donor who reserves unto himself or or any individual, corporation, or association any remainder, reversion, possibility of reverter or executory interest, or any interest of any kind, which might under any contingency vest a gift, conveyance, transfer, settlement, devise or bequest or any portion of it, in any private individual, corporation or association.

e. To do all other acts and things which may in the discretion of the directors be calculated to further the above purposes, and to that end to organize and maintain other charitable institutions or agencies.

FOURTH: The corporation is not authorized to issue any capital stock, nor shall any funds of the corporation be donated to any corporation

or association organized for pecuniary benefits.

FIFTH: Membership in this corporation shall consist of those persons who fulfill the requirements for membership as prescribed in the by-laws and shall be listed by the secretary of the corporation. This membership will elect the Directors of the Corporation according to the procedures prescribed in the by-laws of the corporation, except as hereinafter prescribed.

SIXTH: The corporation shall have not more than 15 directors nor less than 5 directors; qualifications and terms as well as procedure for elections of the directors shall be set forth in the by-laws. (Board of Directors pending first election: Susan Keirn Kester, Gail J. Weissert, Patricia Allen, Lucille Little, and Timothy W. Griffith.)

SEVENTH: The net income of the corporation is not to inure in whole or in part, to the benefit of any individual, any particular trustee, any officer, or other persons associated with the corporation.

EIGHTH: The corporation will not, by any of its activities or the activities of any recipients of its grants, contributions, gifts or major loans attempt to influence legislation by propaganda or otherwise, except, that the corporation or its recipients may involve itself in programs and other activities for legislative action, provided that such activity conforms with the standards set by the current law for such action by charitable corporations, and provided further that the corporation will not engage in any activity which would cause it to lose its charitable tax exempt qualification under the prevailing provisions of 501 (C) (3) of the Internal Revenue Code.

NINTH: No part of the net income of this corporation will inure to the benefit of any private individual and/or corporation, nor shall any substantial part of its activities attempt to influence legislation by propaganda or otherwise and said corporation shall not participate or intervene in any political office. Further, that upon dissolution of the corporation, its assets will be distributed to qualified corporations, or organizations, organized for similar exempt purposes or to appropriate Federal, State or local governmental units under the prevailing provisions of Section 501 (C) (3) of the Internal Revenue Code, and in accordance with the provisions for dissolution as set forth in the by-laws of the corporation, provided they are not inconsistent with the above.

TENTH: The principal office of the corporation is P.O. Box 7, Queenstown, Maryland, 21658. The resident agent of the corporation is

Susan Keirn Kester, Queenstown, Maryland 21658.

ELEVENTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation  
this 22 day of February, 1980.

Witness:

Yvon W. Quimby  
Yvon W. Quimby  
Yvon W. Quimby

Susan Keirn Kester (SEAL)  
Susan Keirn Kester

Gail J. Weissert (SEAL)  
Gail J. Weissert

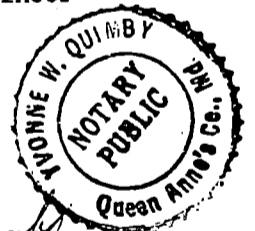
Timothy W. Griffith (SEAL)  
Timothy W. Griffith

STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, that on this 22 day of February,  
1980, before me, the subscriber, a Notary Public of the aforesaid State and  
County, personally appeared Susan Keirn Kester, Gail J. Weissert, and  
Timothy W. Griffith, and each acknowledged the foregoing Articles of Incor-  
poration to be their act.

AS WITNESS my hand and Notarial Seal.

Yvon W. Quimby



My Commission expires:

7-1-82

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

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT  
THIS Articles of Incorporation WAS  
RECEIVED FOR RECORD THIS 27th  
DAY OF June 1980 AT 9:40 A.M.  
IN Queen Anne's County AND RECORDED IN  
LIBER MWM#6 folio 314 Arts.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

OF  
MID-SHORE COUNCIL ON FAMILY VIOLENCE, INC.

951

CLERK

1980 JUN 27 AM 9:40  
QUEEN ANNE'S COUNTY

*Margurite W. Markin*

approved and received for record by the State Department of Assessments and Taxation of Maryland February 28, 1980 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2469 folio 002039, 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. Summers*



A 94995

TEMPLEVILLE COMMUNITY CHURCH

002513

ARTICLES OF INCORPORATION

UNDER TITLE 5, SUBTITLE 3, RELIGIOUS CORPORATIONS  
OF "CORPORATIONS AND ASSOCIATIONS ARTICLE" of the  
ANNOTATED CODE OF MARYLAND

14  
FIRST: We, the undersigned, William Benton of 135 Pine St. Dover Del., Harry D. Knotts of Templeville Maryland, William Knotts of Templeville, and James O. Plumley of Marydel Maryland, were selected by the congregation of Templeville Community Church, to act as trustees in the name of and on behalf of said congregation to manage the estate, property, and interest and inheritance of same, and each being at least twenty-one years of age, and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intention of forming a Religious Corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the congregation and of the corporation shall be  
TEMPLEVILLE COMMUNITY CHURCH

THIRD: The plan and purpose of this corporation adopted at the meeting of the members of the congregation electing the trustees are as follows, to wit:

1. To conduct a church for religious purposes of the Christian faith. As such the internal functions and organizations of this church shall be carried out as stated in the BY-Laws of our church stating that our church intends to be an independent, self-supporting, non-denominational church existing for the purpose of worshipping God and for the propagation of historic Christianity of the evangelical persuasion. To carry out this purpose our church has already been granted "exempt" status in April of 1979 as a non-profit organization under Internal Revenue Code section 501.
2. The Trustees were elected by members of this congregation in February of 1979 on the basis of their spiritual maturity, discreet and sober life, and desire to be Trustees of this congregation. The congregation is all of sober mind and knowing these men well, greatly desirous to entrust them with the responsibilities of being a Trustee. A Trustee must also be an active member of this church.
3. The Trustees will continue to remain as Trustees until their death, resignation, or dis-association with this church. Whereupon, a man of equal qualifications will be elected by majority vote of the members of this church to replace him.

FOURTH: The church shall be located in Queen Anns County, and the mailing address of the corporation is GENERAL DELIVERY, TEMPLEVILLE MARYLAND 21670. The resident agent of the corporation is the Pastor (currently Richard Berkowitz) whose address is General Delivery, Templeville Maryland 21670 who is a citizen of this state and actually resides herein.

IN WITNESS WHEREOF (see other Page)

LIBER

6 PAGE 319

7/24/80 - original mailed Richard Berkowitz  
Templeville, MD

MAR 17 10 29 AM '80

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on March 13, 1980

William Benton  
William Benton

Harry D. Knotts  
Harry D. Knotts

William Knotts  
William Knotts

James O. Plumley  
James O. Plumley

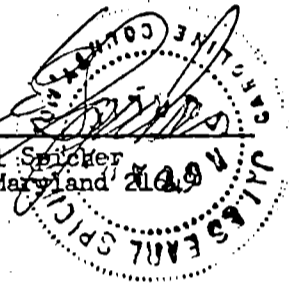
County of Caroline/State of Maryland

I HEREBY CERTIFY that on March 11th, 1980, before the subscriber, a notary public of the State of Maryland in and for the County of personally appeared the above four trustees and jointly and severally acknowledged the foregoing Articles of Incorporation to be their act. WITNESS my hand and notarial seal, the day and year last above written.

MY COMMISSION EXPIRES JULY 3, 1982

Notary Public Seal Form with fields for name, address, and commission expiration date.

James Earl Spicker  
James Earl Spicker  
Marydel, Maryland





998

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

THIS art. incorp. WAS  
RECEIVED FOR RECORD THIS 27th  
DAY OF June 1980 AT 9:41 A.M.  
RE AND RECORDED IN  
LIBER MWM #6 folio 319 Ceres  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
TEMPLEVILLE COMMUNITY CHURCH

CLERK OF THE COURT  
1980 JUN 27 AM 9:41  
QUEEN ANNE'S COUNTY

CLERK

*Margurite M. Martin*

JUN 27-80 A #22508 \*\*\*\*\*2.50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 17, 1980 at 10:00 o'clock <sup>A</sup> M. as in conformity  
with law and ordered recorded.

Recorded in Liber 247002512 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'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 95519

7-24-80 - original mailed Bruce C. Bereano  
195 Duke of Gloucester  
Annapolis, Md. 21401

LIBER 6 PAGE 322

001597.

CHESAPEAKE BAY YACHTING CENTER, INC.  
P.O. Box 3315  
Annapolis, Maryland 21403  
(301) 263-8044

February 28, 1980

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

Re: Chesapeake Bay Yachting Center, Inc.  
Change of Resident Agent

Gentlemen:

Please be advised that pursuant to resolution duly adopted by the board of directors of Chesapeake Bay Yachting Center, Inc., the resident agent for the corporation in the State of Maryland has been changed from Bennett Crain, Jr., 222 Severn Avenue, P.O. Box 3323, Annapolis, Maryland 21403, to:

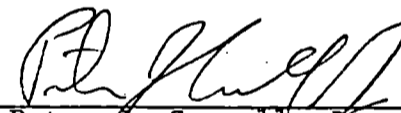
BRUCE C. BEREANO  
195 Duke of Gloucester Street  
Annapolis, Maryland 21401.

Enclosed please find a check in the amount of \$8.00 in payment of the requisite fee for filing notice of this change of resident agents with your office.

Sincerely,

CHESAPEAKE BAY YACHTING CENTER, INC.

By

  
Peter J. Carroll, Jr.  
President

NOTICE OF DESIGNATION OF RESIDENT AGENT &  
AGENT'S ADDRESS

OF

CHESAPEAKE BAY YACHTING CENTER, INC.

1038

received for record April 1, 1980

at 8:30 A. M.

and recorded on Film No. 2471

Frame No. 1596 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 17110 A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

JUN 27-80 A 22509 \*\*\*\*\*1.75

CLERK OF CIRCUIT COURT

1980 JUN 27 AM 9 41

QUEEN ANNE'S COUNTY

Mr. Clerk Mail to: Bruce C. Bereano, Esquire  
195 Duke of Gloucester Street  
Annapolis, Maryland 21401

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

rnc

THIS *arts incorp* WAS

RECEIVED FOR RECORD THIS *27th*

DAY OF *June 1980* AT *9:41 A.* M.

RE *arts incorp* AND RECORDED IN

LIBER *MWM* *Page 322 Arts*

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK

*Marguerite M. Nesbitt*

LIBER

6 PAGE 323



000954

P.O. Box 230  
Chester, Maryland. 21619  
15 April 1980

Landmark Homes, Inc.  
21 Severndale Road  
Severna Park, Md. 21146.

Dear Brian:

Please accept my resignation as Resident Agent of  
Landmark Homes, Inc. effective immediately.

Sincerely,

*Jack Y. Kochen*

Jack Y. Kochen.

cc: State Department of Assessments  
and Taxation. ✓  
Attention: Mr. Robert Cierkes.

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF  
LANDMARK HOMES, INC.

1154

received for record April 16, 1980  
and recorded on Film No. 2473

at 8:30 A.M.  
Frame 00953 one of

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

To the clerk of the Circuit

court of Queen Annes County

AA N<sup>o</sup> 17266 A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

SEP -9-80 A #24693 \*\*\*\*\*100

100 SEP -9 AM 11:25  
CLERK OF QUEEN ANNES COUNTY

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SOCL  
I HEREBY CERTIFY THAT

THIS Arts/Inc WAS  
RECORDED FOR RECORD THIS 9th  
DAY OF Sept 1980 AT 11:25 A.M.

Mr. Clerk Mail to: Jack T. Kochen  
Box 230, Cox Neck Road  
Chester, Maryland 21619

AND RECORDED IN  
BOOK MWM #6 folio 325 Arts  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

CLERK

*Margurite M. Markin*

rnc

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the F.W. MESSICK & SON, INC.

were received for record on April 21, 1980,

in accordance with the provisions of Sec. 3-407 of the  
Corporations and Associations Article of the Code.

*Gene L. Burren*  
Director

UGER

6 PAGE 327

9-25-80 - only mailed to

Edward G. Banks, Jr. Esq.  
Banks & Nason  
216 E. Main St.  
Salisbury Md. 21801

## F. W. MESSICK &amp; SON, INC.

## ARTICLES OF VOLUNTARY DISSOLUTION

*FB*

F. W. Messick & Son, Inc., a Maryland corporation, having its principal office in Queen Anne's County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation 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 Queen Anne, Maryland.

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 George L. Ralph, Jr., 315 Lake Street, Salisbury, Maryland 21801.

FOURTH: The name and address of each director of the Corporation are as follows:

Arthur T. Monigle - 1536 Woodland Road, Salisbury, Maryland 21801  
George L. Ralph, Jr. - Valleywood Drive & Mt. Hermon Road, Salisbury, Maryland 21801  
Gerald L. Pusey - Porter Mill Road, Hebron, Maryland 21830  
Marion H. Chambers - Chestertown, Maryland

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

Arthur T. Monigle - Vice President - 1536 Woodland Road, Salisbury, Maryland 21801  
George L. Ralph, Jr. - Vice President - Valleywood Drive & Mt. Hermon Road, Salisbury, Maryland 21801  
Gerald L. Pusey - Secretary/Treasurer - Porter Mill Road, Hebron, Maryland 21830  
Marion H. Chambers - President - Chestertown, Maryland

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



002864

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 3-407(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 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, F. W. MESSICK & SON, 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 28th day of February, 1980, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of F. W. MESSICK & SON, 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:

F. W. MESSICK & SON, INC.

Gerald L. Pusey  
Gerald L. Pusey, Secretary

By: Marion H. Chambers  
Marion H. Chambers, President

William H. Tolson

~~XXXXXXXXXXXX~~  
TREASURERHELEN E. PARDEE  
DEPUTY~~XXXXXXXXXXXX~~  
ASSISTANT DEPUTY

Patricie G. Meyers

TREASURER OF QUEEN ANNE'S COUNTY  
CENTREVILLE, MARYLAND

March 24, 1980

THIS IS TO CERTIFY that all real estate and  
corporation taxes due and owing to the State of Maryland and  
Queen Anne's County billed by Queen Anne's County to F.W. Meeick  
& Son, Inc. have been paid through June 30, 1980.

WHT/by

*William H. Tolson*

---

William H. Tolson, Treasurer  
Queen Anne's County

002866



TALBOT COUNTY, MARYLAND

COURT HOUSE

EASTON, MARYLAND 21601

OFFICE OF FINANCE—TALBOT COUNTY  
Court House  
Easton, Maryland 21601

March 27, 1980

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 Finance Office of Talbot County by F. W. Messick & Son, Inc., a Maryland Corporation, have been paid, except taxes barred by Section 212 of Article 81, or otherwise, but including taxes billed for the year 1979-80.

*Albert K. Wood*

Albert K. Wood, Finance Officer

AKW/G

WILLIAM A. COLE  
Treasurer of Caroline County  
DENTON, MARYLAND 21629

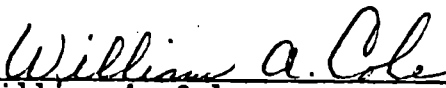
February 1, 1980

THIS IS TO CERTIFY that the books of the Treasurer, Caroline County, show that all taxes and charges due the State of Maryland and County of Caroline payable through the said office as of the date hereof by

F. W. MESSICK & SON, INC.

have been paid thru fiscal 1979-80.

WITNESS my hand this 1st day of February, 1980.

  
\_\_\_\_\_  
William A. Cole  
Treasurer of Caroline County

---

002868



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

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

F. W. MESSICK & SON, INC.  
have been paid.

WITNESS my hand and official seal this  
Thirteenth            day of    March            A.D. 1980.

*Jane M. Ruby*  
Deputy Comptroller

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

ARTICLES OF DISSOLUTION  
OF

1159

I HEREBY CERTIFY THAT  
*Arts/Inc* WAS  
RECEIVED FOR RECORD THIS *9d*  
DAY OF *Sept* 19 *80* AT *11:26 A.M.*

F.W. MESSICK & SON, INC.

AND RECORDED IN  
*MUM #6 folio 327 Cuts*  
RD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

SEP -9-80 A #24694 \*\*\*\*\*5.50

*Marguerite M. Marpin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 21, 1980 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2473*, folio *002862*, 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. Summers*



RECEIVED  
-9-20 AM 11:28  
QUEEN ANNE'S COUNTY

A 96839

## GOVERNOR GRASON MANOR ASSOCIATION, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Frank Bellinger May, whose post office address is Rt. 1, Box 248-F, Queenstown, Maryland 21658; Donald L. Tate, whose post office address is Rt. 1, Box 251-E, Queenstown, Maryland 21658; and Michael E. Pelczar, whose post office address is Rt. 1, Box 247-L, Queenstown, Maryland 21658, each being at least eighteen (18) years of age, hereby associate ourselves as incorporators for the purpose of forming a corporation under the general laws of the State of Maryland.

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

GOVERNOR GRASON MANOR ASSOCIATION, INC.

THIRD: The Corporation is formed for the following purposes:

- a. To provide for the protection, safety, general welfare and common interest of the members of the Corporation.
- b. To organize, operate and conduct a civic improvement and protective association exclusively for non-profitable purposes, no part of the net earnings of which is to inure to the benefit of any member of the Corporation.
- c. To cultivate a spirit of helpful cooperation among the members of the Corporation.
- d. To prepare, promote and encourage members of the Corporation to subscribe to agreements, including covenants running with the land, that further the purposes of the Corporation.
- e. To solicit and disburse money for the carrying out and accomplishment of any and all the foregoing objects and purposes and all other objects and purposes of the Corporation.

f. To contract, associate or affiliate with other corporations or associations having similar objects and purposes.

g. To function as a non-political and non-sectarian organization.

h. To exercise the powers established by Section 2-103 of the Corporations and Association Article of the Annotated Code of Maryland, as amended from time to time.

i. To carry on any of the businesses, objects and purposes 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 part of them, or any part thereof, or to enhance the value of its property, business or rights.

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

FOURTH: The address of the principal office of the Corporation is Post Office Box 234, Queenstown, Maryland 21658.

FIFTH: The name of the Corporation's resident agent is FRANK BELLINGER MAY, whose post office address is Rt. 1, Box 248-F, Queenstown, Maryland 21658.



SIXTH: The Corporation shall have no capital stock. It is not to be conducted for profit, but is to be maintained and supported by subscriptions and dues assessed upon the membership from time to time, or by contributions received therefrom.

SEVENTH: The Corporation shall have three directors. FRANK BELLINGER MAY, DONALD L. TATE, and MICHAEL E. PELCZAR, shall serve as directors until the first annual meeting and until their successors are elected and qualify. The number of directors may be changed from time to time pursuant to the Corporation's by laws, but the number shall at no time be less than three.

EIGHTH: 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.

NINTH: The durations of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 9th day of April, 1980, and acknowledge the same to be our individual acts.

WITNESS:

Michael C. Middleton

Frank Bellinger May  
Frank Bellinger May

Michael C. Middleton

Donald L. Tate  
Donald L. Tate

Michael C. Middleton

Michael E. Pelczar  
Michael E. Pelczar

1081

OF  
GOVERNOR GRASON MANOR ASSOCIATION, INC.

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
..... *arts/ inc* ..... WAS  
RECEIVED FOR RECORD THIS *9th*  
OF *Sept* 19*80* AT *11:26 A.M.*  
..... AND RECORDED IN  
BOOK *MUM #6 folio 335 Cuto*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

SEP -9-80 A 24695 \*\*\*\*\*5 00

CLERK

*Margurite M. Marpin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 9, 1980 at 11:25 o'clock A M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber *2472*, folio *1300*, 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*



SEP -9 AM 11:26  
QUEEN ANNE'S COUNTY

A 96192

bt

002720

CRITERION FUND CORP.

Certificate

I, ROBERT M. FINLEY, certify that:

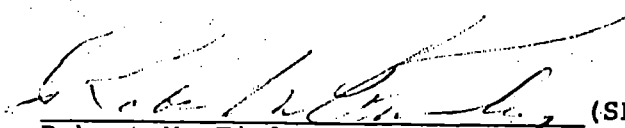
1. I am the duly elected and acting Secretary of Criterion Fund Corp., a Maryland corporation (the "Corporation");

2. attached hereto and marked as Exhibit A is a true and correct copy of resolutions adopted by the Board of Directors of the Corporation at its meeting on January 18, 1980;

3. attached hereto and marked as Exhibit B is a true and correct copy of resolutions adopted by the Board of Directors of the Corporation by written unanimous consent as of March 7, 1980; and

4. the foregoing resolutions have not been amended or rescinded and are in full force and effect on the date hereof.

WITNESS my signature and the seal of the Corporation this 12th day of March 1980.

  
Robert M. Finley (SEAL)  
Secretary

1088

6 PAGE 339

9-25-80, orig mailed: Miles & Stackbridge  
10 Light St.  
Balt. 21202

## EXHIBIT A

RESOLVED: That the address of the Principal Office of the Corporation is changed from 6501 Erdman Avenue, Baltimore, Maryland 21201 to Route 1, Box 207, Queenstown, Maryland 21658.

RESOLVED: That the Secretary of the Corporation file a certified copy of the above resolution with the State Department of Assessments and Taxation of the State of Maryland.

---

002722

EXHIBIT B

RESOLVED: That the resignation of Robert M. Finley as resident agent is accepted, and that William E. Hill, who is a resident of Maryland, and whose post office address is Route 1, Box 207, Queenstown, Maryland 21658, is designated as resident agent of the Corporation.

RESOLVED: That the Secretary of the Corporation file a certified copy of the above resolution with the State Department of Assessments and Taxation of the State of Maryland.

LIBER 6 PAGE 342

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT & AGENT'S ADDRESS

OF  
CRITERION FUND CORP.

114

*[Handwritten signature]*

received for record April 15, 1980  
and recorded on Film No. 2472

at 8:30 A.M.  
Frame No. 002719 one of

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

To the clerk of the Circuit court of Queen Annes County

AA N<sup>o</sup> 17247/A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$6.00
<b>Total</b>	<u>\$11.00</u>

SEP -9-80 A #24696 \*\*\*\*\*250

SEP -9 AM 11:20  
QUEEN ANNE'S COUNTY

Mr. Clerk Mail to: Miles & Stockbridge  
10 Light Street  
Baltimore, Maryland 21202

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

THIS *Arts/Inc.* WAS  
RECEIVED FOR RECORD THIS *9th*  
DAY OF *Sept* 19 *80* AT *11:26* A.M.  
RE ..... AND RECORDED IN  
LIBER *M.W.M. #6 folio 387* *Arts.*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Martin*

REC

000956

P.O. Box 230  
Chester, Maryland.  
21619

15 April 1980

Horizon Development Corp., Inc.  
21 Severndale Road  
Severna Park, Maryland. 21146

Dear Brian:

Please accept my resignation as Resident Agent  
of Horizon Development Corp., Inc. effective immediately.

Sincerely,

*Jack Y. Kochen*

Jack Y. Kochen.

cc:  
State Department of Assessments  
and Taxation. (Attention Mr. ✓  
Robert Clerkes)

LIBER 6 PAGE 344  
NOTICE OF RESIGNATION OF RESIDENT AGENT

OF  
HORIZON DEVELOPMENT CORP.

1154

received for record April 16, 1980  
and recorded on Film No. 2473

, at 8:30 A. M.  
955A  
Frame No. ~~900455~~ 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 17267 A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

SEP -9-80 A 24697 \*\*\*\*\*1 00

RECORDED  
130 SEP -9 11:26  
QUEEN ANNE'S COUNTY

Mr. Clerk Mail to: Jack Y. Kochen  
Box 230, Cox Neck Road  
Chester, Maryland 21619

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

THIS arts/Inc WAS  
RECEIVED FOR RECORD THIS 9th  
DAY OF Sept 19 80 AT 11:26 A.M.  
RE ..... AND RECORDED IN  
LIBER MWM #6 folo 343 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK.

*Marguerite M. Markin*

FMC



CERTIFICATE OF CORRECTION  
OF  
ARTICLES OF AMENDMENT  
OF  
DELMARVA SASH & DOOR CO. OF MARYLAND, INC.

Pursuant to the provisions of Section 1-206 of the Corporations and Associations Article of the Annotated Code of Maryland, Delmarva Sash & Door Co. of Maryland, Inc., a Maryland Corporation, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland:

FIRST: That Articles of Amendment were filed with the Department of Assessments and Taxation of the State of Maryland on July 25, 1967, and that said Articles of Amendment require correction as permitted by Section 1-206 of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The inaccuracy or defect in said Articles of Amendment to be corrected is as follows:

Article FIRST of said Articles of Amendment provides as follows:

"FIRST: The charter of the Corporation is hereby amended by striking out Item Fifth of the Articles of Incorporation."

THIRD: The foregoing inaccuracy or defect in said Articles of Amendment is hereby corrected to read as follows:

Article FIRST of said Articles of Amendment should provide as follows:


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

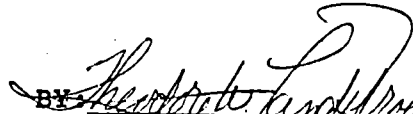
"FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is Two Thousand (2,000) shares, all of one class, of the par value of Fifty Dollars (\$50.00) each, and of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00)."

IN WITNESS WHEREOF, Delmarva Sash & Door Co. of Maryland, Inc. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 21st day of May, 1980, and its President acknowledges that this Certificate of Correction is the act and deed of Delmarva Sash & Door Co. of Maryland, Inc.

ATTEST:

DELMARVA SASH & DOOR CO. OF  
MARYLAND, INC.

  
Kathleen B. Landskroener,  
Secretary

 (SEAL)  
Theodore W. Landskroener,  
President

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS arts./enc WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF Nov 19 80 AT 9:31 A.M.  
AND RECORDED IN  
LIBER num 6, folio 345 Arts/enc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.

CERTIFICATE OF CORRECTION

OF  
ARTICLES OF AMENDMENT  
OF

DELMARVA SASH & DOOR CO. OF MARYLAND, INC.

1237

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 22, 1980 at 2:00 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2475003146, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

NOV -7-80 A 26852 \*\*\*\*\*2.00

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 6.00 Special Fee paid \$ 5.00

To the clerk of the \_\_\_\_\_ Circuit Court of Queen Anne Arundel 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*



RECEIVED  
CLERK, CIRCUIT COURT  
1980 NOV -7 AM 9:31  
QUEEN ANNE'S COUNTY

A 97708

LIBER 6 PAGE 347

bt

ARTICLES OF INCORPORATION

OF

TOM BEAVER'S HUNTING SERVICE, LTD.

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:

TOM BEAVER'S HUNTING SERVICE, LTD.

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 acquire and provide hunting sites, guides and equipment for the hunting of fowl and game 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 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 298P, Centreville, Queen Anne's County, Maryland 21617. The resident agent of the Corporation is: Thomas L. Beaver, whose address is: Route 1, Box 298P, 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 Thomas L. Beaver 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 1st day of May, 1980, and I certify those Articles to be my act.

  
John W. Sause, Jr.

1207

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS arts/enc WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF Nov 1980 AT 9:35 A.M.  
RE ..... AND RECORDED IN  
LIBER mun 6, folio 348 Oct/Dec  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
TOM BEAVER'S HUNTING SERVICE, LTD.

CLERK

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 6, 1980 at 10:00 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2475, folio 000130, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

NOV -7-80 A #26853 \*\*\*\*\*5.00

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*



RECEIVED  
CLERK, CIRCUIT COURT  
1980 NOV -7 AM 9:35  
QUEEN ANNE'S COUNTY

A 97357

bt

ARTICLES OF INCORPORATION

## RIVERWEST BUILDERS INC.

AD  
A MARYLAND CLOSE CORPORATION UNDER CORPORATIONS AND ASSOCIATIONS  
ARTICLE OF THE ANNOTATED CODE OF MARYLAND, AS AMENDED.

FIRST: The undersigned, GREGORY D. SAUNDERS, of Stevensville, Queen Anne's County, State of 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 RIVERWEST BUILDERS INC.

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

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

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

ing and contracting business and the work connected therewith, and to engage in any other lawful purpose and/or business.

b) To deal with all equipment, machinery and materials necessary to the development of the business of a general contractor in construction, renovation, maintenance, repair and service of buildings and roads; to acquire as may be necessary by purchase, gift, lease, exchange or otherwise, real and personal property as may be deemed necessary for the operation of said business; to subscribe to, purchase and acquire, hold, own, invest in, assign, pledge or otherwise dispose of, or deal in the stocks, bonds and other securities and obligations of any other corporation, domestic or foreign; to acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm association or corporation engaged in a similar business; to borrow money for the purposes of the Corporation and to issue bonds, notes and other obligations, and to sell or pledge such bonds, notes or other obligations for its proper corporate purposes; to have one or more offices, and to carry on and conduct all or any of its operations and business in any state, district, territory or colony of the United States of America, and in any and all foreign countries.

c) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland.

FIFTH: The post office address of the principal office of the Corporation in Maryland is P. O. Box 27-19, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in Maryland is Gregory D. Saunders, P. O. Box 27-19, Stevensville, Maryland 21666. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of



No Par Value, having no aggregate par value.

SEVENTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the by-laws of the Corporation. The name of the director, who shall act until the first annual meeting, or until his successor is duly chosen and qualified shall be Gregory D. Saunders, Box 27-19, Stevensville, Maryland 21666.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 28<sup>th</sup> day of April, 1980.

WITNESS:

*William O. Tompkins*

*Gregory D. Saunders*

(SEAL)

GREGORY D. SAUNDERS

STATE OF MARYLAND,  
COUNTY OF Anne Arundel ~~QUEEN ANNE'S~~

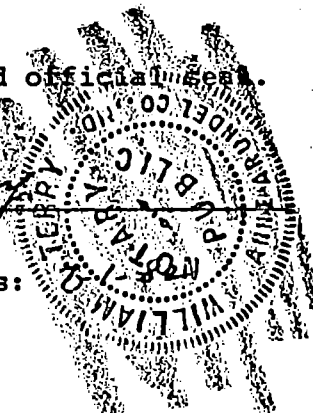
to wit:

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of April, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared GREGORY D. SAUNDERS, and he acknowledged the foregoing Articles of Incorporation to be his act.

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

*William O. Tompkins*  
Notary Public

My Commission Expires:



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

LIBER 6 PAGE 354

1175

I HEREBY CERTIFY THAT  
THIS articles/enc WAS  
RECEIVED FOR RECORD THIS 7<sup>th</sup>  
DAY OF Nov 1980 AT 9:35 A.M.

AND RECORDED IN  
BOOK num #6, folio 351 Oct/Dec  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

ARTICLES OF INCORPORATION  
OF  
RIVERWEST BUILDERS INC.

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 28, 1980 at 1:15 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2474, folio 001212, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

NOV -7-80 A 26854 \*\*\*\*\*5 00

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.



RECEIVED  
CLERK, CIRCUIT COURT  
1980 NOV -7 AM 9 35  
QUEEN ANNE'S COUNTY

*William J. Simmons*

A 97092

*rl*

002391

CELICO, INC.

ARTICLES OF INCORPORATION

FIRST: I, Charles W. Collett, whose post office address is 111 N. Washington Street, Easton, Maryland, 21601, 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 (hereinafter called the "Corporation") is

CELICO, INC.

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

(1) To engage in the business of commercial marina operation, acquisition and conversion, 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 Rt. 1, Box 80, Chester, Maryland, 21619. The name and post office address of the Resident Agent of the Corporation in this State is Charles W. Collett, 111 N. Washington Street, Easton, Maryland, 21601. 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, no par value.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three, 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: Charles W. Collett, Stephen J. Cernak, Klaus Dieter-Liebig.

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,

1-26-81-orig mailed to Goldsborough, Branch of Collett, 111 N. Washington St. Easton, Md. 21601

B

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.

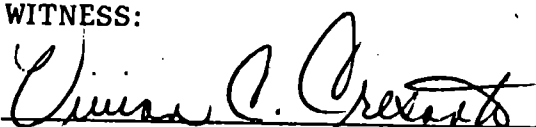
NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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 do hereby acknowledge these Articles of Incorporation to be my act this 27<sup>th</sup> day of May, 1980.

WITNESS:



  
CHARLES W. COLLETT

2A/Q

1328

ARTICLES OF INCORPORATION

OF

CELICO, INC.

QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
this Article WAS  
RECEIVED FOR RECORD THIS 19th  
DAY OF Jan 19 81 AT 9:52 A.M.  
AND RECORDED IN  
LIBER Mem # 6, folio 355 Article  
RECORD BOOK FOR QUEEN ANNES COUNTY

CLERK

JAN 14-81 \* 28921 \*\*\*\*\*5.00  
JAN 14-81 A #28921 \*\*\*\*\*5.00

*Marguerite W. Spang* approved and received for record by the State Department of Assessments and Taxation

of Maryland June 4, 1980 at 4:00 o'clock P. M. as in conformity

with law and ordered recorded.

3

Recorded in Liber 2477, folio 2390, 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  
1981 JAN 14 AM 9 52  
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.

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

*William J. Summers*



A 98403

UNDER

6 PAGE 357



GAB:cm  
6/5/80

002578

JAMES A. HUTCHISON, INC.

(A Close Corporation under C. A. Title 4  
of the Annotated Code of Maryland)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, JAMES A. HUTCHISON, whose post office address is Route 2, Box 671 - Benton Pleasure Road, Chester, Maryland 21619, and LULA MAE HUTCHISON, whose post office address is Route 2, Box 671 - Benton Pleasure Road, Chester, Maryland 21619, both 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 associate ourselves with the intention of forming a corporation.

ARTICLE I

NAME

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

JAMES A. HUTCHISON, 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 interior and/or exterior carpentry and finishing of new and used residential homes and commercial properties, which will include but not be limited to the following:

- 1) To perform interior and/or exterior carpentry work, trim work finishing, door hanging, making and installing of cabinets and generally to do and

LIBER

6 PAGE 359

3/19/81 original mailed to George Bresky, Esq.  
208 Alex Brown Bldg.  
Newson, Md 21004

perform all work necessary in, on or about new and used residential and commercial properties requiring the use and/or manipulation of wood and/or wood products;

- 2) To make such sales of wood, wood products and general carpentry items as are necessary to complete interior and/or exterior carpentry installation and repairs for residential and commercial properties;
- 3) To perform such work as general carpentry work, cabinet making and custom building of all types, repairs, maintenance, caulking and painting, as well as any and all other work necessary to maintain, repair, refurbish, and/or finish the interior and/or exterior of any new or used residential and commercial buildings;
- 4) To purchase, own and lease trucks and/or automobiles for the purpose of effecting deliveries of replacement parts and the transportation of equipment;
- 5) To engage sub-contractors to perform such work as necessary for the completion of any contract which is not within the scope of this Corporation, and to act as a general contractor for the building, finishing or refurbishing of new residential and commercial buildings, as necessary;
- 6) To do and perform all activities and business normally related to a carpentry and/or finishing company.

B. To engage in the business of purchasing equipment and supplies as well as the leasing of necessary equipment. To enter into contracts with home owners, property owners, business owners and general contractors to do and perform the proper and necessary



wood work and/or fabrication and finishing jobs.

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 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 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 Maryland will be maintained at Route 2, Box 671 - Benton Pleasure Road, Chester, Maryland 21619. The Resident Agent of the Corporation is JAMES A. HUTCHISON, whose post office address is Route 2, Box 671 - Benton Pleasure Road, Chester, Maryland 21619.

### 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 (2) Directors and James A. Hutchison and Lula Mae Hutchison 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.

## 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 corporation 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, we have signed and affixed our seals

002582

to these Articles of Incorporation on this 9<sup>th</sup> day of June 1980.

Witness:

Charlotte A. Severn James A. Hutchison (SEAL)  
James A. Hutchison

Charlotte A. Severn Lula Mae Hutchison (SEAL)  
Lula Mae Hutchison

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

I HEREBY CERTIFY that on this 9<sup>th</sup> day of June, 1980, before me, the subscriber, a Notary Public in and for the State of Maryland, County of Queen Anne's, personally appeared JAMES A. HUTCHISON and LULA MAE HUTCHISON, the within incorporators, and they individually and mutually acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Charlotte A. Severn  
NOTARY PUBLIC

My Commission expires: July 1-1982

LIBER 6 PAGE 364

ARTICLES OF INCORPORATION

OF

JAMES A. HUTCHLSON, INC.

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

THE Articles WAS  
RECEIVED FOR RECORD THIS 5th  
DAY OF Mar 1981 AT 9:31 M.

AND RECORDED IN  
BOOK mem. b. folio 359 Art. Rec.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
Mesquite W. Martin CLERK.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 13, 1980 at 11:00 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2478, (folio) 2577, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

MAR -5-81 A #2 274 \*\*\*\*\*5 00

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

RECEIVED  
CLERK, CIRCUIT COURT  
1981 MAR -5 AM 9:31  
QUEEN ANNE'S COUNTY

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. Simon



A 98789

bt

ARTICLES OF INCORPORATION  
OF  
BAY AND BAYOU INTERESTS, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, George W. Aldridge, Jr., whose post office address is Box 185, Queenstown, Queen Anne's County, Maryland, 21658, 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

BAY AND BAYOU INTERESTS, 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 promoting 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.
6. To act as a consultant in management, personnel, fiscal and real estate matters.
7. 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.

8. 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 Queenstown, Queen Anne's County, Maryland 21658, and the resident agent of the corporation is George W. Aldridge, Jr., whose post office address is Box 185, Queenstown, Maryland 21658. 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 185, Queenstown, Maryland 21658), Joan Hibbard Fleming (whose post office address is 52 Raintree Place, Ten South Briar Hollow, Houston, Texas 77027) and William Charlton Fleming (whose post office address is 9337 Rosstown Way, Houston, Texas 77080), 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 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.

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 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 and 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 14th day of July, 1980.

WITNESS:

Sue Turner  
George W. Aldridge, Jr. (SEAL)  
George W. Aldridge, Jr.

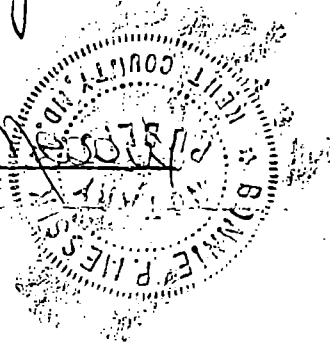
STATE OF MARYLAND  
COUNTY OF QUEEN ANNE'S

to wit:

I HEREBY CERTIFY, that on this 14th day of July 1980 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.

Bonnie P. 47  
NOTARY PUBLIC



My Commission Expires: July 1, 1982



111

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

I HEREBY CERTIFY THAT

IS Acts 188c WAS ARTICLES OF INCORPORATION  
RECEIVED FOR RECORD THIS 9th OF  
MAY OF 1981 AT 9:32 A.M. BAY AND BAYOU INTERESTS, INC.

AND RECORDED IN  
BOOK MUM 6, Vol 36.5 Acts 188c.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Marguerite W. Martin CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 17, 1980 at 11:30 o'clock A. M. as in conformity  
with law and ordered recorded.

5

MAR -5-81 A #2 275 \*\*\*\*\*5.00

Recorded in Liber 2481 (100) 101, 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

1981 MAR -5 AM 9:32

To the Clerk of Queen Anne's County  
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 99908

45

LIBER

6 PAGE 369

ARTICLES OF INCORPORATION FOR  
GIBSON FARM EQUIPMENT, INC.  
(A Maryland Close Corporation)

**FIRST:** I, Robert E. Jarrell, whose post office address is 3 North First Street, 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 GIBSON FARM EQUIPMENT, 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 purchase, install, sell, and trade in farming and agricultural machinery, tools, apparatus, equipment, and supplies of all kinds; motor trucks, cars and vehicles; tractors, motors, engines, pumps, and generally all kinds of machines, devices, conveniences, and supplies for farm, garden, dairy, or household use, and to also carry on all other business incident thereto or connected therewith, and to engage in any other lawful business or activity.

(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 Maryland Code, as amended from time to time.

**FIFTH:** The post office address of the principal office of the Corporation in this State is Rt. 313, Ingleside, Queen Anne's County, Maryland 21644. The name and post office of the Resident Agent of the Corporation in this State is Edward T. Gibson, Sr., Rt. 313, Ingleside, Maryland. 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:** 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 his successor is duly chosen and qualified is Edward T. Gibson, Sr.

**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 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 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 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 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 EIGHTH.

(4) Any indemnification under paragraph (1) and (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 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 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 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 corporation is to have perpetual existence.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of July, 1980, and I acknowledge the same to be my act.  
WITNESS:

Jennie S. Elliott

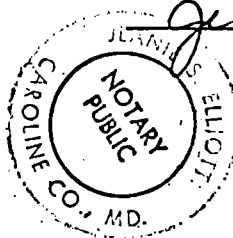
Robert E. Jarrell  
Robert E. Jarrell

STATE OF MARYLAND, CAROLINE COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 10th day of July, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Jarrell, the subscriber to the foregoing Articles of Incorporation of "GIBSON FARM EQUIPMENT, INC." and duly acknowledged the same to be his act and deed.

AS WITNESS my hand and Notarial Seal.

My Commission Expires:  
July 1, 1982



Jennie S. Elliott  
Notary Public

NIER, JARRELL  
& HUBBARD  
ATTORNEYS AT LAW  
DENTON, MARYLAND  
21629  
TELEPHONE 479-2112

ARTICLES OF INCORPORATION

OF

GIBSON FARM EQUIPMENT, INC.

109

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

THIS Auto Mone WAS

RECEIVED FOR RECORD THIS 5th

DAY OF MAR 1981 AT 9:32 A.M.

RE ..... AND RECORDED IN

LIBER num. 6, folio 370 Auto Mone

RECORD BOOK FOR QUEEN ANNE'S

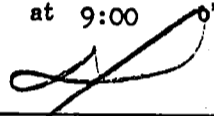
COUNTY  
Magistrate W. Martin CLERK

MAR -5-81 A #2 276 \*\*\*\*\*5 00

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

of Maryland July 15, 1980 at 9:00 o'clock A. M. as in conformity

with law and ordered recorded.



Recorded in Liber 2480, folio 3198, 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  
1981 MAR -5 AM 9:32  
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.

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

William J. Simmons



A 99832

85

3/19/81 original mailed to Miles + Stockbridge  
10 Light St.  
Balto, Md 21202

LIBER

6 PAGE 374

000173

ARTICLES OF INCORPORATION  
OF  
CONQUEST SEAFOOD, INC.

FIRST: I, Kevin G. Quinn, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation is Conquest Seafood, Inc. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are to cultivate, produce, manufacture, distribute and market seafood and related food products and to engage in any other lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is Route 8, Grasonville, Maryland 21368. The name and address of the resident agent are Ray J. Jones, Jr., Route 8, Grasonville, Maryland 21368.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.

000174

SIXTH: The number of Directors of the Corporation shall be two, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Ray J. Jones, Jr. and Bonnie Johnson.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act this 19th day of June, 1980.

Kevin B. Quinn

- 2 -

25

QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT ARTICLES OF INCORPORATION

THIS Acts 145 WAS  
RECEIVED FOR RECORD THIS 5th  
DAY OF MAR 19 81 AT 9:33 A.M. CONQUEST SEAFOOD, INC.

RE ..... AND RECORDED IN  
LIBER NUM. 6, Vol. 374, Acts 145  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

MAR -5-81 A #2 277 \*\*\*\*\*5.00

Marguerite W. Walker CLERK.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 19, 1980 at 9:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2479, (b) 0172, 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  
1981 MAR -5 AM 9:33  
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.

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

William J. Simmons



A 98958

45



003310

AMENDED ARTICLES OF INCORPORATION

OF

CONQUEST SEAFOOD, INC.

(a close corporation under Title 4 of the  
Corporations and Associations Article of the  
Annotated Code of Maryland)

FIRST: I, Kevin G. Quinn, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is Conquest Seafood, Inc. (the "Corporation").

THIRD: The Corporation is a "Close Corporation" as defined and 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 to cultivate, produce, manufacture, distribute and market seafood and related food products and to engage in any other lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FIFTH: The address of the principal office of the Corporation in Maryland is Route 33, McDaniel, Maryland 21647. The name and address of the resident agent are Ray J. Jones, Jr., Route 33, McDaniel, Maryland 21647.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock

LIBER

6 PAGE 377

3/19/81 Original mailed to *Wiley + Stockbridge*  
*10 Light St*  
*Balto. Md 21202*

is \$1.00 and the aggregate par value of all the shares of Common Stock is \$100,000.

SEVENTH: After completion of the organization meeting of the directors and the issuance of at least one share of the stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two directors whose names are Ray J. Jones, Jr. and Bonnie Johnson.

EIGHTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified under the Corporations and Associations Article of the Annotated Code of Maryland, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these <sup>AMENDED</sup> Articles of Incorporation to be my act on this 18<sup>th</sup> day of July, 1980.

Kevin S. Quinn

77

AMENDED ARTICLES OF INCORPORATION

OF

CONQUEST SEAFOOD, INC.

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Auto Release WAS  
RECEIVED FOR RECORD THIS 5th  
DAY OF March 1981 AT 9:33 A.M.  
RE ..... AND RECORDED IN  
LIBER Num 6, folio 377 Auto Release  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Maguie W. Martin CLERK.

MAR -5-81 A #2 278 \*\*\*\*\*5 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 18, 1980 at 10:30 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2479 (pp) 3309, 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  
1981 MAR -5 AM 9:33  
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.

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

William J. Summers



A 99354

85

LIBER 6 PAGE 379

3119181 original mailed to Price & Foster  
Lawyers Low  
Centreville, Md 21017

LIBER

6 PAGE 380

003355

GROVAN CORPORATION, INC.  
ARTICLES OF INCORPORATION

FIRST: I, Michael R. Foster, whose post office address is P.O. Box 367, 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 GROVAN CORPORATION, INC.

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

1. To operate a restaurant and lounge serving the public; 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 Grovan Corporation, Inc., Box 346, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Michael R. Foster, P.O. Box 367, 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 Five Thousand (5000) 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:

Joseph R. Vannier

Susylawaty M. Grondin

Frederick R. Grondin

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.

JUN 18 5 54 PM '88

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 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 corporation 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 16<sup>th</sup> day of June, 1980, and I acknowledge the same to be my act.

WITNESS:

*[Signature]*

*Michael R. Foster*

Michael R. Foster

STATE OF MARYLAND,  
 QUEEN ANNE'S COUNTY, SCT.  
 I HEREBY CERTIFY THAT ARTICLES OF INCORPORATION  
 THIS Auto. 1st WAS  
 RECEIVED FOR RECORD THIS 5th OF  
 DAY OF Mar 19 81 AT 9:33 P. M. GROVAN CORPORATION, INC.  
 AND RECORDED IN  
 LIBER Num. 16, folio 380 Auto. 1st  
 RECORD BOOK FOR QUEEN ANNE'S  
 COUNTY

MAR-5-81 A 2 279 \*\*\*\*\*5 00

Marguerite W. Markin CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland June 19, 1980 at 9:00 o'clock A. M. as in conformity  
 with law and ordered recorded.

3

Recorded in Liber 2478, folio 3354 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  
 1981 MAR -5 AM 9:33  
 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.

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

William J. Simmons



A 98924

45

ARTICLES OF INCORPORATION  
OF  
KENT ISLAND 2576 BUILDING CORPORATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Francis R. Hauer, Rt. #3 Box 243, Stevensville, Maryland, George M. Hombert Jr., Rt. #1 Box 516A, Stevensville, Maryland, and R. Donald Leopold, Rt. #2 Box 715, Stevensville, Maryland all being of full legal age, do, under and by virtue of the Public 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 corporation, which is hereafter referred to as the "corporation", is:

KENT ISLAND 2576 BUILDING CORPORATION, INC.

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

Primarily to engage in the specific business of operating a restaurant and bar facilities and catering service; to engage in athletic, entertainment, and recreational activities for both private and public patrons; to receive, invest and disburse funds and to purchase and hold property; to obtain and make available facilities, including real property, buildings and any other accommodations of property which may be necessary, for both private and public use and for commercial activities; and to distribute currently the earnings or proceeds from the operations, business and/or activities of the corporation to one or more regularly constituted and existing non-profit Lodges, Charities, organizations, funds, corporations or trust forming a part of or controlled by the Benevolent and Protective Order of Elks, United States of America.

To make and perform any contracts and do any acts and things and exercise any powers suitable, convenient proper or incidental for the accomplishment of any objects enumerated herein.

To exercise all of the powers, rights and privileges granted to non-stock corporations by the Public General Laws of the State of Maryland, now or hereafter in force for the accomplishment of the objects enumerated herein.

FOURTH: The corporation is not organized and shall not be conducted for profit, and no part of the net revenue or earnings shall inure to the benefit of any person or member. In the event of a liquidation, dissolution or winding up of the corporation, or upon abandonment of it's property; none of it's property will inure to the benefit of any private person, but shall be transferred and distributed by the Board of Directors to one or more regularly constituted and existing non-profit Lodges, Charities, organization funds, corporations or trusts forming a part of or controlled by the Benevolent and Protective Order of Elks, United States of America.

FIFTH: The corporation is not authorized to issue capital stock.

SIXTH: The Post Office address of the principal office of the corporation is, Post Office Box 207, Stevensville, Maryland, 21666. The resident agent of the corporation is Francis R. Hauer at that address. The resident agent hereby designated is a citizen and resident of the State of Maryland.

SEVENTH: The corporation shall have perpetual existence.

EIGHTH: The corporation shall be managed by a Board of Directors of seven persons who shall have such qualifications, powers and duties as shall be provided from time to time in the By-Laws of the corporation. The following persons shall constitute the first Board of Directors:

Francis R. Hauer

James Foor

George M. Homberg Jr.

John J. Smith

R. Donald Leopold

Maynard M. Gouldin

Robert Henning

They shall serve such terms and upon conditions as are provided in the By-Laws of the corporation.



NINTH: The following named persons shall be the first officers of the corporations:

President	Francis R. Hauer
Vice President	George M. Homberg Jr.
Treasurer	R. Donald Leopold
Secretary	Robert Henning

They shall serve upon such terms and upon such conditions as are provided for in the By-Laws of the corporations. There shall be such other offices and officers of the corporation, as are provided for in the By-Laws.

TENTH: The authorized number and qualifications of members of the corporation, the different classes of membership if any, the property, voting and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the By-Laws, which shall not, however, provide for the issuance of more than one membership to any member.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 9th day of June 1980.

Francis R. Hauer  
George M. Homberg Jr.  
Robert C. Henning  
R. Donald Leopold

WITNESS:

Ida H. Slenny  
STATE OF MARYLAND ss.  
COUNTY OF QUEEN ANNES

On this 9th day of June A.D. One Thousand Nine Hundred and Eighty before me

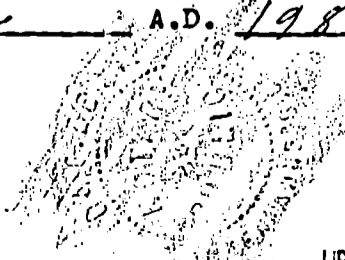
Francis R. Hauer  
George M. Homberg Jr. a Notary Public in and for Queen Annes County, Maryland, personally appeared Robert C. Henning

Ronald Leopold and Francis R. Hauer known to

be persons whose names are subscribed to the foregoing instrument and they severally duly acknowledge to me that they executed the same.

Witness my hand and official seal this 9th day of June A.D. 1980.

Ida H. Slenny  
Notary Public



ARTICLES OF INCORPORATION

OF

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

KENT ISLAND 2576 BUILDING CORPORATION, INC.

THIS Arts 1 clac WAS

RECEIVED FOR RECORD THIS 5th

DAY OF March 1981 AT 9:34 A.M.

RE ..... AND RECORDED IN

LIBER M.V.M. 383 Arts 1 clac

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK

*Magistrate W. Martin*

MAR -5-81 A #2 280 \*\*\*\*\*5.00

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

of Maryland June 17, 1980 at 4:00 o'clock P. M. as in conformity

with law and ordered recorded.

*[Signature]*

Recorded in Liber 2478, folio 602692 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  
1981 MAR -5 AM 9:34  
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.

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

*William J. Simmons*



A 98807

AS

002174

ARTICLES OF INCORPORATION  
OF  
CHESTNUT MEADOWS FARM, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned incorporator, David C. Bryan, whose post office address is Box 418, Centreville, Maryland, 21617, being at least 18 years of age, am forming a corporation under the general public laws of the State of Maryland.

SECOND: The name of corporation is:

CHESTNUT MEADOWS FARM, INC.

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

(a) To engage in farming, ranching and to produce, grow, market and otherwise deal and trade in livestock, poultry, grains, feeds, fruits, vegetables and farm or ranch products of any and every kind.

(b) To acquire by purchase, lease or otherwise, lands and interests in lands; and to own, hold, improve, develop and manage any real estate so acquired; and to erect or cause to be erected on any lands owned, held, or occupied by the Corporation buildings or other structures, with their appurtenances; and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands, and in buildings or other structures or parts of any buildings or other structures at any time owned by the Corporation.

(c) To enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose.

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

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

(f) 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.

(g) 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 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 Richard T. Lynch, whose address is Bulle Rock Drive, Pioneer Point Farm, Centreville, Maryland, 21617, and whose post office address is Box 39, Centreville, Maryland, 21617. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation is authorized 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) provided that:

(i) If there is no stock outstanding, the number of

002176

directors may be less than three (3) but not less than one (1);  
and

(ii) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

SEVENTH: The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Ovide E. de St. Aubin, Roger Lynch and Robert J. Lynch, Jr.

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, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(2) (a) If subsection (b) of this Article Eighth (2) is complied with, a contract or other transaction between this Corporation and any of its directors or between this corporation and any other corporation, firm, or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following: (1) the common directorship or interest; (2) the presence of the director at the meeting of the board or a committee of the board which authorizes, approves, or ratifies the contract or transaction; or (3) the counting of the vote of the director for the authorization, approval, or ratification of the contract or transaction.

(b) Subsection (a) of this Article Eighth (2) applies if: (1) the fact of the common directorship or interest is disclosed or known to: (i) the board of directors or the

committee, and the board or committee authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or (ii) the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or (2) the contract or transaction is fair and reasonable to the corporation.

(c) Common or interested directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee of the board or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified.

(d) If a contract or transaction is not authorized, approved, or ratified in one of the ways provided for in subsection (b)(1) of this Article Eighth (2), the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the corporation at the time it was authorized, approved, or ratified.

(e) This article Eighth (2) does not apply to the fixing by the board of directors of reasonable compensation for a director, whether as a director or in any other capacity.

3. 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 and securities convertible into shares of its own stock, 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.

002178

(4) The Board of Directors may classify or reclassify any unissued shares of stock 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.

(5) 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.

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 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 or until it shall have been determined and authorized in a 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 31<sup>ST</sup> day of July, 1980, and I acknowledge the same to be my act.

WITNESS:

Beverly M. Ringgold

David C. Bryan (SEAL)  
David C. Bryan



175

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

THIS Arts/ Inc WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF Apr 1981 AT 10:01 A.M.

AND RECORDED IN  
LIBER MUM #6 folio 387 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF

~~HERE~~ CHESTNUT MEADOWS FARM, INC.

*Marguerite M. Martin*

APR 14-81 A 21461 \*\*\*\*\*59

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 1, 1980 at 1:00 o'clock P.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2482, folio 002173 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.

RECEIVED  
CLERK, CIRCUIT COURT  
1981 APR 14 AM 10:01  
QUEEN ANNE'S COUNTY

*William J. Simmons*



A 100491

LIBER 6 PAGE 393

5/4/81 original mailed to J. Donald Braden, Esquire  
Farmers Nat'l Bank Bldg.  
Centreville, Md 21617

ME

CORSICA WHARF, INC.

ARTICLES OF INCORPORATION

FIRST: J. Donald Braden, whose post office address is Farmers National Bank Building, 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 corporation (which is hereafter referred to as "Corporation") is CORSICA WHARF, INC.

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

(1) To operate a tavern and restaurant; 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 Chesterfield Avenue Extended, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is Merle E. Feltenberger, Chesterfield Avenue Extended, 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 One Hundred (100) shares of common stock, without par value.

SIXTH: The number of directors shall be one (1), which number may be increased or decreased, pursuant to the By-Laws of the Corporation, however, should there ever be a time that there is more than one (1) stockholder, the number of directors shall be increased so as to equal the number of stockholders until there are at least three directors. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Merle E. Feltenberger.

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

CG, NY 0

001972

(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.

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 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 13<sup>th</sup> day of July, 1980, and I acknowledge the same to be my act.

WITNESS:

Betty A. Hamilton

J. Donald Braden  
J. Donald Braden

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

150

THIS arts./inc. WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF Apr. 19 81 AT 10:02 A.M.  
AND RECORDED IN  
LIBER MWM #6 file 394 arts.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
CORSIKA WHARF, INC.

~~SEERS~~

*Marguerite M. Marbin*

APR 14 81 A 21462 \*\*\*\*\*5 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 21, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2481, (~~1970~~) 1970, 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.

RECEIVED  
CLERK, CIRCUIT COURT  
1981 APR 14 AM 10:02  
QUEEN ANNE'S COUNTY

*William J. Simmons*



A 100065

LIBER 6 PAGE 397

5/4/81 original mailed to John W. Sausel, Esq.  
304 N. Commerce St.  
Centerville, Md 21617

6-398

002223

ME

ARTICLES OF AMENDMENT  
OF  
TOM BEAVER'S HUNTING SERVICES, INC.  
A Close Corporation

Thomas L. Beaver, President, Secretary and the only director named in the Articles of Incorporation of Tom Beaver's Hunting Services, Inc., hereby certifies that (1) there is no stock outstanding or subscribed for entitled to be voted on this charter amendment and (2) this amendment was approved at the organization meeting held by the director.

Article Second of the Articles of Incorporation is hereby amended, to read as follows:

SECOND: The name of the corporation (which is hereafter called "the Corporation") is: TOM BEAVER ENTERPRISES, LTD.

Thomas L. Beaver, as President, acknowledges these Articles of Amendment to be the act of the Corporation, and certifies that to the best of his knowledge, information and belief, the matters and facts set forth in these Articles of Amendment with respect to authorization and approval are true in every material respect and that this statement is made under the penalties for perjury.

Attest:

Thomas L. Beaver [SEAL]  
Thomas L. Beaver,  
President

Thomas L. Beaver  
Thomas L. Beaver,  
Secretary

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

ARTICLES OF AMENDMENT

I HEREBY CERTIFY THAT  
THIS arts/Amend WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF Apr 19 81 AT 10:03 A. M.  
AND RECORDED IN  
LIBER MWM #6 p. 398 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

OF  
TOM BEAVER'S HUNTING SERVICE, LTD.  
changing its name to:  
TOM BEAVER ENTERPRISES, LTD.

CLERK

*Marguerite M. Martin*

APR 14-81 A 21463 \*\*\*\*\*5 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 23, 1980 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

2

Recorded in Liber 2481, 002222, 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. Simmons*



RECEIVED  
CLERK, CIRCUIT COURT  
1981 APR 14 AM 10:03  
QUEEN ANNE'S COUNTY

A 100089

Liber 6 Page 399

5/11/81 original mailed to *Waldsborough, Britz & Yates*  
*P.O. Box 468*  
*Annapolis, Md 21404*

1977

6 PAGE 400

002245

TAP WORKS PLUMBING & HEATING, INC.

ARTICLES OF INCORPORATION

(A CLOSE CORPORATION)

1. INCORPORATOR: The undersigned, James W. Yates, whose post office address is 100 North Liberty Street, Centreville, Maryland 21617, being at least 21 years of age, does hereby form a close corporation under the public general laws of the State of Maryland.

2. NAME: The name of the corporation, hereinafter called the Corporation, is Tap Works Plumbing & Heating, Inc..

3. CLOSE CORPORATION: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Association Law of Maryland.

4. PURPOSES: The purposes for which the Corporation is formed are as follows:

A. To do plumbing, water, gas, and steam fitting of all kinds. To invent, design, manufacture, buy, sell, install, inspect and repair heating, cooling, ventilating, water supply, lighting, and sewage disposal systems, appliances, apparatus, machinery, equipment, materials, and supplies of all kinds. To make and furnish estimates of costs for work and materials of the kind above described. To acquire, by competitive bidding or otherwise, make, and perform contracts pertaining to any of the foregoing business. To deal in scrap metal and junk. To design, patent, and procure patents or licenses to manufacture, and to manufacture, buy, sell, import and export, and generally deal in, all kinds of heating apparatus, stoves, furnaces of all kinds, gas and electric stoves and heaters and fireplaces, and all the parts and accessories required for a complete heating unit; to deal in all kinds of fuel savings devices, to repair and overhaul heating apparatus; to generally deal in hardware; to acquire, by purchase or otherwise, real estate, plant or plants, and store or stores necessary to conduct such business.

Aug 4 3 08 AM '80



B. To carry on any other business or businesses which may be determined directly or indirectly to effectuate any of the aforesaid objects, and to facilitate the transaction by the Corporation of the aforesaid business or businesses or any part thereof, or the transaction of any other business which may be connected, either directly or indirectly to embrace the value of its assets and property.

C. To enter into, make or become a party to any and all agreements of a lawful nature, and to execute deeds, mortgages, liens, notes, or contracts or agreements of any nature whatsoever, including agreements and contracts of indemnity guaranty or otherwise, and to borrow money in its own name for its own account or for others, and to borrow money in its own name for its own account or for others, and to act as accomodation maker or endorser of any type of obligation whatsoever, and pledge and mortgage any of all of its assets as collateral security for any transaction on its own behalf or for the accomodation of others, but in no way shall this Corporation act as a Surety Company.

D. To have one or more offices or places of business, and to carry on all or any part of its operation or business without restrictions or limits as to the amount or place, in any of the states, districts, territories, colonies or dependencies of the United States and any and all foreign countries, subject to the laws of such state, district, territory, colony or foreign country.

E. And generally to carry on any other business in connection with the foregoing not contrary to the Laws of the State of Maryland, and with all the powers conferred upon corporations by the Laws of the State of Maryland, and this 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 Maryland.

F. The above granted powers are in furtherance 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.

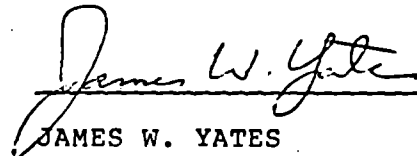
5. REGISTERED OFFICER AND AGENT: The post office address of the principal office of the Corporation in Maryland is Route One, Box 122B, Church Hill, Maryland 21623. The name and post office address of the resident agent of the Corporation in Maryland Victoria M. Williams, Route One, Box 122B, Church Hill, Maryland 21623. Such resident agent is a citizen of Maryland and actually resides therein.

6. CAPITAL 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.

7. ELECTION TO HAVE NO BOARD OF DIRECTORS: After the completion of the organization meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director, whose name is Charles A. Williams.

8. DURATION: The duration of the Corporation shall be perpetual.

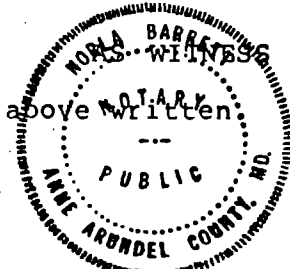
In witness whereof, these Articles of Incorporation have been executed by the undersigned this 11<sup>th</sup> day of ~~June~~<sup>July</sup>, 1980.

  
JAMES W. YATES

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that on this 11<sup>th</sup> day of ~~June~~<sup>July</sup>, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared James W. Yates, and acknowledged the foregoing Articles of Incorporation, consisting of four (4) pages, to be his act.

002218



my hand and Notarial Seal, the day and year last

*Nora Barrett*

Notary Public.

My Commission Expires: July 1, 1982

176

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

THIS arts/ inc WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF Apr 19 81 AT 10:04 A.M.  
AND RECORDED IN  
LIBER MWM #6 folio 400 arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF

CLERK TAP WORKS PLUMBING & HEATING, INC.

*Margurite W. Marpin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 4, 1980 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2482, folio 0022.11, 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.

RECEIVED  
CLERK, CIRCUIT COURT  
1981 APR 14 AM 10:04  
QUEEN ANNE'S COUNTY

*William J. Simmons*



A 100505

ARTICLES OF INCORPORATION  
OF  
YE OLDE WHALER, INC.

THIS IS TO CERTIFY:

FIRST: That we the subscribers, CHARLES T. ELLIOTT, whose post office address is Route 1, Box 406, Queenstown, Maryland 21658; RICHARD T. OLIVER, 3928 Pinedale Drive, Baltimore, Maryland 21236 and PATRICK AUSTIN COCKEY, whose post office address is Route 3, Box 125, Stevensville, Maryland 21666; each being at least twenty-one years of age do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

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

YE OLDE WHALER, INC.

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

- A. To own, operate and/or manage a restaurant, catering service and food business house, to include, but not limited to the preparation and sale of foods and sale of alcoholic beverages.
- B. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property, wherever situate.
- C. To obtain credits or moneys in any manner at any time and in any amounts for any of the objects of this corporation and to make, draw, execute and issue promissory notes and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment of any part or the whole of the property, rights and interests of the corporation, whether at the time owned or hereafter acquired.
- D. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of every kind of goods, wares, merchandise, implements and other personal property.

5/4/81 Original mailed to Bruce Morgan  
100 Pinedale Rd. #200  
Allen Bunn, Md 21061

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

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

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

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

FOURTH: The post office address of the principal office of the corporation in this State is Route 3, Box 125, Stevensville, Maryland 21666.

The name and address of the resident agent of the corporation is:

Patrick Austin Cockey, Route 3, Box 125, Stevensville, Maryland 21666.

Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares which the corporation has authority to issue is 5,000 (Five Thousand) shares at no par value.

SIXTH: The number of Directors of the corporation shall be three, which number may be increased or decreased pursuant to the bylaws of the corporation but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

CHARLES T. ELLIOTT, RICHARD T. OLIVER, and  
PATRICK AUSTIN COCKEY.

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

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

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

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

NINTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation  
this 1st day of August, 1980.

WITNESS:

Jean R. Cohee

Charles T. Elliott  
CHARLES T. ELLIOTT

Jean R. Cohee

Richard T. Oliver  
RICHARD T. OLIVER

Jean R. Cohee

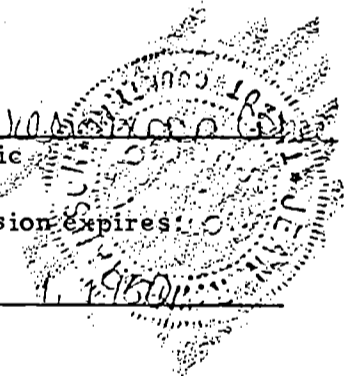
Patrick Austin Cockey  
PATRICK AUSTIN COCKEY

TALBOT  
STATE OF MARYLAND, ANNE ARUNDEL COUNTY, TO WIT:

On this 1st day of August, 1980, before me, the undersigned officer, personally appeared CHARLES T. ELLIOTT, RICHARD T. OLIVER and PATRICK AUSTIN COCKEY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Jean R. Washington  
Notary Public  
My commission expires July 1, 1981





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

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

206

THIS Arts / Inc WAS  
RECEIVED FOR RECORD THIS 14<sup>th</sup>  
DAY OF Apr 19 81 AT 10:05 A.M.

OF

YE OLDE WHALER, INC.

BE AND RECORDED IN  
LIBER M.C.M #6 Page 405 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Martin*

APR 14 81 A 21465 \*\*\*\*\*5 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 11, 1980 at 1:00 o'clock p. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2483, folio 904 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.

RECEIVED  
CLERK, CIRCUIT COURT  
1981 APR 14 AM 10:05  
QUEEN ANNE'S COUNTY

*William J. Simmons*



A 100822

LIBER 6 409

5/11/81 original mailed to Holdsworth, Budy & Jate, P.O. Box 468, Annapolis, Md 21404

002566

6 410

B

ARTICLES OF INCORPORATION  
OF  
CORSICA LAND DEVELOPMENT COMPANY

FIRST: I, Norla Barrett, whose post office address is 954 St. John Drive, Annapolis, Maryland 21401, 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:

CORSICA LAND DEVELOPMENT COMPANY

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 enter into partnerships, joint ventures and other business associations for any lawful purposes, and to engage in the buying and selling of real estate.
- (2) 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;
- (3) To manufacture, purchase and deal in at wholesale or retail, any and all kinds and types of materials, supplies and equipment;
- (4) 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;
- (5) To acquire, build, charter, buy, lease, rent, operate and use vehicles of any kind or character;
- (6) To apply for, obtain, register, purchase, lease or otherwise acquire or own by concessions, rights, options, patents,

patent rights, privileges, inventions, processes, copy-rights, trade-marks, trade names or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate or manufacture under or in any 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;

(7) To acquire by purchase, subscription or otherwise, and to hold, sell, own, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of the capital stock, 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;

(8) To acquire by purchase, lease or otherwise to own, use and operate factories, shops, manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores and other properties within and without the State of Maryland, which may be useful to accomplish any and all of the purposes or carrying on any of the business of the character hereinbefore referred to;

(9) 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;

(10) 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;

(11) To purchase, hold and re-issue the shares of its capital stock in such manner as the Board of Directors may from time to time determine;

(12) 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 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 shall be 100 North Liberty Street, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is James W. Yates, whose address is 100 North Liberty Street, 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 capital 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 and until their successors shall be duly chosen and qualified shall be: James W. Yates, Nicholas Goldsborough and Morgan Jones.

SEVENTH: 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 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.

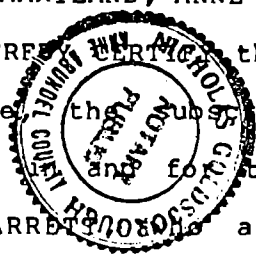
EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this *8th* day of August, 1980, and I acknowledge the same to be my act.

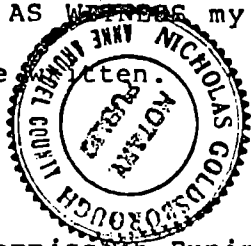
WITNESS

NORLA BARRETT

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY CERTIFY that on this *8th* day of August, 1980, before me the undersigned, a Notary Public of the State of Maryland,  for the County aforesaid, personally appeared NORLA BARRETT who acknowledged the foregoing Articles of Incorporation consisting of five (5) pages to be her act.

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



*[Handwritten Signature]*  
\_\_\_\_\_  
Notary Public.

My Commission Expires:

July 1, 1982.

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

230

THIS arts/enc WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF Apr 1981 AT 10:05 AM

AND RECORDED IN  
LIBER MUM#6 folio 410 arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
CORSICA LAND DEVELOPMENT COMPANY

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 18, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded. 6 APR 19 81 A 21466 \*\*\*\*\*5 00

Recorded in Liber 2483 folio 2565, 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*



RECEIVED  
CLERK, CIRCUIT COURT  
1981 APR 14 AM 10:05  
QUEEN ANNE'S COUNTY

A 101060

LIBER 6 PAGE 415





ARTICLES OF INCORPORATIONOFHERITAGE HOMES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Howard W. Rupp, whose address is Rt. 1, Box 577, Chester, Maryland 21619; Robert Donald, whose address is Rt. 1, Box 577 Chester, Maryland 21619; and Darrell L. Henry, whose address is 1205 West Street, Annapolis, Maryland 21401, 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 corporations, associate ourselves with the intention of forming a corporation.

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

HERITAGE HOMES, 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.

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, whose address is Rt. 1, Box 577, Chester, Maryland 21619, Robert Donald whose address is Rt. 1, Box 577, Chester, Maryland 21619, and Darrell L. Henry, whose address is 1205 West Street, Annapolis, Maryland, 21401, 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 17<sup>th</sup> day of April, 1978.

Sandy Newman  
WITNESS

Howard W. Ruff  
HOWARD W. RUFF

Sandy Newman  
WITNESS

Robert B. Ronald  
ROBERT DONALD

Sandy Newman  
WITNESS

Darrell L. Henry  
DARRELL L. HENRY

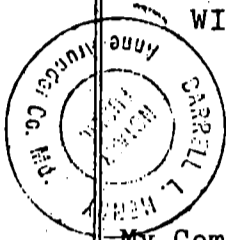
STATE OF MARYLAND, COUNTY OF Anne Arundel, to wit:

I HEREBY CERTIFY that on this 17<sup>th</sup> day of April, 1978, before me, the subscriber, a Notary Public of the state of Maryland in the aforementioned county, personally appeared Howard W.

2422

Rupp, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal.



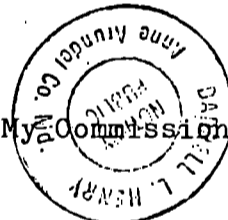
*[Signature]*  
NOTARY PUBLIC

My Commission Expires: *July 1, 1978*

STATE OF MARYLAND, COUNTY OF *Anne Arundel*, to wit:

I HEREBY CERTIFY that on this *19<sup>th</sup>* 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.



*[Signature]*  
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 Darrell L. Henry, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal.

*Mary Charlene Lee*  
NOTARY PUBLIC

My Commission Expires: July 1, 1978



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

THIS Quit/ven. WAS ARTICLES OF INCORPORATION  
RECEIVED FOR RECORD THIS 20th OF  
DAY OF May 1981 AT 11:00 A.M.  
RE AND RECORDED IN HERITAGE HOMES, INC.  
LIBER man 6, folio 417, Quit/ven.  
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 September 15, 1980 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2485, folio 2117, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. MAY 20 91 A #22801 \*\*\*\*\*5 00

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

RECORDED  
CLERK OF THE CIRCUIT COURT  
1981 MAY 20 AM 11:00  
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.

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

William J. Simmons



A 101925

BAY BRIDGE ASSOCIATES, INC.ARTICLES OF INCORPORATION

FIRST: I, Kevin Quinn, whose post office address is Post Office Box 387, Stevensville, Maryland 21666, being at least eighteen 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 BAY BRIDGE ASSOCIATES, 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 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.

FIFTH: The post office address of the principal office of the Corporation in this State is Post Office Box 387, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Gabriel J. Poggi, Post Office Box 728, 5 Crain Highway, N.E., Glen Burnie, Maryland 21061. 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: 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 his successor is duly chosen and qualified is Kevin Quinn.

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 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 8<sup>th</sup> day of September, 1980, and I acknowledge the same to be my act.

WITNESS:

Patricia B. Rowland

Kevin Quinn  
Kevin Quinn



315

ARTICLES OF INCORPORATION  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
OF  
IS Cits. / plms. WAS  
RECEIVED FOR RECORD THIS 20th BAY BRIDGE ASSOCIATES, INC.  
DAY OF May 19 81 AT 11:00 A.M.  
AND RECORDED IN  
LIBER num 6, folio 433 Cits. plms.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Marguerite M. Marbin* CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 11, 1980 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2485, folio 2034, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. MAY 20-81 A #22802 \*\*\*\*\*5 00

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

RECEIVED  
CLERK OF CIRCUIT COURT  
1981 MAY 20 AM 11:00  
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.

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

*William J. Summers*



A 101868

LIBER 6 PAGE 425

KENT ISLAND ASSOCIATES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Kevin Quinn, whose post office address is Post Office Box 387, 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 called the "Corporation") is KENT ISLAND ASSOCIATES, 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 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.

FIFTH: The post office address of the principal office of the Corporation in this State is Post Office Box 387, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Gabriel J. Poggi, Post Office Box 728, 5 Crain Highway, N.E., Glen Burnie, Maryland 21061. 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: 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 his successor is duly chosen and qualified is: Kevin Quinn.

-2-

**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 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 8<sup>th</sup> day of September, 1980, and I acknowledge the same to be my act.

WITNESS:

Patricia B. Rowland

Kevin Quinn  
Kevin Quinn

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

THIS Acts Memo WAS ARTICLES OF INCORPORATION  
RECEIVED FOR RECORD THIS 20th  
DAY OF May 1981 AT 11:00 A M.  
OF  
RECEIVED AND RECORDED IN KENT ISLAND ASSOCIATES, INC.  
LIBER 111176, folio 426 Acts Memo  
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 September 11, 1980 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2485, folio 2031 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. MAY 20 81 A 22803 \*\*\*\*\*5 00

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

RECEIVED  
CLERK, CIRCUIT COURT  
1981 MAY 20 AM 11:00  
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.

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

*William J. Summers*



A 101867

ARTICLES OF INCORPORATIONOF

ISLAND DEVELOPERS, INC.

THIS IS TO CERTIFY That I, FRANK R. WHITE, JR., of 6 Kentmoor Road, Stevensville, Maryland 21666, being at least eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming a close corporation under and by virtue of the General Laws of the State of Maryland, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE ONE: Name. The name of the corporation is  
ISLAND DEVELOPERS, INC.

ARTICLE TWO: The corporation shall be a close corporation as authorized by the Annotated Code of Maryland, Corporation and Association Article, Section 4-201.

ARTICLE THREE: The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE FOUR: The post office address of the principal office of the Corporation in Maryland is 6 Kentmoor Road, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in Maryland is Frank R. White, Jr., 6 Kentmoor Road, Stevensville, Maryland 21666. Said resident agent is a citizen of Maryland and actually resides therein.

ARTICLE FIVE: Purposes. The purposes for which the corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

a. The purchasing and selling of real property, land development, general contracting, construction of all types, including, but limited to, the building of residential facilities, commercial facilities, government facilities, roads, and the like, home improvement work, and any other lawful activity of any type which the Board of Directors or Stockholders may from time to time authorize.

CONROY AND WILLIAMS  
ATTORNEYS AT LAW  
STANDARD FEDERAL  
BUILDING  
481 N. FREDERICK AVENUE  
GAITHERSBURG, MD. 20760  
(301) 869-4300

6-2-81 orig mailed Conroy & Williams  
Standard Federal Bldg.  
Gaithersburg Md

b. The foregoing enumerated purposes are not intended to be limiting in nature, and the Corporation is authorized to conduct, in addition thereto, any activities incident to the above-enumerated purposes or any other purpose which from time to time may be authorized by the Board of Directors or Stockholders.

ARTICLE SIX: Authorized Shares. The total number of shares which the Corporation has authority to issue is one hundred thousand (100,000) of the par value of one dollar (\$1.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

ARTICLE SEVEN: After the 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 one (1) Director, whose name is Frank R. White, Jr., of 6 Kentmoor Road, Stevensville, Maryland 21666.

ARTICLE EIGHT: The affairs of the Corporation shall be managed and run by the stockholders according to the provisions of the By-laws.

ARTICLE NINE: The Corporation shall indemnify every Officer, Director, and Stockholder of the Corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any Officer, Director or Stockholder in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of Directors or Stockholder of the Corporation) to which he may be made a party by reason of being or having been an Officer, Director or Stockholder of the Corporation whether or not such person is an Officer, Director or Stockholder at the time such expenses are incurred. The Officers, Directors of the Corporation shall not be liable to the Stockholders of the Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The

Officers, Directors and Stockholders of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation and the Corporation shall indemnify and forever hold each such Officer, Director and Stockholder of the Corporation, or former Officer, Director or Stockholder of the Corporation may be entitled.

The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Corporation. No contract or other transaction between the Corporation and one or more of its Directors or Stockholders or between the Corporation and any corporation, firm or association (including the Grantor) in which one or more of the Directors or Stockholders of this Corporation are directors or officers or are pecuniarily or otherwise interested, is either void or voidable because such Directors or Stockholders are present at the meeting of the Board of Directors, Stockholders or any committee thereof which authorizes or approves the contract transaction, or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following paragraphs exist:

a. The fact of the common directorate or interest is disclosed or known to the Board of Directors or Stockholders or a majority thereof or notes in the minutes, and the Board or Stockholders authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose: or

b. The contract or transaction is commercially reasonable to the Corporation at the time it is authorized, ratified, approved or executed.

Common or interested Directors or Stockholders may be counted in determining the presence of a quorum of any meeting of the Board of Directors, Stockholders or committee thereof which authorizes, approves or ratifies any contract or transaction with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE TEN: This Corporation reserves the right to amend, alter or repeal any provision contained in these Articles in the manner now or hereafter prescribed by the amendment of Articles of Incorporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 29<sup>th</sup> day of August, 1980.

WITNESS:

Mary Velock

Frank R. White, Jr.  
Frank R. White, Jr.

(STATE OF MARYLAND)  
(COUNTY OF Q Anne ) ss:

I HEREBY CERTIFY that on the 29<sup>th</sup> day of August, 1980, before me, the subscriber, a notary public of the State and County aforesaid, personally appeared Frank R. White, Jr and acknowledged the foregoing Articles of Incorporation to be his act.

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

Loreen Trent  
Notary Public

My commission expires:

OFFICIAL SEAL  
LOREEN I. TRENT  
NOTARY PUBLIC  
QUEEN ANNES, MARYLAND  
COMM. EXPIRES JULY 1, 1982

CONROY AND WILLIAMS  
ATTORNEYS AT LAW  
STANDARD FEDERAL  
BUILDING  
481 N. FREDERICK AVENUE  
GAITHERSBURG, MD. 20760  
(301) 669-4300



285

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

*Certificate* WAS  
ACCEPTED FOR RECORD THIS *20th*  
DAY OF *May 19 81* AT *11:00 P.* M.  
RE AND RECORDED IN  
LIBER *Number 429 Certificate*  
RECORD BOOK FOR QUEEN ANNES COUNTY  
ARTICLES OF INCORPORATION

*Marguerite W. Minkin* CLERK OF  
ISLAND DEVELOPERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 29, 1980 at 2:00 o'clock p. M. as in conformity  
with law and ordered recorded. 5

Recorded in Liber *2484* (1980) *589*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. MAY 20 31 A #22804 \*\*\*\*\*5.00

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

RECEIVED  
CLERK OF COURT  
1981 MAY 20 AM 11:00  
QUEEN ANNES 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.

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

*William J. ...*



A 101522

6-2-81- original Goldsborough, Butz & Yates  
Box 468  
Annapolis Md.

003038

LIBER 6 PAGE 434

AS

ARTICLES OF INCORPORATION  
OF  
QUALITY HOMES CONSTRUCTION, LTD.

FIRST: I, Nicholas Goldsborough, whose post office address is 150 South Street, Annapolis, Maryland 21401, 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:

QUALITY HOMES CONSTRUCTION, LTD.

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 enter into partnerships, joint ventures and other business associations for any lawful purposes and to engage in the sale and erection of modular housing and apartments;

(2) 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;

(3) To manufacture, purchase and deal in at wholesale or retail, any and all kinds and types of materials, supplies and equipment;

(4) 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;

(5) To acquire, build, charter, buy, lease, rent, operate and use vehicles of any kind or character;

(6) To apply for, obtain, register, purchase, lease or otherwise acquire or own by concessions, rights, options, patents, patent rights, privileges, inventions, processes, copy-rights,

trade-marks, trade names or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate or manufacture under or in any 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;

(7) To acquire by purchase, subscription or otherwise, and to hold, sell, own, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of the capital stock, 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;

(8) To acquire by purchase, lease or otherwise to own, use and operate factories, shops, manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores and other properties within and without the State of Maryland, which may be useful to accomplish any and all of the purposes or carrying on any of the business of the character hereinbefore referred to;

(9) 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;

(10) 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;

(11) To purchase, hold and re-issue the shares of its capital stock in such manner as the Board of Directors may from time to time determine;

(12) 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 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 shall be 100 North Liberty Street, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is David Weston Gregory, whose address is Route 1, Box 40, Piney Creek Road, 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 Thousand (1,000) shares of capital 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 and until their successors shall be duly chosen and qualified shall be: James W. Yates, David Weston Gregory, and Norla M. Barrett.

SEVENTH: 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 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8<sup>th</sup> day of August, 1980, and I acknowledge the same to be my act.

WITNESS

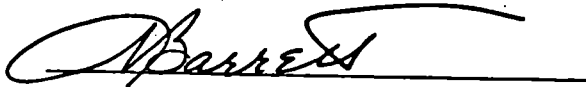


  
NICHOLAS GOLDSBOROUGH

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY CERTIFY that on this 8<sup>th</sup> day of August, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared NICHOLAS GOLDSBOROUGH, who acknowledged the foregoing Articles of Incorporation consisting of five (5) pages to be his act.

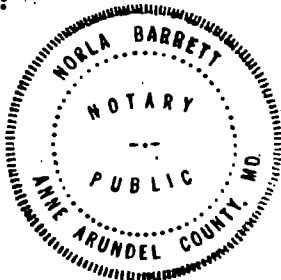
AS WITNESS my hand and Notarial Seal the day and year last above written.



Notary Public.

My Commission Expires:

July 1, 1982



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ARTICLES OF INCORPORATION

OF

QUALITY HOMES CONSTRUCTION, LTD.

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Acts 1434 WAS

RECEIVED FOR RECORD THIS 20th

DAY OF May 1981 AT 11:00 A.M.

RE AND RECORDED IN

LIBER MUM. 6, Folio 434 Acts 1434

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

*Marguerite M. Martin* CLERK

MAY 20-81 A 22805 \*\*\*\*\*5.00

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

of Maryland August 15, 1980 at 4:00 o'clock P.M. as in conformity

with law and ordered recorded.

6

Recorded in Liber 2483, folio 3037, 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  
1981 MAY 20 AM 11:00  
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.

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

*William J. Simmons*



A 101133

6-2-81-orig mailed Overnite Transportation Co.  
Box 1216  
Richmond VA 23209

1988 6 PAGE 440

STATE OF MARYLAND

MAY 20 81 A 22806 \*\*\*\*\*100

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 and Transfer has been filed in its office by \_\_\_\_\_

Dulany & Davis 127 E. Main Street Box 525 Westminster, Md.

which said Articles of SALE AND TRANSFER were duly approved by said Department on August 28, 1980, at 4:00 PM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is \_\_\_\_\_

THE SUSQUEHANNA TERMINAL COMPANY (MD. CORP.) Transferor

the name of the transferee is \_\_\_\_\_

Overnite Transportation Company (Va. Corp.) Transferee

(b) The location of the principal office of the transferee is \_\_\_\_\_

(c) The Articles of Sale and Transfer are dated August 28, 1980

(d) The time of receipt for record of the Articles of Sale and Transfer in the office of the State Department of Assessments and Taxation was \_\_\_\_\_

August 28, 1980 at 4:00 PM

RECEIVED  
CLERK OF CIRCUIT COURT  
1981 MAY 20 AM 11:00  
QUEEN ANNES COUNTY



CERTIFICATE OF CONVEYANCE

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 The Susquehana Terminal Company, a Maryland Corporation

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named Overnite Transportation Company, a Virginia Corporation

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, together with rights-of-way, containing 5.064 acres of land, more or less, situate, lying and being in the Sixth Election District of Queen Anne's County in the State of Maryland, and BEING ALL that same lot or parcel of land which, by Deed dated June 19, 1963 and recorded among the Land Records of Queen Anne's County in Liber C.W.C. No. 1, Folio 363, etc., was granted and conveyed by George C. Moore, et al., unto The Susquehana Terminal Company.

Mailing address for receipt tax bills: Name Overnite Transportation Company

Address P. O. Box 1216

City or County, State and Zip Code \_\_\_\_\_

Richmond, Virginia 23209

\*NOTE: SUBMIT IN TRIPLICATE

(OVER)

LIBER

6 PAGE 441

"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 (.5%) 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 \$14,000.00

TRANSFEROR CORPORATION THE SUSQUEHANA TERMINAL COMPANY

SIGNATURE OF OFFICER Gary R. Wilson  
GARY R. WILSON, President

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 28th day of aug, 1980  
I have set my hand and caused the seal of said Department to be hereto affixed.

Wm. J. Bennett  
Charter Specialist

RECORDATION TAX PAID:

778.59

TRANSFER TAX PAID:

1179.69 State  
3539.06 Baltimore City

TOTAL:

5497.34

CERTIFICATE OF CONVEYANCE

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 The Susquehanna Terminal Company, a Maryland Corporation

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named Overnite Transportation Company, a Virginia Corporation

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

All that tract or parcel of land, the improvements whereon are known as Nos. 1901-1945 South Charles Street, in the City of Baltimore, State of Maryland; and BEING all that same lot or parcel of land, containing 2,574 acres of land, more or less, which by Deed dated October 24, 1963 and recorded among the Land Records of Baltimore City in Liber J.F.C. No. 1583, Folio 46, etc., was granted and conveyed by Charles Realty Corp. unto The Susquehanna Terminal Company, EXCEPTING, HOWEVER, all that lot or parcel of land which, by Deed dated October 17, 1978 and recorded among said Land Records in Liber R.H.B. No. 3075, Folio 603, etc., was granted and conveyed by The Susquehanna Terminal Company unto The Mayor and City Council of Baltimore.

Mailing address for receipt tax bills: Name Overnite Transportation Company  
Address P. O. Box 1216  
City or County, State and Zip Code Richmond, Virginia 23209

\*NOTE: SUBMIT IN TRIPLICATE

(OVER)

LIBER

6 PAGE 443

"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 (.5%) 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 \$235,937.50

TRANSFEROR CORPORATION THE SUSQUEHANNA TERMINAL COMPANY

SIGNATURE OF OFFICER Gary R. Wilson, PROFESSIONAL

For Department use only.

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

28th day of Aug, 1980

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

Wm. J. [Signature] Charter Specialist

RECORDATION TAX PAID: 778.59
TRANSFER TAX PAID: 1179.69 State, 2539.06 Balto City
TOTAL: 5497.34

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Certificate WAS
RECEIVED FOR RECORD THIS 28th
DAY OF Aug 19 81 AT 11:00 A.M.
AND RECORDED IN
LIBER 440, Folio 440 Baltimore.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Marguerite M. [Signature]

A CLOSE CORPORATION  
 ARTICLES OF INCORPORATION  
 OF  
 TOM WHEAT AUTO SALES, INC.

THIS IS TO CERTIFY:

FIRST: That I, Thomas A. Wheat, Sr., whose post office address is Box 107, Suddlersville, Maryland 21668, the subscriber, 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.

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

TOM WHEAT AUTO SALES, INC.

THIRD: The Corporation shall be a close corporation as authorized by the Annotated Code of Maryland.

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

(1) 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 of passengers, freight, mail, express, baggage, goods, wares, merchandise and other property of every kind, 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 interest in and sell or 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.

FIFTH: The post office address of the principal office at which the Corporation in this State is located is Box 107, Suddlersville, Maryland 21668. The Resident agent of the Corporation is Thomas A. Wheat, Sr., whose post office address as such agent is Box 107, Suddlersville, Maryland 21668. Said resident agent is a citizen of the State of Maryland and actually residing therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares without par value, all of one class.

SEVENTH: After the completion of the organization 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 one (1) Director, whose name is Thomas A. Wheat, Sr.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 8th day of Sept., 1980.

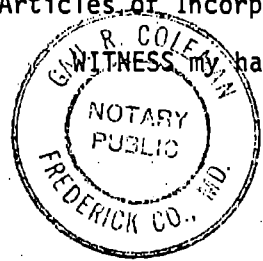
WITNESS:

Samuel C. Truitt      Thomas A. Wheat, Sr.  
Thomas A. Wheat, Sr.

STATE OF MARYLAND, FREDERICK COUNTY, TO-WIT:

I hereby certify that on this 8th day of September, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Thomas A. Wheat, Sr. and did acknowledge the foregoing Articles of Incorporation to be his act and deed.

Witness my hand and Notarial Seal.



Gail R. Coleman  
Notary Public: Gail R. Coleman  
My Commission Expires: 7/1/82

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

I HEREBY CERTIFY THAT

AS arts/mc WAS  
RECEIVED FOR RECORD THIS 8th  
DAY OF June 19 81 AT 12:33 P. M.

BE AND RECORDED IN  
LIBER num 26 folio 445 arts/mc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION

CLERK

OF

TOM WHEAT AUTO SALES, INC.

360

*Marguerite M. Manbin*

JUN-8-81 A 123379 \*\*\*\*\*50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 19, 1980 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2486, folio 01801 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 \$ \_\_\_\_\_

1981 JUN -8 PM 12:33

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.

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

*William J. Semons*



A 102303

LIBER 6 PAGE 447

PINE TREE DISTRIBUTORS, INC.

ARTICLES OF INCORPORATION

FIRST: I, ERNEST S. COOKERLY, whose post office address is Chestertown, 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 "PINE TREE DISTRIBUTORS, INC."

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

(a) To raise, propagate, grow, harvest, develop, buy, sell, export and import, and generally deal in trees, shrubbery, plants, flowers, vines, vegetable growth of all kinds, and all other things raised and produced in a nursery; to acquire the necessary real estate, farms or plants properly to 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.

(b) To build, maintain and operate facilities and equipment for transporting its products and supplies, stores, stands and other places for the marketing of its goods, wares and products.

(c) To cultivate and improve farms, gardens and agricultural lands, to raise and improve livestock, and incidentally to own and control under lease, or otherwise, such lands, buildings and personal property necessary to the conduct and operation of such business.

(d) 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 R.D.# 1, Box 600, Chestertown, Queen Anne's County, Maryland 21620. The name and post office address of the Resident Agent of the Corporation in this



01169

- 2 -

Edward T. Sharkey,  
State is R.D.# 1, Box 600, Chestertown, Queen Anne's County, Maryland 21620. 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 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 or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(a) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(b) 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: Edward T. Sharkey, Janet Sharkey, and Mitchell W. Pearl.

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, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(b) 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

- 3 -

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: (a) 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.

(b) 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.

(c) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative

01171

- 4 -

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

26th day of September, 1980.

Witness:

Nancy Lee Jewell

Ernest S. Cookerly (SEAL)  
Ernest S. Cookerly

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

I HEREBY CERTIFY, that on this 26th day of September, 1980, before me, a Notary Public of the State and County aforesaid, personally appeared Ernest S. Cookerly, satisfactorily proven to be the person described in the foregoing Articles of Incorporation, and that he acknowledged that he 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, 1982.

Nancy Lee Jewell  
Notary Public



6 451

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

LIBER 6 PAGE 452

I HEREBY CERTIFY THAT

THIS arts/enc WAS  
RECEIVED FOR RECORD THIS 8th  
DAY OF June 1981 AT 12:34 P.M.

AND RECORDED IN  
SERIES Mem # 6, Sec. 448 arts/enc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

395

CLERK ARTICLES OF INCORPORATION

*Marguerite M. Martin*

OF  
PINE TREE DISTRIBUTORS, INC.

JUN -8-81 A 23380 \*\*\*\*\*500

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 30, 1980 at 3:30 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2487, folio 91167 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

To the clerk of the 1981 JUN -8 PM 12:34 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 102607

agh

5

07219

~~01154~~

ARTICLES OF INCORPORATION  
OF  
DROTER'S MARINA INC.

THIS IS TO CERTIFY:

FIRST: I, Robert R. Price, Jr., whose post office address is 103 Lawyers Row, Centreville, Maryland 21617, being at least eighteen years of age, am forming a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is:  
DROTER'S MARINA, INC.

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

(a) To carry on any marina or water oriented business or pursuits including the operation of a restaurant

(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 Grasonville, Maryland 21638. The name and address of the resident agent of the corporation is George E. Droter, whose address is Angler's Marina, Grasonville, Maryland 21638.

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 George E. Droter, Catherine T. Droter and John E. Seward 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:

LAW OFFICES  
PRICE & FOSTER

6-19-81- original Robert R. Price Jr. Esq.  
Centreville Md

(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 such contract or transaction shall be approved by a majority of such quorum, which majority shall consist of directors not so interested or connected.

(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 of 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

02221  
01458

at a meeting, or in writing, with or without a meeting.

And, that I, the undersigned incorporator, hereby acknowledge the foregoing Articles of Incorporation to be my act.

WITNESS my hand and seal this 12<sup>th</sup> day of Sept, 1980.

WITNESS:

Mary Catherine Connolly Robert R. Price, Jr. (SEAL)  
Robert R. Price, Jr.

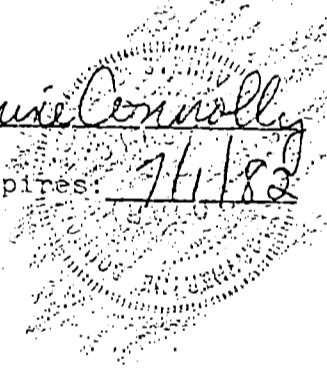
STATE OF MARYLAND )  
QUEEN ANNE'S COUNTY )

TO WIT:

I HEREBY CERTIFY, that on this 12<sup>th</sup> day of September 1980, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert R. Price, Jr., and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Mary Catherine Connolly  
Notary Public  
My commission expires: 7/1/82



I HEREBY CERTIFY THAT

THIS arts/Inc WAS  
RECEIVED FOR RECORD THIS 8th  
DAY OF June 1981 AT 12:31 P.M  
AND RECORDED IN  
LIBER Mem #6 folio 453 arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

390

CLERK

*Marguerite M. Marquis* ARTICLES OF INCORPORATION  
OF

DROTTER'S MARINA INC.

JUN-8-81 A #23381 \*\*\*\*\*50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 1, 1980 at 2:00 o'clock P.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2487, folio 01153 02218, 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 \$ \_\_\_\_\_

EXCELSIOR  
CLERK OF COURT  
1981 JUN -8 PM 12:34  
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.

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

*William J. Simmons*



A 102637



ARTICLES OF AMENDMENT  
of  
UPPER SHORE AGING, INC.

Upper Shore Aging, Inc., a Maryland corporation without capital stock, having its principal offices at Centreville, Queen Anne's County, Maryland (hereinafter referred to as "the Corporation"), hereby certifies, affirms and represents to the Maryland State Department of Assessments & Taxation, pursuant to the provisions of Sections 2-603 and 2-607 of the Corporations and Associates Article of the Code of Public General Laws of Maryland, as follows:

FIRST: That Sub-paragraph (a) of Item Third of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"(a) To develop, organize and coordinate a comprehensive program for the purpose of supplying community services, such as, but not limited to, nutritional assistance, recreational and cultural opportunities and transportation facilities to persons who are elderly, handicapped, indigent or otherwise eligible to receive such services under the terms of any grant or program received or administered by the Corporation, and who reside in Cecil, Caroline, Kent, Queen Anne's and Talbot Counties."

SECOND: That Item Fifth of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

FIFTH: The post office address of the principal office of the Corporation in this State is P.O. Box 248, Centreville, Maryland, 21617. The name and post office address of the Resident Agent of the Corporation in this State are Margaret W. Herring, Route 2, Box 131, Chestertown, Maryland, 21620. Said Resident Agent is an individual actually residing in this State."

The foregoing Amendment to the Articles of Incorporation of Upper Shore Aging, Inc. was unanimously approved by the entire Board of Directors thereof at a meeting held on August 28, 1980, prior Notice both of the date, time and place of such meeting, and of the proposed Amendment, having been timely given to all members thereof, and at which meeting a quorum was present. The Board of Directors constitutes the entire membership of the Corporation.

IN WITNESS WHEREOF, Upper Shore Aging, Inc., has caused these Articles of Amendment to be executed, in its name and

on its behalf, by its President and its Secretary, and its corporate seal to be hereunto affixed, all as of this 30th day of September, 1980.

ATTEST:

UPPER SHORE AGING, INC.

Clemens W. Gaines  
CLEMENS W. GAINES  
Secretary

BY: Margaret W. Herring  
MARGARET W. HERRING  
President

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

I HEREBY CERTIFY that on the 30th day of September, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared MARGARET W. HERRING, President of Upper Shore Aging, Inc., a Maryland corporation without capital stock, who in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the act and will of its governing body; and at the same time also personally appeared MARGARET W. HERRING, Chairman of the Board of Directors of the said Corporation, and made oath in due form of law that she was Chairman of the meeting of the Board of Directors of the Corporation at which the Amendment to its Articles of Incorporation hereinabove set forth was approved, and that the matters and facts set forth in the foregoing Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal.

Beverly S. Henstge  
NOTARY PUBLIC

My Commission Expires:  
July 1, 1982



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

ARTICLES OF AMENDMENT

THIS art. amend WAS  
RECEIVED FOR RECORD THIS 8th  
DAY OF June 1981 AT 12:35 P.M.  
AND RECORDED IN  
LIBER MWM #6 folio 457 Arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

OF  
UPPER SHORE AGING, INC.

418

CLERK

*Margurite W. Martin*

JUN -8-81 A #23382 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 9, 1980 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2488, folio 00873 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 \$ \_\_\_\_\_

CLERK

1981 JUN -8 PM 12:35

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.

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

*William J. Summers*



A 102960

LIBER 6 PAGE 459

LIBER

6 PAGE 460

01041

ARTICLES OF INCORPORATION  
OF  
QUEENS COURT, 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:

QUEENS COURT, 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 operating a restaurant and tavern;

(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;

*1/6/81 original mailed to J. Donald Braden  
Farmers Nat'l Bank Bldg.  
Centreville, MD 21617*


(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: Chesterfield Avenue Extended, Centreville, Maryland 21617. The resident agent of the Corporation is: Robert E. Fleishman, whose address is: Chesterfield Avenue Extended, Centreville, 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 Robert E. Fleishman 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 30<sup>th</sup> day of ~~August~~ <sup>September</sup>, 1980, and I certify those Articles to be my act.

  
J. Donald Braden

STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Articles, Inc WAS  
APPROVED FOR RECORD THIS 18<sup>th</sup>  
DAY OF June 19 81, AT 9:59 A.M.  
AND RECORDED IN 461  
LIBER MWM#6 folio Art/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION

OF

QUEENS COURT, INC.

521

JUN 18-81 \* 23690 \*\*\*\*\*5 00  
JUN 18-81 A #23690 \*\*\*\*\*5 00

CLERK

*Marguerite M. Marbin*

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

of Maryland November 5, 1980 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2490, folio 01040, 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.



CLERK OF THE CIRCUIT COURT  
1981 JUN 18 AM 9:59  
QUEEN ANNE'S COUNTY

*William J. Lawrence*

A 103820



LIBER 6 PAGE 463

7/6/81 original mailed to Daniel L. Doherty, III, Esq.  
190 Duke of Gloucester  
Annapolis, MD 21401

URTS 6 PAGE 464

Ⓟ

ARTICLES OF INCORPORATION

OF

KENTMORR AIRPARK COMMUNITY ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That DANIEL L. DOHERTY, III, Rt. 2, Box 368, Stevensville, Maryland; DINA WARNER, Rt. 2, Box Stevensville, Maryland; and HENRY O. GEORGE, Rt. 2, Box 752, Stevensville, Maryland, all being of full legal age, and being citizens of the United States, residents of Queen Anne's County, State of Maryland, do associate ourselves, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, with the intention of forming a corporation.

✓ SECOND: The name of the Corporation (hereinafter called "the Corporation") is: KENTMORR AIRPARK COMMUNITY ASSOCIATION, INC.

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

(1) To operate a civic association, not for profit, but for the general welfare and betterment of the community of Kentmorr Airpark, Stevensville, Maryland, and hereinafter being referred to as the "community".

(2) To preserve and enhance the real property values within the community and the adjacent area, and to secure and protect the property and riparian rights of its members and the community.

(3) To represent the community before and to voice the opinions, determinations and will of the property owners and/or residents thereof to any government, or to any department or other agency of any such government, on any issue

DANIEL L. DOHERTY, III  
ATTORNEY AT LAW  
190 DUKE OF GLOUCESTER  
ANNAPOLIS, MD. 21401  
(301) 283-8888



with which and/or by which such community and its property owners and/or residents may be concerned and/or affected.

(4) To establish a relationship with other community organizations in Queen Anne's County and in the State of Maryland, and to work closely therewith toward the accomplishment of mutual interests.

(5) To provide a forum where problems and issues affecting the community may be discussed; where, by the will of the majority, questions purely of local significance may be resolved, and the position to be taken on proposed actions of governments, as well as the means of implementing that position, may be determined; it being provided that at no time shall attempts to influence legislation, either state, county or municipal, constitute a major portion of the activities of the Corporation, nor shall the Corporation participate or intervene in any political campaign on behalf of any candidate for public office including the publishing and distribution of pamphlets and other literature.

(6) To foster goodwill and cooperation between all property owners and residents within the community.

(7) To encourage and assist in the organization and direction of, and/or to responsibly organize and direct social, educational and recreational enterprises and such other undertakings as may be pertinent, conducive and beneficial to the health, education, welfare and happiness of the residents of the community.

(8) To provide for the property owners and residents of the community a common meeting place where they may gather for neighborly intercourse and association, or for any of the purposes aforesaid, and from which the corporation may conduct its affairs.

FOURTH: For the purposes aforesaid the Corporation shall have the following powers:

(1) To purchase, lease or otherwise acquire, and to develop and improve, in whole or in part, tracts of land, with or without buildings thereon, in any of the States, Districts, Territories and Possessions of the United States and in any and all foreign countries; and to sell, lease or otherwise dispose of any part thereof to anyone, subject to such lawful conditions and restrictions, in respect of the use, disposition and ownership thereof as may be imposed.

(2) To do any or all of the things herein set forth, and such other things as are incidental or conducive to the attainment of the above objects, to the same extent as natural persons might or could do, and in any part of the world.

It is the intention that none of the powers defined in either of the foregoing clauses of this Article shall be in anywise limited or restricted by reference to, or influence from, the terms of the other clause, but that the powers defined in each such clause shall be regarded as independent powers. It is also the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to, or conferred upon, Corporations 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 exclusive of, or as a waiver of, any others or rights and privileges granted or conferred by the law of said State now or hereafter in force except as in this Article expressly limited or restricted.

FIFTH: The post office address of the place to which the principal office of the Corporation in this State

DANIEL L. DOHERTY, III  
ATTORNEY AT LAW  
190 DUKE OF GLOUCESTER  
ANNAPOLIS, MD. 21401  
(301) 263-8888

will be located is Rt. 2, Box 752, Stevensville, Queen Anne's County, Maryland 21666. The Resident Agent of the Corporation is HENRY O. GEORGE, whose post office address is Rt. 2, Box 752, Stevensville, Maryland 21666. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: Being organized for civic purposes only, and not for profit, the Corporation shall have no capital stock. In lieu of stockholders or shareholders, it shall have dues-paying members whose eligibility and qualifications shall be as set forth in its By-Laws; it being specifically provided that no part of any income of the Corporation shall inure at any time or in any manner to the benefit of any director, officer or member thereof.

SEVENTH: The government of the Corporation, the conduct of its business, and the control of its property shall be vested in a Board of Directors which shall be of such number as, from time to time, may be established by the Corporation's By-Laws, but at no time less than three (3), all of whom shall be nominated and elected as prescribed therein, and ----DINA WARNER, HENRY O. GEORGE and DANIEL L. DOHERTY, III, shall act as such until the First Annual Meeting, or until their successors are duly chosen and qualified.

EIGHTH: At all meetings of the Board of Directors a majority shall constitute a quorum and all meetings of the Board shall be held within Queen Anne's County, State of Maryland.

DANIEL L. DOHERTY, III  
ATTORNEY AT LAW  
190 DUKE OF GLOUCESTER  
ANNAPOLIS, MD. 21401  
(301) 263-8888

IN WITNESS WHEREOF, hereunto we have set our respective hands and seals this 1st day of November, 19 80.

TEST:

Patricia Ann Guinness  
Witness

Daniel L. Doherty III (SEAL)  
Daniel L. Doherty, III

Gloria R. George  
Witness

Dina Warner (SEAL)  
Dina Warner

Gloria R. George  
Witness

Henry O. George (SEAL)  
Henry O. George

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

I HEREBY CERTIFY, that on this 1st day of NOVEMBER, 19 80, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DANIEL L. DOHERTY, III, DINA WARNER and HENRY O. GEORGE, and they severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and notarial seal.

Commission expires: 7/1/82

Clairie J. Bolger  
Notary Public

DANIEL L. DOHERTY, III  
ATTORNEY AT LAW  
190 DUKE OF GLOUCESTER  
ANNAPOLIS, MD. 21401  
(301) 263-8888

559

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

ARTICLES OF INCORPORATION  
OF

THIS arts/ inc WAS  
RECEIVED FOR RECORD THIS 18<sup>th</sup>  
DAY OF June 1981 AT 10:00 A.M.

KENTMORR AIRPARK COMMUNITY ASSOCIATION, INC.

RE ..... AND RECORDED IN  
LIBER num # 6 folio 464 arts/ inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Martin*

JUN 18 81 \* 23691 \*\*\*\*\*5 00  
JUN 18 81 A 23691 \*\*\*\*\*5 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 17, 1980 at 11:30 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2491, folio 50286 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.



CLERK  
1981 JUN 18 AM 10:00  
QUEEN ANNE'S COUNTY

*William J. Simmons*

A 104173



## THE KENT ISLAND CIVIC CONFEDERATION, INC.

November 30, 1980

ARTICLES OF INCORPORATION

- FIRST: The undersigned, Ralph J. Dohme, Bay City Box 20-2, Stevensville, Maryland, 21666; Donn M. Chown, Bay City Box 21-17, Stevensville, Maryland, 21666; Robert W. Jones, Bay City Box 22-13, Stevensville, Maryland, 21666; Robert C. Henning, Route 2 Box 780, Stevensville, Maryland, 21666, 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 is: The Kent Island Civic Confederation, Inc.
- THIRD: The purposes for which the Corporation is formed are as follows: to unite the organizations of Kent Island in joint efforts for their mutual benefit and for the advancement of the best interests of the area. To carry out its purposes effectively, the Confederation shall gather information and disseminate it to constituent organizations, represent its membership before the public authorities, participate in court action necessary to promote the interests of Kent Island, and cooperate with neighboring affiliated groups in the area.
- FOURTH: The post office address of the principal office of the Corporation in Maryland is P.O. Box 28, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in Maryland is Ralph J. Dohme, Bay City Box 20-2, Stevensville, Maryland 21666. 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 directors of the Corporation shall be four, 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: Ralph J. Dohme, Bay City Box 20-2, Stevensville, Maryland 21666; Donn M. Chown, Bay City Box 21-17, Stevensville, Maryland 21666; Robert W. Jones, Bay City Box 22-13, Stevensville, Maryland 21666; Robert C. Henning, Route 2 Box 780, Stevensville, Maryland 21666.

The Kent Island Civic Confederation  
 Articles of Incorporation  
 Page #2

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 membership of The Kent Island Civic Confederation shall consist of civic and community organizations of Kent Island which desire to affiliate. In special cases, where no organized association or organization is functioning in the area, representatives of the community may be invited to attend Confederation meetings to express their views. The membership of the Confederation shall be composed of two (2) persons from each member organization as selected by that member organization. All business of the Confederation shall be transacted by the working members.


The Confederation shall elect the following officers from the working membership: President, Vice-President, Secretary, and Treasurer. The term of each office shall be one (1) year following date of election.

Neither the Confederation, nor any officer of the Confederation shall have the authority to commit any member organization to the expenditure of funds.

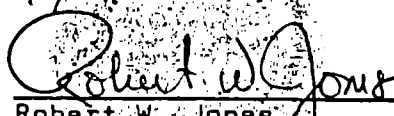
At any meeting of the Confederation, the presence in person of representatives of a simple majority of the member organizations shall be necessary and sufficient to constitute a quorum for the election of officers and the transaction of business. Each member organization shall be entitled to one (1) vote for that organization. All business matters of the Confederation will be decided by a simple majority of those members present and voting.

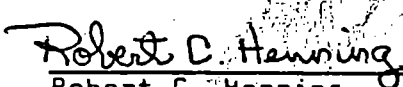
EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on November 30, 1980.

  
 \_\_\_\_\_  
 Ralph J. Dohme

  
 \_\_\_\_\_  
 Donn M. Chown

  
 \_\_\_\_\_  
 Robert W. Jones

  
 \_\_\_\_\_  
 Robert C. Henning



The Kent Island Civic Confederation  
Articles of Incorporation  
Page #3

STATE OF MARYLAND

County of Queen Anne's, as: Notary Public

I HEREBY CERTIFY that on November 30, 1980, before me, the  
subscriber, a notary public of the State of Maryland in and  
for the County of Queen Anne's personally appeared Ralph J. Dohme,  
Donn M. Chown, Robert W. Jones, and Robert C. Henning 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.

*Henry T. McMalon*  
Notary Public



634

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

*Art's/Plm.* WAS  
RECEIVED FOR RECORD THIS *22nd*  
DAY OF *July* 19 *81* AT *11:37 A.M.*

ARTICLES OF INCORPORATION  
OF

RE *MEM. CO. 471 Art's/Plm.* AND RECORDED IN KENT ISLAND CIVIC CONFEDERATION, INC.  
LIBER *MEM. CO. 471 Art's/Plm.*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

JUL 22-81 A 24725 \*\*\*\*\*500

*Marquitta M. Maxbin* CLERK

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

of Maryland December 10, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber *2493*, folio *60211*, 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 \$ \_\_\_\_\_

CLERK  
1981 JUL 22 AM 11:37  
QUEEN ANNES 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.

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

*William J. Simmons*



A 105031

gcp

51

THE KENT AND QUEEN ANNE'S HOSPITAL, INC.

(a non-stock corporation)

ARTICLES OF AMENDMENT

The Kent and Queen Anne's Hospital, Inc., a Maryland corporation having its principal office in Kent County, Maryland, hereby certifies to the State Department of Assessments and Taxation that:

First. The Charter of said Corporation is hereby amended in its entirety by striking out Articles I through VIII and inserting in lieu thereof the following:

ARTICLE I.

We, the subscribers, William B. Copper, whose post office address is Chestertown, Maryland; Sarah J. Clendaniel, whose post office address is Chestertown, Maryland; Hugh H. Hartman, whose post office address is Chestertown, Maryland; Nora C. Maxwell, whose post office address is Worton, Maryland; Eben F. Perkins, whose post office address is Chestertown, Maryland; Fred S. Russell, whose post office address is Chestertown, Maryland; Arlington L. Sparks, whose post office address is Chestertown, Maryland; William G. Smyth, whose post office address is Chestertown, Maryland; Howard Turner, whose post office address is Betterton, Maryland; E. Scott Thompson, whose post office address is Chestertown, Maryland; John White, whose post office address is Chestertown, Maryland; and W. Irving Walker, whose post office address is Chestertown, Maryland; all being of full legal age, being citizens of the United States and a majority of us being citizens of the State of Maryland, do hereby certify that we do, under and by virtue of the General Laws of the State of Maryland, do hereby certify that we do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, hereby associate ourselves with the intention of forming a corporation.

ARTICLE II.

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

Kent & Queen Anne's Hospital, Inc.

ARTICLE III.

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

- (a) To establish and maintain a hospital and facilities for the care of sick and injured persons comparable in care to other hospitals of comparable size and location.
- (b) To carry on such education and training activities as may be related to rendering care to the sick and injured and the promotion of health;
- (c) To promote and carry on such scientific research as may be related to care of the sick and injured;
- (d) To participate in any activity designed to promote health of the community in which the Corporation operates; and
- (e) To support any other benevolent or charitable undertaking relating to hospital care of the sick, and the foregoing purposes;

Provided as to all of the foregoing paragraphs (a) through (e), however, only to the extent that such activities are permitted by organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 and contributions to which are deductible under Code sections 170(c)(2), 2055(a)(2) and 2522(a)(2), including the making of distributions for charitable, religious, educational and scientific purposes to organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 and contributions to which are deductible under Code sections 170(c)(2), 2055(a)(2) and 2522(a)(2), or the corresponding provisions of any future United States Internal Revenue law all as in this paragraph provided.

ARTICLE IV.

(a) The present address of the principal office of the Corporation in this State is Brown Street, Chestertown, Maryland 21620.

(b) The name and address of the resident agent of the Corporation in this State are: R. William Morin, Heather Heights, Chestertown, Maryland 21620. Said resident agent is a citizen of the State of Maryland who resides therein.

ARTICLE V.

The Corporation is not authorized to issue capital stock.

ARTICLE VI.

The Corporation shall be managed by a Board of Trustees composed of such number as may be determined by the by-laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The Trustees shall be elected in the manner provided in the by-laws.

ARTICLE VII.

The Members of the Corporation shall be all persons qualified for membership under the by-laws of the Corporation, who shall have been accepted for membership pursuant to procedures set forth in such by-laws. Members shall have such powers and privileges (including voting rights), as well as limitations and restrictions thereon, as provided in the by-laws of the Corporation.

ARTICLE VIII.

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

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Trustees, officers, or any 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 III 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 a corporation exempt from Federal income tax under Code section 501(c)(3), or (b) by a corporation contributions to which are deductible under Code sections 170(c)(2), 2055(a)(2) and 2522(a)(2), respectively, of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

(b) Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3) and contributions to which are deductible under Code sections 170(c)(2), 2055(a)(2) and 2522(a)(2), respectively, of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Kent County or such other court sitting in equity in the political subdivision 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.

(c) The Corporation shall indemnify its Trustees and officers to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of related expenses, upon a determination by the Board of Trustees or independent legal counsel (who may be regular counsel for the Corporation) made in accordance

with applicable statutory standards, and upon authorization by the Board of Trustees, may indemnify other employees or agents to the same extent; provided, however, that such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under Code section 501(c)(3) and contributions to which are deductible under Code sections 170(c)(2), 2055(a)(2) and 2522(a)(2), respectively, of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

(d) During any fiscal year of the Corporation that it may be determined to be a private foundation as defined in Code section 509(a):

- (1) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code section 4942;
- (2) The Corporation shall not engage in any act of self-dealing as defined in Code section 4941(d);
- (3) The Corporation shall not retain any excess business holdings as defined in Code section 4943(c);
- (4) The Corporation shall not make any investments in such manner as to subject it to tax under Code section 4944; and
- (5) The Corporation shall not make any taxable expenditures as defined in Code section 4945(d).

All references in this paragraph (d) of Article VIII, as well as in all other parts of these Articles of Amendment to the Corporation's Charter, to "Code sections" refer to the indicated present sections of the United States Internal Revenue Code of 1954 (and the corresponding provisions, respectively, under any future United States Internal Revenue law).

#### ARTICLE IX.

The duration of the Corporation shall be perpetual.

ARTICLE X.

These Articles of Incorporation may be amended by a two-thirds vote of the entire Board of Trustees, but every such amendment must be prepared and presented at one meeting and laid over until the next regular meeting of the Board of Trustees to be acted upon.

Second. That the foregoing amendment to the Charter of the Corporation was presented to the Board of Trustees of the Corporation for consideration at a meeting duly convened and held on *September 18*, 1980, and the amendment was approved by the Board of Trustees of the Corporation by the affirmative vote of two-thirds of all votes entitled to be cast at the next regular meeting of the Board of Trustees duly convened and held on *October 16*, 1980. No other members were entitled to vote.

Third. The amendment of the Charter of the Corporation has been duly adopted as prescribed by Article VIII (now Article X) of the Charter.

IN WITNESS WHEREOF, The Kent and Queen Anne's Hospital, Inc. has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary, on the *20<sup>th</sup>* day of *October*, 1980.

ATTEST:



*Patricia Keen*  
Patricia Keen, Secretary

THE KENT AND QUEEN ANNE'S HOSPITAL, INC.

By: *G. Van Velsor Wolf* (SEAL)  
G. Van Velsor Wolf, President



C2546

THE UNDERSIGNED, President of THE KENT AND QUEEN ANNE'S HOSPITAL, 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 the charter 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.

Dated: November 5, 1980

  
G. VAN VELSOR WOLF, President

ARTICLES OF AMENDMENT  
OF

619

QUEEN ANNE'S COUNTY, SCT.

THE KENT AND QUEEN ANNE'S HOSPITAL, INC.

I HEREBY CERTIFY THAT

*Articles of Amend* WAS RECEIVED FOR RECORD THIS *22nd* DAY OF *July* 1981 AT *11:37 A.M.*

AND RECORDED IN LIBER *Mem 4, folio 475 Outside* RECORD BOOK FOR QUEEN ANNE'S COUNTY

JUL 22-81 A 24726 \*\*\*\*\*603

*Margurite M. Martin*

approved and received for record by the State Department of Assessments and Taxation of Maryland December 8, 1980 at *8* 11:30 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber *2492* folio *2639*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 24.00 \_\_\_\_\_ Special Fee paid \$ \_\_\_\_\_

CLERK'S OFFICE  
1981 JUL 22 AM 11:37  
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.

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

*William J. Simmons*



A 104901

00953

ARTICLES OF INCORPORATION

OF

MARYLAND STANDARDBRED SALES COMPANY

10

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Jacob B. Davis, whose post office address is 100 Baltimore-Annapolis Boulevard, N.W., Post Office Box 849, Glen Burnie, Maryland 21061, being at least eighteen (18) 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:

MARYLAND STANDARDBRED SALES COMPANY

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

(a) To conduct auction sales for the sale of standardbred race horses.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business mentioned, to limit or restrict any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations.

FOURTH: The post office address of the principal office of the Corporation in this State is Windsweep Farm, Church Hill, Maryland 21623. The Resident Agent of the Corporation is Edwin F. Gannon, Sr., whose post office address is Windsweep Farm, Church Hill, Maryland 21623. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a Board of three (3) Directors, which number may be increased or decreased in accordance with the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors who shall act as such until the first annual

1978

6 PAGE 483

7/31/81 original mailed to Lechowicz, Doney & Davis  
100 Baltimore-Annapolis Blvd. NW  
P.O. Box 849  
Glen Burnie, MD 21061

meeting of the Stockholders or until their successors are duly chosen and qualify are:

Edwin F. Gannon, Sr.  
 Robert E. Lippmann  
 Jacob B. Davis.

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

SEVENTH: In carrying on its business, or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland, and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by statute, the powers of the Corporation and of the Directors and Stockholders shall include the following.

(a) 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 firm of which a Director is a member, or a corporation or association of which a Director is an officer or director or in which a Director is interested as the holder of any amount of its capital stock or otherwise 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, with like force and effect as if he were not such director or officer of such other corporation or association or were not so interested or were not a member of a firm so interested.

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

(c) Except as otherwise provided in this charter or by the By-Laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Board of Directors,

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which shall have and may exercise all the powers of the Corporation except such as are by law or this charter or the By-Laws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

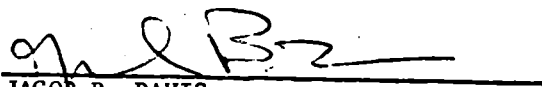
(1) To authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable,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

(2) By articles supplementary to this charter, to classify or reclassify any unissued shares by fixing or altering in any one or more aspects, 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: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

NINTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served the Corporation, or any other entity at the request of the Corporation, in any capacity, while an officer or director of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any officer or director and no indemnification shall be provided for any employee or agent of the Corporation, unless the Board of Directors shall, in its discretion, subject to the By-Laws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this 11<sup>th</sup> day of November, 1980.

  
JACOB B. DAVIS

ARTICLES OF INCORPORATION

OF

MARYLAND STANDARD BRED SALES COMPANY

566

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Auto/plan WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF July 1981 AT 11:37 A.M.

RE ..... AND RECORDED IN  
LIBER num 6, folio 483 Auto/plan  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

JUL 22-81 A #24727 \*\*\*\*\*5.00

Marguerite M. Marber CLERK

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

of Maryland November 13, 1980 at 11:30 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2491, folio 90952 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 \$ \_\_\_\_\_

1981 JUL 22 AM 11:37  
QUEEN ANNES 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.

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

William J. Summit



A 104245

ARTICLES OF INCORPORATION  
OF  
GARDNER'S PURCHASE, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned incorporator, David C. Bryan, whose post office address is Box 418, Centreville, Maryland, 21617, being at least 18 years of age, am forming a corporation under the general public laws of the State of Maryland.

SECOND: The name of the corporation is:  
GARDNER'S PURCHASE, INC.

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

(a) To engage in farming, ranching and to produce, grow, market and otherwise deal and trade in livestock, poultry, grains, feeds, fruits, vegetables and farm or ranch products of any and every kind.

(b) To acquire by purchase, lease or otherwise, lands and interests in lands; and to own, hold, improve, develop and manage any real estate so acquired; and to erect or cause to be erected on any lands owned, held, or occupied by the Corporation buildings or other structures, with their appurtenances; and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands, and in buildings or other structures or parts of any buildings or other structures at any time owned by the Corporation.

(c) To enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose.

69. NOV 25 6  
DEC 21 1970 6 PAGE 487  
LICR

7/3/81 original mailed to David C. Bryan,  
111 Lawyers Row  
Centreville, MD 21617

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

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

(f) 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.

(g) 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 principal office of the Corporation in Maryland is Box 156, Chester, Maryland, 21619. The name and address of the resident agent of the Corporation is John A. Gardner, Jr., whose address is Gardner's Purchase, Chester, Maryland, 21619, and whose Post Office address is Box 156, Chester, Maryland, 21619. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation is authorized 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) provided that:

(i) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(ii) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

SEVENTH: The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are John A. Gardner, Jr., Patricia G. Barden and David C. Bryan.

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, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(2) (a) If subsection (b) of this Article Eighth(2) is complied with, a contract or other transaction between a corporation and any of its directors or between a corporation and any other corporation, firm, or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following: (1) the common directorship or interest; (2) the presence of the director at the meeting of the board or a committee of the board which authorizes, approves, or ratifies the contract or transaction; or (3) the counting of the vote of

the director for the authorization, approval, or ratification of the contract or transaction.

(b) Subsection (a) of this Article Eighth(2) applies if: (1) the fact of the common directorship or interest is disclosed or known to: (i) the board of directors or the committee, and the board or committee authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or (ii) the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interest director or corporation, firm, or other entity; or (2) the contract or transaction is fair and reasonable to the Corporation.

(c) Common or interested directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee of the board or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified.

(d) If a contract or transaction is not authorized, approved, or ratified in one of the ways provided for in subsection (b) (1) of this Article Eighth(2), the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized, approved, or ratified. This subsection does not apply to the fixing by the board of directors of reasonable compensation for a director whether as a director or in any other capacity.

(3) 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 and securities convertible into shares of its own stock, 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.

(4) The Board of Directors may classify or reclassify any unissued shares of stock 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.

(5) 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.

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 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 or until it shall have been determined and authorized in a 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 9<sup>th</sup> day of DECEMBER, 1980, and I acknowledge the same to be my act.

WITNESS:

*Letty M. Conroy*

*David C. Bryan* (SEAL)  
David C. Bryan

658

ARTICLES OF INCORPORATION

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT. OF

I HEREBY CERTIFY THAT

THIS Certs. Inc. WAS GARDNER'S PURCHASE, INC.

PRESENTED FOR RECORD THIS 25th

DAY OF July 19 81 AT 11:38 A.M.

RE ..... AND RECORDED IN

LIBER Number 187 Certs. Inc.

RECORD BOOK FOR QUEEN ANNES

COUNTY  
Marguerite M. Markin  
CLERK

JUL 22-81 A #24728 \*\*\*\*\*5.50

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

of Maryland December 15, 1980 at 2:00 o'clock P. M. as in conformity

with law and ordered recorded.

7

Recorded in Liber 2493, folio 1062 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 \$ \_\_\_\_\_

RECORDED  
CLERK

1981 JUL 22 AM 11:38

QUEEN ANNES 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.

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

William J. Simmons



A 105132

LIBR

6 PAGE 434

## ARTICLES OF SALE AND TRANSFER

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ARTICLES OF SALE AND TRANSFER entered into this 7<sup>th</sup> day of December, 1980, by and between Corsica Wharf, Inc., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and Queens Court, Inc., a Maryland corporation and Robert E. Fleishman and Janet E. Fleishman, (hereinafter sometimes referred to collectively as the "Transferees").

## THIS IS TO CERTIFY:

FIRST: Corsica Wharf, Inc., a Maryland corporation, has agreed to sell and transfer substantially all of its property and assets to Transferees.

SECOND: The Transferor is Corsica Wharf, Inc., and is incorporated under the laws of Maryland.

THIRD: The Corporate Transferee is Queens Court, Inc., its address and principal place of business is Chesterfield Avenue Extended, Centreville, Maryland 21617, and is incorporated under the laws of Maryland. The individual Transferees are Robert E. Fleishman and Janet E. Fleishman, their address and principal place of business is Chesterfield Avenue Extended, Centreville, Maryland 21617.

FOURTH; Both corporate parties to these Articles have their principal offices in Queen Anne's County, Maryland. Corsica Wharf, Inc., owns land only in Queen Anne's County, Maryland, which could be affected by this transfer. The Transferees own no land.

FIFTH: The Board of Directors by written unanimous action adopted a resolution which declared that the proposed transfer of assets of the Corporation is advisable on the terms and conditions stated herein, and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholder(s) of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Articles of the Annotated Code of Maryland and the charter of Transferor.

SIXTH: The Board of Directors of Queens Court, Inc., has approved the transfer described hereinafter in accordance with §3-105(a)(3) of the aforesaid Corporations Article and its charter.

SEVENTH: The real estate of the Transferor is being sold to Robert E. Fleishman and Janet E. Fleishman, his wife, as tenants by the entireties, at and for the sum of Seventy-five Thousand Dollars (\$75,000.00). A copy of the description is contained in the deed attached hereto as Exhibit A.

The personal property of the Transferor is being sold to Queens Court, Inc., and consists of those items attached hereto as Exhibit B, for \$13,000.00.

EIGHTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by the parties, 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.

IN WITNESS WHEREOF, CORSICA WHARF, INC., QUEENS COURT, INC., ROBERT E. FLEISHMAN and JANET E. FLEISHMAN, the parties to 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 each corporation party to these Articles of Sale and Transfer by its president or vice-president and attested by the secretary or an assistant secretary, as of this 22<sup>nd</sup> day of December, 1980, and by the individual parties.

ATTEST:

CORSICA WHARF, INC.

Mefle E. Feltenberger  
Secretary

By: Mefle E. Feltenberger  
Mefle E. Feltenberger, President

ATTEST:

QUEENS COURT, INC.

Janet E. Fleishman  
Secretary

By: Robert E. Fleishman  
Robert E. Fleishman, President

Donald Braden  
Witness

Robert E. Fleishman  
Robert E. Fleishman, Individually

J. Donald Braden  
Witness

Janet E. Fleishman  
Janet E. Fleishman, Individually

THE UNDERSIGNED, President of CORSICA WHARF, INC., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer 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



00150

the penalties of perjury.

Merle E. Feltenberger  
Merle E. Feltenberger, President

THE UNDERSIGNED, President of QUEENS COURT, INC., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer 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 herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

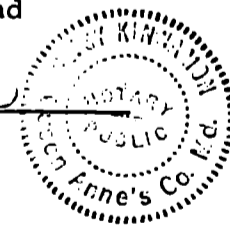
Robert E. Fleishman  
Robert E. Fleishman, President

STATE OF MARYLAND, COUNTY OF QUEEN ANNE'S:

On this the <sup>23<sup>rd</sup></sup> day of December, 1980, before me, the undersigned officer, personally appeared Robert E. Fleishman and Janet E. Fleishman, his wife, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Betsy Kinnaman  
Notary Public



My commission expires July 1, 1982.

## "EXHIBIT A"

DOCUMENT NO. 107, 889

This DEED is made this 4th day of August, 1980, by and between CARROLL B. HAMMOND and FRANCES R. HAMMOND, his wife, of the first part, Grantors, and CORSICA WHARF, INC., a Maryland corporation, of the second part, Grantee, and

WITNESSES that in consideration of the sum of Sixty-five Thousand Dollars (\$65,000.00) and other good and valuable considerations, receipt of which is hereby acknowledged, the Grantors do hereby grant and convey unto the Grantee, its successors and assigns, in fee simple, all of that property which is situate, lying and being in the Third Election District of Queen Anne's County, Maryland, and is described as follows:

ALL that lot or parcel of land situate, lying and being in the Town of Centreville, in the Third Election District of Queen Anne's County, State of Maryland, on the South side of Corsica Neck Road or Chesterfield Avenue Extended and more particularly described by metes and bounds, courses and distances, according to a plat and survey thereof by Walter E. Woodford, Jr., registered surveyor, dated July, 1957, and recorded among the land records of Queen Anne's County in Liber T.S.P. No. 36, folio 549, whereon the land to be conveyed is described as "Parcel A," to wit:

BEGINNING at a concrete monument placed in the southeast corner on the division line for the lands herein contained and lands of, or formerly of, Mrs. Clayton Wright, and said monument begin a common corner for "Parcel A" and "Parcel B" on said plat, and running thence with "Parcel B", North 41 degrees 42 minutes East 52.10 feet to a concrete post, thence turning and running still with "Parcel B" North 47 degrees 20 minutes West 59.05 feet, thence turning and running still with "Parcel B" North 38 degrees 52 minutes East 148.19 feet to a concrete monument placed in the right of way line of Corsica Neck Road, thence turning and running coincident with the South right of way line for Creamery Lane (also known as Holiness Church Road), thence turning and running coincident with the east right of way line for Creamery Lane, South 68 degrees 06 minutes West 28.28 feet and South 23 minutes 06 degrees West 147.05 feet to the lands of, or formerly of, Mrs. Clayton Wright, thence with said lands South 50 degrees 53 minutes East 162.09 feet (passing over an old stone 12.94 feet from the beginning of said line) to the point of beginning, and containing 0.612 acres, more or less.

Together with all right, title, interest and estate of the said party of the first part in and to the bed of Corsica Neck Public Road and Creamery Lane as shown on said plat.

BEING the same land described in a deed dated December 21, 1970, from John Stewart Chanaud to the Grantors herein, recorded among the Land Records of Queen Anne's County, Maryland in Liber C.W.C. 52, folio 165.

TOGETHER with the buildings and improvements thereupon erected, made or being and all rights, alleys, ways, waters, privileges, appurtenances and advantages to the same belonging or anyway appertaining.

*mm* ~~166~~ 1377  
Liber 166 page 377

TO HAVE AND TO HOLD the property 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 Grantee, its successors and assigns, in fee simple.

AND the Grantors hereby covenant that they have done no act to encumber the land, that they will warrant specially the property hereby granted, and that they will execute further assurances of the land as may be requisite.

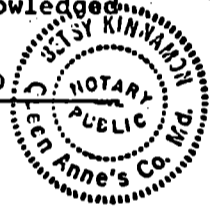
WITNESS the hands and seals of the Grantors.

C. Brian Clark Carroll B. Hammond (SEAL)  
Carroll B. Hammond  
Betsy Hammond Frances R. Hammond (SEAL)  
Frances R. Hammond

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

On this the 4<sup>th</sup> day of August, 1980, before me, the undersigned officer, personally appeared Carroll B. Hammond and Frances R. Hammond, his wife, known to me, (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and they acknowledged the foregoing deed to be thier act.

Betsy Hammond  
Notary Public



My commission expires July 1, 1982.

CLERK  
1980 AUG -4 PM 3:37  
QUEEN ANNE'S COUNTY

AUG -4-80 \* 23607 \*\*\*\*\*420 00  
AUG -4-80 A 23607 \*\*\*\*\*325 00  
AUG -4-80 A 23606 \*\*\*\*\*285 00  
AUG -4-80 A 23605 \*\*\*\*\*9 00

US 6 500  
 "Exhibit B"

CORSICA WHARF, INC.

The following is a list of all property, equipment, stock, materials, supplies, and merchandise included in the sale of Corsica Wharf, Inc., T/A Club Corsica to Queens Court, Inc.

- 1 23" Motorola T.V.
- 15 Bar stools with backs
- 4 bar stools
- 1 Esskay hot dog machine
- 1 sharp commercial microwave oven
- 2 free standing beer coolers
- 7 formica top tables
- 20 chairs
- 1 toastwell 4 slice commercial toaster
- 1 Entedge commercial meat slicer
- 1 medalie wet & dry food warner
- 2 3 Bay stainless steel Bosch sinks
- 1 Keloimator freezer
- 2 fire extinguishers
- 1 Garland stove
- Miscellaneous cooking utensils
- 1 G.E. Refrigerator
- 1 Revco Ice maker
- 1 Exterior door and frame
- 1 complete mop bucket
- 1 soda machine
- 1 electric adding machine
- 1 Qualhiem glass washer
- 1 window air conditioner
- 1 compressor (free standing)
- 1 2 tap draft systems
- 1 4 tap draft systems

I hereby solemnly declare and affirm under the penalties of perjury that the contents of the foregoing document are true and correct.

CORSICA WHARF, INC.

By: \_\_\_\_\_ (SEAL)  
 President

Merle E. Feltenberger, Individually

ARTICLES OF SALE AND TRANSFER

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

BETWEEN

776

THIS *arts. / sale & transfer* WAS **CORSICA WHARF, INC. (MD. CORP.)** Transferor

RECEIVED FOR RECORD THIS *5<sup>th</sup>*

AND

DAY OF *Aug* 1981 AT *12:11* P.M.

RE AND RECORDED IN

**QUEENS COURT, INC. (MD. CORP.)**

**ROBERT E. FLEISHMAN AND JANET E. FLEISHMAN**

**(Individuals) Transferees**

LIBER *Mu.M. 495 Arts*

RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

*Marguerite M. Martin*

AUG -5-81 A #25144 \*\*\*\*\*5.50

approved and received for record by the State Department of Assessments and Taxation of Maryland December 31, 1980 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

*7*

Recorded in Liber *2496*, folio *147*, 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 \$ \_\_\_\_\_  
4.00 Certif to Queen Annes Co Office  
\$ 26.00

1981 AUG -5 PM 12:11  
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.

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

*William J. Leonard*



A 106339

6 502

FN

ARTICLES OF INCORPORATION

OF

MINIETTA CONSTRUCTION COMPANY, INC.

A CLOSED CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Michael S. Minietta, whose Post Office address is P. O. Box 373, Grasonville, Maryland 21638, being at least eighteen years of age, hereby form a closed 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:

MINIETTA CONSTRUCTION COMPANY, INC.

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

(a) To carry on the business and operation of home, town house, apartment and condominium construction, repair and remodeling, to acquire, develop and sell real estate in accordance with the laws of this State; and also to provide any and all related services incident in the field of construction.

(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 broker, 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 des-

JAN 5 5 12AM '81

cription.

(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 business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(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

-3-

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 evidence of indebtedness created or issued by any such other corporation or association.

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

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

(k) To carry out all or any part of the aforesaid purposes,



-4-

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 P. O. Box 373, Grasonville, Maryland 21638. The Resident Agent of the Corporation is Edward D. E. Rollins III, whose Post Office address is 131 East Main Street, Elkton, Maryland 21921. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One hundred (100) shares of no par value stock, all of which are one class and designated Common Stock.

SIXTH: The Corporation shall have not less than one (1) director and Michael S. Minietta shall act as such until the first annual meeting or until his successor is 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:

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 18<sup>th</sup> day of December, 1980.

WITNESS:

*Edward D. Rollins, Jr.*

*Michael S. Minietta*

Michael S. Minietta

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

THIS IS TO CERTIFY, that on this 18<sup>th</sup> day of December, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Annes County aforesaid, personally appeared MICHAEL S. MINIETTA, and did acknowledge the foregoing Articles of Incorporation to be his act.

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

*Edward D. Rollins, Jr.*

NOTARY PUBLIC



STATE OF MARYLAND.

QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS arts/Inc WAS

OF

733

RECEIVED FOR RECORD THIS 5th

MINIETTA CONSTRUCTION COMPANY, INC.

DAY OF Aug 1981 AT 12:12 P.M

RE AND RECORDED IN

LIBER Num #6 folio 502 Arts

RECORD BOOK FOR QUEEN ANNES

COUNTY

CLERK

*Margurite M. Marbin*

AUG -5-81 A 25145 \*\*\*\*\*500

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

of Maryland January 5, 1981

at 4:00

o'clock P. M. as in conformity

with law and ordered recorded.

*6*

Recorded in Liber 2495, folio 1048 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 \$ \_\_\_\_\_

1981 AUG -5 PM 12:12  
QUEEN ANNES 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.

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

*William J. Simmons*



A 105975

74

BEST-WALL APPLICATORS, 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, Patrick E. Thompson, whose post office address is 109 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 corporation (which is hereafter called the "Corporation") is BEST-WALL APPLICATORS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporation 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 general speculative or non-speculative dry wall construction and related building business, including the erection of homes, flats, apartments, and commercial buildings of all types and descriptions; to operate a contracting business; to purchase, own, hold and sell real property, improved and unimproved, or any interest thereon on easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder, speculative builder, subdivider, or real property development; to invest in and hold for investment any and all real property, shares of stock, bonds, government, private or corporate; and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

(2) To act as a general and/or sub-contractor for the construction, repairing and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(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 52G, Church Hill, Maryland 21623. The name and post office address of the Resident Agent of the Corporation in this State is Patrick E. Thompson, whose address is 109 Lawyers Row, Centreville, 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 Two Thousand (2,000) shares of common shares, 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 director, whose name is Monte Garrettson.

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 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 30th day of December, 1980, and I acknowledge the same to be my act.

WITNESS:

Julie A. Buan

Patrick E. Thompson  
Patrick E. Thompson

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

ARTICLES OF INCORPORATION  
OF

THIS arts, inc WA:  
RECEIVED FOR RECORD THIS 5<sup>th</sup>  
DAY OF Aug 1981 AT 12:12 P.  
M. AND RECORDED IN  
LIBER Num # 6 folio 508 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

BEST-WALL APPLICATORS, INC.

CLERK

AUG -5-81 A #25146 \*\*\*\*\*5.00

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 6, 1981 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2495, folio 1005, 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 \$ \_\_\_\_\_

1981 AUG -5 PM 12:12  
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.

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

*William J. Summers*



A 105966

drb

ME

GORDON L. DRUMMER, INC.  
ARTICLES OF TRANSFER

ARTICLES OF TRANSFER, entered into this 20<sup>th</sup> day of December, 1980, by and between GORDON L. DRUMMER, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and GORDON L. DRUMMER, of Centreville, Queen Anne's County, Maryland, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, address and principal place of business of Transferee is: Gordon L. Drummer, RFD 3, Box 78, Centreville, Maryland 21617.

THIRD: The name and state of incorporation of each corporation party to these Articles of Transfer are as follows:

Transferor is GORDON L. DRUMMER, INC., a corporation organized under the laws of the State of Maryland.

Transferee is an individual.

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 a complete redemption and cancellation of all of the stock of the Transferee in the Transferor.

FIFTH: The principal office of Transferor is near Wye Mills, in Queen Anne's County, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Queen Anne's County.

SIXTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof

8-20-81 - orig mailed David C. Bryan Esq. Centreville Md.

filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the transfer of all the assets of Transferor as herein set forth is advisable and directing that these Articles of Transfer be submitted for action thereon by the stockholder of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Transfer was signed by the sole stockholder of Transferor entitled to vote hereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of 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, redemption and cancellation by the Transferor of all of the capital stock in the Transferor held by the Transferee, the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, his personal representatives, heirs and assigns:

REAL ESTATE

ALL those two contiguous parcels or tracts of land located on the south side of U.S. Route 50 and about 200 yards east of Md. Rte. 213, in the Third Election District of Queen Anne's County, State of Maryland, containing 2.645 acres of land, more or less, and being the same tracts of land conveyed to the Transferor by (a) deed dated June 1, 1965, from Gordon L. Drummer and Betty Ann Drummer, his wife, and recorded in Liber C.W.C. No. 17, folio 436, and (b) deed dated February 18, 1971, from Theodore E. Fletcher, Jr., et. al., Trustees, and recorded in Liber C.W.C. No. 53, folio 51.



PERSONAL PROPERTY

- 1973 Dodge Panel truck
- Used <sup>Ford</sup> ~~Chevrolet~~ pick-up truck
- 1970 small equipment trailer
- Miscellaneous Office equipment and machine shop tools

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

IN WITNESS WHEREOF, GORDON L. DRUMMER, INC., and Gordon L. Drummer, parties to these Articles of Transfer, have caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Transfer by its president or vice president and attested by the secretary, as of this 20<sup>th</sup> day of December, 1980.

ATTEST:

GORDON L. DRUMMER, INC.

Patty Drummond  
Secretary

By: Gordon L. Drummer  
Gordon L. Drummer, President  
TRANSFEROR

WITNESS:

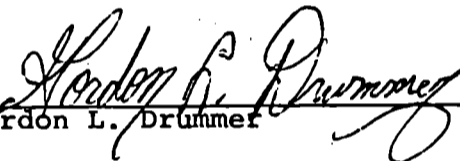
David C. Bryan

Gordon L. Drummer  
Gordon L. Drummer  
TRANSFEE

THE UNDERSIGNED, President of GORDON L. DRUMMER, INC., who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Transfer to be the corporate act of said corporation and further certifies under the penalties of perjury, 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.

  
Gordon L. Drummer, President

THE UNDERSIGNED, Gordon L. Drummer, an individual, who executed the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges the foregoing Articles of Transfer to be his act.

  
Gordon L. Drummer

732

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

ARTICLES OF TRANSFER  
BETWEEN

THIS Arts. Transfer WAS  
RECEIVED FOR RECORD THIS 5<sup>th</sup>  
DAY OF Aug 1981 AT 12:12 P.M.  
RE AND RECORDED IN  
LIBER Drum #6 folio 511 Arts.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

GORDON L. DRUMMER, INC. (MD. CORP.) Transferor  
AND  
GRODON L. DRUMMER (Individual) Transferee

CLERK

*Marguerite M. Maxfield*

AUG -5-81 A #25117 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 29, 1980 at 11:00 o'clock A M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2495, folio 0920, 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 \$ \_\_\_\_\_  
4.00 Certif. to Queen Annes Co.  
\$ 24.00 Land Record Office

1981 AUG -5 PH 12:12  
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.

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

*William J. Summers*



A 105950

6 200515

8-20-81-orig mailed John W. Mitchell Esq.  
14711 Main St. Upper Marlboro Md. 20870  
P.O. Box 308

1977 6 516

01097  
01633

ARTICLES OF INCORPORATION

of

FREDRIC B. LAUTERBACH, INC.

(A Close Corporation Under Section 4-1011 et seq)

ARTICLE I.

INCORPORATOR

The undersigned, Fredric B. Lauterbach, whose post office address is P.O. Box 148, Stevensville, Maryland 21666, being at least 21 years of age, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE II.

NAME

The name of the corporation, hereinafter called the Corporation, is FREDRIC B. LAUTERBACH, INC.

ARTICLE III.

CLOSE CORPORATION

The Corporation shall be a close corporation as authorized by the Corporations and Associations Article of the Annotated Code of Maryland, Section 4-1011 et seq.

ARTICLE IV.

PURPOSES

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

To conduct a general real property appraisal and consulting business.

To buy, lease and otherwise acquire real property and improved and unimproved lands and interest in lands, wheresoever situate, and to hold, own, improve, develop, maintain, operate, let, lease, mortgage, sell or otherwise dispose of such property or any part thereof; to make and obtain loans upon the property of the Corporation and to protect such property and loans, and all interest in and claims affecting the same;

To conduct a general brokerage, agency and commission business in the purchase, sale and management of real estate for others and negotiation of loans thereon; to purchase and sell for other persons property, stocks, bonds and notes, and to negotiate loans thereon for others; to act as trustee in deeds of mortgages or trusts on real or personal property or any evidence of value to secure them, and to act as agent for letting houses, lands, apartment buildings, office buildings, and collection of rents and payment of taxes;

01098  
01634

To enter into, make, perform and carry out contracts of every kind with any person, firm, corporation, partnership, association or government; to conduct a general insurance agency and insurance brokerage business, and to operate generally as agents and/or factors upon retainer or commission basis;

To conduct a general contracting, engineering and construction business for the purpose of building, altering, repairing, dismantling or doing any other work in connection with buildings and improvements of any kind whatsoever; 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;

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

The enumeration herein of the objects and purposes of this Corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude 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 hereinafter in effect or impliedly by the reasonable construction of the said laws.

#### ARTICLE V.

##### REGISTERED OFFICER AND AGENT

The post office address of the principal office of the Corporation in Maryland, is P.O. Box 148, Stevensville, Queen Anne's County, Maryland. The name and post office address of the resident agent of the Corporation in Maryland is Fredric B. Lauterbach, P.O. Box 148, Stevensville, Queen Anne's County, Maryland 21666. Such resident agent is a citizen of Maryland and actually resides therein.

1980 - 6 20518

ARTICLE VI.

CAPITAL STOCK

The total number of shares of stock which the Corporation has authority to issue is 100 shares without par value, all of one class.

ARTICLE VII.

ELECTION TO HAVE NO BOARD OF DIRECTORS

After the completion of the organization meeting of the Director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director, whose name is Fredric B. Lauterbach.

ARTICLE VIII.

DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 18<sup>th</sup> day of September, 1980.

Witness:

*Eugene P. [Signature]*

*F B Lauterbach [Signature]*  
Fredric B. Lauterbach

STATE OF MARYLAND )  
                                  )  
COUNTY OF PRINCE GEORGE'S )

I HEREBY CERTIFY that on the 18<sup>th</sup> day of September, 1980, before me, the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared FREDRIC B. LAUTERBACH and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal this 18<sup>th</sup> day of September, 1980.

*Eugene P. [Signature]*  
Notary Public

My commission expires: 7-1-82



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS arts. par WAS  
RECEIVED FOR RECORD THIS 5th  
DAY OF Aug 1981 AT 12:13 P.M.  
AND RECORDED IN  
LIBER num #6 folio 5/6 Arts  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

ARTICLES OF INCORPORATION  
OF  
FREDRIC B. LAUTERBACH, INC.

715

CLERK

*Marguerite M. Martin*

AUG -5-81 A #25118 \*\*\*44\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 26, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2494, folio 1632, 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 \$ \_\_\_\_\_

1981 AUG -5 PM 12:13  
QUEEN ANNES 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.

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

*William J. Simonson*



A 105587

mte

6 AUG 5 1981

6 520

ARTICLES OF INCORPORATION OF  
CENTGAS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, P. Marshall Long, Jr., whose post office address is 105 North Liberty Street, P. O. Box 88, 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 Centgas, Inc.

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

1) To carry on the business of procuring, acquiring, buying, selling, dealing in and otherwise disposing of and turning to account, at wholesale and retail, propane gas, coal, coal briquettes, coke, oil, gasoline, woods, or other kinds of fuels; To purchase, construct, rent, or otherwise acquire, control, maintain, and operate elevators, trestles, bins, coal pockets, gas and oil tanks, and all kinds of storage and transportation facilities, apparatus, conveniences, motor vehicles, and equipment suitable for the conduct of its business; and to engage in any other lawful purpose and/or business.

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

3) 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.

4) 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.

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

6) 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.

7) 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 the Articles of Incorporation, or of any amendment thereto, and shall be regarded as independent, and construed as powers, as well as objects and purposes.

8) The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privildges 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 foregoig powers shall not be deemed to exclude any powers, rights, or privildges so granted or confirmed.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located at 107 South Commerce Street Centreville, Maryland 21617. The resident agent of the corporation is P. Marshall Long, Jr. , whose post office address is 105 North Liberty Street 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 capital stock which the corporation has authority to issue in FIVE THOUSAND (5000) shares of common stock, without par value.

SIXTH: The number of directors of the corproation shall be TWO (2) which number shall never be less than the number of stockholders of the corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Sydney G. Ashley and John M. Ashley, 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:

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

b) 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 Board may determine.

c) The Board of Directors shall have the 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 latering, 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.

d) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change in the terms thereof shall have been authorized by the holders of fifty-one per cent (51%) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without 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 15 th day of December, 1980:

TEST:

*[Signature]*

*P. Marshall Long, Jr.* (SEAL)

P. Marshall Long, Jr.

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

ARTICLES OF INCORPORATION

690

THIS Arts/Inc WAS  
RECEIVED FOR RECORD THIS 5th  
DAY OF Aug 1981 AT 12:13 P. M.

OF

CENTGAS, INC.

BE AND RECORDED IN  
LIBER Mem #6 folio 520 Arts.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

AUG -5-81 A #25149 \*\*\*\*\*500

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 17, 1980 at 1:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2494, folio 835, 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 \$ \_\_\_\_\_

1981 AUG -5 PM 12:13  
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen's 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 105475

6 PAGE 523

ARTICLES OF AMENDMENT

of

CHESAPEAKE COLLEGE FOUNDATION, INCORPORATED

Chesapeake College Foundation, Incorporated, a Maryland Corporation without capital stock, having its principal office at Chesapeake College, Queen Anne's County, Wye Mills, Maryland (hereinafter referred to as "the Corporation"), hereby certifies, affirms and represents to the Maryland State Department of Assessments and Taxation, pursuant to the provisions of Sections 2-603, 5-201 to 208 inclusive of the Corporations and Associations Article of the Code of Public General Laws of Maryland, and the certificate of incorporation, as follows:

FIRST: That the paragraph beginning with "Upon dissolution . . ." of Item Second of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"Upon dissolution all remaining assets of the corporation shall be distributed to Chesapeake College, a regional community college, Wye Mills, Maryland. In the event that Chesapeake College is not in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution at the time of such a dissolution, then the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended."

SECOND: The foregoing Amendment to the Articles of Incorporation was unanimously approved by the entire Board of

Directors thereof and by two-thirds vote of the members at special meetings held on December 18, 1980, prior notice both of such meetings and of the proposed Amendment having been timely given to all members thereof, and at which meetings a quorum was present.

IN WITNESS WHEREOF, Chesapeake College Foundation, Incorporated has caused these Articles of Amendment to be executed, in its name and on its behalf, by its President and its Secretary and its Corporation Seal to be hereunto affixed, all as of this 18th day of December, 1980.

ATTEST:

CHESAPEAKE COLLEGE FOUNDATION,  
INCORPORATED

*Robert C. Ahlgrun*  
Secretary

BY: *[Signature]*  
President

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY that on the 18th day of December, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared J. Thomas Craighead, President of Chesapeake College Foundation, Incorporated, a Maryland Corporation without capital stock, who in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the act of its directors and two-thirds of its members; and that the matters and facts set forth in the foregoing Articles of Amendment are true to the best of his knowledge, information and belief.

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



Notary Public



My Commission Expires:  
July 1, 1982

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SO.

I HEREBY CERTIFY THAT

THIS arts/amend WAS

RECEIVED FOR RECORD THIS 5th

DAY OF Aug 1981 AT 12:14 P.

RE AND RECORDED IN

LIBER NUM 6 folio 524 Arts

RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

*Margurite W. Manbin*

ARTICLES OF AMENDMENT

OF

CHESAPEAKE COLLEGE FOUNDATION, INCORPORATED

686

AUG -5-81 A #25150 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland December 19, 1980 at 10:00 o'clock A M. as in conformity with law and ordered recorded.

*[Signature]*

Recorded in Liber 2494, folio 6238, 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 \$ \_\_\_\_\_

1981 AUG -5 PM 12:14  
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.

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

*William J. Summers*



A 105396

45 1981 • 6 PAGE 527

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11/24/80  
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ARTICLES OF INCORPORATION  
OF  
LIGHTHOUSE LANDING, LTD.

FIRST: I, Robert W. Warfield, whose post office address is 4 Evergreen Road, Severna Park, Maryland 21146, 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:

LIGHTHOUSE LANDING, LTD.

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

(1) To engage in the business of acquiring, holding, developing, subdividing, improving, leasing, and selling real property 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;

CO. INC. 5



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11/24/80  
Disc 2

(7) To apply for, obtain, register, purchase, lease or otherwise acquire or own by concessions, rights, options, patents, patent rights, privileges, inventions, processes, copyrights, trade-marks, trade names or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate or manufacture under or in any 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 stocks, 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 of 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;

5358:RWW  
11/24/80  
Disc 2

(11) To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stocks, notes or other obligations, and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation, whether real or personal or to issue bonds, debentures, debenture stock or notes without any such security;

(12) To purchase, hold and re-issue the shares of its capital stock in such manner as the Board of Directors may from time to time determine;

(13) To have one or more offices and places of business and to carry on all or any part of its operations or business, without restrictions or limit as to 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 conferred upon corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges, so granted or conferred.

FOURTH: The post office address of the principal office of the corporation in this State is Box 150, RR. 1, Queenstown, Maryland 21658. The name and post office address of the Resident Agent of the Corporation in this State is Robert W. Warfield, 4 Evergreen Road, Severna Park, Maryland 21146. 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 capital stock without par value.

2976

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11/24/80  
Disc 2

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 four provided that:

- (1) If there is no stock outstanding, the number of directors may be less than four but not less than one; and
- (2) If there is stock outstanding and so long as there are less than four 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 T. Stevenson

Harold Feinstein

J. Edgar Sears, Jr.

Barry B. 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:

- (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

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11/24/80  
Disc 2

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, 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

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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 11<sup>th</sup> day of December, 1980, and I acknowledge the same to be my act.

WITNESS:

Linda Brettschneider

Robert W. Warfield  
ROBERT W. WARFIELD

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

6 PAGE 534

THIS arts/Enc WAS  
RECEIVED FOR RECORD THIS 5th  
DAY OF Aug 1981 AT 12:14 P. M.  
RE AND RECORDED IN  
LIBER MUM #6 folio 558 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
LIGHTHOUSE LANDING, LTD.

678

CLERK

*Margurite M. Marbin*

AUG -5-81 A 25151 \*\*\*\*\*50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 15, 1980 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2493, folio 02972, 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 \$ \_\_\_\_\_

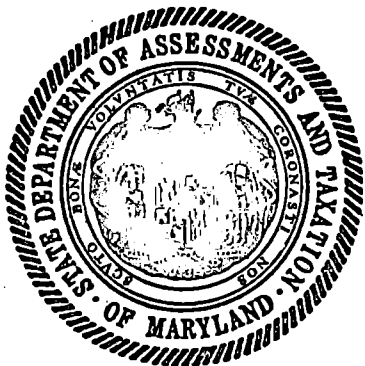
1981 AUG -5 PM 12:14  
QUEEN ANNE'S COUNTY

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.

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

*William J. Lawrence*



A 105298

5.50

mte

## GOODWILL FIRE COMPANY, INCORPORATED

Articles of Amendment

Goodwill Fire Company, Incorporated, a Maryland corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Board of Directors of Goodwill Fire Company, Incorporated having adopted a Resolution setting forth the hereafter proposed Amendment and declaring that the same is advisable; and directing that the below described Amendment be submitted for consideration at a special meeting of the members of the corporation, and said special meeting of the members of the corporation having been had, and the members of the corporation having approved the hereinafter described Amendments by a vote of two-thirds of all votes entitled to be cast on the matter, these Articles of Amendment are hereby submitted.

SECOND: The charter of the Corporation is hereby amended by striking in its entirety Articles 4, 6 and 7 and by substituting in lieu thereof the following:

4. The postoffice address of the principal office of the Corporation in this State will be 212 Broadway, Queen Anne's County, Centreville, Maryland 21617. The name and postoffice address of the Resident Agent of the Corporation is Ralph E. Starkey, 99 Glendale Avenue, Centreville, Maryland 21617. Said Resident Agent is an individual actually residing in this State.

6. The number of qualifications for, and other matters relating to its members shall be as proscribed by the by-laws of the Corporation.

7. 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). Directors must be members of the Corporation.

IN WITNESS WHEREOF, GOODWILL FIRE COMPANY, INCORPORATED, has caused these presence to be signed in its name and on its behalf, by its President, and its corporate seal to be affixed hereunder and attested by its secretary on this 8<sup>th</sup> day of December, 1980, and its President acknowledges that these Articles of Amendment are his act and deed of Goodwill Fire Company, Incorporated, 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 my knowledge, information and belief.

ATTEST  
*E. J. Cronshaw Jr.*  
Secretary

GOODWILL FIRE COMPANY, INCORPORATED  
*William V. Riggs III*  
William V. Riggs, III, President

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

On this 8<sup>th</sup> day of December, 1980, before me, the undersigned officer, personally appeared William V. Riggs, III, President of Goodwill Fire Company, Incorporated, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

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

*James W. Riggs III*  
Notary Public

My commission expires July 1, 1982.



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Art 2 / Amend. WAS  
RECEIVED FOR RECORD THIS 5th  
DAY OF Aug 1981 AT 12:15 P.M.  
RE AND RECORDED IN  
LIBER MUM #6 fol 535 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF AMENDMENT  
OF  
GOODWILL FIRE COMPANY, INCORPORATED

677

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 15, 1980 at 10:00 o'clock A M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2493, folio 02790, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ \_\_\_\_\_ Special Fee paid \$ \_\_\_\_\_  
Exempt from recording fee Volunteer Fire Co.

1981 AUG -5 PM 12:15  
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.

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

*William J. Simmons*



A 105262

bt

LIBR 6 PAGE 537

Handwritten initials or mark.

FISHERMAN'S YACHT SALES, INC.  
ARTICLES OF VOLUNTARY DISSOLUTION

FISHERMAN'S YACHT SALES, INC., a Maryland corporation, having its principal office at P.O. Box 79, Grasonville, Maryland 21633, (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 P.O. Box 79, Grasonville, Maryland 21638.

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 Thomas N. Hitchins, P.O. Box 79, Grasonville, Maryland 21638.

FOURTH: The name and address of each director of the Corporation are as follows:

Thomas N. Hitchins  
11325 Preuitt Place  
Herndon, Virginia  
Oscar A. Schulz  
Chester, Maryland 21619

Lonnie D. Blake  
1260 Hollywood Boulevard  
Crownsville, Maryland 21032

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

Thomas N. Hitchins, President  
11325 Preuitt Place  
Herndon, Virginia  
Oscar A. Schulz, Vice President  
Chester, Maryland 21619

Lonnie D. Blake, Secretary/Treasurer  
1260 Hollywood Boulevard  
Crownsville, Maryland 21032

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 Dissolution of the Corporation was mailed to all known creditors of the Corporation on December 1, 1980.

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 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, FISHERMAN'S YACHT SALES, INC. has caused there 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 1st day of December, 1980, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of FISHERMAN'S YACHT SALES, 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:

FISHERMAN'S YACHT SALES, INC.

Lonnie D. Blake, Secretary

BY: Thomas N. Mitchins, President

WILLIAM H. TOLSON  
TREASURER  
HELEN E. PARDEE  
DEPUTY  
PATRICIA G. MEYERS  
ASSISTANT DEPUTY

TREASURER OF QUEEN ANNE'S COUNTY  
P.O. BOX 267  
CENTREVILLE, MARYLAND 21617

PHONE:  
301-758-0414

December 23, 1980

THIS IS TO CERTIFY that all corporetion taxes due and owing to the State of Maryland and Queen Anne's County, billed by Queen Anne's County to FISHERMAN'S YACHT SALES, INC. have been paid through December 23, 1980.

*William H. Tolson*  
\_\_\_\_\_  
William H. Tolson, Treasurer  
Queen Anne's County

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the FISHERMAN'S YACHT SALES INC.  
were received for record on December 31, 1980,  
in accordance with the provisions of Sec. 3-407 of the  
Corporations and Associations Article of the Code,

\_\_\_\_\_  
Director

03053



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

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

FISHERMAN'S YACHT SALES, INC.  
have been paid.

WITNESS my hand and official seal this  
Twenty-ninth            day of December    A.D. 1980.

  
Deputy Comptroller

723

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

THIS arts/disltn WAS  
RECEIVED FOR RECORD THIS 5th

DAY OF Aug 19 81 AT 12:15 P.M.

ARTICLES OF DISSOLUTION  
OF

RECORDED IN  
LIBER Nov M 4 6 folio 538 Arts

FISHERMAN'S YACHT SALES INC.

RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Marbin*

AUG -5-81 A #25152 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 31, 1980 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

*G*

Recorded in Liber 2494, folio 3049, 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

1981 AUG -5 PM 12:15  
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.

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

*William J. Summers*



A 105809

15

ARTICLES OF INCORPORATION  
OF  
PINEY NARROWS YACHT HAVEN CONDOMINIUM ASSOCIATION, INC.

I, Charles W. Collett, whose post office address is 111 N. Washington Street, Easton, Maryland, 21601, 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.

ARTICLE I

The name of the corporation shall be:

PINEY NARROWS YACHT HAVEN CONDOMINIUM ASSOCIATION, INC., whose address is c/o KIM, Inc., Chester, Maryland 21619. For convenience the corporation shall be referred to in this instrument as the Corporation.

ARTICLE II

Purpose

2.1 The purpose for which the Corporation is organized is to provide an entity pursuant to Title 11 of the Horizontal Property Act, Real Property Article, Annotated Code of Maryland, for the operation of: PINEY NARROWS YACHT HAVEN, a Condominium.

2.2 The Corporation shall make no distributions of income to its members, directors or officers.

ARTICLE III

Powers

The powers of the Corporation shall include and be governed by the following provisions:

3.1 The Corporation shall have all of the common-law and statutory powers of a non-stock corporation organized pursuant to Title 5, Subtitle 2, of the Corporations and Associations Article not in conflict with the terms of these Articles.

3.2 The Corporation shall have all of the powers and duties set forth in the Horizontal Property Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including, but not limited to, the following:

- a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the condominium property.
- d. The purchase of insurance upon the condominium property and insurance for the protection of the Corporation and its members as unit owners.
- e. The reconstruction of improvements after casualty and the further improvement of the property.
- f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Corporation before such shall become effective.
- g. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and by the Bylaws.
- h. To enforce by legal means the provisions of the Horizontal Property Act, the Declaration of Condominium, these Articles, the Bylaws of the Corporation and the Regulations for the use of the property in the Condominium.
- i. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Corporation except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Corporation.



j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

k. To employ personnel to perform the services required for proper operation of the condominium.

3.3 The Corporation shall not have the power to purchase a unit of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Corporation shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4 All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

3.5 The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

#### ARTICLE IV

##### Members

4.1 The members of the Corporation shall consist of all of the record owners of a unit in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Corporation required by the Declaration of Condominium, change of membership in the Corporation shall be established by recording in the Public Land Records of Queen Anne's County, Maryland, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Corporation of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Corporation and the membership of the prior owner is terminated.

4.3 The owner of each unit shall be entitled to one vote as a member of the Corporation. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

#### ARTICLE V

##### Directors

5.1 The affairs of the Corporation will be managed by the number of directors determined by the Bylaws, but not less than five directors, and in the absence of such determination, shall consist of five directors. Directors need not be members of the Corporation.

5.2 Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

1. CHARLES W. COLLETT                      111 North Washington Street  
Easton, Maryland 21601
2. KLAUS DIETER-LIEBIG                    c/o Piney Narrows Marina  
Chester, Maryland 21619
3. PETER MAX                                Suite 600 S.  
1800 M Street  
Washington, D.C. 20036
4. JACK ANDERSON                         Route 1  
East Berlin, Pennsylvania 17316
5. DR. DONALD O. CLENDANIEL, SR.       Harbor View  
Chester, Maryland 21619

5.4 The name and address of the resident agent of the corporation is Charles W. Collett, 111 N. Washington St., Easton, Maryland, 21601.

#### ARTICLE VI

##### Indemnification

Every director and every officer of the Corporation shall be indemnified

by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE VII

##### Bylaws

The first Bylaws of the Corporation shall be those Bylaws filed as Exhibit C with the Declaration of Piney Narrows Yacht Haven in the Land Records for Queen Anne's County and may be altered, amended or rescinded by the manner provided by the Bylaws.

#### ARTICLE VIII

##### Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

8.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

8.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by members of the Corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided; such approvals must be by not less than 66 2/3% of the entire membership of the Board of Directors and by not less than 66 2/3% of the votes of the entire membership of the Corporation.

8.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members nor any changes in Section 3.3 of Article 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Horizontal Property Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified to the Department of Assessments and Taxation and be recorded in the Public Records of Queen Anne's County, Maryland.

ARTICLE X


Term

The term of the corporation shall be perpetual.

IN WITNESS WHEREOF the subscriber has affixed his signature this 15th day of November, 1980.

WITNESS:

Myra W. Williams

  
CHARLES W. COLLETT

STATE OF MARYLAND  
COUNTY OF TALBOT

I HEREBY CERTIFY that on this 15th day of November, 1980, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, CHARLES W. COLLETT, who, after being duly sworn, acknowledged that he executed the foregoing ARTICLES OF INCORPORATION for the purposes expressed in such ARTICLES.

Myra W. Williams (SEAL)  
NOTARY PUBLIC



My Commission Expires: July 1, 1982

2A/P

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

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

858

THIS arts/ Inc WAS  
RECEIVED FOR RECORD THIS 24<sup>th</sup>  
DAY OF Aug 81 AT 11:13 A. M  
AND RECORDED IN  
LIBER MUM 6 folio 543 arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

OF

PINEY NARROWS YACHT HAVEN CONDOMINIUM ASSOCIATION, INC.

CLERK

AUG 24-81 \* 25703 \*\*\* \*\*5 50  
AUG 24-81 A #25703 \*\*\* \*\*5 50

*Margurite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 4, 1981 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2498, folio 0300, 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. Summers*



1981 AUG 24 AM 11:13  
QUEEN ANNE'S COUNTY

A 107237

6 549

9/16/81 original mailed to Roger C. Quicke, Jr.  
#1 Stevensvillage Mall  
Stevensville, MD 21666

6-550

0849

ARTICLES OF INCORPORATION

OF

EASTERN BAY CORPORATION

(a close corporation under Title Four)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Roger C. Quicke, whose post office address is # 1 Stevensvillage Mall, Stevensville, MD. 21666, being at least twenty-one years of age, does hereby act as an incorporator with the intention of forming a close corporation as authorized by the Corporations and Associations Article of the Annotated Code of Maryland.

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

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

A. To act as agent, broker or attorney in fact for others in purchasing, leasing, selling, managing and otherwise dealing in and with real and leasehold property, or any interest therein; to negotiate and consummate contracts and agreements for the purpose of purchasing, acquiring, owning, syndicating, using, improving, selling, conveying, mortgaging, pledging, leasing, exchanging and transferring real and leasehold property, buildings improvements, and any interests therein; to act as agent for others in the loaning and borrowing of money, secured by real and personal property; and to engage in and carry on a general real estate agency and brokerage business and to engage in the appraising of real estate for others.

B. To lease, purchase or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real or leasehold property, wherever situate.

C. To engage in building and construction, and to make, enter into, perform and carry out contracts for building, erecting, improving, constructing, altering, finishing and furnishing houses and structures of every kind and description; to engage in and conduct in all their respective branches the business of builders, contractors, decorators and such other trades or business as pertain to or are connected with the general business of building and construction.

D. To purchase, lease or otherwise 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.

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

G. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects

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FEB 5 9 10 AM '81

or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals; and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of our connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

FOURTH: The post office address of the principal of the Corporation in this state is Post Office Box 193, Stevensville, Maryland, 21666. The name and post office address of the resident agent of the Corporation are Roger C. Quicke, #1 Stevensvillage Mall, Stevensville, Maryland, 21666. Said resident agent is a citizen of this State and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1000) without par value, all of one class, i.e., common stock.

SIXTH: The restriction imposed upon the transferability of shares of this Corporation is: If any holder of any shares desires to dispose of the same or any part thereof, he shall have no right or power to dispose of the same to any person without first making a written offer to sell the same to the Corporation, which shall have the right within fifteen (15) days after receipt of such offer to elect to purchase the same at the book value thereof, as shown on the last annual statement of the Corporation, plus or minus the stock's pro rata proportion of the net profits or losses of the Corporation for the part of the fiscal year elapsed since the date of the last annual statement to the date of acceptance by the Corporation of the offer to sell the stock.

SEVENTH: The Corporation shall have no Board of Directors from and after the date of the first organizational meeting of the Corporation next following the acceptance of these Articles of Incorporation by the State Department of Assessments and Taxation, and the names of the Directors who shall act until said organizational meeting are Roger C. Quicke, P.O. Box 193, Stevensville, Maryland, 21666 and Ethel D. Quicke, P.O. Box 193, Stevensville, Maryland, 21666.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 2nd day of February 1981.

Witness:

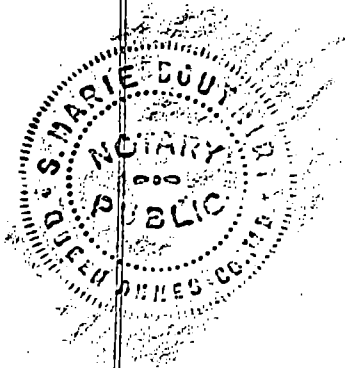
Roger C. Quicke  
Roger C. Quicke

Eugene S. Anderson

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

This is to certify that on the 2nd day of January, 1981, before me a Notary Public of the State of Maryland, personally appeared Roger C. Quicke and acknowledged the foregoing Articles of Incorporation to be his act.

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



A. Marie Douthett  
Notary Public  
My commission expires July 1, 1982



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

ARTICLES OF INCORPORATION  
OF  
EASTERN BAY CORPORATION

860

THIS arts./inc WA  
RECEIVED FOR RECORD THIS 24th  
DAY OF Aug 1981 AT 11:14 A.M.  
AND RECORDED IN  
LIBER MWM 6 folio 550 Arts  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

CLERK

*Marguerite M. Martin*

AUG 24-81 \* 25704 \*\*\*\*\*5.00  
AUG 24-81 A #25704 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 6, 1981 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2498, folio 0848 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.



1981 AUG 24 AM 11:14  
QUEEN ANNES COUNTY

*William J. Sumner*

A 107315

9/16/81 original mailed to Arnold F. Leuckmann, P.A.  
Suite 500, Lafayette Bldg.  
40 W. Chesapeake Ave.  
Towson, MD 21204

1157 6 PAGE 55A

0246

ME

ARTICLES OF INCORPORATION

OF

HARRY LOHMAN HOMES, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, F. Kirk Kolodner, whose post office address is Suite 500, Lafayette Building, 40 W. Chesapeake Avenue, Towson, Maryland 21204, being at least eighteen 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 referred to as the "Corporation") is:

HARRY LOHMAN HOMES, 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 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 or otherwise acquire, own, and hold, such real and personal property of every kind and description, within and without the State of Maryland, or any part of the world, suitable, necessary or useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

(d) 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 of the acts and things herein set forth, and all such other acts, things and business or business 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 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; 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 corporations.

(e) 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.

(f) The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration or specific of 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 Arnold Fleischmann, whose post office address is 500 Lafayette Building, 40 W. Chesapeake Avenue, Towson, Maryland 21204. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: 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 one (1).

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

Harry Lohman

SIXTH: The total number of shares of capital 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 Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a

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

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 such surplus or net profits in purchasing or acquiring any of the shares of 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, 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.

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, 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 Director, officer or employee may be entitled under any By-Law, vote of shareholders, or otherwise.

0253

TWELFTH: The duration of the Corporation shall be perpetual.

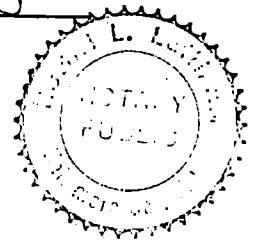
IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 21st day of January, 1981.

*F. Kirk Kolodner*  
F. Kirk Kolodner

STATE OF MARYLAND, BALTIMORE COUNTY, TO WIT:

I HEREBY CERTIFY that on this 21st day of January, 1981, before me, a Notary Public in and for the State and County aforesaid, personally appeared F. Kirk Kolodner, and acknowledged the foregoing Articles of Incorporation to be his act.

*Robert L. Lehman*  
Notary Public



My Commission Expires: 7/1/82

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

I HEREBY CERTIFY THAT

THIS Arts, Inc WA:  
RECEIVED FOR RECORD THIS 24th  
DAY OF Aug 1981 AT 11:15 A.M

ARTICLES OF INCORPORATION  
OF

HARRY LOHMAN HOMES, INC.

RE ..... AND RECORDED IN  
LIBER MWM #6 folio 554 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Manpin*

AUG 24-81 \* 25705 \*\*\*\*\*5 50  
AUG 24-81 A 25705 \*\*\*\*\*5 50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 27, 1981 at 4:30 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2497, folio 0245 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.



CLERK  
1981 AUG 24 AM 11:15  
QUEEN ANNE'S COUNTY

*William J. Lawrence*

A 106818

5.50



LINDA PALOMA, INC.

ARTICLES OF AMENDMENT

LINDA PALOMA, 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 Articles of Incorporation filed with, received and approved by the State Department of Assessments and Taxation of Maryland on October 25, 1979, are hereby amended as follows:

1. Article Second of the Articles of Incorporation setting forth the name of the Corporation is hereby amended to read as follows:

"The name of the corporation is Shoreham Squab, Inc."

SECOND: At a duly convened meeting of the Board of Directors on January 15, 1981, a resolution setting forth the foregoing amendment to the Articles of Incorporation was unanimously approved and adopted by those Directors present at said meeting, which constituted a majority of the entire Board of Directors; and further that said amendment was approved by a majority of the stockholders entitled to vote thereon at a duly called special meeting of the stockholders of Linda Paloma, Inc. on January 30, 1981.

IN WITNESS WHEREOF, Linda Paloma, Inc. had caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 2<sup>nd</sup> day of February, 1981.

Linda Paloma, Inc.

BY:

*[Signature]*  
President

*[Signature]*  
Secretary

LAW OFFICES  
PRICE & FOSTER

Original mailed 9/25/81 to Robert R. Phil, Jr., Esq.  
103 Lawyers Row  
Centerville, MD 21617

STATE OF MARYLAND )  
QUEEN ANNE'S COUNTY )

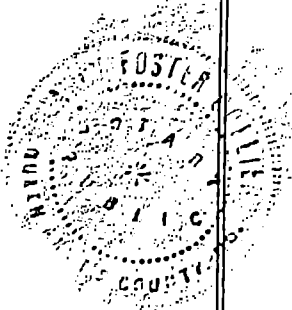
TO WIT:

I HEREBY CERTIFY, that on this 2nd day of Feb. 1981, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared E. Stephen Winson President of Linda Paloma, 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 Louise F. Genow, and made oath in due form of law that she was Secretary of the meeting of the Board of Trustees 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 Amendment are true.

WITNESS my hand and Notarial Seal.

Mary J. Collins  
Notary Public

My commission expires: 7/1/82



## LINDA PALOMA, INC.

## INFORMAL ACTION OF THE BOARD OF DIRECTORS

January 15, 1981

The undersigned, constituting all of the Directors of Linda Paloma, Inc., a Maryland Corporation, (hereinafter referred to as the "Corporation"), in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the amendment to the Articles of Incorporation of the Corporation as set forth in the form of the Articles of Amendment of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby advised.

RESOLVED: That the Articles of Amendment be submitted for consideration by all of the stockholders entitled to vote thereon at the next annual meeting of such stockholders.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed in the name and on behalf of the Corporation to execute, acknowledge, seal and file with the State Department of Assessments and Taxation of Maryland such Articles of Amendment following the due approval thereof by the stockholders of the Corporation, and to take any and all other actions and to execute, acknowledge, seal and file

any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Directors may be executed in counterparts.

WITNESS the execution hereof the day and year first above written.

WITNESS:

Robert M. Price Jr  
Robert M. Price Jr  
Robert M. Price Jr

BOARD OF DIRECTORS:

John L. ...  
George F. ...  
Henry R. ...

LINDA PALOMA, INC.

ARTICLES OF AMENDMENT

LINDA PALOMA, 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 Articles of Incorporation filed with, received and approved by the State Department of Assessments and Taxation of Maryland on October 25, 1979, are hereby amended as follows:

1. Article Second of the Articles of Incorporation setting forth the name of the Corporation is hereby amended to read as follows:

"The name of the corporation is  
Shoreham Squab, Inc."

SECOND: At a duly convened meeting of the Board of Directors on January , 1981, a resolution setting forth the foregoing amendment to the Articles of Incorporation was unanimously approved and adopted by those Directors present at said meeting, which constituted a majority of the entire Board of Directors; and further that said amendment was approved by a majority of the stockholders entitled to vote thereon at a duly called special meeting of the Stockholders of Linda Paloma, Inc. on January , 1981.

IN WITNESS WHEREOF, Linda Paloma, Inc. had caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this \_\_\_\_\_ day of \_\_\_\_\_, 1981.

Linda Paloma, Inc.

BY: \_\_\_\_\_  
President

STATE OF MARYDAND )  
QUEEN ANNE'S COUNTY )

TO WIT:

I HEREBY CERTIFY, that on this \_\_\_\_\_ day of \_\_\_\_\_, 1981, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared \_\_\_\_\_ President of Linda Paloma, 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 \_\_\_\_\_, and made oath in due form of law that he was Secretary of the meeting of the Board of Trustees 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 Amendment are true.

WITNESS my hand and Notarial Seal.

\_\_\_\_\_  
Notary Public

My commission expires: 7/1/82

LINDA PALOMA, INC.

INFORMAL ACTION OF STOCKHOLDERS

January 30, 1981

The undersigned, constituting all of the stockholders of Linda Paloma, Inc., a Maryland corporation (hereinafter referred to as the "Corporation"), in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the amendment to the Articles of Incorporation of the Corporation as set forth in the form of the Articles of Amendment of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the President of the Corporation is hereby authorized and directed to file with the State Department of Assessments and Taxation of Maryland Articles of Amendment in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute, acknowledge, seal, and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Stockholders may be executed in counterparts.

WITNESS the execution hereof the day and year first above written.

WITNESS:

STOCKHOLDERS:

Robert M. Price  
Robert M. Price

Stephen W. R.  
Philip R. G.  
Loane M. Geran

LINDA PALOMA, INC.

ARTICLES OF AMENDMENT

LINDA PALOMA, 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 Articles of Incorporation filed with, received and approved by the State Department of Assessments and Taxation of Maryland on October 25, 1979, are hereby amended as follows:

1. Article Second of the Articles of Incorporation setting forth the name of the Corporation is hereby amended to read as follows:

"The name of the corporation is  
Shoreham Squab, Inc."

SECOND: At a duly convened meeting of the Board of Directors on January , 1981, a resolution setting forth the foregoing amendment to the Articles of Incorporation was unanimously approved and adopted by those Directors present at said meeting, which constituted a majority of the entire Board of Directors; and further that said amendment was approved by a majority of the stockholders entitled to vote thereon at a duly called special meeting of the Stockholders of Linda Paloma, Inc. on January , 1981.

IN WITNESS WHEREOF, Linda Paloma, Inc. had caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this \_\_\_\_\_ day of \_\_\_\_\_, 1981.

Linda Paloma, Inc.

BY: \_\_\_\_\_  
President



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

I HEREBY CERTIFY, that on this \_\_\_\_ day of \_\_\_\_\_, 1981, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared \_\_\_\_\_, President of Linda Paloma, 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 \_\_\_\_\_, and made oath in due form of law that he was Secretary of the meeting of the Board of Trustees 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 Amendment are true.

WITNESS my hand and Notarial Seal.

\_\_\_\_\_  
Notary Public

My commission expires: 7/1/82

LINDA PALOMA, INC.

NOTICE OF A SPECIAL MEETING OF THE  
STOCKHOLDERS OF LINDA PALOMA, INC.

TO:

Stockholders of Linda Paloma, Inc.

*W*

Notice is hereby given that a Special Meeting of the Stockholders of the Corporation will be held at the Corporation's office and principal place of business, Conquest Farms, Centreville, Maryland, on January 30, 1981 at o'clock p.m. for the purposes of:

1. Taking action on the Articles of Amendment as advised by the Board of Directors, attached hereto and incorporated by reference herein.
2. Conducting such other business as may properly come before the meeting.

DATED: January 15, 1981

Louis F. Gerow  
Secretary

LINDA PALOMA, INC.

ARTICLES OF AMENDMENT

LINDA PALOMA, 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 Articles of Incorporation filed with, received and approved by the State Department of Assessments and Taxation of Maryland on October 25, 1979, are hereby amended as follows:

1. Article Second of the Articles of Incorporation setting forth the name of the Corporation is hereby amended to read as follows:

"The name of the corporation is Shoreham Squab, Inc."

SECOND: At a duly convened meeting of the Board of Directors on January , 1981, a resolution setting forth the aforegoing amendment to the Articles of Incorporation was unanimously approved and adopted by those Directors present at said meeting, which constituted a majority of the entire Board of Directors; and further that said amendment was approved by a majority of the stockholders entitled to vote thereon at a duly called special meeting of the Stockholders of Linda Paloma, Inc. on January , 1981.

IN WITNESS WHEREOF, Linda Paloma, Inc. had caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this \_\_\_\_ day of \_\_\_\_\_, 1981.

Linda Paloma, Inc.

BY: \_\_\_\_\_  
President

STATE OF MARYLAND )  
QUEEN ANNE'S COUNTY )

TO WIT:

I HEREBY CERTIFY, that on this \_\_\_\_ day of \_\_\_\_\_, 1981, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared \_\_\_\_\_, President of Linda Paloma, 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 \_\_\_\_\_, and made oath in due form of law that he was Secretary of the meeting of the Board of Trustees 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 Amendment are true.

WITNESS my hand and Notarial Seal.

\_\_\_\_\_  
Notary Public

My commission expires: 7/1/82

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

THIS Art / Amend WAS  
RECEIVED FOR RECORD THIS 24th  
DAY OF Aug 1981 AT 11:16 A.M.  
RE AND RECORDED IN  
LIBER NUM 6 folio 561 Cts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.

ARTICLES OF AMENDMENT  
OF

LINDA PALOMA, INC.,  
Changing its name to:  
SHOREHAM SQUAB, INC.

861

CLERK

*Margurite M. Martin*

REC-81 \* 25700 AM-81-057  
AUG-81 A #25706 AM-81-057

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 6, 1981 at 4:00 o'clock P M. as in conformity  
with law and ordered recorded.

13

Recorded in Liber 2498, folio 928 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 34.00 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*



1981 AUG 24 11:15  
COUNTY

A 107326

LIBER 6 page 573

6 574

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ARTICLES OF INCORPORATION  
OF  
THE IMPORT CONNECTION, LTD.  
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:

THE IMPORT CONNECTION, LTD.

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 buy, sell, lease, trade, store, repair and deal in any manner with automobiles and motor vehicles of any kind and all parts, accessories and supplies of any description used in connection with automobiles and motor vehicles;

(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

10/20/81 original mailed to John W. Sause, Jr.  
204 N. Commerce St.  
Centreville, MD. 21617

- 2 -

liabilities, and borrow money;

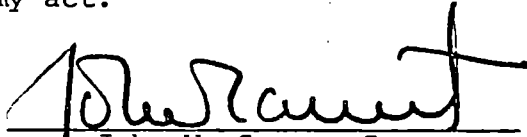
(e) To engage in any other lawful business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other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

FIFTH: The address of the principal office of the Corporation in this State is: 520 Saddler Road, Grasonville, Queen Anne's County, Maryland 21638. The resident agent of the Corporation is: Gordon P. Gardner, III, whose address is: 520 Saddler Road, 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 Gordon P. Gardner, III 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 23rd day of February, 1981, and I certify those Articles to be my act.

  
John W. Sause, Jr.



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

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS arts./inc WAS

OF

THE IMPORT CONNECTION, LTD.

929

RECEIVED FOR RECORD THIS 9th

DAY OF Oct. 1981 AT 10:43 A.M.

AND RECORDED IN

LIBER MWM #6 folio 575 arts.

RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

OCT -9-81 \* 27297 \*\*\*\*\*00  
OCT -9-81 A #27297 \*\*\*\*\*00

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 24, 1981 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2500, folio 116, 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, CLERK  
1981 OCT -9 AM 10:43  
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.

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

*J. Edwin Mueller*



A 108053

ARTICLES OF INCORPORATION

OF

EASTERN SHORE HUNTING SERVICE, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Elmer B. Henry, whose post office address is Route 1, Box 171, Queenstown, Queen Anne's County, Maryland (21658), an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

EASTERN SHORE HUNTING SERVICE, INC.

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

(a) To own, conduct, operate, maintain and carry on a guide service for hunters and fishermen, to provide facilities for the taking of wild game, fowl or fish, and to provide other usual and customary services and provisions thereunto customary, usual or convenient in the conduct of such business, wheresoever situate in the State of Maryland or otherwise.

(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, owned, leased, 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.

(d) 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 type and kinds, whether purchased on a domestic or foreign market.

(e) 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.

(f) Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make contracts, incur liabilities, borrow money, secure performance bonds, issue notes, bonds, debentures, stock or other obligations in payment for property purchased or acquired by the corporation; mortgage, assign or pledge any stocks, bonds, accounts receivable or to guarantee any dividend or bond or contract or other obligation; to secure any bonds or other obligations by it issued or incurred; and in carrying out and performing its business and furthering its objectives and purposes, to do all manner of things reasonable and proper in the premises; and further to be vested with all of the powers set forth by the Public General Laws of Maryland and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, however, that any and all of the foregoing powers shall be exercised only in conformity with the Laws of the State of Maryland.

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

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges, granted to, or conferred upon, corporations of a similar character by the Public General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude 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 is Route 1, Box 171, Queenstown, Queen Anne's County, Maryland (21658), and the resident agent of the corporation is Elmer B. Henry, whose post office address is Route 1, Box 171, Queenstown, Queen Anne's County, Maryland (21658). Said resident agent is a citizens of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have at least three, and not more than ten directors, and Elmer B. Henry, whose post office address is Route 1, Box 171, Queenstown, Maryland (21658), William Alec Hampton, whose post office address is Box 223, Bennett's Point Road, Queenstown, Maryland (21658) and Shirley V. Henry, whose post office address is Route 1, Box 171, Queenstown, Maryland (21658), shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.

SIXTH: The authorized capital of the corporation shall be \$100,000.00. The total number of shares of stock which the corporation has authority to issue is ten thousand (10,000) shares of a par value of Ten Dollars (\$10.00) each, 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 party 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 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.

(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 5 day of March, 1981.

WITNESS:

James H. Brown Jr.

Elmer B. Henry (SEAL)  
ELMER B. HENRY

STATE OF MARYLAND

TO WIT:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of March 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County foresaid, personally appeared Elmer B. Henry, and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

  
NOTARY PUBLIC

My Commission Expires: 7-1-1982

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS Art. / Inc WAS

OF

RECEIVED FOR RECORD THIS 9th DAY OF Oct 1981 AT 10:44 A.M. EASTERN SHORE HUNTING SERVICE, INC.

940

RE AND RECORDED IN

LIBER MWM #6 folio 578 RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

*Marguerite M. Martin*

OCT-9-81 \* 27298 \*\*\*\*\*00  
OCT-9-81 A #27298 \*\*\*\*\*00

approved and received for record by the State Department of Assessments and Taxation of Maryland March 6, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2500, folio 2706 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'S OFFICE  
1981 OCT -9 AM 10:44  
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.

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

*J. Edwin Mueller*



A 108400

drb

URFF

6 PAGE 583

10/30/81 original mailed to Samuel Brown, Esq. P.O. Box 858  
75 Franklin St. Annapolis, MD 21404

2498

6 MAR 584

BEACH HARBOR CAMPERS COOPERATIVE, INC.

ARTICLES OF INCORPORATION

FIRST: We, James C. Foote, Michael Corbett, Michael P. Darrow, Samuel J. Brown, and Carl Stamates, whose Post Office address is Beach Harbor Campgrounds, Route 50, Grasonville, Maryland, all being at least 18 years of age, hereby form a Cooperative, by and virtue of the General Laws of the State of Maryland, and more specifically the Corporation and Associations Title, Article 5-6A.

SECOND: The name of the Cooperative (which is hereby referred to as "Cooperative" is:

BEACH HARBOR CAMPERS COOPERATIVE, INC.

THIRD: The names, addresses and state of residence of each of the Incorporators of this Cooperative is as follows:

- |  |  |
|--|--|
| a.) James C. Foote<br>1825 George Street<br>Annapolis, MD 21401    | d.) Samuel J. Brown<br>75 Franklin Street<br>Annapolis, MD 21401 |
| b.) Michael Corbett<br>1825 George Street<br>Annapolis, MD 21401   | e.) Carl Stamates<br>1825 George Street<br>Annapolis, MD 21401   |
| c.) Michael P. Darrow<br>75 Franklin Street<br>Annapolis, MD 21401 |  |

FOURTH: The purposes for which this Cooperative is formed are:

a.) To act as a selling or buying agent for its members, who are intended to be campers or prospective campers at the Beach Harbor Campground located in Queen Annes County. It is also the intention to purchase or otherwise require goods or services for its members so as to make it more convenient for them to live in the campground area, to have a permanent campground use, on a yearly basis, to have the amenities at the campground which will make their life at the campground much easier and more enjoyable.

b.) In addition to do anything permitted in Section 5-500 and 5-6A of the Corporations and Associations Articles of the Annotated Code of Maryland, as amended from time to time.



FIFTH: The campgrounds shall be located on 42 acres more or less in Queen Annes County, with an address as Beach Harbor Campgrounds, Route 50, Grasonville, Maryland 21638.

SIXTH: Until further notice the name and post office address for the Resident Agent of the Cooperative in this State is Samuel J. Brown, 75 Franklin Street, Annapolis, Maryland 21401.

SEVENTH: The property rights of all of the members are equal with the right of each member to have the exclusive use of a specific lot of ground, and to have the overall use of the common areas of the Beach Harbor Campground. Each newly admitted member so long as they are leasing campground site and pay the appropriate dues from time to time, as assessed. It is understood that all members of the campground are to have long term interest in , and being associated with the organization, and no non-stockholders will be permitted to be members of the Cooperative.

EIGHTH: The Cooperative is authorized to issue 1000 shares of capital stock at no par value. One share of stock shall be issued to each member; and each member shall have an equal voting right pursuant to the requirements of the Annotated Code of Maryland.

NINTH: This Cooperative shall operate on a non-profit basis, for the best interest of its members; to offer the best facilities available for camping, and to provide them with the best services necessary to insure a more comfortable camping experience.

TENTH: a.) As used in this Article Tenth, 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 apply.

b.) The Cooperative shall indemnify a present or former director or officer of the Cooperative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

c.) With respect to any cooperative representative other than a present or former director or officer, the Cooperative may indemnify such cooperative 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 cooperative representative other than a 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 Cooperative shall not indemnify such cooperative 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 members, who were not parties to the proceeding, that indemnification of such cooperative 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 23rd day of February, 1980, and I acknowledge the same to be my act.

WITNESS:

Glaine P. Stice  
[Signature]  
[Signature]  
[Signature]

[Signature]  
JAMES C. FOOTE  
[Signature]  
MICHAEL CORBETT  
[Signature]  
MICHAEL P. DARROW  
[Signature]  
SAMUEL J. BROWN  
[Signature]  
CARL STAMATES

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

I HEREBY CERTIFY THAT

THIS arts / inc WAS  
RECEIVED FOR RECORD THIS 9<sup>th</sup>  
DAY OF Oct 1981 AT 10:44 A.M.

ARTICLES OF INCORPORATION

OF

RE ..... AND RECORDED IN  
LIBER MWM #6 folio 584 Arts BEACH HARBOR CAMPERS COOPERATIVE, INC.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Maxfield*

**L 998**

OCT -9-81 \* 27290 \*\*\*\*\*00  
OCT -9 81 A 27290 \*\*\*\*\*00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 17, 1981 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2501, folio 2495, 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 \$ \_\_\_\_\_

CLERK  
1981 OCT -9 AM 10:44  
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.

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

*[Signature]*



A 108861

10/20/81 original mailed to P & M Produce, Inc.  
Maryland Produce Market  
Jessup, MD 20794

3214

LIBER 6 PAGE 588

P & M Produce, Inc.  
Maryland Produce Market  
Jessup, Maryland 20794

Phillip Marsiglia  
Richard Marsiglia

799-7676  
269-1579

March 6, 1981

18  
54 AM '81

State Department of Taxation & Assessments  
301 W. Preston Street  
Baltimore, Md. 21201

MAR 11

Dear Sirs,

With this letter we wish to notify the State Department of Taxation that we are changing the resident agent for our corporation.

Our previous resident agent was: Mitchell B. Gerson  
23 West Middle Lane  
Rockville, Md. 20850

Our new resident agent is: Phillip C. Marsiglia  
310 Queen Anne Club Dr.  
Stevensville, Md. 21666

This change is effective March 1, 1981.

Mr. Marsiglia is an adult citizen of the State of Maryland.

The principal office of the corporation is located at  
310 Queen Anne Club Drive, Stevensville, Md. 21666.

We have adopted this change pursuant to a resolution of the Board of Directors of P & M Produce, Inc.

Sincerely,

Phillip C. Marsiglia, President  
P & M Produce, Inc.

3215

# P & M Produce, Inc.

Maryland Produce Market  
Jessup, Maryland 20794

Phillip Marsiglia  
Richard Marsiglia

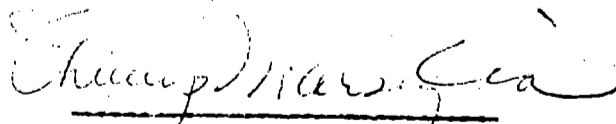
799-7676  
269-1579

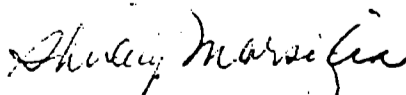
## Unanimous Written Consent in Lieu of Meeting of BOARD OF DIRECTORS OF P & M PRODUCE, INC.

Pursuant to Article II, paragraph 9 of the By-Laws of P & M Produce, Inc., the Board of Directors of P & M Produce, Inc., do hereby unanimously agree and consent as follows:

RESOLVED, that the resignation of Mitchell E. Gerson, 23 West Middle Lane, Rockville, Md., 20850, having been duly received by the members of the Board is hereby accepted, and appointment of Phillip C. Marsiglia, 318 Mason Argo Club Drive, Stevensville, Md., 21666, having been duly made, is approved by the Board as resident agent for P & M Produce, Inc.

WITNESSED, we hereby set our hands on this 31st day of February, 1981.

  
Phillip Marsiglia, Director

  
Cheryl Marsiglia, Director

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT & AGENT'S ADDRESS

OF

R&M PRODUCE, INC.

1030

*2*

received for record March 11, 1981  
and recorded on Film No. 2500

, at 8:30 A.M.  
Frame No. 3213 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

RECEIVED  
CLERK OF COURT  
1981 OCT -9 AM 10:45  
QUEEN ANNE'S COUNTY

AA N<sup>o</sup> 18627A.

Special Fee Paid \$5.00  
Recording Fee Paid \$3.00  
Total \$8.00

OCT-9-81 27:30 AM 11 25  
OCT-9-81 A 27:30 AM 11 25

Mr. Clerk Mail to: R&M Produce, Inc.  
Maryland Produce Market  
Jessup, Maryland 20794

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Arts/Inc* WAS  
RECEIVED FOR RECORD THIS *9th*  
DAY OF *Oct* 1981, AT *10:45 A.M.*  
RE ..... AND RECORDED IN  
LIBER *MWM#6 folio 588 Arts*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Marpin*

BAKER'S LIQUORS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Michael R. Foster, whose post office address is P.O. Box 367, Shopping Center Road, 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

BAKER'S LIQUORS, INC.

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

1. To engage in the operation of a retail store for the sale of beer, wine, liquor and other spirits, together with retail food and grocery products.

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 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 143, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Wheeler R. Baker, Route 1, Box 401, Marling Farms, Chester, Maryland 21619. Said Resident Agent is an individual actually residing in this State.

LAW OFFICES  
PRICE & FOSTER

LIBER

6 OCT 591

11-2-81-orig mailed R.R. Price Jr. Esq  
Centerville Md.

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:

Wheeler R. Baker

Holly Ewing Baker

Michael R. Foster

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

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

2. The Board of Directors 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 or 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 interest

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 19<sup>th</sup> day of March, 1981, and I acknowledge the same to be my act.

WITNESS:

Kathryn Johnson

Michael R. Foster (SEAL)  
Michael R. Foster

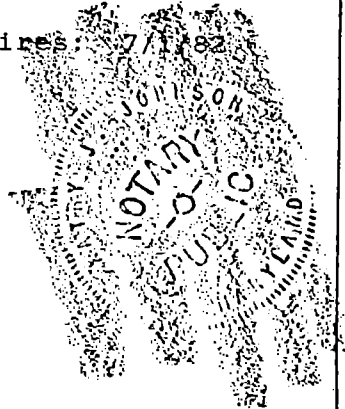
STATE OF MARYLAND )  
QUEEN ANNE'S COUNTY ) TO WIT:

I HEREBY CERTIFY, that on this 20<sup>th</sup> day of March, 1981, 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.

Kathryn Johnson  
Notary Public

My commission expires: 7/1/82



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

ARTICLES OF INCORPORATION

1015

THIS arts./inc WAS  
RECEIVED FOR RECORD THIS 16<sup>th</sup>  
DAY OF Oct 19 81 AT 10:21 A.M.

OF  
BAKER'S LIQUORS, INC.

BE ..... AND RECORDED IN  
LIBER MUM# 6 folio 591 arts.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK, CIRCUIT COURT  
1981 OCT 16 AM 10:21  
QUEEN ANNE'S COUNTY

OCT 16-81 A #27469 \*\*\*\*\*550

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 27, 1981 at 9:30 o'clock A.M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2502 folio 1735 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 109188

BW

11-2-81-orig mailed Thomas J. Keating IV  
108 N. Washington  
Box 1474  
Easton Md. 21601

1137

LIBER

6 PAGE 598

ARTICLES OF INCORPORATION  
of  
AMERICAN WEB PRESS MFG. CORP.

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 (18) years of age and acting as incorporator, do hereby form a corporation under and by virtue of the laws of the State of Maryland.

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

AMERICAN WEB PRESS MFG. CORP.

THIRD: That the purposes for which the Corporation is formed and the powers which it shall have for the carrying out of such purposes, are as follows:

(a) To design, construct, manufacture, fabricate, purchase, import, lease or otherwise acquire; to hold, use, operate, modify, change, transport, service and otherwise maintain; and to sell, pledge, mortgage, lease, exchange, export 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 printing presses and/or components thereof, and any and all materials, machinery, tools, 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 and partly for the securities of the Corporation; to acquire, by purchase or otherwise, real and/or personal property, property rights, business, good will, franchises and assets of every kind of any corporation carrying on the aforesaid business or any other business that the Corporation may be authorized to carry on; and to pay for the same, in stock of the Corporation, in cash, or otherwise, in the manner provided by the laws of the State 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, however, that in transaction of its business, the Corporation shall be subject to the laws and statutes of each state, territory or foreign country in which the same may be transacted or in which its property may be located.

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

purpose, power, 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 is subject in all particulars to the Laws of the State of Maryland.

FOURTH: That the post office address of the principal office of the Corporation in this State is P.O. Box 130, Centreville, Maryland, 21617. The name and street address of the resident agent of the Corporation in this State is Arthur H. Kudner, Jr., c/o Tidewater Publishing Corp., Routes 301 and 304, Centreville, Maryland. Said resident agent is an adult 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 1,000,000 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 \$1,000,000.

SIXTH: That the corporation shall have two directors initially, subject to increase as may be provided for in the By-Laws, and Arthur H. Kudner, Jr. and Rolf Hantscho 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 its directors and stockholders:

(a) The Board of Directors of the Corporation shall have the power, from time to time, to authorize the issuance of shares of its stock, with or without par value, of any class, for such considerations, as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject, however, to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or 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.

(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, 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.

(d) No holder 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.

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

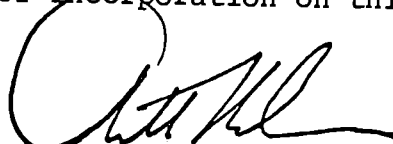
(f) The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth, or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance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

(g) The Board of Directors shall have 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, 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 26 day of March, 1981.

WITNESS:

Francis A. Rippis



ARTHUR H. KUDNER, JR.

(SEAL)



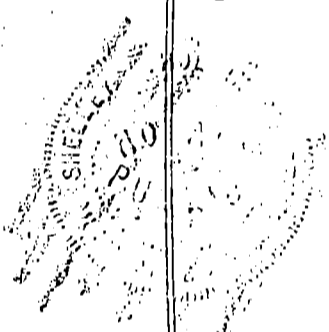
STATE OF MARYLAND, COUNTY OF QUEEN ANNE, to wit:

I HEREBY CERTIFY that on this 26<sup>th</sup> day of March 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the 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.

*Shelley B. Hollingworth*  
NOTARY PUBLIC

My Commission Expires:  
*July 1, 1982*



LIBER

6 PAGE 602

1049

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

ARTICLES OF INCORPORATION  
OF

AMERICAN WEB PRESS MFG. CORP.

I HEREBY CERTIFY THAT  
THIS arts/ inc WAS  
RECEIVED FOR RECORD THIS 16<sup>th</sup>  
DAY OF Oct 1981 AT 10:21 A.M.

AND RECORDED IN  
LIBER MWM #6 folio 598 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

RECORDED  
CLERK, CIRCUIT COURT  
1981 OCT 16 AM 10:21  
QUEEN ANNE'S COUNTY

OCT 16-81 A 27470 \*\*\*\*\*50

CLERK

*Marguerite de Marbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 3, 1981 at 4:00 o'clock P.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2503, folio 1136 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 200.00 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. Semmons*



dr-b

A 109540

SILVER ISLAND, LTD.

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, Joseph H. Rouse, whose post office address is 106 Baltimore-  
Annapolis Boulevard, N. W., 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 called the  
"Corporation") is SILVER ISLAND, LTD.

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 conduct and carry on a retail restaurant and tavern business  
which shall include the sale of beer, wine, liquor and any and all alcoholic  
beverages, whether sold over the counter for the consumption on the premises,  
or whether sold as package goods for the consumption off the premises; any  
business associated with the sale of such alcoholic beverages or related  
products; for the sale of food for the consumption on or off of the premises;  
any business commonly known as a restaurant and/or carry-out, by the general  
public; operate any amusement machines for profit, including pool tables,  
pinball machines, game machines, and the like on the premises; to offer  
musical entertainment in conjunction with the sale of alcoholic beverages  
and/or sales of food to the public, whether by live or recorded means; and to  
engage in any other lawful purpose and/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.

APR 7 10 20 AM '81

11-2-81-orig mailed Joseph H. Rouse Esq  
106 B & A Blvd. N.W.  
Glen Burnie Md.

FIFTH: The post office address of the principal office of the Corporation in this State is Box 278, Route 18, Stevensville, Queen Anne's County, Maryland, 21666. The name and post office address of the Resident Agent of the Corporation in this State is Joseph H. Rouse, 106 Baltimore-Annapolis Boulevard, N. W., Glen Burnie, Maryland, 21061. 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 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 Joseph H. Rouse.

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 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

02850

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 first day of April, 1981, and I acknowledge the same to be my act.

Lucas S. Keckler  
Witness

Joseph H. Rouse  
JOSEPH H. ROUSE

1077

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

ARTICLES OF INCORPORATION  
OF

SILVER ISLAND, LTD.

I HEREBY CERTIFY THAT  
THIS arts/enc WAS  
RECEIVED FOR RECORD THIS 16th  
DAY OF Oct 19 81 AT 10:22 A.M.  
RE ..... AND RECORDED IN  
LIBER MWM#6 folio 603 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

RECEIVED  
CLERK, CIRCUIT COURT

OCT 16 81 A 27471 \*\*\*\*\*500

1981 OCT 16 AM 10:22  
QUEEN ANNE'S COUNTY

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 7, 1981 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2503, folio 62857, 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 109781

01703

NEWTRACK SKI SYSTEM INCORPORATED

ARTICLES OF INCORPORATION

FIRST: The undersigned; Harry Moore Fife, James Arthur Fife, Christopher Reed Fife, whose post office address are; 311 Five Farms Drive, Stevensville, Maryland, 9405 Baltimore Avenue College Park, Maryland, 9405 Baltimore Avenue, College Park, Maryland, respectively, 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 the Corporation) is NEWTRACK SKI SYSTEM INCORPORATED.

THIRD: The purpose for which the Corporation is formed are as follows:  
To develop a profit making enterprise to design and market an intergrated and mutually supportive system of equipment and clothing for recreational skiing.

FOURTH: The post office address of the principal office of the Corporation in Maryland is; 311 Five Farms Drive, Stevensville, Queen Anne County, 21660. The name and post office of the resident agent of the Corporation in Maryland is; James Arthur Fife, 311 Five Farms Drive, Stevensville, Queen Anne County, 21660. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares which the Corporation has authority to issue is; 100,000 shares of stock the par value of; one (\$1) dollar a share, all of one class, and having an aggregate par value of; one hundred thousand (\$ 100,000) dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, 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 names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are; Harry Moore Fife (President), James Arthur Fife (Secretary), Christopher Reed Fife (Treasurer).

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed those Articles of Incorporation on 9 April 1981, and acknowledge the same to be our act

Harry Moore Fife      James Arthur Fife      Christopher Reed Fife  
President                      Secretary                      Treasurer

18FB

6 APR 807

11-2-81 - orig mailed Christopher Fife  
9405 Balt. Ave. - College Park Md. 20740

1121

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS arts 1, Inc WAS

RECEIVED FOR RECORD THIS 16<sup>th</sup>

DAY OF Oct 1981 AT 10:22 A.M.

RE ..... AND RECORDED IN

LIBER M.W.M. #6 folio 607 Arts

RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

*Margurite M. Martin*

ARTICLES OF INCORPORATION

OF

NEWTRACK SKI SYSTEM INCORPORATED

RECEIVED  
CLERK, CIRCUIT COURT

1981 OCT 16 AM 10:22

OCT 16-81 A #27472 \*\*\*\*\*5.00

QUEEN ANNE'S COUNTY

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

of Maryland April 9, 1981

at 2:50 o'clock P. M. as in conformity

with law and ordered recorded.

2

Recorded in Liber 2504, folio 1702, 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 110051

drb

*All 6202*



0253

BENNY'S TRUCKING CORPORATION

( A CLOSE CORPORATION UNDER TITLE 4)

ARTICLES OF INCORPORATION

FIRST: The undersigned David A. Cochran whose mailing address is 421 Blossom Tree Court, Annapolis, Md. 21401, being at least eighteen (18) years of age does hereby form a Corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation (hereinafter called Corporation) is Benny's Trucking Corporation.

THIRD: The Corporation shall be a close Corporation as authorized by Title 4.

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

- (a) To engage in hauling and trucking services and individuals and in general to carry on any business of the same general character as the foregoing, or to do any or all of the things hereinafter set forth, and to do all and every-thing necessary, suitable and proper for the accomplishment of any of the purposes herein set forth.
- (b) To acquire, hold, assign, transfer, mortgage, pledge, or otherwise dispose of any and all equipment necessary for the operation of the Corporation.
- (c) To acquire, hold, own, dispose of and generally deal in and deal with any and all grants, options, licenses, concession, franchises, and contracts or any interest therein or rights appertaining thereto; to cause to be formed and to create and to aid in way in the formation of any Corporation domestic or foreign.
- (d) To purchase or otherwise acquire, hold, own, lease, or otherwise dispose of and deal in real property, whatsoever situated and whether improved or unimproved and however improved, and any and all interests therein; and improve, alter, and/or rebuild the same in any way; to construct, purchase, or otherwise dispose of any and all works, plants, and buildings of every kind and description.
- (e) To borrow money, debentures, notes and other obligations, secured and unsecured. for moneys borrowed or in payment for property acquired or for any other objects and purposes of the Corporation in connection with the transaction of any part of it's business. To guarantee the payment principal and interest upon any obligations of any other corporation, co-partnerships, or individual insofar as and to the full extent permitted by the said laws of the State of Maryland
- (f) To engage in any lawful act or activity for which corporation may be organized under the laws of the State of Maryland.
- (g) All of the objectives and purposes above set forth or derived from the general powers of the Corporation may be exercised in the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in Maryland is: Route 1, Box 536C, Chester, Md. 21619. The name and post office address of the resident agent of the Corporation, who is a citizen of Maryland and who actually resides at the aftermentioned address are: John C. Benny, Route 1, Box 536C, Chester, Md. 21619.

6 609

11-2-81- orig mailed John C. Benny  
Rt 1 - Box 536 C  
Chester Md. 21619.

BENNY'S TRUCKING  
ARTICLES OF INCORPORATION

Page Two (2)

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares without par value, all of one class.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations, as to dividends and qualification of each class.

1. All the Corporation's issued stock shall be held by not more than ten (10) persons;
2. All issued stock or transfer shall be offered in writing to the Corporation or other holders of shares of the Corporation with a sixty (60) day "first refusal" option to purchase.


SEVENTH: After the 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 three (3) directors whose names are: John Charles Benny, E. Della Benny and Milton W. Benny, Sr.

EIGHT: 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 business of the Corporation shall be managed by the stockholders. No directors will be elected. The shareholders of the Corporation have the powers and responsibilities that directors would normally have.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation December 20, 1980 and acknowledge same to be my act.

  
David A. Cochran

WITNESS:

  
Spannc Maley

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

ARTICLES OF INCORPORATION  
OF

1151

THIS ..... *art. 1 inc* .....  
RECEIVED FOR RECORD THIS 16<sup>th</sup>  
DAY OF *Oct* 19 *81* AT *10:22A.M.*

BENNY'S TRUCKING CORPORATION

RE ..... AND RECORDED IN  
LIBER *MWM #6 folio 609 Arts*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

RECEIVED  
CLERK, CIRCUIT COURT

1981 OCT 16 AM 10:22 OCT 16 81 A 27473 \*\*\*\*\*500  
QUEEN ANNE'S COUNTY

HERE

*Marguerite M. Marbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 21, 1981 at 9:30 o'clock A M. as in conformity  
with law and ordered recorded.

*3*

Recorded in Liber *1505*, folio *0252*, 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. Lemmon*



A 110306

LIBER 6 611

11-2-81- orig mailed. Walter Litvinick Esq.  
Box F  
Chester Md 21619.

1349

6 PAGE 612

ARTICLES OF INCORPORATION

OF

EASTERN SHORE SEAFOOD, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, GRADY LAVERNE CONAWAY and CHERYL D. CONAWAY, whose post office address is Box 251, Dominion Lane, Chester, Queen Anne's County, Maryland 21619; and THOMAS S. GIANCOLI and GWENDOLYN I. GIANCOLI, whose post office address is 1513 Timber Trail, Suffolk, Virginia 23433; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

EASTERN SHORE SEAFOOD, INC.

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

(a) To buy, sell, shuck, process, pack, can, store, freeze, ship, transport, manufacture, and otherwise deal in and with seafood and seafood products of all kinds, including, but not limited to, oysters, clams, crabs and fish; and to apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, formulae, and the like, which might be used for any of the purposes of the Corporation; and to render all services reasonably related thereto; and to buy, sell, use, handle and deal in and with all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, foods, beverages, and merchandise incidental or related thereto or 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 251, Dominion Lane, Chester, Queen Anne's County, Maryland 21619. The name and post office address of the resident agent of the corporation in this State is Grady Laverne Conaway, P. O. Box 251, Dominion Lane, Chester, Queen Anne's County, Maryland 21619. 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 capital stock which the corporation has authority to issue is 1,000 shares of common stock without par value.

SIXTH: That the corporation shall have four directors initially, subject to increase as may be provided for in the bylaws, and Grady Laverne Conaway, Cheryl D. Conaway, Thomas S. Giancoli and Gwendolyn I. Giancoli 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, the fact of the common directorship or interest is disclosed or known to the Board of Directors and the Board authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director, or the contract or transaction is fair and reasonable to the corporation.

(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, we, the undersigned incorporators have

executed these Articles of Incorporation on this 10th day of March, 1981.

WITNESS:

Emma L. Thomas

Grady Laverne Conaway (SEAL)  
GRADY LAVERNE CONAWAY

Emma L. Thomas

Cheryl D. Conaway (SEAL)  
CHERYL D. CONAWAY

Emma L. Thomas

Thomas S. Giancoli (SEAL)  
THOMAS S. GIANCOLI

Emma L. Thomas

Gwendolyn I. Giancoli (SEAL)  
GWENDOLYN I. GIANCOLI

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

I HEREBY CERTIFY, that on this 10th day of March, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared GRADY LAVERNE CONAWAY, CHERYL D. CONAWAY, THOMAS S. GIANCOLI and GWENDOLYN I. GIANCOLI, who acknowledged the foregoing Articles of Incorporation to be their act and deed, and that they executed the same for the purposes therein contained.

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

Emma L. Thomas  
Notary Public

My Commission Expires July 1, 1982

ARTICLES OF INCORPORATION

OF

EASTERN SHORE SEAFOOD, INC.

1008

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

THIS *arts/ Inc* WAS  
RECEIVED FOR RECORD THIS *16th*  
DAY OF *Oct* 1981 AT *10:22 A.M.*

RE ..... AND RECORDED IN  
LIBER *MWM #6 folio 6.12 Date*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

RECEIVED  
CLERK OF THE COURT

1981 OCT 16 AM 10:22  
QUEEN ANNE'S COUNTY

OCT 16-81 A #27474 \*\*\*\*\*5 00

*Marguerite M. Harbin*

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

of Maryland March 26, 1981 at 1:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*5*

Recorded in Liber *2502*, folio *1348* 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 Co.

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 109135



200 568

180

ARTICLES OF TRANSFER  
BETWEEN  
MCD ENTERPRISES, INC. (MD. CORP.) Transferor  
AND  
MCD ENTERPRISES, INC. (DEL. CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 14, 1930 at 2:30 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2482, folio 23 ~~110-5119-2509~~, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

APR 16 12 31 PM '81

Bonus tax paid \$	Recording fee paid \$ 54.00	Special Fee paid \$
	4.00 Cert. to Montgomery Co. Land Record Office	
	4.00 " " Prince Georges "	
	4.00 " " Queen Annes Co. " "	
	<u>\$ 66.00</u>	

To the clerk of the Circuit Court of Prince Georges County  
IT IS HEREBY CERTIFIED, that the within instrument, together with all indentments thereon, has  
been received, approved 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*



A 100537

LIBER 6 PAGE 617

11-12-51 retained by Charles / Circuit Court

ARTICLES OF TRANSFER

ARTICLES OF TRANSFER entered into this 14th day of August, 1980, by and between MCD ENTERPRISES, INC., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and MCD ENTERPRISES, INC., a Delaware Corporation (hereinafter sometimes referred to as the "Transferee").

**THIS IS TO CERTIFY:**

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

**SECOND:** The name, address and principal place of business of Transferee is:

MCD ENTERPRISES, INC.  
c/o Oppenheimer & Co.  
1 New York Plaza  
New York, New York 10004

**THIRD:** The name and state of incorporation of each corporation party to these Articles of Transfer are as follows:

Transferor is MCD ENTERPRISES, INC., a corporation organized under the laws of the State of Maryland.

Transferee is MCD ENTERPRISES, INC., a corporation organized under the general laws of the State of Delaware.

Transferee was incorporated on January 17, 1980, under the general laws of the State of Delaware and qualified to do business as a foreign corporation in the State of Maryland on August 4, 1980.

**FOURTH:** The nature and amount of the consideration to be paid by the Transferee for the property and assets hereby transferred to it, as set forth in Article TENTH herein, is TWENTY MILLION NINE HUNDRED SIXTY-TWO THOUSAND and NO/100 (\$20,962,000.00) DOLLARS paid partly in cash and partly by the assumption by Transferee of all, except certain agreed upon liabilities of the Transferor. Such cash amount is to be paid to the Transferor and such liabilities are to be assumed by the Transferee in accordance with the terms and conditions set forth in the Agreement of Sale between Transferee and Transferor dated March 29, 1980 (hereinafter referred to as the "Agreement"), which Agreement is incorporated by reference herein.

**FIFTH:** The principal office of the Transferor is in Prince George's County, Maryland and Transferor owns an interest in real property located in Prince George's County, Montgomery County and Queen Anne's County, Maryland, being all that property more particularly described on Exhibit "A" attached hereto and made a part hereof.

**SIXTH:** The principal office of Transferee is in Prince George's County, Maryland. Transferee owns no real property in the State of Maryland.

**SEVENTH:** The location of the principal office of Transferee in the State of Delaware is 100 Tenth Street, Wilmington, Delaware 19801. The name and address of the Transferee's resident agent in the State of Maryland is: The Corporation Trust, Incorporated, First Maryland Building, 25 South Charles Street, Baltimore, Maryland 21201.

200 570

2511  
082510

EIGHTH: As to the Transferor, the terms and conditions of the Agreement to be affected pursuant to these Articles of Transfer were advised, authorized and approved in the manner and by the vote required by the Charter of Transferor and by the laws of the State of Maryland under which Transferor was organized.

The terms and conditions of the Agreement were approved at the Annual Meeting of Stockholders of Transferor held on July 31, 1980 by the affirmative vote of at least two-thirds of all the votes entitled to be cast on such matter, and were duly authorized by the Board of Directors of the transferor.

NINTH: As to Transferee, the terms and conditions of the Agreement to be affected pursuant to these Articles of Transfer were advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Delaware under which Transferee was organized.

The terms and conditions of the Agreement were approved by written consent of the Sole Stockholder of the Transferee on August 3, 1980.

TENTH: In consideration of the payment to Transferor of TWENTY MILLION NINE HUNDRED SIXTY-TWO THOUSAND AND NO/100 (\$20,962,000.00) DOLLARS paid partly in cash and partly by the assumption by Transferee of all, except certain agreed upon liabilities of Transferor, Transferor does hereby sell, transfer, assign, convey and deliver to Transferee, its successors and assigns substantially all of the assets of the Transferor pursuant to the Agreement.

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

IN WITNESS WHEREOF, MCD ENTERPRISES, INC., a Maryland Corporation, and MCD ENTERPRISES, INC., a Delaware Corporation, parties to these Articles of Transfer, have caused these Articles of Transfer to be signed and acknowledged in their respective names and on their behalf by their respective presidents and attested by their respective secretaries, secretary or assistant secretaries, as of this 14th day of August, 1980.

Attest: Herndon G. Kilby  
Herndon G. Kilby Secretary

MCD ENTERPRISES, INC.  
By: Warren W. Pearce, Jr.  
Warren W. Pearce, Jr. President

Attest: Harry D. Barney  
Harry D. Barney Secretary

MCD ENTERPRISES, INC.  
By: Warren W. Pearce, Jr.  
Warren W. Pearce, Jr. President

THE UNDERSIGNED, President of MCD ENTERPRISES, INC., who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Transfer 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 authorization and the approval thereof are true in all material respects, under the penalties of perjury.

Warren W. Pearce, Jr.  
Warren W. Pearce, Jr. President

THE UNDERSIGNED, President of Transferee, who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Transfer 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 authorization and approval thereof are true in all material respects, under the penalties of perjury.

Warren W. Pearce, Jr.  
Warren W. Pearce, Jr. President

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002525

CONFIRMATORY DEED

THIS CONFIRMATORY DEED, made this \_\_\_\_\_ day of \_\_\_\_\_, 1980, by and between MCD ENTERPRISES, INC., successor by merger to Maryland Community Developers, Inc., a body corporate of the State of Maryland ("Transferor"), party of the first part and MCD ENTERPRISES, INC., a body corporate of the State of Delaware ("Transferee"), party of the second part.

WITNESSETH:

WHEREAS, in accordance with the terms and provisions of various Sections of the Corporations and Associations Article of the Annotated Code of Maryland (1975 Edition), as amended, Transferor herein did transfer all or substantially all of its property and assets unto the Transferee herein, as will appear by reference to Articles of Transfer dated the \_\_\_\_\_ day of \_\_\_\_\_, 1980, filed for record with the State Department of Assessments and Taxation on the \_\_\_\_\_ day of \_\_\_\_\_, 1980, and

WHEREAS, in order to confirm and further evidence such transfer of public record in and among the Land Records of Queen Anne's County, Maryland, this Confirmatory Deed is executed in accordance with the provisions of Section 3-115 of the Corporations and Associations Article of the Annotated Code of Maryland 1975 Edition), as amended.

NOW, THEREFORE, THIS CONFIRMATORY DEED WITNESSETH, that in consideration of the premises and the sum of One Dollar and other good and valuable consideration, the receipt whereof being hereby acknowledged, the Transferor does hereby grant, convey, transfer and confirm unto the Transferee, its successors and assigns, all those pieces or parcels of land situate and lying in Queen Anne's County, Maryland, more particularly described on Exhibit "A" annexed hereto and specifically made a part hereof.

TOGETHER with the buildings and improvements thereon, including all heating, air conditioning, ventilating, lighting and plumbing systems and all fixtures and furnishings and all personal property and chattels affixed thereto, placed upon or used in anyway in connection with the complete and comfortable use, enjoyment, occupancy or operation of such structures or buildings, and the rights, alleyways, privileges, appurtenances and advantages to the same belonging or in anyway appertaining.

TO HAVE AND TO HOLD the said described ground and premises unto and to the use of Transferee, its successors and assigns, in fee simple.

AND the said party of the first part covenants that it will warrant specially the property hereby conveyed and will execute such further assurances of said land as may be requisite.

IN WITNESS WHEREOF Transferor has caused these presents to be executed in its corporate name as of the day and year first above written, in pursuance of resolutions duly adopted for that purpose.

MCD ENTERPRISES, INC.

Attest: Herndon C. Kilby, Secretary

By: Warren W. Pearce, Jr., President

STATE OF MARYLAND  
COUNTY OF PRINCE GEORGE'S, to wit:

On this \_\_\_\_\_ day of \_\_\_\_\_, 1980, before me, the undersigned officer, personally appeared Warren W. Pearce, Jr., who acknowledged himself to be the President of MCD ENTERPRISES, INC., a corporation, and that he as such President being authorized to do so executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President.

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

Notary Public

My commission expires July 1, 1982

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EXHIBIT "A"

Attached to and expressly made a part of a Confirmatory Deed by and between MCD ENTERPRISES, INC., a Maryland Corporation and MCD ENTERPRISES, INC., a Delaware Corporation, dated , 1980.

All those four (4) tracts or parcels of land situate, lying and being in the Fifth Election District of Queen Anne's County, Maryland, as more particularly described in the deed from The Manchester Corporation, a Maryland Corporation, to Maryland Community Developers, Inc., a Maryland Corporation, dated July 20, 1971 and recorded August 2, 1971 in Liber 57 at folio 256 among the Land Records of the State and County aforesaid, which parcels include all of the various plats of subdivision known as "Prospect Plantation" and "Prospect Plantation West" recorded among the said Land Records in the following Plat Books - CWC-1 at folio 50, CWC-2 at folio 17, CWC-3 at folios 33, 34, 35, 36 and 37 and MWM-3 at folios 2, 3, 4 and 5, SAVING AND EXCEPTING THEREFROM, HOWEVER, the following Lots and parcels of land which have heretofore been conveyed, to wit: Parcel "A" and Lots 1, 2, 3, 4, 5, 7, 8, 9, 10, 22, 23, 25 and 27 in the subdivision known as "Prospect Plantation" as per plat recorded in Plat Book CWC-1 at folio 50 and Lot 40 in the subdivision known as "Prospect Plantation" as per plat recorded in Plat Book CWC-2, folio 17 among the aforesaid Land Records.

LINE OFFICIAL OFFICE & CLERK

INDEX

6 PAGE 621

NOV -2-81 \* 28072 \*\*\*\*\*20.00  
NOV -2-81 A #28072 \*\*\*\*\*20.00

State of Maryland  
Prince George's County, To Wit:

I Hereby Certify, That the foregoing is a true copy of  
Articles of Transfer taken from Liber 200 at Folio 568  
one of the Corporations of the State and County aforesaid.

In Testimony Whereof, I Hereto  
set my hand and affix the Seal  
of the Circuit Court for the  
State and County aforesaid, this  
30th day of October  
19 81.



*Norman L. Pritchett*  
Clerk Ct. Ct. Pr. Geo. Co., Md.  
#32

RECEIVED  
CLERK, CIRCUIT COURT  
1981 NOV -2 AM 11:13  
QUEEN ANNE'S COUNTY

STATE OF MARYLAND  
PRINCE GEORGE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
*Ced. Copy (Art. 1) WAS*  
*Received*  
RECEIVED FOR RECORD THIS *2nd*  
DAY OF *NOV* 1981 AT *11:13 A.M.*  
AND RECORDED IN  
LIBER *M.M. # 6, folio 617* October  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK  
*Marguerite Lee Martin*

805

LAW OFFICES  
**ROMERO & ROMERO**  
ATTORNEYS AT LAW  
SUITE 410  
414 HUNGERFORD DRIVE  
ROCKVILLE, MARYLAND 20850  
301-424-1320

SILVER SPRING OFFICE  
8421 COLESVILLE ROAD  
SILVER SPRING, MARYLAND 20910  
301-588-3010  
BY APPOINTMENT ONLY

**T. ROBERT ROMERO**  
ROBERT ROMERO

May 25, 1981

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

Re: Change of Address  
of Resident Agent

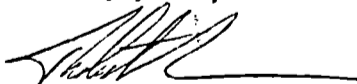
Gentlemen:

Please note change of address of the Resident Agent, Robert M. Mattingly, from Jean Road - Kentwood, Stevensville, Maryland, to Route 2, Box 445, Stevensville, Maryland 21666, in the Corporations listed below.

Boretta, Inc.  
Pizza of Aspen Hill, Inc.  
Forest Pizza, Inc.  
Pizza Wheel of Md., Inc.

I am enclosing check in the sum of \$32.00, to cover the costs of noting the change of address in each Corporation. Thank you for your attention to this matter.

Very truly yours,



T. Robert Romero

TRR:dbs

6 MAY 23 1981

12/30/81 original mailed to Romero & Romero, 414 Hungerford Rd. Rockville, MD 20850

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

of

BORETTA INC.

2071

2

received for record May 28, 1981  
and recorded on Film No. 2508

, at 8:30 A. M.  
Frame No. 0804 one of

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

To the clerk of the Circuit court of Queen Annes County

AA N<sup>o</sup> 18910 A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

Mr. Clerk Mail to: Romero & Romero  
444 Hungerford Drive  
Rockville, Maryland 20850

ITD

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

THIS *arts/mc* WAS  
RECEIVED FOR RECORD THIS *4th*  
DAY OF *Dec* 1981, AT 10:19 A.M.

AND RECORDED IN  
BOOK *MWM #6 folio 23 arts/mc*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.

CLERK

*Margaret M. Marbin*

RECEIVED  
CLERK, CIRCUIT COURT  
1981 DEC -4 AM 10:19  
QUEEN ANNE'S COUNTY

DEC -4-81 \* 29051 \*\*\*\*\*1.25  
DEC -4-81 A #29051 \*\*\*\*\*1.25



ARTICLES OF INCORPORATION  
OF  
THE LIGHT HOUSE, INC.

*Revised*  
PREAMBLE: The undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Maryland, do hereby adopt the following certificate of incorporation.

FIRST: (INCORPORATORS) : That we, the subscribers,  
Sidney Kaplan, 11 E. Mt. Royal Avenue, Baltimore, Maryland 21202  
Arthur Guy Kaplan, 11 E. Mt. Royal Avenue, Baltimore, Maryland 21202  
Paul Bloomberg, 11 E. Mt. Royal Avenue, Baltimore, Maryland 21202

all being of full lawful 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: (NAME) : The name of the corporation (which is hereinafter called the Corporation) is

THE LIGHT HOUSE, INC.

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

A. To buy, sell, lease, export, import, display, distribute, transfer, or in any other manner deal as a retail and/or wholesale electrical outlet and/or to otherwise deal in and with electrical fixtures, equipment, appliances and any and all other uses which an electrical outlet store may deem necessary or useful in furtherance of its business.

B. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value or render profitable any of the company's property or rights.

C. To purchase, lease, hire or otherwise acquire, hold, own, develop, improve, and in any manner dispose of and to aid and subscribe toward the acquisition, development or improvement of, real or personal property, and the rights and privileges therein, suitable or convenient for any of the businesses of the Corporation.

D. 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 plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.

E. To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any businesses 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.

F. To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae and the like, which

Corp.-Art.-1

LIBER

6 PAGE 625

*12/30/81 original mailed to Sidney Kaplan, Esq.  
11 E. Mt. Royal Ave.  
Baltimore, MD 21202*

may seem capable of being used for any of the purposes of the Corporation, and to use, exercise, develop, and grant licenses in respect of, sell, and otherwise turn to account the same.

G. 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, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants, or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interest therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates or by any governments or sub-divisions thereof; to possess and exercise in respect thereof any and all rights, powers and privileges of individual holders.

H. 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 hereinafter authorized or permitted by law.

I. 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 of any nature purchased, or for any other lawful consideration and to secure the payment thereof and the interest thereon by mortgage, 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, debentures, notes or other obligations of the Corporation for its corporate purposes.

J. To aid in any manner, any person, firm, association, corporation or syndicate whose shares of stock, shares, bonds, debentures, notes, mortgages or other obligations of which, or any certificates, receipts, warrants, or other instruments evidencing rights for options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this Corporation, or in the welfare of which this Corporation shall have any interests, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interests, or any other property of this Corporation.

K. To guarantee the payment of dividends upon any shares of stock or shares, in, or the performance of any contract by, any other corporation, firm, 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 any other evidences of indebtedness created or issued by any such other corporation or association.

L. To sell on credit, conditional sales contracts or chattel mortgages, any or all of its stock in trade, and to pledge discount or otherwise deal with said credit, conditional sales contracts, and/or chattel mortgages as principal, factor, agent, contractor or otherwise necessary for the conduct of its business.

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

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

O. The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon, corporations of a similar nature 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: (LOCATION) : The post office address of the place at which the principal office of the Corporation in this State will be located is:

Rt. 1, Box 616B, Stevensville, Maryland 21666  
The name and post office address of the resident agent of the Corporation in this State is: Garrett German, Rt. 1, Box 616 B, Stevensville, Maryland 21666

said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: (DIRECTORS) : The management of this corporation shall be vested in a board of not less than three and not more than ten directors, as may be fixed by the by-laws. The directors shall be elected at the first annual meeting of the stockholders to be held in the general office of this corporation, in \_\_\_\_\_ and at each annual meeting thereafter until such election, the directors of the said corporation shall be the said

Sidney Kaplan,  
Arthur Guy Kaplan  
Paul Bloomberg

SIXTH: (STOCK) : The total number of the shares of stock which the corporation has authority to issue shall be:

100 non-par common

said stock to be held, sold, and paid for at such a time and in such a manner as the Board of Directors may from time to time determine.

SEVENTH: (COMMON STOCK) : The following rights and restrictions shall be imposed upon the authorized issued common stock:

(a) (VOTING RIGHTS) Each issued share of the common stock hereinabove referred to, shall be entitled to one vote. Each unissued share of said common stock shall be entitled to no vote.

(b) (PREEMPTIVE RIGHTS) The holders of the common stock will have first preemptive rights with respect to the sale of all classes of authorized issued stock as well as to the sale of any stock the issuance of which will hereinafter be promulgated.

(c) (DIVIDENDS) All dividends will be shared by the issued common stock on a share and share alike basis.

(d) (TRANSFER AND RECALL) There shall be no restriction as to transfer, except with the unanimous approval of the Board of Directors of the said corporation; there shall be no right of recall of the common stock.

**EIGHTH: (OFFICERS)** : The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the stockholders, and at the same place. Executive officers of this corporation shall be president, vice-president, secretary and treasurer. The office of any two may be held by the same person, except that of president and vice-president. Such executive officers shall be elected by the Board of Directors at each annual meeting held as aforesaid. The Board of Directors shall have power to fill any vacancy in the Board of Directors or in any other office.

**NINTH: (POWERS)** : 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 hereinafter 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 limitation and restrictions, if any, as may be set forth in the by-laws of the Corporation.

**TENTH: (DURATION)** : The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Articles of Incorporation on this 18<sup>th</sup> day of May, 1981.

WITNESS:

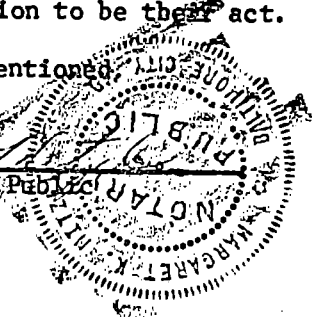
*Cecilia Gygasi*  
as to all

*Sidney Kaplan* (SEAL)  
Sidney Kaplan  
*Arthur Guy Kaplan* (SEAL)  
Arthur Guy Kaplan  
*Paul Bloomberg* (SEAL)  
Paul Bloomberg

STATE OF MARYLAND, City OF BALTIMORE, to wit:

I HEREBY CERTIFY, that on this 18<sup>th</sup> day of May, 1981 before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared Sidney Kaplan, Arthur Guy Kaplan and Paul Bloomberg and they severally acknowledged the foregoing Articles of Incorporation to be their act.

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

*Margaret K. [Signature]*  
Notary Public  


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

ARTICLES OF INCORPORATION  
OF  
THE LIGHT HOUSE, INC.

THIS Arts / Inc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Dec 1981 AT 10:20 A.M.

DEC -4-81 \* 29052 \*\*\*\*\*5.00  
DEC -4-81 A 29052 \*\*\*\*\*5.00

AND RECORDED IN  
LIBER MWM #6 folio 625 Arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

2086

CLERK.

*Marguerite M. Markin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 20, 1981 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2507, folio 3110 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 \$ \_\_\_\_\_

1981 DEC -4 PM 10:20  
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.

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

*William J. Simmons*



A 111595

LIBER 6 629

12/30/81 original mailed to

Leonard Z. Bulman  
155 Duke of Gloucester St.  
Annapolis, Md 21401

LIBR

6 MAY 630

1803

*D*

ARTICLES OF INCORPORATION

FLOTILLA 04-03, INC.  
(A Non-Stock Corporation)

FIRST: WE, THE UNDERSIGNED, GEORGE W. TOOTHMAN, whose post office address is Route 1, Box 231, Queenstown, Queen Anne's County, Maryland 21658 and CHARLES B. FORD, whose post office address is Box 75, Queenstown, Queen Anne's County, Maryland 21658; each being at least Eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming, by virtue of the General Laws of the State of Maryland, a non-stock corporation authorized by Corporation and Association Article, Section 5-202 et seq., by executing and filing these articles.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is FLOTILLA 04-03, INC.

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

(1) To foster the preservation, welfare and advancement of boat safety, proper boat usage, boat maintenance and all related and interrelated matters and to discover, procure and preserve whatever may relate to the advancement and training of persons using boats, including meetings, inspections and cooperation with other governmental and non-governmental bodies.

(2) Said Corporation is organized exclusively for educational and public service purposes.

(3) 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 (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 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).

(4) Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions 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 educational 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 Trustees shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court in 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.

(5) For the aforesaid purposes, this Corporation shall have and exercise all of the general powers conferred by law upon corporations formed under the Public General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation is Route 1, Box 231, Queenstown, Queen Anne's County, Maryland 21658. The name and post office address of the resident agent of the Corporation in this State is GEORGE W. TOOTHMAN, Route 1, Box 231, Queenstown,

Queen Anne's County, Maryland. Said resident agent of the Corporation is a citizen of this State and of Queen Anne's County and actually resides therein.

FIFTH: The Corporation shall have no authority to issue capital stock.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act til the first annual meeting or until two (2) successors are duly chosen and qualified are GEORGE W. TOOTHMAN and CHARLES B. FORD.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12th day of March, 1981.

WITNESSES:

Eunice Person (signature) GEORGE W. TOOTHMAN (SEAL)
Eunice Person (signature) CHARLES B. FORD (SEAL)

STATE OF MARYLAND, QUEEN ANNE'S COUNTY:

I HEREBY CERTIFY, that on this 12 day of March, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, GEORGE W. TOOTHMAN and CHARLES B. FORD, and they severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

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



Eunice Person (signature)
Notary Public
My Commission Expires: 7/1/82



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

THIS arts / inc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Dec 19 81 AT 10:20 A.M.

BE AND RECORDED IN  
LIBER MWM #6 folio 30 Arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
FLOTILLA 04-03, INC.

2017

DEC -4-81 \* 29053 \*\*\*\*\*5.00  
DEC -4-81 A #29053 \*\*\*\*\*5.00

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 7, 1981 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2506 ~~1808~~ folio 1808, 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  
1981 DEC -4 AM 10:20  
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.

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

*William J. Simmons*



A 110964

BW

6 633

12/30/81 original mailed to J. Donald Braden, Esq.  
Farmers Nat'l Bank Bldg  
Centreville, MD 21617

J. D. McCARTHY COMPANY, INC.

ARTICLES OF INCORPORATION

FIRST: J. Donald Braden, whose post office address is Farmers National Bank Building, Centreville, Maryland 21617, 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 referred to as "Corporation") is J. D. McCARTHY COMPANY, INC.

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

(1) To represent manufacturers and makers of merchandise for sale at the retail level.

(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 Farmers National Bank Building, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is J. Donald Braden, Farmers National Bank Building, 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 One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of directors shall be one (1) which number may be increased or decreased, pursuant to the By-Laws of the Corporation, however, should there ever be a time that there is more than one (1) stockholder, the number of directors shall be increased so as to equal the number of stockholders until there are at least three directors. The name of the director who shall act until the first annual meeting or until his successor is chosen and qualified is J. Douglas McCarthy.

(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.

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, 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 chapter 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 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 29<sup>th</sup> day of April, 1981, and I acknowledge the same to be my act.

WITNESS:

Betsy A. Hamilton

J. Donald Braden  
J. Donald Braden

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

ARTICLES OF INCORPORATION

OF

J. D. MCCARTHY COMPANY, INC.

1002

THIS arta / inc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Dec 19 81 AT 10:21 A.M.  
AND RECORDED IN  
LIBER mwm #6 folio 634 arta inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Marbins*

DEC -4-81 \* 29054 \*\*\*\*\*5.00  
DEC -4-81 A #29054 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 6, 1981 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2506, folio 01298, 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 OF THE COURT  
1981 DEC -4 AM 10:21  
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queens Annes County

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

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

*William J. Simmons*



A 110891

BW

1877

6 WCE 637

12/30/81 original mailed to Charles E. Smith, Esq.  
P.O. Box 147  
Grasonville, MD 21638

6 638

02394

OK  
w.f.

BARCO ASSOCIATES, 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, JOHN B. PRICE, whose post office address is P.O. Box 167, Piney Na-row, Apt. C-2, Chester, Maryland 21619, 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

BARCO ASSOCIATES, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Association 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 buying, selling, leasing and otherwise dealing in all types of real estate for investment purposes.
- (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 P.O. Box 427, Drummer Drive, Grasonville, Maryland, Queen Anne's County, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State is Charles E. Smith, P.O. Box 147, Main Street, Grasonville, Queen Anne's County, Maryland 21638. Said Resident Agent is an individual actually residing in this State.

02335

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 JOHN B. PRICE.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 31st day of March, 1981.

*John B. Price*  
John B. Price

ACKNOWLEDGEMENT

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.

*John B. Price*  
John B. Price

ARTICLES OF INCORPORATION

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS arta / inc BARCO ASSOCIATES, INC.  
RECEIVED FOR RECORD THIS 4th  
DAY OF Dec 19 81 AT 10:23 A.M  
AND RECORDED IN  
BOOK MWM #6 folio 638 arta inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

1173

*Margurite M. Maxpin*  
CLERK

DEC-4-81 \* 29055 \*\*\*\*\*5.00  
DEC-4-81 A #29055 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 28, 1981 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2505, folio 2393, 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  
1981 DEC -4 AM 10:23  
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.

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

*William J. Bennett*



A 110574



0999

SILVER DOLLAR, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 1st day of May, 1981, by and between SILVER DOLLAR, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and Gary W. DeProspero and Jack A. Dutrow (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, their successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Gary W. DeProspero and Jack A. Dutrow, Box 278, Route 18, Stevensville, Maryland 21666.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer is as follows:

Transferor is SILVER DOLLAR, INC., a corporation organized under the laws of the State of Maryland.

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 EIGHTH herein is Fifth Thousand Dollars (\$50,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as of March 7, 1981.

FIFTH: The principal office of Transferor is in the City of Stevensville, State of Maryland. Transferor owns no real property, the title to which could be affected by the recording of an instrument among the land records.

SIXTH: The location of the principal office of Transferee in the State of Maryland is Box 278, Route 18, Stevensville, Maryland 21666. Transferee owns no property in this State.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings 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 directing 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 Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of 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.

EIGHTH: In consideration of the payment to Transferor of Fifty Thousand Dollars (\$50,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, their successors and assigns all those items listed on Schedule A as a part hereof.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, 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.

IN WITNESS WHEREOF, Silver Dollar, Inc. and Gary W. DeProspero and Jack A. Dutrow, parties to 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 each party to these Articles of Sale and Transfer, as of this 1st day of May, 1981.

ATTEST:

SILVER DOLLAR, INC.

John C. Lawhorn  
Secretary

By: Ernie J. Lawhorn  
President

WITNESS:

"TRANSFEROR"

Joseph H. Rouse

Gary W. DeProspero  
Gary W. DeProspero

Joseph H. Rouse

Jack A. Dutrow  
Jack A. Dutrow

"TRANSFEE"

01000

- 3 -

THE UNDERSIGNED, President of Silver Dollar, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer 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.

Essie J. Lawrence  
President

Bar Area

1. Stools (23)
2. Pool Table
3. Shuffle Board
4. Pool Sticks (12)
5. Pool Sticks Holder
6. Beer Cooler
7. Ice Machine
8. Bar & All Liquor Holders
9. All Glasses
10. Cash Register
11. Walk in Box and Refrigerator Unit
12. Soda Unit behind Bar
13. Air Conditioners (2)
  
16. Cigarette Machine
17. Sign
18. Pictures
19. Napkin Holder on Bar
20. Beer Cool Boxes behind Bar
21. Bell
22. Bench (by Pool Table)
23. Pictures & Signs
24. Table (1)
25. Chairs (4)
26. Clock
27. Bull Horns
28. Speakers (wall)

1. Entrance to Dining Porch
2. Chest Freezer

Kitchen

1. 2 Deep Fryers
2. Grill
3. Micro-wave Oven
4. Small Refrigerator
5. Double Toaster
6. 2 Scales
7. Small Pizza Oven
8. Double Door Refrigerator
9. Steam Table
10. Space Heater
11. Table & Chair
12. 2 Up-right Freezers
13. File Cabinet
14. Slicer
15. Kenmore Dish Washer
16. Fan
17. Dishes
18. Pots
19. Fire Extinguisher
20. Clock
21. Trash Cans (2)

Back Room

1. Table (large)
2. Shelves

Dining Room

1. Tables (13)
2. Chairs (45)
3. Plates
4. Silverware
5. Cups
6. Glasses
  
8. TV Color
9. Deer Head
10. Stuffed Rock Fish
11. Ash Trays
12. Pictures
13. Table to hold Silver, Plates,  
Coffee Machine
14. Coat Rack
15. Ducks (3)
  
17. Roll Away Serving Stand
18. Ship (hanging)
19. Clock (wall)
20. Salt & Pepper Shakers
21. Miscellaneous Pictures and Statues

Trade name and Goodwill of Silver Dollar, Inc.

ARTICLES OF SALE AND TRANSFER

BETWEEN

QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

SILVER DOLLAR, INC. (MD. CORP.) Transferor

AND

GARY W. DePROSPERO AND JACK A. DUTROW Transferees

RECORDED IN

LIBER 2508

RECORD BOOKS

QUEEN ANNES COUNTY

CLERK.

*Marguerite M. Martin*

2094

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

of Maryland May 25, 1981 at 9:30 o'clock A M. as in conformity with law and ordered recorded.

*5*

Recorded in Liber 2508, folio 0997 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JAN 13-82 A 2 106 \*\*\*\*\*5.00

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.

*J. Kevin Truller*



A 111749

*6217*

1-29-82 - original mailed Robert R. Price Jr Esq.  
Centerville Mt.

LIBER

6 PAGE 646

0226

ARTICLES OF AMENDMENT

The KENT ISLAND HERITAGE SOCIETY, INCORPORATED, a Maryland Corporation, having its principal address at Stevensville, Maryland 21666, hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by adding the following language to Article II:

PURPOSES

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 provision 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 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

LAW OFFICES  
PRICE & FOSTER

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 of 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 Fourteenth 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, and 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.

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 dis-

tributions 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 provisions of any future United States Internal Revenue Law).

SECOND: The charter of the Corporation is hereby amended by deleting Paragraph (2) of Article VIII, MEETINGS, and by substituting in lieu thereof, the following:

(2) At any regular or special meeting of The Society Fifteen (15) people shall constitute a quorum for the transaction of all business, except where a greater number is required by these Articles.

THIRD: The charter of the Corporation is hereby amended by deleting Article XI, AMENDMENTS, and substituting the following:

#### AMENDMENTS

Amendments to this charter may be made at any regular or special meeting of The Society at which more than Fifteen (15) of the voting members are present, provided notice



of the proposed alterations or repeal be contained in the notice of such meeting mailed to each member at least five days in advance of the meeting date. A two-thirds favorable vote of the members voting on any amendment at such meeting shall be required to adopt any amendment.

FOURTH: The charter of the Corporation is hereby amended by adding the following new Articles:

ARTICLE XIV

CHARITABLE STATUS

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 Fourteenth 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.

ARTICLE XV  
LIMITATIONS

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.

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.

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.

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.

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.

0231

The Directors and Members of the Corporation approved the foregoing amendments at a special meeting duly held on the 22nd day of April, 1981.

IN WITNESS WHEREOF, the Kent Island Heritage Society, Incorporated, 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, this 22nd day of April, 1981 and its President acknowledges that these Articles of Amendment are the act and deed of the Kent Island Heritage Society, Incorporated, and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

KENT ISLAND HERITAGE  
SOCIETY, INCORPORATED

Delores Cockey  
Delores Cockey, Secretary

BY: Julius Grollman (SEAL)  
Julius Grollman, President

ARTICLES OF AMENDMENT  
OF

23

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

KENT ISLAND HERITAGE SOCIETY, INCORPORATED

I HEREBY CERTIFY THAT

THIS Outstand WAS  
RECEIVED FOR RECORD THIS 15th  
DAY OF Jan 19 82 AT 2:57 P.M.

RE ..... AND RECORDED IN  
LIBER MUMC, folio 646 out stand  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Margaret M. ... CLERK.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 30, 1981 at 3:30 o'clock p M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2512, folio 0225 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. JAN 13-82 A #2 107 \*\*\*\*\*5.50

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 22.00 Special Fee paid \$ \_\_\_\_\_

RECEIVED  
CLERK, CIRCUIT COURT  
1982 JAN 13 PM 2:51  
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.

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

J. Devin Muller



A 113332

bt

6004

1892

CAROUSEL REALTY, INC.

ARTICLES OF REVIVAL

10

CAROUSEL REALTY, INC., a Maryland corporation having its principal office in County, Maryland, hereinafter called the Corporation, hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on October 3, 1980 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 CAROUSEL REALTY, INC.

THIRD: The name by which the Corporation will hereinafter be known is CAROUSEL REALTY, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 2326 Bayside Drive, Stevensville, Maryland 21666 Queen Anne County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

MAR 31 9 52 AM '81

1-29-82 - original signed John J. Sheehan P.O. Box 6191 Silver Spring Md. 20906

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are John J. Sheehan, Suite 1211, 118th and Coastal Highway, Ocean City, Maryland 21842, Worcester County, Maryland. 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;

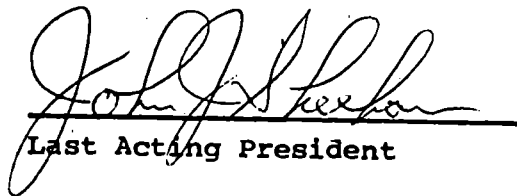
(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(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.

1896

- 3 -

IN WITNESS WHEREOF, the Undersigned, who were respectively the last acting President and Secretary-treasurer of the Corporation, have signed these Articles of Revival on March 28, 1981.

  
Last Acting President

  
Last Acting Secretary-Treasurer

STATE OF Maryland , County of Montgomery

SS:

I HEREBY CERTIFY that on March 28th 1981, before me, the subscriber, a notary public of the State of Maryland in and for the County of Montgomery , personally appeared John J. Sheehan, the last acting President and Patsy H. Sheehan, the last acting Secretary-Treasurer of CAROUSEL REALTY, 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.



*Charles L. Duncan*  
Notary Public

*Charles L. Duncan*



14

QUEEN ANNE'S COUNTY, SCT.

ARTICLES OF REVIVAL

I HEREBY CERTIFY THAT

THIS Act of Revival WAS  
RECEIVED AND RECORDED THIS 13th  
DAY OF Jan 19 82 AT 2:57 P.M.

OF

CAROUSEL REALTY, INC.

RECORDED AND ENCLOSED IN  
LIBER mw m 286 folio 103 Act here

RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

M. Maguire CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 25, 1981 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2511, folio 1893 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

JAN 13-82 A 2 108 \*\*\*\*\*5.00

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00 640

RECEIVED  
CLERK, CIRCUIT COURT  
1982 JAN 13 PM 2:51  
QUEEN ANNE'S COUNTY.

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.

J. Kevin Muller



A 113101

6214

1-29-82 - original Mules & Stockbridge  
114 West St.  
Easton Md.

0042

ARTICLES OF INCORPORATION  
OF  
BRITTINGHAM PAINT & PAPER, INC.

11

FIRST: I, RICHARD K. WHITE, JR., whose post office address is 114 North West Street, Easton, Maryland 21601, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation is BRITTINGHAM PAINT & PAPER, INC. ("Corporation").

THIRD: The purposes for which the Corporation is formed are to carry on and conduct a general contracting business engaged in painting, wall papering and installing dry wall and to engage in any other lawful business which the Board of Directors may authorize. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

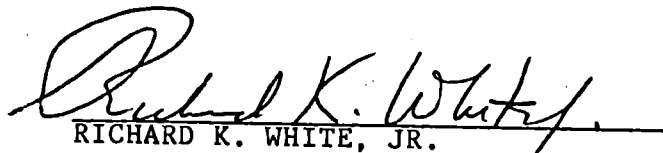
FOURTH: The address of the principal office of the Corporation is Route #2, Box 232A, Centreville, Maryland 21617. The name and address of the resident agent are Daniel R. Brittingham, Route #2, Box 232A, Centreville, Maryland 21617.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.

SIXTH: The number of Directors of the Corporation shall be two (2), until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Daniel R. Brittingham and Violet Elizabeth Brittingham.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act this 16th day of June, 1981.

  
RICHARD K. WHITE, JR.

ARTICLES OF INCORPORATION  
OF

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

BRITTINGHAM PAINT & PAPER, INC.

THIS Articles WAS  
RECEIVED FOR RECORD THIS 13th  
DAY OF Jan 82 AT 2:52 P M.

RE ..... AND RECORDED IN  
LIBER M.W.M. Co. Folio 658 Articles  
RECORD BOOK FOR QUEEN ANNES  
COUNTY.

Marguerite M. Harbin CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 22, 1981 at 10:00 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2511, folio 0041, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. JAN 13-82 A 2 109 \*\*\*\*\*5.00

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

RECORDED  
CLERK, CIRCUIT COURT  
1982 JAN 13 PM 2:52  
QUEEN ANNES 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.

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

J. Kevin Mueller



A 112888

bt

6080

ARTICLES OF INCORPORATION  
OF  
DUTY EQUIPMENT RENTAL CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William H. Duty, Box 508D, Chester, Kent Island, Maryland, 21619; Betty S. Duty, Box 508D, Chester, Kent Island, Maryland, 21619; and Mary Kaufman, Aker Road, Queenstown, Maryland, 21658, are all of full legal age and freely and willingly associate ourselves with the intention of forming a corporation to be governed by the Laws of Maryland.

SECOND: The name of the Corporation shall be:  
DUTY EQUIPMENT RENTAL CORPORATION

THIRD: This Corporation has been formed to purchase acquire, hold, own, maintain, sell or exchange any right or interest, either as lessor or leasee, in machinery, equipment, tools, autos, and all appurtenances through the issuance of capital stock or otherwise and to do all other acts or things necessary to be done in connection with the holding of all equipment essential to the general contracting business.

FOURTH; This Corporation shall have the powers necessary and proper to the attainment of the above purposes, namely:

(a) This Corporation shall have the power to purchase, lease, hold, manage, develop, improve, mortgage, sell, exchange or otherwise deal in real estate for the furtherance of corporate purposes.

(b) To purchase any equipment, materials, motor vehicles, personal property of any kind, necessary to the corporate purposes.

(c) To purchase, lease, or acquire all or any part of the property rights, business, contracts, good will, franchises, or assets of any corporation or legal entity (including the Estate of a Decedant) for the furtherance of corporate purposes.

(d) The Corporation also shall have the power to carry on, to undertake, guarantee, assume and pay the indebtedness of any business entity to pay for any such property rights, business, franchises, or assets or to pay cash out of the

Corporation account, issue stock, or pay for said interest in any other way.

(e) 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.

(f) 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 of stocks, bonds, mortgages, debentures, obligations, or indebtedness in which this Corporation may have an interest.

(g) This Corporation shall have the power to contract or enter into any other business agreements in furtherance of corporate purposes, including but not limited to the right to make contracts, incur debts, execute mortgages and deeds of trust, and to acquire, sell, and dispose of real and personal property.

(h) This Corporation shall have the right to make loans to any other person or legal entity and to make investments holding the security for the same.

(i) This Corporation shall have the power to make gifts and contributions, charitable or otherwise, for the furtherance of corporate purposes.

(j) This Corporation shall have the power to elect Officers, and appoint agents to act for the Corporation and to set up a system of payment for these Officers and agents.

(k) The Corporation has the power and authority to enact by-laws by which it will be governed.

(l) The Corporation has the authority to exercise charter power, namely, to propose and adopt amendments to the Charter; to issue stock; to consolidate or merge with any person or legal entity; to sell, lease, or exchange corporate assets as a part or entirely; to terminate corporate existence by voluntary dissolution.

(m) This Corporation shall have the power and authority to issue 2000 shares of capital stock of voting common stock of no par value.

(n) This Corporation shall exist perpetually or until such time as its existence would be voluntarily terminated.

FIFTH: The post office address at which the principal office of the Corporation will be located in this State is: Box 508D, Chester, Kent Island, Maryland 21619.

SIXTH: The resident agent of the Corporation is Maxine Reed Malenda, whose post office address is 122 Riverview Avenue, Annapolis, Maryland 21401, and who is a citizen of the United States of America and is a resident of the State of Maryland, actually residing therein.

SEVENTH: The Corporation shall have three members of its Board of Directors: William H. Duty, Betty S. Duty, and Mary Kaufman, all of whom shall act as such, provided that William H. Duty shall have full powers and authority to act as sole representative of the Corporation, until the first meeting of the Board of Directors, at which time their successors shall be duly elected and qualified.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 4th day of March, 1981.

*William H. Duty*  
WILLIAM H. DUTY

*Betty S. Duty*  
BETTY S. DUTY

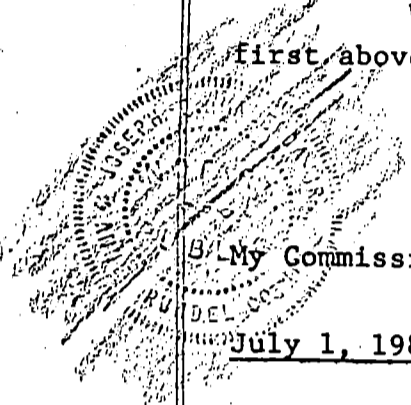
*Mary Kaufman*  
MARY KAUFMAN

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY THAT on this 4 day of March, 1981, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared in said State and County, William H. Duty, Betty S. Duty, and Mary Kaufman and have acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and official seal the day and year first above written.

*Joseph T. Malenda Jr*  
Notary Public



My Commission Expires:

July 1, 1982



ARTICLES OF INCORPORATION

OF

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

DUTY EQUIPMENT RENTAL CORPORATION

I HEREBY CERTIFY THAT

THIS Articles of Inc. WAS  
RECEIVED FOR RECORD THIS 15th  
DAY OF Jan 1982 AT 2:52 P.M.

2132

AND RECORDED IN  
LIBER MD 2509, folio 661 Articles of Inc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Marguerite M. Martin CLERK.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 2, 1981 at 5 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2509, folio 6638, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

JAN 13-82 A #2 110 \*\*\*\*\*5.00

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

RECEIVED  
CLERK, CHIEF CLERK  
1982 JAN 13 PM 2:52  
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.

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

J. Kevin Neuber



A 112096

ARTICLES OF INCORPORATION  
OF  
DUTY ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William H. Duty, Box 508D, Chester, Kent Island, Maryland, 21619; Betty S. Duty, Box 508D, Chester, Kent Island, Maryland, 21619; and Mary Kaufman, Aker Road, Queenstown, Maryland, 21658, are all of full legal age and freely and willingly associate ourselves with the intention of forming a corporation to be governed by the Laws of Maryland.

SECOND: The name of the Corporation shall be:  
DUTY ENTERPRISES, INC.

THIRD: This Corporation has been formed to act as a general contractor for the construction, repair, and remodeling of buildings and public works of all kinds, both residential and commercial, and for the construction, repair, and remodeling of all types of furniture and furnishings, both residential and commercial, and for the doing of any and all business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers and purposes herein mentioned.

FOURTH: This Corporation shall have the powers necessary and proper to the attainment of the above purposes, namely:

(a) This Corporation shall have the power to purchase, lease, hold, manage, develop, improve, mortgage, sell, exchange or otherwise deal in real estate for the furtherance of corporate purposes.

(b) To purchase any equipment, materials, motor vehicles, personal property of any kind, necessary to the corporate purposes.

(c) To purchase, lease, or acquire all or any part of the property rights, business, contracts, good will, franchises, or assets of any corporation or legal entity (including the Estate of a Decedant) for the furtherance of corporate purposes.

(d) The Corporation also shall have the power to carry on, to undertake, guarantee, assume and pay the indebtedness of any business entity to pay for any such property rights, business, franchises or assets or to pay cash out of the

Corporation account, issue stock, or pay for said interest in any other way.

(e) 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.

(f) 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 of stocks, bonds, mortgages, debentures, obligations, or indebtedness in which this Corporation may have an interest.

(g) This Corporation shall have the power to contract or enter into any other business agreements in furtherance of corporate purposes, including but not limited to the right to make contracts, incur debts, execute mortgages and deeds of trust, and to acquire, sell, and dispose of real and personal property.

(h) This Corporation shall have the right to make loans to any other person or legal entity and to make investments holding the security for the same.

(i) This Corporation shall have the power to make gifts and contributions, charitable or otherwise, for the furtherance of corporate purposes.

(j) This Corporation shall have the power to elect Officers, and appoint agents to act for the Corporation and to set up a system of payment for these Officers and agents.

(k) The Corporation has the power and authority to enact by-laws by which it will be governed.

(l) The Corporation has the authority to exercise charter power, namely, to propose and adopt amendments to the Charter; to issue stock; to consolidate or merge with any person or legal entity; to sell, lease, or exchange corporate assets as a part or entirely; to terminate corporate existence by voluntary dissolution.

(m) This Corporation shall have the power and authority to issue 2000 shares of capital stock of voting common stock of no par value.

(n) This Corporation shall exist perpetually or until such time as its existence would be voluntarily terminated.


- 3 -

FIFTH: The post office address at which the principal office of the Corporation will be located in this State is: Box 508D, Chester, Kent Island, Maryland, 21619.

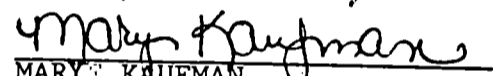
SIXTH: The resident agent of the Corporation is Maxine Reed Malenda, whose post office address is 122 Riverview Avenue, Annapolis, Maryland 21401, and who is a citizen of the United States of America and is a resident of the State of Maryland, actually residing therein.

SEVENTH: The Corporation shall have three members of its Board of Directors: William H. Duty, Betty S. Duty, and Mary Kaufman, all of whom shall act as such, provided that William H. Duty shall have full powers and authority to act as sole representative of the Corporation, until the first meeting of the Board of Directors, at which time their successors shall be duly elected and qualified.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 4th day of March, 1981.

  
WILLIAM H. DUTY

  
BETTY S. DUTY

  
MARY KAUFMAN

STATE OF MARYLAND, COUNTY OF ANNEARUNDEL, TO WIT:

I HEREBY CERTIFY THAT on this 4 day of March, 1981, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared in said State and County, William H. Duty, Betty S. Duty, and Mary Kaufman and have acknowledged the foregoing Articles of Incorporation to be their act and deed.

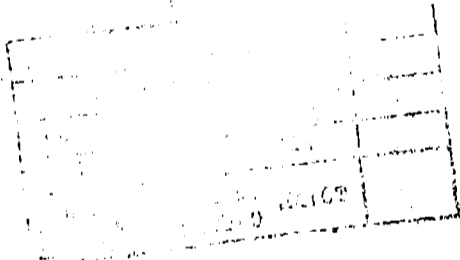
WITNESS my hand and official seal the day and year first above written.

*Joseph T Malenda Jr*  
Notary Public



My Commission Expires:

July 1, 1982



ARTICLES OF INCORPORATION

OF

DUTY ENTERPRISES, INC.

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

I HEREBY CERTIFY THAT

THIS Deeds / etc WAS

RECEIVED FOR RECORD THIS 12th

DAY OF Jan 82 AT 2:53 P.M.

RE and recorded in

LIBER muomc, folio 666 Deeds etc.

RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

2132

*Marguerite M. Markis*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 2, 1981 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2509, folio 0633, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

JAN 13-82 A 2 111 \*\*\*\*\*5.00

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

RECORDED  
CLERK, CIRCUIT COURT  
1982 JAN 13 PM 2:53  
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.

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

*J. Kevin Muller*



A 112095

drb

3110

QUEEN HELEN ENTERPRISES, INC.

ARTICLES OF INCORPORATION

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FIRST: The undersigned, William Clague, whose post office address is 7315 Wisconsin Avenue, Bethesda, Maryland, being at least eighteen 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 QUEEN HELEN ENTERPRISES, INC.

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

To acquire, by purchase, lease, exchange, or otherwise, hold, own, maintain, control, work, develop, improve, alter, operate, mortgage, rent, sell or otherwise dispose of, deal in and otherwise turn to account, real estate, chattels, and personal property, or any right or interest therein, wherever situated.

To plan, plot, divide, subdivide, grade and to contract for the same, and to improve and develop lands, for the purpose of sale or otherwise, and to do and perform all things needful and lawful for the development and improvement of the same for residence, trade and business.

To carry on a general construction and contracting business in all its branches and in connection therewith to

construct, erect, build, repair, alter, improve, acquire, equip, maintain, work, or dispose of homes, apartments, hotels, motels, stores, shopping centers, warehouses, garages, buildings and public and private works or conveniences of all kinds.

To carry on the business of builders and building operators, including the construction, operating and marketing of homes, office buildings, stores, shopping centers, apartments, hotels, motels, garages, theatres, halls and auditoriums and structures of every class and kind.

To carry on a general real estate agency and brokerage business, and to act as insurance agents and brokers.

To take, hold and convey title to real estate as a straw party or conduit of title.

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 department, agency or authority thereof.

To borrow or raise moneys 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,

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03112

to secure the same by mortgage, pledge, deed of trust or otherwise.

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 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 operate a mortgage banking and mortgage brokerage business subject to the limitations and requirements of Section 12-501 et seq. of the Financial Institutions Article of the Annotated Code of Maryland as now existing or later amended and pursuant to such license as may be required by law in any other jurisdiction where the corporation may become qualified to conduct its affairs.

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 acts 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.

03114

FOURTH: The post office address of the principal office of the corporation in this State is 102 Bay Drive, Chesapeake Estates, Stevensville, Queen Anne's County, Maryland, 21666. The name and post office address of the resident agent of the corporation in Maryland are Helen Marie Gussin, 102 Bay Drive, Chesapeake Estates, Stevensville, Queen Anne's County, Maryland, 21666. 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 One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, all of one class, being One Thousand Dollars (\$1,000.00) in the aggregate par value.

SIXTH: The number of directors of the corporation shall one, which number may be increased or decreased pursuant to the By-Laws of the corporation, but there shall always be at least three directors unless the number of stockholders is less than three, in which case there shall always be at least as many directors as there are stockholders. All of the stock of the corporation will initially be held by one stockholder. The name of the director who shall act until the first meeting or until her successor or successors are duly chosen and qualified is Helen Marie Gussin.

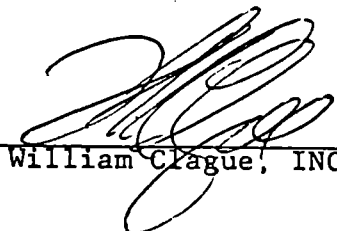
SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the

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.

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 May 27, 1981.

  
\_\_\_\_\_  
William Clague, INCORPORATOR

Witness:

  
\_\_\_\_\_  
Diane L. Glick

2122

STATE OF MARYLAND,  
COUNTY OF QUEEN ANNE'S, SCT.  
I HEREBY CERTIFY THAT  
THE Acts Here WAS  
RECEIVED FOR RECORD THIS 13th  
DAY OF Jan 1982 AT 2:53 P.M.  
AND RECORDED IN  
BOOK MD.M. #16, folio 71 Acts Here  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
QUEEN HELEN ENTERPRISES, INC.

*Marguerite M. Manbin* CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 1, 1981 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2508, folio 3109 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. JAN 13-82 A 2 112 \*\*\*\*\*5.50

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ \_\_\_\_\_

RECEIVED  
CLERK, CIRCUIT COURT  
1982 JAN 13 PM 2:53  
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.

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

*J. Edwin Mueller*



A 111994

LIBER 6 PAGE 677

M

ARTICLES OF INCORPORATION

OF

PATCHETT & SONS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned incorporator, David C. Bryan, whose post office address is Box 418, Centreville, Maryland, 21617, being at least 18 years of age, am forming a corporation under the general public laws of the State of Maryland.

SECOND: The name of corporation is:

PATCHETT & SONS, INC.

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

(a) To engage in farming, ranching and to produce, grow, market and otherwise deal and trade in livestock, poultry, grains, feeds, fruits, vegetables and farm or ranch products of any and every kind.

(b) To acquire by purchase, lease or otherwise, lands and interests in lands; and to own, hold, improve, develop and manage any real estate so acquired; and to erect or cause to be erected on any lands owned, held, or occupied by the Corporation buildings or other structures, with their appurtenances; and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands, and in buildings or other structures or parts of any buildings or other structures at any time owned by the Corporation.

(c) To enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose.

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

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

(f) 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.

(g) 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 principal office of the Corporation in Maryland is P. O. Box 150, Church Hill, Maryland 21623. The name and address of the resident agent of the corporation is Dorsey D. Patchett, whose address is Valliant Farm, Church Hill, Maryland 21623, and whose post office address is Box 150, Church Hill, Maryland 21623. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation is authorized 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) provided that:

(i) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(ii) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

SEVENTH: The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Dorsey D. Patchett, Sally Ann Patchett and David C. Bryan.

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, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(2) (a) If subsection (b) of this Article Eighth(2) is complied with, a contract or other transaction between a corporation and any of its directors or between a corporation and any other corporation, firm, or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following: (1) the common directorship or interest; (2) the presence of the director at the meeting of the board or a committee of the board which authorizes, approves, or ratifies the contract or transaction; or (3) the counting of the vote of the director for the authorization, approval, or ratification of the contract or transaction.

(b) Subsection (a) of this Article Eighth(2) applies if: (1) the fact of the common directorship or interest is disclosed or known to: (i) the board of directors or the committee, and the board or committee authorizes, approves, or ratifies the



(3101

contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or (ii) the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or (2) the contract or transaction is fair and reasonable to the corporation.

(c) Common or interested directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee of the board or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified.

(d) If a contract or transaction is not authorized, approved, or ratified in one of the ways provided for in subsection (b)(1) of this Article Eighth (2), the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the corporation at the time it was authorized, approved, or ratified. This subsection does not apply to the fixing by the board of directors of reasonable compensation for a director, whether as a director or in any other capacity.

(3) 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 and securities convertible into shares of its own stock, 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.

(4) The Board of Directors may classify or reclassify any unissued shares of stock 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.

(5) 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.

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 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

3103

or officer under the Indemnification Section unless or until it shall have been determined and authorized in a 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 28<sup>th</sup> day of MAY, 1981, and I acknowledge the same to be my act.

WITNESS:

Lucy McDiener

David C. Bryan (SEAL)  
David C. Bryan

2122

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION OF

THIS Acts/Enc. WAS RECEIVED FOR RECORD THIS 13th DAY OF Jan 82 AT 2:51P M.

PATCHETT & SONS, INC.

AND RECORDED IN LIBER mom's folio 678 Acts/Enc RECORD BOOK FOR QUEEN ANNE'S COUNTY

JAN 13-82 A 2 113 \*\*\*\*\*5.50

CLERK

*Margurite M. Rankin*

approved and received for record by the State Department of Assessments and Taxation of Maryland June 1, 1981 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2508, folio 3097, 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  
1982 JAN 13 PM 2:54  
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.

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

*J. Kevin Muller*



A 111992

*AK 6202*

700070

ARTICLES OF INCORPORATION  
OF  
AMERICAN HARDWARE SUPPLY OF  
KENT ISLAND, INC.

FIRST: I, RICHARD K. WHITE, JR., whose post office address is 114 North West Street, Easton, Maryland 21601, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation is AMERICAN HARDWARE SUPPLY OF KENT ISLAND, INC. ("Corporation").

THIRD: The purposes for which the Corporation is formed are to manufacture, repair, purchase or otherwise acquire, sell or otherwise dispose of cutlery, tools, machines and machinery, plumbers' machinists', carpenters' and electrical supplies, automobile accessories and, in general, hardware of every kind and description and to engage in any other lawful business which the Board of Directors may authorize. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is Kent Island Shopping Center, Stevensville, Maryland 21666. The name and address of the resident agent are Richard K. White, Jr., 114 North West Street, Easton, Maryland 21601.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called

LIBER:

6 PAGE 685

2-11-82 - orig. mailed Miles & Stockbridge  
114 West St.  
Easton

F00071

Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.

SIXTH: The number of Directors of the Corporation shall be two (2), until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Albert W. Jordan and Marjorie A. Jordan.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act this 8th day of July, 1981.

  
RICHARD K. WHITE, JR.

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS arts / inc WAS

OF

RECEIVED IN THE COUNTY OF 2nd

BY OF Feb 82 AT 9:31 A.M. AMERICAN HARDWARE SUPPLY OF KENT ISLAND, INC.

AND RECORDED IN arts of

LIBER MUM #6 file 685 Mc

RECORDED BOOK FOR QUEEN ANNE'S COUNTY

CLERK

FEB -2-82 \* 2 547 \*\*\*\*\*5.00  
FEB -2-82 A #2 547 \*\*\*\*\*5.00

*Marguerite Mc*

63

approved and received for record by the State Department of Assessments and Taxation of Maryland July 9, 1981 at 3:00 o'clock p M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2513, folio 0069 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

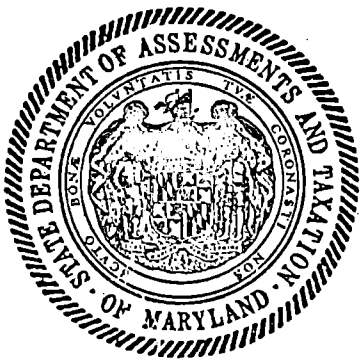
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

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.

*J. Gordon Spivak*



FEB 10 1982  
COUNTY

A 113764

LIBER 6 PAGE 687

2-11-82 original mailed C. Morton Goldstein, Esq.  
24th Fl. 10 Light St.  
Balt. Md. 21202.

2392

LIBEN S PAGE 688

1739

ARTICLES OF INCORPORATION

OF

PAUL CONSTRUCTION, INC.

THIS IS TO CERTIFY:

FIRST: The undersigned: C. Morton Goldstein

----- whose post office address  
is: 10 Light Street, 24th Floor, Baltimore, Maryland 21202,  
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 here-  
inafter called the "Corporation") is:

PAUL CONSTRUCTION, INC.

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



02393

01740

- (a) 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.
- (b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (c) 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.
- (d) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises, or assets 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, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(g) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation 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 thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

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

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

2395  
1742

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Boards 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. If the foregoing is in conflict with Corporations & Associations Article of the Annotated Code of Maryland, §2-419, then the Code Section shall prevail.

(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 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.

FIFTH: The post office address of the principal office of the Corporation in this State is P.O. Box 89, Hickory Ridge, Queenstown, Maryland, 21658. The Resident Agent of the Corporation is Paul Nahnibida - - - - - whose post office address is P.O. Box 89, Hickory Ridge, Queenstown, MD 21658. Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.



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

ARTICLES OF INCORPORATION  
OF

PAUL CONSTRUCTION, INC.

I HEREBY CERTIFY THAT  
THIS arts/enc WAS

RECEIVED FOR RECORD THIS 2nd  
DAY OF Feb 1982 AT 9:32 A.M

RE AND RECORDED IN  
LIBER MUM # 6 plus 688 Arts/Enc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Maxbin*

FEB -2-82 A 22 548 \*\*\*\*\*5.50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 15, 1981 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2514 ~~2513~~ 1738 ~~2391~~ one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

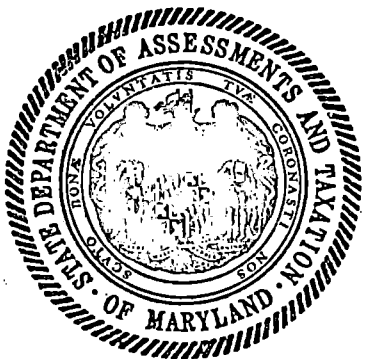
Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ \_\_\_\_\_

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.

*J. Kevin Queller*



RECORDED  
CLERK OF COURT  
1982 FEB -2 AM 9:32  
QUEEN ANNE'S COUNTY

A 113960

5.50

10-2496

ARTICLES OF INCORPORATION  
OF

N P W FARM, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned incorporator, David C. Bryan, whose post office address is Box 418, Centreville, Maryland, 21617, being at least 18 years of age, am forming a corporation under the general public laws of the State of Maryland.

SECOND: The name of corporation is:

N P W FARM, INC.

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

(a) To engage in farming, ranching and to produce, grow, market and otherwise deal and trade in livestock, poultry, grains, feeds, fruits, vegetables and farm or ranch products of any and every kind.

(b) To acquire by purchase, lease or otherwise, lands and interests in lands; and to own, hold, improve, develop and manage any real estate so acquired; and to erect or cause to be erected on any lands owned, held, or occupied by the Corporation buildings or other structures, with their appurtenances; and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands, and in buildings or other structures or parts of any buildings or other structures at any time owned by the Corporation.

(c) To enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose.

2-11-82 - orig mailed David C. Bryant, Esq.  
Centreville Md

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

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

(f) 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.

(g) 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 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 Richard T. Lynch, whose address is Bulle Rock Drive, Pioneer Point Farm, Centreville, Maryland, 21617, and whose post office address is Box 39, Centreville, Maryland, 21617. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation is authorized 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) provided that:

(i) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(ii) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

SEVENTH: The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Richard T. Lynch, Roger Lynch, and Robert J. Lynch, Jr.

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, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(2) (a) If subsection (b) of this Article Eighth(2) is complied with, a contract or other transaction between a corporation and any of its directors or between this corporation and any other corporation, firm, or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following: (1) the common directorship or interest; (2) the presence of the director at the meeting of the board or a committee of the board which authorizes, approves, or ratifies the contract or transaction; or (3) the counting of the vote of the director for the authorization, approval, or ratification of the contract or transaction.

(b) Subsection (a) of this Article Eighth(2) applies if: (1) the fact of the common directorship or interest is disclosed or known to: (i) the board of directors or the committee, and the board or committee authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or (ii) the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or (2) the contract or transaction is fair and reasonable to the corporation.

(c) Common or interested directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee of the board or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified.

(d) If a contract or transaction is not authorized, approved, or ratified in one of the ways provided for in subsection (b)(1) of this Article Eighth (2), the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the corporation at the time it was authorized, approved, or ratified.

(e) This article Eighth (2) does not apply to the fixing by the board of directors of reasonable compensation for a director, whether as a director or in any other capacity.

(3) 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 and securities convertible into shares of its own stock, 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.

(4) The Board of Directors may classify or reclassify any unissued shares of stock 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.

(5) 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.

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 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 or until it shall have been determined and authorized in a 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 13<sup>th</sup> day of JULY, 1981, and I acknowledge the same to be my act.

WITNESS:

Thomas W. Leonard

David C. Bryan (SEAL)  
David C. Bryan

ARTICLES OF INCORPORATION  
OF

[122

QUEEN ANNE'S COUNTY, SCT.

N P W FARM, INC.

I HEREBY CERTIFY THAT

THIS arts/ inc WAS  
RECEIVED FOR RECORD THIS 2nd  
DAY OF Feb 1982 AT 9:33 A.M.

AND RECORDED IN  
LIBER MWM+6 folio 695 arts/ inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

EXEMPT

FEB -2-82 A 2 549 \*\*\*\*\*5.50

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 17, 1981 at 11:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2513, folio 2495 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.

*J. Kevin Mueller*



CLERK OF THE CIRCUIT COURT  
1982 FEB -2 AM 9:33  
QUEEN ANNE'S COUNTY

A 114052

drb

LIBER 6 PAGE 701

MISSION FARMS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Edward Turner, whose post office address is 109 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 corporation (which is hereafter called the "Corporation") is MISSION FARMS, INC.

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

To operate and manage farms, till the soil, harvest the crops and sell the produce thereof.

To buy, exchange, hold, manage, rent, lease, sublease, encumber, assign, build upon, improve, sell or otherwise dispose of improved real estate, leaseholds, machinery, fixtures, or contracts relating thereto, in this state or elsewhere, for cash or credit, and to finance the purchase or sale thereof by mortgage, vendor's lien, or in any other appropriate manner.

To buy, hold, sell, guarantee, discount, pledge all manner of commercial paper, accounts, choses in action, bills of lading, and warehouse receipts.

To pay any obligation of this Corporation in cash, stock, promissory notes or other negotiable instruments, or in real or personal property. And to do every act or thing necessary or suitable for the accomplishment of any or all of the objects and purposes above enumerated, either alone or associated with other persons, firms, corporations or associations.

To loan to any person, firm, corporation or association any monies or other valuable things and to take as collateral security for the repayment of such loan mortgages on real or personal property, stocks, bonds, or other security, bills of lading and warehouse receipts, as the directors of the Corporation may see fit.

To borrow from time to time such monies as in the opinion of the directors are necessary for the proper conduct of the Corporation's business and to pledge or mortgage the Corporation's real or personal property as security therefor.

To act as agent, broker, commission merchant, for any person, firm, corporation or association, and to carry on any other business, whether manufacturing, wholesaling, or retailing, which may seem to the Corporation to be calculated directly or indirectly to effectuate all or any of the objects recited herein or to enhance the value of its property and rights.

To acquire by purchase, lease, or otherwise, the property, business, rights, good will, franchises, contracts and assets of every kind of any person, firm, or corporation carrying on any business which this Corporation may deem necessary in carrying on its own business.

To do any or all of the above-mentioned things without limit as to amount, either as principal or agent, or broker, and to do any act or thing calculated to further the business of this Corporation.

Before any shares of stock in this Corporation shall be transferred, whether by sale, gift or otherwise, it shall be required that the owner of such stock shall extend to the Corporation, or to the stockholders, an option for a period of 60 days, dating from the day upon which said Corporation receives notice in writing of his desire to sell his stock. Whenever such sale is made to the Corporation, or to other stockholders, its shall be at a price determined by the book value of the stock as of the date of sale.

And, provided that a copy of this restriction is endorsed upon the Certificate of Shares in this Corporation in accordance with the provisions of Subtitle 8, Section 8-204 of Article 95B of the Annotated Code of Maryland (1957 Edition) known as and entitled "Uniform Commercial Code" and any amendments thereto, the owner or owners of stock in this Corporation hereby binds, his, her, or their heirs, personal representatives and assigns, to extend to the Corporation, or to other stockholders, an option for a period of sixty (60) days, dating from the day upon which the said Corporation receives notice in writing of the desire of such heirs, personal representatives and assigns, of his, her or their intention to sell stock of a living or deceased stockholder. No stock shall be transferable on the books of the Corporation until this condition has been complied with.

**FOURTH:** The post office address of the principal office of the Corporation in this state is 109 Lawyers Row, Centreville, Maryland. The name and post office address of the Resident Agent of the Corporation in this state is Edward Turner, 109 Lawyers Row, Centreville, Maryland. 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 six hundred (600) shares of common shares with a par value of one dollar (\$1.00) per share.

**SIXTH:** The number of directors shall be three (3), which number may be increased pursuant to 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 Frank W. Bower, Jr., Ann B. Turner and Edward Turner.

**SEVENTH:** The Board of Directors of the Corporation is hereby empowered to authorize issuance from time to time of shares of stock, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable.

EIGHTH: A stockholder may vote the shares owned of record by him either in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from its date, unless otherwise provided in the proxy.

NINTH: The Board of Directors are authorized to appoint from among its members an executive committee and other committees composed of two or more directors, and delegate to such committees, in the intervals between meetings of the Board of Directors, any or all the powers of the Board of Directors, in the management of the business and affairs of the Corporation except the power to declare dividends, issue stock or to recommend to stockholders any action requiring stockholder's approval.

TENTH: Any action required or permitted to be taken at a meeting of stockholders may be taken without a meeting, if a consent in writing, setting forth such action, is signed by all the stockholders entitled to vote on the subject matter thereof and any other stockholders entitled to notice of a meeting of stockholders (but not to vote thereat) have waived in writing any rights which they may have to dissent from such action, and such consent and waiver are filed with the records of the Corporation.

ELEVENTH: Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

TWELFTH: The Corporation shall have as officers a President, a Secretary and a Treasurer and such number of Vice Presidents as the Board of Directors may fix. Any two or more offices except those of President and Vice President may be held by the same person.

THIRTEENTH: The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall exercise all the powers of the Corporation except such as By-Laws or Charter or the By-Laws are conferred upon or reserved to the stockholders.

FOURTEENTH: Any fiduciary may vote shares standing in his name as such fiduciary, either in person or by proxy and upon proof of the fact that legal title to shares registered in the name of another has devolved upon him in a fiduciary capacity and that he is duly qualified to act as such fiduciary, he may vote such share either in person or by proxy, even though they have not been transferred to his name as such fiduciary.

FIFTEENTH: (1) As used in this Article FIFTEENTH, 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 7<sup>th</sup> day of July, 1981, and I acknowledge the same to be my act.

WITNESS:

Cynthia L. Davis

Edward Turner  
Edward Turner

ARTICLES OF INCORPORATION

OF

MISSION FARMS, INC.

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

THIS arts/ inc WAS  
RECEIVED FOR RECORD THIS 2nd  
DAY OF Feb 19 82 AT 9:33 A.M.

FEB -2-82 A 2 550 \*\*\*\*\*5.00

AND RECORDED IN  
LIBER M.W.M. #6 Folio 702 Arts/ inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

69

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 10, 1981 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2513, Folio 10142, 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.

*J. Kevin Muller*



RECORDED  
CLERK OF THE COURT  
1982 FEB -2 AM 9:33  
QUEEN ANNE'S COUNTY

A 113781

bjc

BIG WOODS FARM, INC.  
ARTICLE OF SALE AND TRANSFER

ARTICLE OF SALE AND TRANSFER, entered into this day of July, 1981, by and between BIG WOODS FARM, INC., a Maryland corporation (hereinafter sometimes called "Transferor") and PROTIM HOLDINGS, INC., a Delaware corporation (hereinafter sometimes called "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 name and place of incorporation of each party is:

Transferor is Big Woods Farm, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Protim Holdings, Inc., a corporation organized under the laws of the State of Delaware.

THIRD: The Transferee was incorporated on the 9th day of February, 1981 and it was incorporated under the general laws of the State of Delaware and it is registered to do business in the State of Maryland by registration dated March 18, 1981.

FOURTH: The name, address and principal place of business of the Transferee is Protim Holdings, Inc., c/o Richards O'Neil & Allegaert, 660 Madison Avenue, New York, New York 10021.

FIFTH: The principal office of the Transferee in the State of Maryland is Queen Anne's County and all assets of the Transferor and Transferee in Maryland are situated and located in Queen Anne's County.

SIXTH: The principal address of the Transferee in the State of Delaware is Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware. The resident agent of the Transferee in the State of Maryland is The Corporation Trust Company Incorporated whose address is First Maryland Building, 25 South Charles Street, Baltimore, Maryland 21201.

SEVENTH: The nature and amount of the consideration to be paid by the Transferee for the property and assets hereby transferred, as set forth herein is \$740,000 of which \$286,272 is to be paid or credited by the assumption of a mortgage debt on the transferred property in the principal amount now owing of \$286,272 and the balance of \$453,728 is to be paid by cash or certified check at the time of transfer.

SEVENTH A: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Article of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Delaware under which Transferee was organized.

3-18-82- original mailed Robert R. Price Jr.  
Centerville, MD

EIGHT: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof, filed with the minutes of the proceeding of the Board, duly adopted a resolution declaring that the transfer of all the assets of the Transferor as hereinafter described is advisable and directing that these Articles of 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 Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Transferor.

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

NINTH: By consideration of the payment to Transferor of \$740,000 in accordance with the terms and conditions agreed upon by the parties hereto, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, Protim Holdings, Inc., its successors and assigns, in fee simple, the real estate more particularly described and set forth on Exhibit A attached hereto.

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

IN WITNESS WHEREOF, Big Woods Farm, Inc. and Protim Holdings, Inc., parties to these Articles of Transfer, have caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Transfer, as of this                      day of July, 1981.

ATTEST

David C. Bonyea  
Asst - Sec.

ATTEST

John M. Price, Jr.  
Asst - Sec.

BIG WOODS FARM, INC.

BY Robert A. [Signature], President

PROTIM HOLDINGS, INC.

BY Ray L. Leonard  
Vice President

1759

THE UNDERSIGNED, President of BIG WOODS FARM, INC., who executed on behalf of said Corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges in the name of and on behalf of said Corporation, the foregoing Articles of Transfer to be the corporate act of said Corporation and further certifies under the penalties of perjury, 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.

*R. A. [Signature]*  
President

THE UNDERSIGNED, Vice President of PROTIM HOLDINGS, INC., who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges in the name of and on behalf of said Corporation, the foregoing Articles of Transfer to be the corporate act of said Corporation and further certifies under the penalties of perjury, 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.

*[Signature]*  
Vice President

SWORN AND SUBSCRIBED to before me, a Notary Public of the State of Maryland, in and for Queen Anne's County, this 23<sup>rd</sup> day of July, 1981.

*[Signature]*  
Marcy F. Collier  
My commission expires: 7-1-82

331

THIS Confirmatory Deed made this 23<sup>rd</sup> day of July 1981, by and between BIG WOODS FARM INC., a body corporate of the State of Maryland, party of the first part; and PROPIM HOLDINGS INC., a body corporate of the State of Delaware, party of the second part.

WHEREAS, the parties hereto have entered into Articles of Sale and Transfer, in accordance with the Corporation and Association Section of the Annotated Code of Maryland, to effectuate the transfer of title to the herein below described property; and

WHEREAS, said Article of Sale and Transfer have been executed.

WHEREAS, the parties now execute this Confirmatory Deed so as to immediately confirm and record evidence of said transfer among the Land Records of Queen Anne's County.

NOW, THEREFORE, this Confirmatory Deed Witnesseth, that for and in consideration of the sum of Seven Hundred and Forty Thousand Dollars (\$740,000.) and other valuable considerations, the receipt of which is hereby acknowledged, the said party of the first part does hereby grant and convey unto the said party of the second part, its successors and assigns, in fee simple, the following described real estate, to wit:

ALL that tract or parcel of land, called or known as "Fort Republican", "Whiteings Outlett" and "Sewell's Fork" or by whatever other name or names the same may be called or known, situate, lying and being in the First Election District, Queen Anne's County, State of Maryland, being more particularly described by metes and bounds and courses and distances in accordance with a survey dated July 15th, 1981 by Watson and Son, a plat of said survey being recorded immediately hereafter, to wit:

BEGINNING at the intersection of the center line of Big Woods Road with the South right-of-way line of Maryland Route 302, then the following: South 03 degrees 41 minutes 43 seconds East, 4245.74 feet with the center line of Big Woods Road to a point referenced by a field stone North 86 degrees 31 minutes 14 seconds East, 28.47 feet. Thence, South 86 degrees 31 minutes 14 seconds West, 25.00 feet to an iron pipe set in the West right-of-way line of Big Woods Road. Thence, South 86 degrees 31 minutes 14 seconds West, 2432.41 feet with Merrick and Spalding Lands to an iron pipe set. Thence, North 30 degrees 35 minutes 53 seconds West, 125.40 feet with Merrick and Spalding Lands to a field stone found. Thence, North 05 degrees 19 minutes 55 seconds West, 2367.54 feet with Merrick and Spalding Lands to a field stone found. Thence, North 05 degrees 19 minutes 55 seconds West, 1255.87 feet with Leager Lands to an iron pipe set in the South right-of-way line of Maryland Route 302. Then the following fifteen courses with the South right-of-way line of Maryland Route 302 to the place of beginning: North 41 degrees 21 minutes 02 seconds East, 120.20 feet, with a curve to the right of Chord North 63 degrees 05 minutes 47 seconds East, 1035.44 feet and a radius of 1397.394 feet, North 84 degrees 50 minutes 32 seconds East, 427.97 feet, North 87 degrees 42 minutes 17 seconds East, 100.12 feet, North 85 degrees 59 minutes 17 seconds East, 100.02 feet, North 86 degrees 33 minutes 39 seconds East, 100.04 feet, North 84 degrees 50 minutes 32 seconds East, 300.00 feet, North 83 degrees 07 minutes 26 seconds East, 100.04 feet, North 89 degrees 16 minutes 33 seconds East, 100.18 feet, North 81 degrees 24 minutes 31 seconds East, 100.18 feet, North 83 degrees 41 minutes 47 seconds East, 100.02 feet, North 82 degrees 33 minutes 06 seconds East, 50.04 feet, North 81 degrees 42 minutes 15 seconds East, 54.80 feet, South 52 degrees 41 minutes 59 seconds East, 43.84 feet, North 86 degrees 18 minutes 17 seconds East, 15.00 feet. containing 246.337 acres of land, more or less; of which 2.439 acres, more or less are within the right-of-way of Big Woods Road.

LAW OFFICES  
PRICE & FOSTER

EXHIBIT A

BEING the same land granted and conveyed unto Big Woods Farm Inc. by deed from J. Ralph Graham, et al, dated May 10th, 1979 and recorded in Liber M.W.M. No. 149, folio 625.

SUBJECT to a purchase money mortgage from Big Woods Farm Inc., mortgagor to J. Ralph Graham, et al, mortgagee, dated May 10th, 1979, and recorded in Liber M.W.M. No. 149, folio 628, said mortgage having a principal indebtedness this date of Two Hundred Eighty Six Thousand Two Hundred Seventy-Two Dollars (\$286,272.00) and the grantee herein, as evidenced by its acceptance of this deed, does covenant and agree to assume all obligations and liabilities of Big Woods Farm Inc. arising under said mortgage.

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 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, Protim Holdings Inc., a body corporate of the State of Delaware, its successors and assigns, in fee simple, forever.

AND the said party of the first part does hereby covenant that it has not done or suffered to be done, any act, matter or thing whatsoever, to encumber the property hereby conveyed except the aforesaid mortgage to J. Ralph Graham, et al; that it will warrant specially the property hereby conveyed; and that it will execute such further assurances of the same as may be requisite.

WITNESS the hand of Robert J. Lynch, Jr., President of Big Woods Farm Inc., a body corporate of the State of Maryland, and its corporate seal hereto affixed.

WITNESS

BIG WOODS FARM INC.

Daniel C. Bryan

By: [Signature]  
President

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

I HEREBY CERTIFY, that on this 23<sup>rd</sup> day of July, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert J. Lynch, Jr., President of Big Woods Farm Inc., a body corporate of the State of Maryland, and as such President, did acknowledge the foregoing Deed to be his respective act.

WITNESS my hand and Notarial Seal.

Marcy J. Coccin  
Notary Public

My Commission Expires: 7-1-82

ARTICLES OF SALE AND TRANSFER

BETWEEN

BIG WOODS FARM, INC. (MD. CORP.) Transferor

AND

PROTIM HOLDINGS, INC. (DEL. CORP.) Transferee

QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
AS *Order Sale of Property* WAS  
RECEIVED FOR RECORD THIS *466*  
OF *Mar 19 82* AT *10:32 A.M.*

AND RECORDED IN  
BOOK *1000* OF *1000*  
RECORDED BOOK FOR QUEEN ANNES'S  
COUNTY

CLERK

*Marguerite L. Manbin*

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

of Maryland August 24, 1981 at 10:00 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2516*, Folio *1754* one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. *1753*  
MAR-4-82 A #21303 \*\*\*\*\*6.00

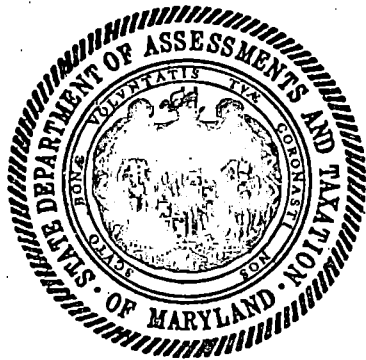
Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 24.00 Special Fee paid \$ \_\_\_\_\_  
4.00 Certif to Queen Annes Co. Land Office  
\$ 28.00

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.

*J. Kevin Muller*



RECEIVED  
CLERK OF CIRCUIT COURT  
1982 MAR -4 AM 10:32  
QUEEN ANNES'S COUNTY

A 115201



:0011

ARTICLES OF INCORPORATION  
OF  
POSEIDON RESTAURANT, 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:

POSEIDON RESTAURANT, 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 operating a restaurant and marina;

(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;

(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.

*Queen  
Ames  
Co*

FIFTH: The address of the principal office of the Corporation in this State is: Poseidon Inn, Grasonville, Maryland 21638. The resident agent of the Corporation is: Barry Sheldon Cohen, whose address is: 10100 Tyler Terrece, Potomac, Maryland 20854. The resident agent is a citizen of the State of Maryland who resides here.

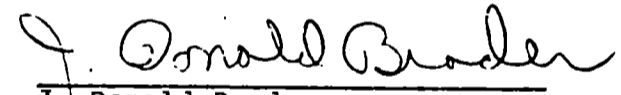
SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares without par value, all of which shares are of one class and are designated common stock.

SEVENTH: Initially, the Corporation shall have one Director, who shall be J. Donald Braden and who shall

0013

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 28<sup>th</sup> day of July, 1981, and I certify these Articles to be my act.

  
\_\_\_\_\_  
J. Donald Braden

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

IS Art. 164c WAS  
RECEIVED FROM THIS 466  
DAY OF Mar 82 AT 10:30 A.M.

ARTICLES OF INCORPORATION  
OF

RE ..... AND RECORDED IN  
LIBER MUM#6, Vol. 713, Art. 164c POSEIDON RESTAURANT, INC.  
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 July 30, 1981 at 2:00 o'clock P.M. as in conformity  
with law and ordered recorded.

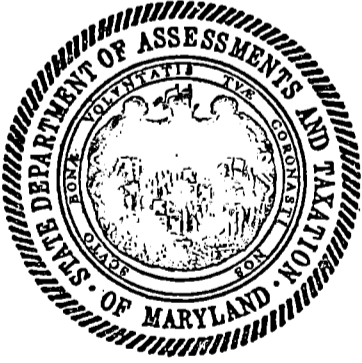
Recorded in Liber 2515, folio 4 7:0010 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. MAR-4-82 A 21304 \*\*\*\*\*5.00

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.



RECEIVED  
CLERK, CREDIT DEPT  
1982 MAR -4 AM 10:32  
QUEEN ANNE'S COUNTY.

*J. Kevin Traylor*

A5

A 114602

0379

LAW OFFICES  
**MILES & STOCKBRIDGE**  
114 N. WEST STREET  
EASTON, MARYLAND 21601

RICHARD K. WHITE, JR.

TELEPHONE 801-822-8280  
FROM BALTIMORE AREA 269-8070  
FROM WASHINGTON AREA 261-2369  
CABLE MILBRIDOE  
TELEX 87-511

BALTIMORE OFFICE  
10 LIGHT STREET  
BALTIMORE, MARYLAND 21202

TOWSON OFFICE  
401 WASHINGTON AVENUE  
TOWSON, MARYLAND 21284

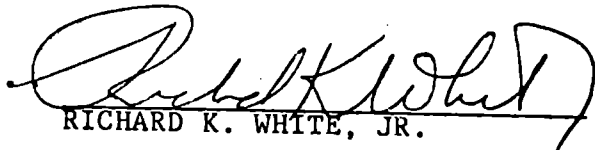
NOTICE BY RESIDENT AGENT OF  
W. A. THOMAS & SON, INC.  
OF CHANGE OF ADDRESS

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

July 28, 1981

This is to notify you that I am the Resident Agent of W. A. Thomas & Son, Inc. and have changed my address from 1000 Maryland Trust Building, Baltimore, Maryland 21202 to 114 North West Street, Easton, Maryland 21601, effective July 1, 1981.

Enclosed is a check for \$8.00 to cover the cost of filing and recording this notice.

  
RICHARD K. WHITE, JR.

cc: W. A. Thomas & Son, Inc.

LIBER

6 PAGE 717

3-18-82, orig mailed Miles & Stockbridge  
114 N. West St.  
Easton Md. 21601

LIBER 6 PAGE 718  
NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

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OF

W.A. THOMAS & SON, INC.

received for record August 7, 1981

, at 8:30 A.M.

and recorded on Film No. 2515

Frame No. 0378 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 19248A

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

MAR-4-82 A #21305 \*\*\*\*\*1.25

Mr. Clerk Mail to: Miles & Stockbridge  
114 North West Street  
Easton, Maryland 21601

rmo

RECEIVED  
CLERK OF COURT  
1982 MAR -4 AM 10:33  
QUEEN ANNES COUNTY

COUNTY, SCT.  
CERTIFY THAT

*Not Change* WAS  
RECEIVED FOR RECORD THIS *4/6*  
DAY OF *Mar* 1982 AT *10:33 A.M.*  
AND RECORDED IN  
LIBER *W.A. Thomas & Son 717*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

CLERK

*Margaret M. Martin*

## ARTICLES OF INCORPORATION

OF

KENT ISLAND SPORTING GOODS, INC.  
A Close Corporation

FIRST: I, Michael R. Foster, whose post office address is P.O. Box 367, 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 close corporation (which is hereafter referred to as the "Corporation") is:

KENT ISLAND SPORTING GOODS, 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 retail sale, marketing, leasing and distribution of sporting goods and related equipment; and to engage in any other lawful purpose and/or business; and

(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.

FIFTH: The post office address of the principal office of the Corporation in this State is Bay City 8-19, Stevensville, Maryland 21666. The name and post office address

of the Resident Agent of the Corporation in this State is Russell Hirschauer, Jr., Bay City 8-19, Stevensville, 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 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 stockholders 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 Russell Hirschauer, Jr. and Steven Patrick Sewell, 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.

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 unanimous 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 28<sup>th</sup> day of August, 1981, and I acknowledge the same to be my act.

WITNESS:

Kathy Johnson

Michael R. Foster  
Michael R. Foster  
Incorporator

STATE OF MARYLAND )  
QUEEN ANNE'S COUNTY )

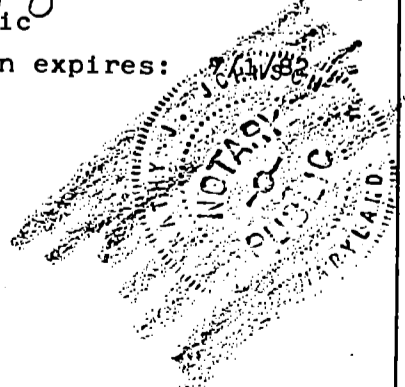
TO WIT:

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of August, 1981, 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.

Kathy Johnson  
Notary Public

My commission expires:



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

ARTICLES OF INCORPORATION  
OF  
KENT ISLAND SPORTING GOODS, INC.

THIS Acts/Kene WAS  
RECEIVED FOR RECORD THIS 23rd  
DAY OF Mar 1982 AT 10:26 A.M.

IN LIBER mum6, folio 719, Dist. Kene.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Margaret M. Martin*

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

of Maryland September 10, 1981

at 10:00 o'clock

MAR 23-82 A #21825 \*\*\*\*\*5.00  
A. M. as in conformity

with law and ordered recorded.

Recorded in Liber 2518, folio 2722 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  
1982 MAR 23 11 10 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.

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



A 116189

BW

## ARTICLES OF INCORPORATION

OF

LEONARD &amp; SONS, INC.

FIRST: We, John Steven Leonard of Route 3 Box 559 Old Love Point Road, Stevensville, Maryland 21666 and Verna May Leonard 1087 Skyway Drive, Annapolis, Md 21401, being at least eighteen (18) years of age, do, under and by virtue of the general incorporation laws of the State of Maryland authorizing the formation of corporations, voluntarily associate ourselves with the intention of forming a corporation and hereby form a corporation.

SECOND: The name of the corporation (which is hereinafter called "corporation") is Leonard & Sons, Inc.

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

(A) To engage in the business of owning, operating, conducting and managing automotive repair, body work and the retail sale of groceries, beer and wine and related items and to do all things and activities associated with owning, operating, conducting and managing such an enterprise including, but not limited to the purchase of automotive equipment, groceries, beer and wine and other supplies.

(B) To engage generally in all phases of sales of any lawful product from manufacturer or seller to consumer.

(C) To enter into partnerships, joint ventures, and all other business associations for any lawful purpose.

(D) To engage in the ownership, operation, construction franchising, management, marketing and all other lawful activities respecting those items named in (A) and (B) above, and to engage in any other lawful business or businesses, whether or not related to those elsewhere described in these articles, and those authorized or approved from time to time by the Board of Directors.

(E) 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.

(F) 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.

-2-

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

(H) To require 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 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.

(I) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, 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.

(J) 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 payment of principle and interest, or either, of any bonds, debentures, notes or other evidence of indebtedness created, or issued by any such other corporation or association.

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

(L) The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to the terms of any other clause of this or any other section 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.

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FOURTH: The Post Office address of the principal office of the corporation in this state is Route 3, Box 559 Old Love Point Road, Stevensville, Maryland 21666. Resident Agent is John Steven Leonard, at same address.

FIFTH: The total number of shares of capital stock which the corporation has authority to issue is One Thousand (1,000) shares, no par value in each share, all of which shall be of one class designated as common stock.

SIXTH: The corporation shall have three (3) directors being John Steven Leonard, Verna May Leonard and Richard L. Breeding who shall act as directors until the first annual meeting or until their successors are duly chosen or qualified.

SEVENTH: The Board of Directors shall have the power to create by-laws for the purpose of restricting transferability of stock as long as these restrictions are not inconsistent with law.

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.

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

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

of the corporation.

Notwithstanding any provision of law requiring the section to be taken or authorized by the affirmative vote of the holders or a majority or other designated proportion of the shares or of the shares of each class, or otherwise to be taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in the charter or in the by-laws but in cases in which the law authorized such action to be taken or authorized by a less vote, such action shall be effective and valid if so taken or authorized except as otherwise provided in the charter or in the by-laws.

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

NINTH: Each director and each officer and his heirs, executors, and administrators, shall be indemnified by the company against any costs and expenses reasonably incurred by him in connection with any action, suit, or proceeding, to which he may be made a party by reason of his being or having been a director or officer of the company or of any other corporation which he serves or has served as director or officer at the request of the company, and against any amounts paid by him in settlement of or in satisfaction of a judgment in this

action, suit, or proceeding (other than amounts paid or payable to the corporation), provided that no director or officer shall be indemnified against any costs, expenses, or payments, in relation to any matter as to which he shall be finally adjudged liable for acting fraudulently as to the corporation, or derelict in the performance of his duties as such director or officer or in relation to any matter as to which there has been no adjudication with respect to his performance of his duties unless the company shall receive an opinion from independent counsel that the director or officer is not liable for the alleged fraudulent conduct and has not been derelict as stated above; and provided that the foregoing rights of indemnification shall be exclusive of other rights to which he may be entitled as a matter of law.

TENTH: Provisions for the regulations of the internal affairs of the corporation are: the power to make, alter, amend or repeal the by-laws shall be vested in the Board of Directors.

ELEVENTH: Pre-emptive rights - the stockholders of the common stock shall have the pre-emptive rights, that is, shall have the right of first purchase when the Board of Directors chooses to issue further stock than that already outstanding, at the price, terms and conditions, as shall be fixed by the Board of Directors. These pre-emptive rights shall be exercised in the relation determined by the number of shares held by each stockholder at the time of issue in relation to the total number of shares outstanding at the time of the issue.

TWELFTH: The names and address, including street number of each incorporator are:

John Steven Leonard

Route 3 Box 559  
Old Love Point Road,  
Stevensville, Maryland 21666

Verna May Leonard

1087 Skyway Drive,  
Annapolis, Maryland 21401

IN WITNESS WHEREOF, we have signed these Articles of Incorporation.

WITNESS:

Thomas J. Hulreim  
Thomas J. Hulreim

DATE: 9/8/81

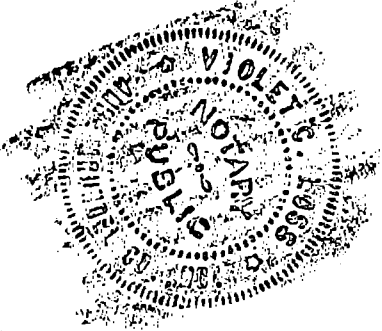
John Steven Leonard  
John Steven Leonard  
Verna M. Leonard  
Verna May Leonard

STATE OF MARYLAND:

COUNTY OF ANNE ARUNDEL

I HEREBY CERTIFY that on this 8th day of Sept. 1981, before me, the subscriber, a Notary Public in and for the State of Maryland and in and for the County aforesaid, personally appeared JOHN STEVEN LEONARD and VERNA MAY LEONARD, and acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I set my hand and Notarial Seal, the day and year first above written.



Violet C. Loss  
Violet C. Loss

My Commission Expires  
July 1, 1982



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STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Act. 1600 WAS  
RECEIVED FOR RECORD THIS 23rd  
DAY OF Mar 1982 AT 10:26A M.  
AND RECORDED IN  
BOOK 1100, Page 23 Act. 1600  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
LEONARD & SONS, INC.

CLERK.

*[Handwritten signature]*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 10, 1981 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2518, folio 2707, 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  
1982 MAR 23 AM 10:26  
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.

MAR 23-82 A 21826 \*\*\*\*\*5.50

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

*[Handwritten signature]*



A 116187

BW

PROFESSIONAL CONSTRUCTION SERVICES, INCORPORATED

ARTICLES OF INCORPORATION

FIRST: I, Gill Cochran, whose post office address is 116B Cathedral Street, Annapolis, Maryland 21401, 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 PROFESSIONAL CONSTRUCTION SERVICES, INCORPORATED.

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

(1) To provide land surveying, developmental engineering, construction management and related services; 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 Box 779-B Wicomico Road, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Gill Cochran, 116B Cathedral Street, Annapolis, Maryland 21401. 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 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 Thomasson
- Michael J. Thomasson
- Mark C. Thomasson

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 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.

EIGHT: 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) 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 proceedings; 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 1 day of September, 1981, and I acknowledge the same to be my act.

WITNESS:

Elyabeth R. Spalding

GILL COCHRAN

QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Auto 1424 WAS ARTICLES OF INCORPORATION  
RECEIVED FOR RECORD THIS 23rd  
DAY OF Mar 1982 AT 10:26 A.M. OF  
RE ..... AND RECORDED IN PROFESSIONAL CONSTRUCTION SERVICES, INCORPORATED  
LIBER MCOM 6, folio 730 Auto 1424  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Markis*

MAR 23-82 A 21827 \*\*\*\*\*5

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 4, 1981 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2518, folio 2252, 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 \$ \_\_\_\_\_

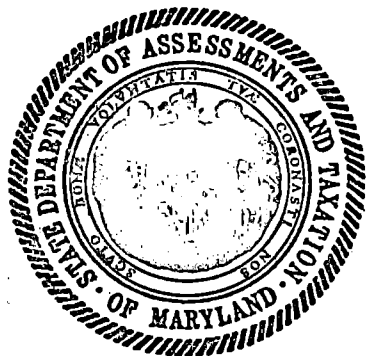
RECEIVED  
CLERK, CIRCUIT COURT  
1982 MAR 23 AM 10:26  
QUEEN ANNE'S COUNTY

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.

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

*J. Kevin Mueller*



A 116128

2227

**BULLE ROCK HORSEMANS CLUB, INC.  
ARTICLES OF INCORPORATION**

FIRST: I, J. Donald Braden, whose post office address is Farmers National Bank Building, Centreville, Maryland 21617, being at least eighteen (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 "Corporation") is BULLE ROCK HORSEMANS CLUB, INC.

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

(a) To operate a non-commercial riding club for the mutual enjoyment of all members and the promotion of the sport of horsemanship.

(b) To engage in any other lawful purpose and/or business.

(c) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code.

FOURTH: The post office address of the principal office of the Corporation in this State is Rt. 1, Box 280, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is Zebulon J. Brodie, Rt. 1, Box 280, Centreville, Maryland 21617. Said 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 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: Zebulon J. Brodie, Beatrice Brodie and Kathy Brodie.

SIXTH: The Corporation 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 set forth in the By-Laws of the Corporation.

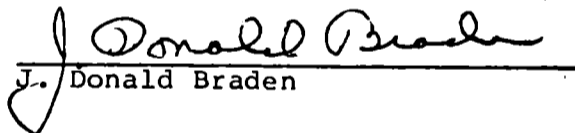
SEVENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: (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 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 19<sup>th</sup> day of August, 1981, and I acknowledge same to be my act.

  
J. Donald Braden

ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S COUNTY, MARYLAND

I HEREBY CERTIFY THAT BULLE ROCK HORSEMANS CLUB, INC.

263

THIS INSTRUMENT WAS RECEIVED FOR RECORD THIS 23rd DAY OF MAR 82 AT 10:26 A.M.

IN THE PRESENCE OF AND RECORDED IN LIBER MUMBLE, FOLIO 73 OF THE RECORD BOOK FOR QUEEN ANNE'S COUNTY

Marguerite M. Mansfield CLERK

MAR 23-82 A #21828 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland August 26, 1981 at 4:00 o'clock p M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2517, folio 2226 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 1982 MAR 23 AM 10:26 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.

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

J. Edwin Qualley



A 115684

bt

LRFR

6 PAGE 735

4-1-82 - orig mailed James Fife  
311 Five Farms Dr  
Stevensville Md 21666

5918

6 736

02184

NEWTRACK SKI SYSTEM INCORPORATED

ARTICLES OF AMENDMENT

NEWTRACK SKI SYSTEM INCORPORATED, a Maryland corporation having its principal office in Queen Anne County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out; FIFTH: The total number of shares which the Corporation has authority to issue is: (100,000) shares of stock the par value of; one (\$1) dollar a share, all of one class, and having an aggregate par value of; one hundred thousand (\$100,000) dollars. and inserting in lieu thereof the following: FIFTH: The total number of shares which the Corporation has authority to issue is: (10,000,000) shares of stock the par value of; one (\$.01) penny a share, all of one class, and having an aggregate par value of; one hundred thousand (\$100,000) dollars.

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 stockholders of the Corporation.

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

Common Stock, 100,000 shares, one (\$1) dollar par value

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

Common Stock, 10,000,000 shares, one (\$.01) penny par value

IN WITNESS WHEREOF: NEWTRACK SKI SYSTEM INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on 26 August 1981, under penalties of perjury.

ATTEST:

NEWTRACK SKI SYSTEM INCORPORATED

*James A. Fife*  
SECRETARY

*Harry M. Fife*  
PRESIDENT



ARTICLES OF AMENDMENT

OF

NEWTRACK SKL SYSTEM INCORPORATED

267

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

THIS Articles Amend WAS  
RECEIVED FOR RECORD THIS 23rd  
DAY OF Mar 1982 AT 10:26A M.

IN THE PRESENCE OF AND RECORDED IN  
LIBER MWMB, Folio 736, Article  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

MAR 23-82 A 21829 \*\*\*\*\*5.00

Maguilde W. Martin CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 26, 1981 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

2

Recorded in Liber 2517, Folio 2183, 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  
1982 MAR 23 AM 10 26  
QUEEN ANNE'S COUNTY

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.

*J. Kevin Mueller*



A 115674

drb