





















J & J DEVELOPMENT CO., INC.	40
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6

























02379

ARTICLES OF INCORPORATION  
OF  
BAYSIDE TOOL AND THREAD, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, MICHAEL JAMES WALTERS, whose post office address is 130 Penny Lane, Stevensville, Maryland 21666, 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 hereafter called the "Corporation") is BAYSIDE TOOL AND THREAD, INC.

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

1. To own, conduct, operate, maintain, manage and carry on the business of selling at wholesale or retail, tools, equipment and machinery and related products.
2. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, or turn to account, or deal in, all or any part of the property or estate of the corporation whether real, personal or mixed, and from time to time vary any investment or capital of the Corporation.
3. To engage in and carry on any other business which may be considered necessary, advisable or convenient for the purposes of promoting the general development of any land or lands of the corporation, or of enhancing its value.
4. To purchase, lease, or otherwise acquire, hold, own, manage, construct, erect, improve, operate, dispose of, or to aid and subscribe towards the acquisition, construction or improvement of plants, mills, buildings, machinery, equipment, facilities, and any other property or appliance which may appertain to or be useful in the conduct

516182 original mailed to Charles E. Smith, P.A.  
P.O. Box 147  
Grasonville, MD 21638

of any business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.

5. To acquire all or any part of the good will, rights, property, patents, copyrights, franchises, or business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any business which this corporation has the power to conduct; and to hold, utilize, enjoy, mortgage, pledge, assign, dispose of or deal in the whole or any part of the rights, property and business so acquired; and to assume in connection therewith any liabilities of any person, firm, association or corporation.

6. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas and the like, which may be capable of being used for any of the purposes of the corporation, and to use, exercise, develop, grant franchises or licenses in or with respect thereto, or otherwise deal with the same, or turn to account.

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

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

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

the accomplishment of any of the objects and purposes aforesaid.

10. Without in any particular way limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make contracts, incur liabilities, borrow money, secure performance bonds, issue notes, bonds, debentures, stock or other obligations in payment for property purchased or acquired by the corporation, mortgage, assign or pledge any stocks, bonds, accounts receivable or to guarantee any dividend or bond or contract of other obligation, to secure any bonds, or other obligations by it issued or incurred, and in carrying out and performing its business and furthering its objectives and purposes to do all manner of things reasonable and proper in the premises; and further to be vested with all of the powers set forth by the Public General Laws of Maryland and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, however, that any and all of the foregoing powers shall be exercised only in conformity with the laws of the State of Maryland.

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

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

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is 130 Penny Lane, Stevensville, Maryland 21666, and the resident agent of the corporation is MICHAEL JAMES WALTERS whose post office address is 130 Penny Lane, Stevensville, Maryland 21666. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have four (4) directors, Michael James Walters, 130 Penny Lane, Stevensville, Maryland 21666, Phillip Michael Rizzo, Jr., Route 3, Box 562-A, Stevensville, Maryland 21666, Judith M. Walters, 130 Penny Lane, Stevensville, Maryland 21666, and Theresa M. Rizzo, Route 3, Box 562-A, Stevensville Maryland 21666, which number may be increased or decreased pursuant to the bylaws and they shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.



SIXTH: The total number of shares of stock which the corporation has authority to issue is one hundred (100) without par value, all of which shares are of one class and are designated common stock.

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

1. The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of stock of the corporation, of any class, whether now or hereafter authorized, and securities convertible into shares of stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem adequate and advisable, subject to such limitations and restrictions, if any, as may be set forth in the bylaws of the corporation.

2. Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be interested as the holder or owner of its capital stock, or otherwise, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and in the absence of fraud, no contract or other transaction shall thereby be effected or invalidated; provided that in case a director is so interested, such fact shall, previous to such contract or transaction, be disclosed to the board of directors, or a majority thereof.

3. The corporation reserves the right, from time to time, to make amendments to its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any outstanding stock by classification, re-classification or otherwise; but no such amendment which changes the terms of any outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of three-fourths (3/4) of the shares of such stock at the time outstanding, by a vote at a general or special meeting of stockholders, or in writing with or without such meeting.

4. The board of directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid to stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net

profits. Subject to any provisions in the by-laws of the corporation, the board of directors may use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the board of directors shall deem expedient.

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

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

7. No common stock of the corporation shall be sold, pledged, mortgaged, given or distributed by any stockholder (except by the laws of distribution of an intestate's estate or by Last Will and Testament) or by any executor or personal representatives of a deceased stockholder, or otherwise assigned, disposed of, or transferred to a transferee, other than the corporation, without having first been offered, in writing, for sale to the corporation for a period of thirty (30) days at its then market value; and failure of the corporation to exercise its right of purchase within said period of time, or a written refusal to purchase said stock so offered, by the corporation, before the expiration of said period, shall constitute a waiver of these requirements. Any transfer in violation of these conditions shall be void and shall confer no rights upon the transferee, except where required by the Laws of the State of Maryland.

8. Stock certificates shall not be issued to any subscriber until fully paid, and said stock certificates, when issued, shall be nonassessable.

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 October, 1981.

WITNESS:

Doris R. Bitely

Michael James Walters (SEAL)  
Michael James Walters

STATE OF MARYLAND

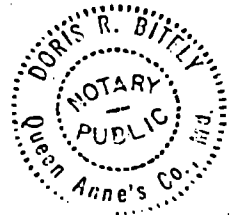
COUNTY OF QUEEN ANNE'S

to wit:

I HEREBY CERTIFY, That on this 8<sup>th</sup> day of October, 1981, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared MICHAEL JAMES WALTERS and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.

Doris R. Bitely  
NOTARY PUBLIC  
My Commission Expires: 7/01/82



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

THIS Arts / Inc. WAS  
RECEIVED FOR RECORD THIS 16<sup>th</sup>  
DAY OF Apr 1982 AT 12:28 P. M  
AND RECORDED IN  
BOOK MUM # 2 fol 1 Arts/Inc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
BAYSIDE TOOL AND THREAD, INC.

CLERK

*Marguerite M. Martin*

APR 16-82 A 22529 \*\*\*\*\*5.50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 22, 1981 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2522 fol 02378 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 APR 16 PM 12:28  
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.

*Dean W. Fisher*



A 117928  
8100998

BW

516182 original mailed to Brassel & Baldwin  
116 D Cathedral St.  
Annapolis, MD 21401

03267

USFP 7 PAGE 8

ARTICLES OF INCORPORATION  
OF  
OX-BOW BUILDERS, INC.

THIS IS TO CERTIFY:

FIRST: That I, Rignal W. Baldwin, Jr., whose post office address is 116-D Cathedral Street, Annapolis, Maryland 21401, being at least 21 years of age, do hereby intend to form a Service Corporation under the general laws of the State of Maryland, including the General Corporation Law of the State of Maryland.

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

"Ox-Bow Builders, Inc."

THIRD: The purposes for which the Corporation is formed and the business or object to be carried on and promoted by it, within the State of Maryland, or elsewhere as may be permitted by law are:

(1) To engage in any aspect of the planning, design, construction, repair, restoration and renovation of buildings, the practice of or the offer to practice architecture. Services of the Corporation shall include drafting, modelmaking, the fabrication or repair of household items, and all work ordinarily associated with the erection of new structures or with the alteration of existing structures, including excavation and landscaping. Such services may be rendered only through its officers, agents and employees who are duly authorized to render such services in the State of Maryland.

(2) To act in any and all parts of the world as principal, agent, joint venture or otherwise, either alone or in association with any other persons, firms, associations, entities, combinations, domestic or foreign corporations, states, governments and other public and private bodies.

(3) To produce, buy, sell and dispose of all kinds of services, goods, wares, merchandise, commodities, supplies and products.

(4) To borrow or raise money 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 and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of or lien upon the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, debentures or other obligations of the Corporation for its corporate purposes; to confer upon the holders of any bonds, debentures or obligations of the Corporation, secured thereof into stock of the Corporation upon such terms and conditions as may be deemed advisable; to create, issue, sell and otherwise dispose of, for money, property or other considerations deemed useful for the purpose of the Corporation, certificates entitling the holder to an interest in all or any part of the securities from time to time held by the Corporation; to permit the holders of any bonds, debentures or obligations of the Corporation, secured by specific securities, to share in the income of such securities in lieu of or in addition to, a fixed return on their investment; and to issue certificates for partly-paid stock of the Corporation.

(5) To the extent permitted by law, to lend to any person, firm or corporation any of its uninvested funds either with or without security.

(6) To have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts or territories of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory or country; to erect, construct, rebuild, enlarge, repair, alter, improve, maintain, manage and operate houses, buildings or other works of any description on any lands or any interest therein, or any houses, buildings or other works owned by the Corporation; to engage generally in the real estate business, as principal agent, broker or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate and deal in lands, houses, buildings or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of tax liens and transfers of tax liens on real estate.

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

(8) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Maryland upon corporations formed under the General Corporation Law of the State of Maryland, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

FOURTH: The post office address of the principal office of this Corporation in this State is 18 Main Street, Grasonville, Maryland, 21638. The name and post office address of the resident agent of the Corporation in this State is Rignal W. Baldwin, Jr., 116-D Cathedral Street, Annapolis, Maryland 21401. Said resident agent is a citizen of the State of Maryland and 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 of the par value of One Dollar (\$1.00) each. The aggregate par value of all shares of stock authorized to be issued by the Corporation is One Thousand Dollars (\$1,000.00). The shareholders shall have no preemptive rights with respect to the capital stock of the Corporation, and the Corporation may issue and sell its capital stock from time to time without offering such shares to the shareholders then holding shares of capital stock. Shares of the Corporation's stock shall be issued subject to limitations as the Bylaws of the Corporation may prescribe or as may be mutually agreed among the shareholders.

SIXTH: The number of directors of the Corporation shall be two (2), and the number of directors may be increased or decreased pursuant to the Bylaws 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 of stockholders or until their successors are duly chosen and qualify are:

Richard A. Gibb

Judith Marie S. Gibb

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable irrespective of the value or amount of such considerations.

(2) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereto; 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 the force and effect as if he were not such director or officer of such other corporation or not so interested.

(3) The Board of Directors shall have power, subject to any limitations or restrictions 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.

EIGHTH: (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation, or is or was



serving at the request of the Corporation as a director or officer of another corporation, or as an official of a 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, 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.

(b) The indemnification provided in clause (a) shall not be deemed exclusive of any rights to which a person seeking indemnification thereunder may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, 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.

(c) The Corporation shall have power to purchase insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as director or officer of another corporation, or an official of a partnership, joint venture, trust or other enterprise against any

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liability under the provisions of clause (a).

(d) Anything to the contrary in the foregoing clauses (a) through (c) notwithstanding, no director or officer shall be indemnified against any liability to the Corporation or to its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator of Ox-Bow Builders, 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 *1st* day of *October*, 1981.

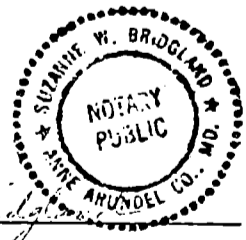
Witness:

*Allen E. Clark*

*Rignal W. Baldwin Jr.*  
Rignal W. Baldwin, Jr.

THIS IS TO CERTIFY that before me, a Notary Public, in and for the State of Maryland, this *1st* day of *October*, 1981, personally appeared Rignal W. Baldwin, Jr., incorporator of Ox-Bow Builders, Inc. and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



*Suzanne W. Bridgman*  
Notary Public

My Commission Expires: *7/1/82*

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

THIS Art / Inc WAS  
RECEIVED FOR RECORD THIS 16th  
DAY OF Apr 19 82 AT 12:28 P. M  
E ..... AND RECORDED IN  
LIBER MUM # 8 folio 8 Art / Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
OX-BOW BUILDERS, INC.

CLERK

*Marguerite M. Harbin*

APR 16-82 A #22530 \*\*\*\*\*5.50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 15, 1981      at 3:00      o'clock      P. M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2521, folio 03266 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 APR 16 PM 12:28  
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.

*Dean W. Fisher*



A 117592  
8100736

BW

01914

ARTICLES OF INCORPORATION

OF

BRENT T. CARROLL, CHARTERED

A MARYLAND CLOSE CORPORATION

A Maryland Corporation (organized pursuant to Subtitle 1 of Title 5, Professional Service Corporations) of the Corporations and Associations Article of the Annotated Code of Maryland

The undersigned, Brent T. Carroll, whose post office address is 115 Lawyers Row 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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Annotated Code of Maryland as amended.

ARTICLE I

The name of the corporation (which is hereinafter called the "CORPORATION") shall be:

BRENT T. CARROLL, CHARTERED

ARTICLE II

The purpose for which the corporation is formed are:

[1] To engage in the professional practice of public accountancy, including but not limited to, rendering of services to the general public in the fields of accounting, auditing, taxes, business management and financial planning.

And to further engage in such professional activities recognized as legal and authorized in accordance with Article 75A of the Annotated Code of Maryland and the licensing regulations

JAMES E. THOMPSON, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MD. 21617

750-0677

LBSP 7-15

5/16/82 original mailed to James E. Thompson, Jr.  
115 Lawyers Row  
-Centreville, MD 21617

7 16

promulgated by the Maryland State Board of Public Accountancy; and  
To engage in any other lawful purpose.

[2] To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article as amended from time to time.

#### ARTICLE III

The post office address of the principal office of the Corporation in this state is 115 Lawyers Row, Centreville, Maryland 21617. the resident agent of the Corporation is Brent T. Carroll, whose address is 115 Lawyers Row, Centreville, Maryland 21617. Said resident agent is a citizen of the State of Maryland and actually resides therein.

#### ARTICLE IV

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.

#### ARTICLE V

The number of directors of the Corporation shall be One (1), which number may be increased but shall never be less than One (1). The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is, Brent T. Carroll.

ARTICLE VI

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.

ARTICLE VII

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

[1] The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

[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 time 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

MAR 7 1938

upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

[3] With respect to:

- a. the amendment of the Charter of the Corporation;
- b. the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- c. the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- d. the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;
- e. 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;
- f. the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
- g. the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article VII.

ARTICLE IX.

[1] As used in this Article IX, any word or words that are defined in Section 2-418 of the Corporations and Associations

01918

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) and (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.

ARTICLE X

The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the





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

I HEREBY CERTIFY THAT

THIS art/enc WAS  
RECEIVED FOR RECORD THIS 16th  
DAY OF Apr. 1982 AT 12:29 P.M.  
AND RECORDED IN  
LIBER MWM #7 folio 15 art/enc,  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
BRENT T. CARROLL, CHARTERED

CLERK

*Marguerite M. Martin*

APR 16-82 A 22531 \*\*\*\*\*5.50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 9, 1981 at 3:00 o'clock P.M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2521, folio 01913, 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 APR 16 PM 12:29  
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.

*Richard W. Fisher*



A 117415  
8100547

BW

516182 original mailed to Cynthia E. Grigsby, Esq.  
#103-5402 85th Avenue  
New Carrollton, MD 20784

7 22

03237

# Articles of Incorporation of

## ISLAND DELICACIES INCORPORATED

We, the undersigned incorporators, being of the age of 18 years or older, hereby associate ourselves together to form and establish a corporation for profit under the general laws of the State of Maryland. We do hereby certify:

FIRST: The name of the Corporation shall be

ISLAND DELICACIES INCORPORATED

SECOND: The period of duration of the Corporation shall be perpetual.

THIRD: The address of the initial registered office, which shall also be the principal office of the Corporation, is Route 18 & Kent Narrows Bridge, Grasonville, Maryland 21638. The name of the initial resident agent of the Corporation at the registered office is Lawrence Hester, 207 Tower Drive, Stevensville, Maryland 21666.

FOURTH: The Corporation is formed to engage in any profitable business venture or enterprise which is not illegal in the State of Maryland.

FIFTH: The names and addresses of the incorporators and members of the first board of directors, who will serve until the first annual meeting and until their successors are elected, are as follows:

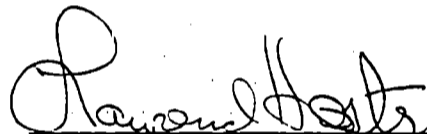
Name	Address
Lawrence Hester, Chairman	207 Tower Drive Stevensville, Maryland 21666
Doris M. Hester	207 Tower Drive Stevensville, Maryland 21666
Aulin E. Johnson, Jr.	1512 Brightseat Road Landover, Maryland 20785
Cynthia E. Grigsby	5402 85th Avenue #103 New Carrollton, Maryland 20784

C3238

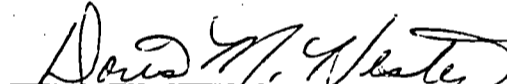
- 2 -

SIXTH: The Corporation is authorized to issue one class of shares to be designated as "common stock". The total number of common shares authorized to be issued is one thousand shares. The par value of each share is ten dollars (\$10.00). The aggregate par value of the shares that are to have a par value is ten thousand dollars.(\$10,000.00).

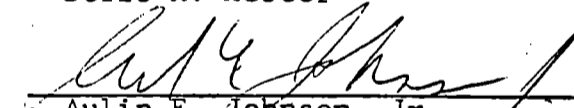
IN WITNESS WHEREOF we have signed the Articles of Incorporation and severally acknowledge the same to be our act this 3rd day of October, 1981.

  
\_\_\_\_\_

Lawrence Hester

  
\_\_\_\_\_

Doris M. Hester

  
\_\_\_\_\_

Aulin E. Johnson, Jr.

  
\_\_\_\_\_

Cynthia E. Grigsby

LIBER 7 24

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

THIS Art. 1/2mc WAS  
RECEIVED FOR RECORD THIS 16<sup>th</sup>  
DAY OF Sept 1982 AT 12:29 P.M.  
RE ..... AND RECORDED IN  
LIBER MUM 17 fol. 22 Art. 1/2mc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
ISLAND DELICACIES INCORPORATED

~~RECORDED~~

*Marguerite M. Manbin*

APR 16-82 A 22532 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 14, 1981 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2521, fol. 03235 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 APR 16 PM 12:29  
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.

*Dean W. Fisher*



A 117587  
8100731

BW

01327

R. PHIL THOMPSON, 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 P. O. Box 446, 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 R. Phil Thompson, 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 sale, trade, distribution, purchase, resale and general dealing in seed, grain, alfalfa, sudax, sorghum and agricultural or related products of all manner, type or kind; 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 415, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is R. Phil Thompson, 203 Kidwell Ave., 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 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 R. Phil Thompson.

7 25

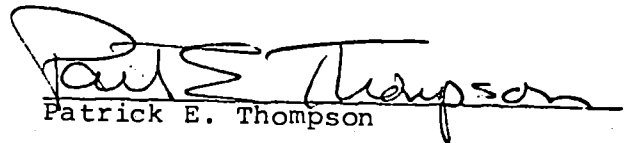
516182 original mailed to Sumner & Thompson  
109 Lewis Ave  
Centreville, MD 21617

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 14<sup>th</sup> day of October, 1981, and I acknowledged the same to be my act.

  
Patrick E. Thompson

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

ARTICLES OF INCORPORATION

THIS Arts/Inc WAS

OF

R. PHIL THOMPSON, INC.

RECEIVED FOR RECORD THIS 16th  
DAY OF Apr 19 82 AT 12:29 P.M.

IN Arts/Inc AND RECORDED IN  
LIBER mum #7 folio 25 Arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Marguerite M. Franklin*

APR 16-82 A #22533 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 21, 1981 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2522, folio 01326, 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 APR 16 PM 12:29  
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.

*Richard W. Fisher*



A 117824

8100969



5/6/82 original mailed to: George Breschi, Esq.  
406 W. Pennsylvania Ave  
Towson, MD 21204

GAB:cm  
9/29/81

LIBER

7 PAGE 28

1053

DONALD M. LANE SEAFOOD, 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, DONALD M. LANE, whose post office address is Route 1, Box 783, Stevensville, Maryland 21666, and DOLORES LANE, whose post office address is Route 1, Box 783, 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, hereby associate ourselves and form a corporation.

ARTICLE I

NAME

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

DONALD M. LANE SEAFOOD, 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 business of fishing, clamming, oystering, carbbing, and all other related commercial underwater harvesting and farming of seafood. This business will include all those types of work normally associated with watermen.

B. To engage in the business of hauling all types of seafood, including fish, oysters, clams and crabs, either as a direct delivery of those seafood items caught or harvested in accordance with subparagraph "A" hereinabove, to individuals,

firms, corporation, partnership, or other entities purchasing the same on a retail or wholesale basis, or as a transportation of such seafood items as a contractor or sub-contractor. The Corporation shall purchase, rent, lease and otherwise acquire trucks, automobiles, boats, and other motor vehicles or vessels as may be necessary for the hauling and transportation of all types of seafood in connection with this business.

C. To engage in the business of purchasing, renting, leasing, building and otherwise acquiring work boats, vessels, equipment and apparatus necessary for the harvesting or farming of seafood, including fish, oysters, clams and crabs.

D. To buy, lease, rent or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that purpose for which this Corporation is organized.

E. 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.

F. 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.

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.

- 2 -

## ARTICLE III

ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at Route 8 and Shipping Creek Road, Stevensville, Maryland 21666. The Resident Agent of the Corporation is DOLORES LANE, whose post office address is Route 1, Box 783, Stevensville, Maryland 21666.

## ARTICLE IV

STATUS OF CORPORATION

The Corporation shall exist as a close corporation until such time as the stockholders, by unanimous consent, shall file Articles of Amendment to change such status.

## ARTICLE V

DIRECTORS

This Corporation shall have two (2) Directors and DONALD M. LANE and DOLORES LANE shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors of this Corporation may be increased or decreased but in no event shall this Corporation have less than one (1) Director.

## 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 of its charter which may now or hereafter be authorized by law.

ARTICLE VIII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE IX

This Corporation is formed under the articles, provisions and conditions herein expressed and is subject in all respects to the provisions and limitations relating to corporations which are contained in the Statutes of the State of Maryland, governing and providing for the formation of 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 3rd day of October, 1981

WITNESS:

Charlotte A. Severa Donald M. Lane (SEAL)  
DONALD M. LANE

Charlotte A. Severa Dolores Lane (SEAL)  
DOLORES LANE

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

I HEREBY CERTIFY that on this 3rd day of October, 1981,

before me, the subscriber, a Notary Public in and for the State of Maryland, County of Queen Anne's, personally appeared DONALD M. LANE and DOLORES LANE, to me personally known or satisfactorily proven to be the persons whose names are subscribed upon the foregoing Articles of Incorporation, and they jointly and severally acknowledged the said Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Charlotte A. Stevens  
NOTARY PUBLIC

My Commission expires July 1, 1982



ARTICLES OF INCORPORATION  
OF

DONALD M. LANE SEAFOOD, INC.

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

I HEREBY CERTIFY THAT

THIS arts/ inc WAS  
RECEIVED FOR RECORD THIS 16<sup>th</sup>  
DAY OF Apr 19 82 AT 12:30 P.

RE arts/ inc AND RECORDED IN  
LIBER MW M<sup>th</sup> folio 28  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

APR 16-82 A 22534 \*\*\*\*\*5.00

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 7, 1981 at 3:30 o'clock P. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2521, folio 1052, 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 APR 16 PM 12:30  
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.

*Dean W. Fisher*



A 117294

8100435

drb

GAB:cm  
9/29/81

0505

7 PAGE 34

GLENN WHITE, JR., SEAFOOD, 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, GLENN WHITE, JR., whose post office address is Route 3, Box 58-A, Stevensville, Maryland 21666, and CYNTHIA R. WHITE, whose post office address is Route 3, Box 58-A, 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, hereby associate ourselves and form a corporation.

ARTICLE I

NAME

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

GLENN WHITE, JR., SEAFOOD, 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 business of fishing, clamming, oystering, crabbing, and all other related commercial underwater harvesting and farming of seafood. This business will include all those types of work normally associated with watermen.

B. To engage in the business of hauling all types of seafood, including fish, oysters, clams and crabs, either as a direct delivery of those seafood items caught or harvested in accordance with subparagraph "A" hereinabove, to individuals,

firms, corporations, partnerships, or other entities purchasing the same on a retail or wholesale basis, or as a transportation of such seafood items as a contractor or sub-contractor. The Corporation shall purchase, rent, lease and otherwise acquire trucks, automobiles, boats, and other motor vehicles or vessels as may be necessary for the hauling and transportation of all types of seafood in connection with this business.

C. To engage in the business of purchasing, renting, leasing, building and otherwise acquiring work boats, vessels, equipment and apparatus necessary for the harvesting or farming of seafood, including fish, oysters, clams and crabs.

D. To buy, lease, rent or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that purpose for which this Corporation is organized.

E. 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.

F. 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.

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.



## ARTICLE III

ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at Route 18 and Old Road, Stevensville, Maryland 21666. The Resident Agent of the Corporation is CYNTHIA R. WHITE, whose post office address is Route 3, Box 58-A, Stevensville, Maryland 21666.

## ARTICLE IV

STATUS OF CORPORATION

The Corporation shall exist as a close corporation until such time as the stockholders, by unanimous consent, shall file Articles of Amendment to change such status.

## ARTICLE V

DIRECTORS

This Corporation shall have two (2) Directors and GLENN WHITE, JR. and CYNTHIA R. WHITE shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors of this Corporation may be increased or decreased but in no event shall this Corporation have less than one (1) Director.

## 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 of its charter which may now or hereafter be authorized by law.

ARTICLE VIII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE IX

This Corporation is formed under the articles, provisions and conditions herein expressed and is subject in all respects to the provisions and limitations relating to corporations which are contained in the Statutes of the State of Maryland, governing and providing for the formation of 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 30<sup>th</sup> day of September, 1981.

WITNESS:

Kathryn Johnson Glenn White, Jr. (SEAL)  
GLENN WHITE, JR.

Kathryn Johnson Cynthia R. White (SEAL)  
CYNTHIA R. WHITE

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

I HEREBY CERTIFY that on this 30<sup>th</sup> day of Sept., 1981,

before me, the subscriber, a Notary Public in and for the State of Maryland, County of Queen Anne's, personally appeared GLENN WHITE, JR. and CYNTHIA R. WHITE, to me personally known or satisfactorily proven to be the persons whose names are subscribed upon the foregoing Articles of Incorporation, and they jointly and severally acknowledged the said Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

*Kathy Johnson*  
NOTARY PUBLIC

My Commission expires: 7-1-82



STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS arts/enc WAS

OF

RECEIVED FOR RECORD THIS 16<sup>th</sup>

DAY OF Apr 19 82 AT 12:30 P.M. GLENN WHITE, JR., SEAFOOD, INC.

AND RECORDED IN

LIBER MWM 117 folio 34 arts/enc

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK

*Marguerite M. Martin*

APR 16-82 A 22535 \*\*\*\*\*5.00

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

of Maryland October 6, 1981 at 8:30 o'clock A. M. as in conformity

with law and ordered recorded.

6

Recorded in Liber 2521, folio 0534, 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 APR 16 PM 12:30

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.

*Richard W. Fisher*



A 117273

8100394

drb

J & J DEVELOPMENT CO., INC.

ARTICLES OF INCORPORATION

FIRST: I, Gabriel J. Poggi, whose post office address is 5 Crain Highway, N.E., Glen Burnie, Maryland 21061, 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 referred to as the "Corporation" is J & J DEVELOPMENT CO., INC.

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

(1) To purchase, lease, and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of 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 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 88, Stevensville, Maryland 21666. The name and address of the Resident Agent of the Corporation in this State is Gabriel J. Poggi, 5 Crain Highway, N.E., Post Office Box 728, Glen Burnie, 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. 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 influence from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the

request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

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

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in 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 vote of quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

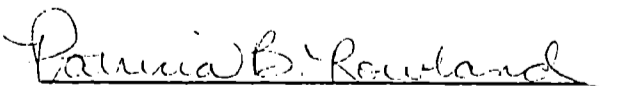
(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

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

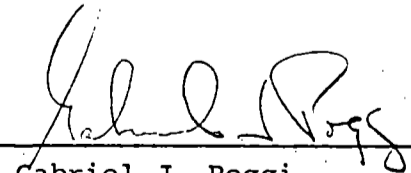
TENTH: The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled 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 25th day of September, 1981, and acknowledge same to be my act.

WITNESS:



Patricia B. Rowland



Gabriel J. Poggi

(SEAL)



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

ARTICLES OF INCORPORATION  
OF  
J & J DEVELOPMENT CO., INC.

... Arts/Inc ... WAS  
RECEIVED FOR RECORD THIS 16<sup>th</sup>  
DAY OF April 82 AT 12:30 P.M.

AND RECORDED IN  
BOOK MWM # 7 folio 48 Arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

APR 16-82 A 22536 \*\*\*\*\*5.00

*Marguerite M. Franbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 2, 1981 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2520, 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 \$

RECEIVED  
CLERK, CIRCUIT COURT  
1982 APR 16 PM 12:30  
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.

*[Signature]*



A 117072

8100224

ARTICLES OF INCORPORATION

of

BAYSIDE BUILDERS, INC.  
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: The undersigned, Lynn Leonhardt, whose post office address is 129 North Washington Street, Easton, Maryland, 21601, being at least 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: That the name of the corporation (which is hereinafter called the corporation) is:

BAYSIDE BUILDERS, INC.

THIRD: The corporation is a close corporation as defined in Corporations and Associations, Section 4-201 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 and to act as general contractors, builders, pavers, wreckers, concrete breakers and contractors, miners, dredgers, excavators, welldiggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, drilling contractors, riveters, acoustical contractors, glaziers, roofers, tin-smiths, floorers, tile contractors, bricklayers, hod carriers, masons, quarry owners and operators, stone, sand and gravel dealers, stonecutters, sand blasters, copper, tin, lead, aluminum, brass, bronze, nickel, zinc, iron, steel, and other metal producers and processors, smiths, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, steamfitters, gasfitters, heating and air conditioning contractors, elevator contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, dredge, pave, mine, quarry, develop, and improve and to raze, tear down, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and clean and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways, roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description, mines, oil wells, quarries, sand and gravel pits, tar pits, lime pits and other pits, beds, and deposits, machine shops, tool and die plants and establishments, foundries, smelting plants, blast furnaces, lumber yards, storehouses, warehouses, processing plants, retail and wholesale shops and establishments, showrooms, laboratories, and other factories, mills, plants, buildings, yards and fields of every kind and description.

5/6/82 original mailed to Miller, Wheeler, Thompson & Thompson.  
129 N. Washington St.  
Easton, MD 21601

(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.

FIFTH: That the post office address of the principal office of the corporation in this State is 126 S. Carolina Road, Stevensville, Queen Anne's County, Maryland, 21666. The name and post office address of the resident agent of the corporation in this State is Willard C. Parker, II, 129 N. Washington Street, P.O. Box 1209, Easton, Talbot County, Maryland, 21601. Said resident agent is an individual, is a citizen of and actually resides in the State of Maryland.

SIXTH: That the total number of shares of capital stock which the corporation has authority to issue is 100 shares of common stock without par value.

SEVENTH: That 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 Bruce L. Bagley.

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 "Indemnifications 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 sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all 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, the undersigned incorporator have executed these Articles of Incorporation on this 23rd day of September, 1981, and I acknowledge the same to be my act.

WITNESS:

Karen Spotters

Lynn Leonhardt  
Lynn Leonhardt

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS arts/ inc WAS

RECEIVED FOR RECORD THIS 16<sup>th</sup>

DAY OF Apr 19 82 AT 12:31 P.M

RE ..... AND RECORDED IN

LIBER MUM #7 folio 45 Arts/ inc

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

ARTICLES OF INCORPORATION

OF

BAYSIDE BUILDERS, INC.

CLERK

*Marguerite M. Martin*

APR 16-82 A #22537 \*\*\*\*\*5.00

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

of Maryland October 2, 1981

at 10:30

o'clock

A.M. as in conformity

with law and ordered recorded.

3

Recorded in Liber 2520, folio 2373, 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 APR 16 PM 12:31

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.

*David W. Fisher*



A 117052

8100198

BW

10075

7-1455 47

7 MAY 48  
ARTICLES OF INCORPORATION

OF

CASTLE YACHT HARBOR ASSOCIATES, INC.

FIRST: I, David W. Shineman, whose post office address is 55 Arundel Road, Annapolis, Maryland being at least eighteen years of age, am hereby forming a corporation under and by virtue of the State of Maryland.

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

CASTLE YACHT HARBOR ASSOCIATES, INC.

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

- (1) To engage in the business of converting existing marinas and dwellings into condominium units, purchasing and selling said units, buying, selling, investing in, and leasing boat slips, boats; performing general repair work on marinas, slips, boats, and land units; engaging in the business of developing real property and water rights; and acting as agents, as yacht brokers and dealers 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 equipments;
- (5) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account, or deal with all or any part of the property of the Corporation;
- (6) To acquire, build, charter, buy, lease, rent, operate and use vehicles of any kind or character;
- (7) To apply for, obtain, register, purchase, lease or otherwise acquired or own by concessions, rights, options, patents, patent rights, privileges, inventions, processes, copyrights, trademarks, trade name 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 therefore, in the same manner provided by law, shares of the capital stock, bonds, or other obligations of the corporation; and while the holder or owner of any such shares of capital stock, script, voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(9) To acquire by purchase, lease or otherwise to own, use and operate factories, shops, manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores and other properties within and without the State of Maryland, which may be useful to accomplish any and all of the purposes or carrying on any of the business of the character hereinbefore referred to;

(10) To enter into, make and perform contracts without limit as to the character or amount, execute, issue and endorse drafts, bills of exchange and negotiable instruments of all kinds, as permitted by law;

(11) To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stocks, notes or other obligations, and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation, whether real or personal or to issue bonds, debentures, debenture stock or notes without any such security;

(12) To purchase, hold and 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 Castle Marina Road, Stevensville, Maryland. The name and post office of the Resident Agent of the Corporation is David W. Shineman, 55 Arundel Road, 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 ten thousand (10,000) shares of capital stock without par value.

**SIXTH:** The number of directors of the Corporation shall be 2, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2).

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 :

David W. Shineman and Charles J. Schwartzberg

**SEVENTH:** The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, of the Directors and Stockholders:

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

**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 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 claims, 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: (i) an affirmative vote, at a duly constituted meeting of a majority of all of 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.

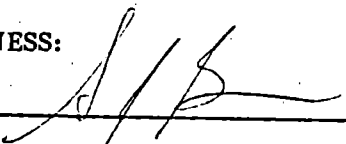

**NINTH:** Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the corporaton shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities 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.

**TENTH:** The duration of this Corporation shall be perpetual.



IN WITNESS WHEREOF, I have signed these Articles of Incorporation  
this 18th day of September, 1981, and I acknowledge the same to be my act.

WITNESS:

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

David W. Shineman

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

THIS arts/ Inc WAS  
RECEIVED FOR RECORD THIS 16<sup>th</sup>  
DAY OF Apr 19 82 AT 12:31 P.M.

ARTICLES OF INCORPORATION  
OF  
CASTLE YACHT HARBOR ASSOCIATES, INC.

AND RECORDED IN  
LIBER MWM #7 folio 48 arts/ Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

HERE

*Marguerite de Harbin*

APR 16-82 A 22538 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 29, 1981 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2520, folio 0912, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
CLERK, CIRCUIT COURT

1982 APR 16 PM 12:31  
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.

*David W. Fisher*



A 116882  
810008

BW

ARTICLES OF TRANSFER

10  
Queen Anne's County Senior Housing Association, Inc., a Maryland corporation, having its principal office in Centreville, Queen Anne's County, Maryland, hereinafter called "the corporation", hereby certifies to the State Department of Assessments and Taxation, that:

1. The corporation agrees to sell and transfer all or substantially all of its property and assets, consisting of two (2) parcels of land situate in the Town of Centreville in the Third Election District of Queen Anne's County in the State of Maryland, containing 0.956 of an acre, more or less, and 0.291 of an acre, more or less, adjacent one to the other, comprising a parcel of land on the northwest side of Tilghman Avenue and the northeast side of the former Price Street, and being the same and all of the land which was granted to the corporation by Queen Anne's County Cooperative, Inc. by deed dated April 30, 1976 and recorded among the land records of Queen Anne's County in Liber C.W.C. No. 104, folio 354.

2. The name and place of incorporation of each corporate party to these articles is:

Queen Anne's County Senior Housing  
Association, Inc.

Incorporated in the State of Maryland  
Transferor

3. No foreign corporation or foreign business trust is involved in these articles.

4. The name, address and principal place of business of the transferee of the corporate assets are:

Centreville Elderly Housing  
Limited Partnership

Address and Principal Place of Business:  
21 West Road  
Towson, Maryland 21204

5. The county in this state in which the corporate party to these articles has its principal office and in which any of the parties in this transfer, other than the successor, owns an interest in land is:

Queen Anne's County, Maryland

6. The terms and conditions of the transaction set forth in these articles were advised, authorized and approved by each corporate party to these articles in the manner and by the vote required by its charter and the laws of the place where it is organized and said approval was accomplished in the following manner, to wit: After at least ten (10) days and not more than ninety (90) days notice given in the form and manner required by law to all of the Directors and members of Queen Anne's County Senior Housing Association, Inc., the Board of Directors of Queen Anne's County Senior Housing Association, Inc. met on October 8, 1980, and adopted a resolution in the form required by Section 3-105(b) - "Procedure, Directors' Action" of the Corporations and Associations Article of the Annotated Code of Maryland, advising and approving the terms and conditions of the transaction set forth in these articles by a three-fourths (3/4) vote of all Directors and thereafter this transaction was approved by the members by an affirmative vote of two-thirds (2/3) of all the votes entitled to be cast on the matter at a special meeting of members held on October 8, 1980.

LIBER 7 56

7. The nature and amount of the consideration to be paid for the assets of the transferor is current money in the amount of Fifty-Eight Thousand Five Hundred Dollars (\$58,500.00).

8. These Articles of Transfer shall be effective as of August , 1981, or upon their acceptance by the State Department of Assessments and Taxation, whichever is later.

9. Centreville Elderly Housing Limited Partnership, the transferee, is not liable for any debts or obligations of Queen Anne's County Senior Housing Association, Inc.

WITNESS the hands and seals of the parties this day of August, 1981:

TEST:

QUEEN ANNE'S COUNTY SENIOR HOUSING ASSOCIATION, INC.

By: Keith E. Wolfe  
(Keith E. Wolfe)  
Vice President

ATTEST AS TO CORPORATE SEAL:

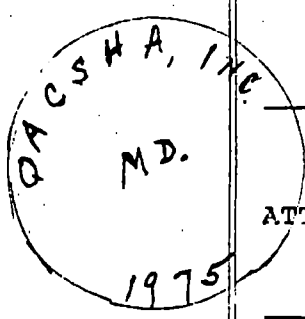
Robin Wood  
(Robin Wood) Secretary

TEST:

CENTREVILLE ELDERLY HOUSING LIMITED PARTNERSHIP (SEAL)

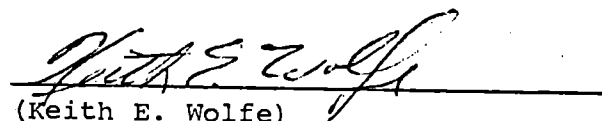
By: Michael J. Batza, Sr.  
General Partner

By: Earl L. Linehan  
(Earl L. Linehan)  
General Partner



Acknowledgment and Verification

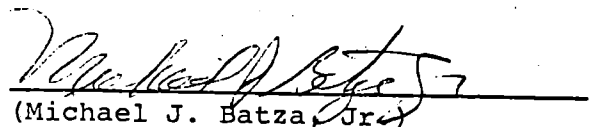
I, KEITH E. WOLFE, Vice President of Queen Anne's County Senior Housing Association, Inc., hereby acknowledge the foregoing Articles of Transfer to be the act of Queen Anne's County Senior Housing Association, Inc., and I further state that I was the Chairman of the meeting of the Board of Directors and of the meeting of members at which the transaction represented by these Articles of Transfer was approved, and that to the best of my knowledge, information and belief, the matters and facts set forth herein with regard to the authorization and approval of said transaction are true in all material respects, and that this statement is made under the penalties of perjury.




(Keith E. Wolfe)  
Vice President of Queen Anne's  
County Senior Housing Association, Inc.

Acknowledgment

I acknowledge the foregoing Articles of Transfer to be the act of Centreville Elderly Housing Limited Partnership.



(Michael J. Batza, Jr.)  
General Partner



(Earl L. Linehan)  
General Partner

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF TRANSFER

BETWEEN

THIS arts / transfer WAS RECEIVED FOR RECORD THIS 16<sup>th</sup> DAY OF April 19 82 AT 12:32 PM

QUEEN ANNE'S COUNTY SENIOR HOUSING ASSOCIATION, INC. (MD. CORP.) Transferor

AND RECORDED IN

AND

BOOK MWM 54 arts / me RECORD BOOK IN QUEEN ANNE'S COUNTY

CENTREVILLE ELDERLY HOUSING (LIMITED PARTNERSHIP) Transferee

CLERK

*Marguerite M. Marbin*

APR 16-82 A 22539 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland October 15, 1981 at 11:15 o'clock A M. as in conformity with law and ordered recorded.

*S*

Recorded in Liber 2522, 100542, 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. Office
			\$ 24.00	

RECEIVED  
CLERK, CIRCUIT COURT  
1982 APR 16 PM 12:32  
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.

*Dean W. Fisher*



A 117711

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BOOK 118 PAGE 428

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ME

CHESTER-STEVENSVILLE UNITED METHODIST CHARGE  
ARTICLES OF INCORPORATION

FIRST: That the members of the Union Methodist Church of Chester, Inc. and the Ezion Methodist Church of Batt's Neck, Inc. of the Chester-Stevensville United Methodist Charge, Peninsula Annual Conference of The United Methodist Church, in Queen Anne's County, State of Maryland, all over the age of twenty-one years, desiring to avail themselves of the provisions of the laws of the State of Maryland relating to and governing the incorporation of every church, religious society or congregation and intending to form a body corporate agreeably to said laws, did assemble at the place ordinarily used for the meeting of the members of said church or congregation, pursuant to notice of such meeting previously given and then and there did duly elect the following persons, to wit:

- |                |                 |
|----------------|-----------------|
| Thomas Bordley | Clarence Graham |
| Thomas Pauls   | Edward Johnson  |
| James Fisher   | Marie Bordly    |
| John Green     | Russell Cornish |
| Bessie Tolson  |                 |

All of the aforementioned individuals are more than twenty-one years of age and members of The United Methodist Church, residing in Queen Anne's County, State of Maryland; to act as trustees in the name and behalf of said body corporate until their successors shall be duly elected as hereinafter provided; and then and there at said meeting, did adopt the following plan, agreement or regulation for the government of said Corporation, as hereinafter set forth.

2 D.  
3184

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SECOND: The name of the new corporation (which is hereinafter called the Corporation) is CHESTER-STEVENSVILLE UNITED METHODIST CHARGE.

THIRD: The Corporation shall have a Board of Trustees consisting of not less than four or more than nine persons, and the

LIBER 7 PAGE 59

516182 original mailed to Walter Litvinack, Esq.  
Box F  
Chester, MD 21619



## BOOK 118 PAGE 429

hereinbefore named persons shall act as such until their successors shall have been duly elected. The qualifications, election, organization and succession of said Board of Trustees shall be in accordance with and agreeable to the Discipline of The United Methodist Church as from time to time established, made and declared by the lawful authority of said church, except where the Laws of Maryland prescribed otherwise.

FOURTH: The Corporation shall support the doctrine, and it, and all its property, both real and personal, shall be subject to the laws, usages, and ministerial appointments of The United Methodist Church as are now or shall be from time to time established, made, and declared by the lawful authority of the said church.

FIFTH: The Corporation shall have the power to acquire and hold title, in fee simple, in trust or otherwise, to both real and personal property, and to improve, encumber, sell, convey and dispose of all such property in conformity with the Discipline of The United Methodist Church.

SIXTH: Subject to the provisions of the Discipline, the Corporation shall have the power to erect and maintain buildings for the worship of God, for training in Christian faith and conduct, and for Christian social intercourse, and to acquire or build and maintain residences for the use and occupancy of its ministers.

SEVENTH: The by-laws of the Corporation shall include the Discipline of The United Methodist Church as from time to time enacted, authorized, and declared by its General Conference; and no other by-law shall be adopted inconsistent with the provisions of the Discipline.

EIGHTH: The members of the Corporation shall be members of the Charge Conference of the Chester-Stevensville United Methodist Charge.

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000138

BOOK 118 PAGE 430

NINTH: If for any reason, the Corporation shall cease to exist as a legal entity and its charter shall expire or be terminated, the title to all its property, both real and personal, shall be vested in the Trustees of the Annual Conference; if the Annual Conference itself is unincorporated, in the same manner as it holds title to any other real estate, or in the Annual Conference in its corporate name if it is incorporated, and all such property shall be held in trust for the benefit of the local church.

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

ELEVENTH: The post-office address of the principal office of the Corporation in Maryland is Chester, Maryland 21619. The resident agent of the Corporation is Thomas Bordley, Stevensville, Maryland 21666. Said resident agent is a citizen of the United States and a resident of Queen Anne's County, State of Maryland.

TWELFTH: These Articles of Incorporation have also been submitted to the District Superintendant of the Easton District, Peninsula Annual Conference of The United Methodist Church and have been approved by him as to the conformity of the same with the provisions of the Discipline of The United Methodist Church, as evidenced by his signing the same.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 15 day of July, 1980, and we acknowledged the same to be our acts.

WITNESS:

J. Neuma Walter  
E. Emma L. Thomas

Thomas Jesse Bordley  
Thomas Bordley, Trustee  
Thomas H. Pauls  
Thomas Pauls, Trustee

Emma L Thomas

James Fisher  
James Fisher, Trustee

Emma L Thomas

John Green  
John Green, Trustee

Emma L Thomas

Clarence Graham  
Clarence Graham, Trustee

J. Newman Walters

Edward Johnson  
Edward Johnson, Trustee

J. Newman Walters

Marie Bordly  
Marie Bordly, Trustee

J. Newman Walters

Russell Cornish  
Russell Cornish, Trustee

Emma L Thomas

Bessie Tolson  
Bessie Tolson, Trustee

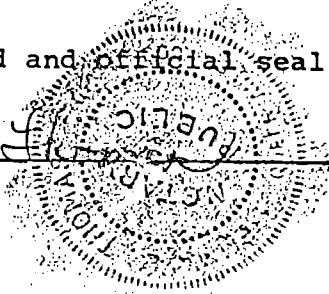
STATE OF MARYLAND,  
COUNTY OF QUEEN ANNE'S, to wit:

I HEREBY CERTIFY, that on this 15 day of July, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared THOMAS BORDLEY, THOMAS PAULS, JAMES FISHER, JOHN GREEN, CLARENCE GRAHAM, EDWARD JOHNSON, MARIE BORDLY, RUSSELL CORNISH and BESSIE TOLSON, Trustees named in the foregoing Articles of Incorporation, and severally acknowledged the foregoing Articles of Incorporation to be the plan, agreement or regulation of the body corporate to be known as the Chester-Stevensville United Methodist Charge, determined by the members of the Union Methodist Church of Chester, Inc. and the Ezion Methodist Church of Batt's Neck, Inc. of the Chester-Stevensville United Methodist Charge, Peninsula Annual Conference of The United Methodist Church, duly assembled in accordance with the laws of Maryland for the purpose of forming a body corporate agreeably to said laws.

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

My Commission  
Expires: July 1, 1982

Emma L Thomas  
Notary Public

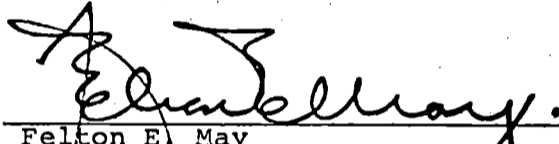


~~003200~~  
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BOOK 118 PAGE 432

I, FELTON E. MAY, District Superintendent of the Easton District of the Peninsula Annual Conference of The United Methodist Church, do hereby certify that the foregoing Articles of Incorporation, forming a new corporation, to be known as the CHESTER-STEVENSVILLE UNITED METHODIST CHARGE, have been submitted to me for my written approval as to the confirmity of same with the provisions of the Discipline of The United Methodist Church, and I do further certify, that I, this 3rd day of June, 1980, approved the same as confirming to the provisions of the Discipline of The United Methodist Church.

IN WITNESS WHEREOF, I have hereunto signed my name, the day and year above written.



Felton E. May  
District Superintendent of the  
Easton District of the Peninsula  
Annual Conference of the United  
Methodist Church

ARTICLES OF INCORPORATION  
OF

BOOK 118 PAGE 433

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

THIS arta/mc CHARTER-STEVENSVILLE UNITED METHODIST CHURCH

RECEIVED FOR RECORD THIS 16th  
DAY OF April 19 82 AT 12:33 P.M.

IN arta/mc AND RECORDED IN  
LIBER MUM 59 arta/mc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

APR 16-82 \* 22540 \*\*\*\*\*2.50  
APR 16-82 A 22540 \*\*\*\*\*2.50

CLERK

*Marguerite M. Harbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 25, 1980 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2482 000135, 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 \$ \_\_\_\_\_

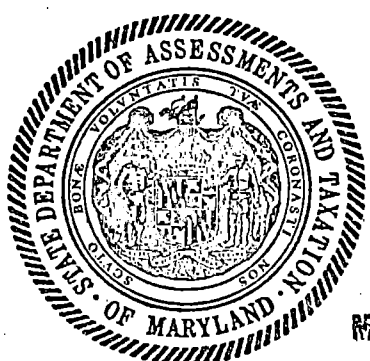
RECEIVED  
CLERK, CIRCUIT COURT  
1982 APR 16 PM 12:33  
QUEEN ANNE'S COUNTY

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. ...*



A 100223

Walter Litman

03190

ARTICLES OF INCORPORATION

OF

DUFFEY FARMS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Robert R. Price, Jr., whose post-office address is 103 Lawyer's Row, Centreville, Maryland 21617, being at least eighteen years of age and acting as incorporator, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

DUFFEY FARMS, INC.

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

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

(b) To acquire real and personal property of all kinds for cash or partly for cash or for the securities of the corporation; to acquire by purchase or otherwise, real estate, property rights, business, good will, franchises and assets of every kind of any corporation carrying on in whole or in part the aforesaid business or any other business, in whole or in part, that the corporation may be authorized to carry on; and to pay for the same in stock of the corporation, cash or otherwise, in the manner provided by the Statutes of Maryland.

(c) To establish, maintain and operate offices and agencies and to conduct its business in the State of Maryland and elsewhere including States and Territories of the United States and any foreign countries, provided that in transaction of business, the corporation shall be subject to the laws and statutes of each state and 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

LAW OFFICES  
ROBERT R. PRICE, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MARYLAND

758-1600

7 MAR 65

5/6/82 original mailed to Robert R. Price, Jr., Esq.  
103 Lawyers Row  
Centreville, MD 21617

corporation in this State is Silk Farm, Corsica Neck, Centreville, Maryland 21617. The name and post office address of the resident agent of the corporation in this State is Lloyd L. Beatty, 125 Bay Street, Easton, Maryland 21601. 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 all classes which the Corporation has authority to issue is 12,000, of which 2,000 shares shall be common stock with a par value of \$100. per share, and 10,000 shares shall be Preferred Stock, with a par value of \$100. per share.

The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each class of stock, if any, are as follows:

#### PREFERRED STOCK

The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors and in Articles Supplementary filed as required by law from time to time prior to the issuance of any shares of such series.

The Board of Directors is expressly authorized, prior to issuance, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, by filing Articles Supplementary pursuant to Section 2-208 of the Corporations and Associations Article of the Annotated Code of Maryland (or any law hereafter in effect relating to the same or substantially similar subject matter), to set or change the number of shares to be included in each series of Preferred Stock and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

(a) the distinctive serial designations of such series and the number of shares constituting such series (provided that the aggregate number of shares constituting all series of Preferred Stock shall not exceed 10,000).

(b) the annual dividend rate on shares of such series, whether dividends shall be cumulative and, if so, from which date or dates;

(c) whether the shares of such series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon and after which such shares shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(d) the obligation, if any, of the Corporation to retire shares of such series pursuant to a sinking fund;

(e) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(g) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(h) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

#### COMMON STOCK

Subject to all of the rights of the Preferred Stock, and except as may be expressly provided with respect to the Preferred Stock herein, by law or by the Board of Directors pursuant to this Article FIFTH:

(a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(b) the holders of Common Stock shall have the exclusive right to vote for the election of directors and on all other matters requiring stockholders action, each share being entitled to one vote, and;

(c) upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

SIXTH: That the corporation shall have three directors initially, subject to increase as may be provided for in the bylaws, and Lois S. Duffey, Harry J. Duffey III, and Robert R. Price, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stocks, with or without par value, of any class, for such considerations, as said Board of Directors may deem advisable irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the bylaws of the corporation.

(b) No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected



or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction.

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

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

(e) No holders of stock of the corporation, of whatever class shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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

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

and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, I, the undersigned incorporator have executed these Articles of Incorporation on this 9<sup>th</sup> day of June, 1981.

WITNESS:

Mary J. Collier

Robert R. Price, Jr.  
Robert R. Price, Jr.

STATE OF MARYLAND )  
QUEEN ANNE'S COUNTY )

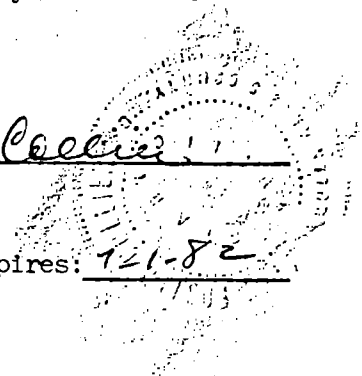
TO WIT:

I HEREBY CERTIFY, that on this 9<sup>th</sup> day of June, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Robert R. Price, 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.

Mary J. Collier  
Notary Public

My Commission Expires: 1-21-82



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

THIS arts/ Inc WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF Apr 19 82 AT 12:03 P.M.

ARTICLES OF INCORPORATION  
OF

RE AND RECORDED IN  
LIBER MUM #7 folio 65 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

DUFFEY FARMS, INC.

CLERK.

*Marguerite de Marbin*

APR 22-82 A 22736 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 25, 1981 at 3:00 o'clock P M. as in conformity  
with law and ordered recorded.

*[Handwritten mark]*

Recorded in Liber 2525, folio 03189, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 220.00 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.

*[Handwritten signature]*



RECEIVED  
CLERK, CIRCUIT COURT  
1982 APR 22 PM 12:03  
QUEEN ANNE'S COUNTY A 119233

8102361

bt

ARTICLES OF INCORPORATION  
OF  
BAY AREA CHRISTIAN SCHOOL ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: The undersigned, Joseph D. Carr, Jr., whose post-office address is Morgan Neck Rd., Queenstown, Md., 21658; Betty Otto, whose post-office address is Bennett's Point Rd., Queenstown, Md., 21658; Frank E. Martin, whose post-office address is Rt., 1, Box 567, Chester, Md., 21619; Phyllis L. Tryon, whose post-office address is Rt. 2, Box 734, Chester, Md., 21619; Betty Baker, whose post-office address is P.O. Box 187, Stevensville, Md., 21666; and Earl Cogan, whose post-office address is P.O. Box 315, Centreville, Md., 21617, 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

"BAY AREA CHRISTIAN SCHOOL ASSOCIATION, INC."

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

- a. To create, organize and carry on a Christian School of learning in the Kent Island, Chesapeake Bay areas for the advancement of religious education, moral, scientific and literary purposes; to promote the end that students thereof may occupy their places worthily in society, church and state, seeking and following God's will for their lives; to accept as students boys and girls without reference to race, color or national origin from kindergarten age up to and including high school or any age; found and establish a course or courses in education in accordance with Christian educational principles and practices and to accept such students as from time to time may be determined upon by its Board of Directors or others designated by them; to have the right to charge tuition, fees or other considerations for such courses and to accept contributions and donations, it being the intention and purpose to form a non-profit educational corporation for the purpose of

5/6/82 original mailed to Frank E. Martin  
Rt. 1 Box 567  
- Chester, MD 21619

-2-

promoting Christian education, and that the corporation so formed shall be self-supporting insofar as possible, but that no part of the net income or receipts thereof shall inure to the benefit of any private member or individual, but after the payment of all salaries and expenses for the maintenance of such school, that all monies derived from the operation thereof shall be reinvested in said school for the purpose of promoting the objects of the corporation.

b. To prescribe, organize and carry on courses of instruction either in classes of several students or individually in various fields of study conducive to the proper development of its students along religious, moral, physical and intellectual lines and of a nature pursued by students in the elementary, intermediate and high school grades with emphasis on the Christian religious aspect.

c. To conduct such courses of instruction during the usual school term or during the summer sessions either alone or in conjunction with other programs of supervised religious, physical or mental activities conducive to the religious, mental, physical and moral development of said students, and to give any such instruction either orally upon the personal attendance of said students or by correspondence.

d. To employ and terminate the employment of the necessary principals, supervisors, teachers, tutors, counselors, instructors, coaches and other professional or non-professional staff and servants necessary to the proper maintenance of the various services which the Corporation is authorized to render its students and to establish the compensation to be paid any of the foregoing for the respective services rendered by them to the Corporation and to vary the same from time to time.

e. To grant certificates and diplomas to any person or persons who shall have satisfactorily and fully completed the course or courses of study prescribed by the Corporation as a condition precedent to receiving such certificates and diplomas respectively and who moreover, in the judgement of the authorities of said Corporation, are entitled to receive the same.

-3-

f. To purchase, lease or otherwise acquire, hold, own, develop, improve and in any manner encumber or dispose of, and to aid and subscribe toward the acquisition, development or improvement of land, buildings, furniture, equipment, libraries and other personal or real property and rights and privileges therein necessary, convenient or desirable to effectuate and promote the purposes of the Corporation, and to do any and all other things necessary or incident thereto.

g. To borrow or raise money for any purpose of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for moneys so borrowed or in payment for property purchased, or for any other lawful consideration, and to guarantee, and/or secure the payment thereof and of 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 purpose.

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 this Articles of Incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

"The powers of this Corporation shall be limited to only those necessary to carry out the Educational and Religious purposes of the Corporation."

-4-

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 50/301 and Cox Neck Rd., Chester Post Office, Queen Anne County, Maryland, 21619. The resident agent of the Corporation is Frank E. Martin, Rt. 1, Box 567, Chester, Maryland, 21619. Said resident agent is a citizen actually residing in this State of Maryland.

FIFTH: The Corporation shall have no capital stock and shall consist of members only, qualification for whom shall be set out in the Corporation's Constitution.

SIXTH: The number of directors of the Corporation shall be not less than six (6) nor more than twelve (12), which number may be increased or decreased pursuant to the by-laws of the Corporation, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Joseph Carr, Betty Otto, Phyllis Tryon, Frank Martin, Betty Baker, and Earl Cogan.

SEVENTH: No salaries or other compensation shall be paid to any officer, trustee, director or other person except reasonable compensation for services actually rendered in conducting the business of the Corporation.

EIGHTH: The Corporation shall be governed in accordance with its Constitution to be formulated concurrently with the filing and in conformity with the provisions of these Articles, which Constitution may be amended from time to time in accordance with its own provision therefor.

NINTH: In case of dissolution of the Corporation, its property shall be distributed to such a Christian educational organization or cause which, in the judgement of its Board of Directors, will best accomplish the general purposes for which this Corporation was organized, but under no circumstances shall such distribution inure to the benefit of any individual.

TENTH: The duration of the Corporation shall be perpetual.

\*  
\*  
\*  
\*

IN WITNESS WHEREOF, we have signed this Articles of Incorporation  
on November 22, 1981

WITNESS: Christina Martin

Earl T. Cogan  
EARL T. COGAN

Christina Martin

Joseph D. Carr, Jr.  
JOSEPH D. CARR, JR.

Christina Martin

Betty Otto  
BETTY OTTO

Christina Martin

Phyllis Tryon  
PHYLLIS TRYON

Christina Martin

Frank E. Martin  
FRANK E. MARTIN

Christina Martin

Betty Baker  
BETTY BAKER

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

I HEREBY CERTIFY that on November 22, 1981, before me,  
the subscriber, a Notary Public of the State of Maryland, in and for the  
County aforesaid, personally appeared Joseph D. Carr, Jr., Betty Otto, Phyllis  
Tryon, Frank E. Martin, Earl T. Cogan and Betty Baker, and severally acknowledged the  
foregoing Articles of Incorporation to be their act and deed.

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

Charlotte A. Severa  
Notary Public  
Com. expires July 1, 1982



29

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SOCL

I HEREBY CERTIFY THAT

IS arts/me WAS

RECEIVED FOR RECORD THIS 22nd

DAY OF Apr 1982 AT 12:13 P.M.

ARTICLES OF INCORPORATION

OF

AND RECORDED IN

BOOK NUM 7 folio 71 Arts BAY AREA CHRISTIAN SCHOOL ASSOCIATION, INC.

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

~~ERRA~~

*Marguerite M. Martin*

APR 22-82 A 22737 \*\*\*\*\*5.00

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

of Maryland November 25, 1981 at 8:30 o'clock A M. as in conformity

with law and ordered recorded.

6

Recorded in Liber 2525, folio 63719 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.

*Gal B. Robinson*



RECEIVED  
CLERK, CIRCUIT COURT  
1982 APR 22 PM 12:13  
QUEEN ANNE'S COUNTY

A 119294  
8102355

bt

ARTICLES OF INCORPORATION  
OF  
EASTLAND REALTY CORPORATION

ARTICLE 1 - We, the undersigned, PARKER S. QUIMBY, whose post office address is 3 Marion Quimby Drive, Stevensville, Maryland 21666, FRANK J. MIANO, whose post office address is 1404 Crain Highway, South, Glen Burnie, Maryland 21061, and PAUL L. RIDDLEBERGER, whose post office address is 1404 Crain Highway, South, Glen Burnie, Maryland 21061, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE 2 - The name of the corporation (which is hereinafter referred to as the "Corporation") is EASTLAND REALTY CORPORATION.

ARTICLE 3 - The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Associations Article of the Annotated Code of Maryland.

ARTICLE 4 - The purposes for which the Corporation is formed and the business to be carried on by it, are as follows:

A. As principal, agent, or broker, and on commission or otherwise; to buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right or interest therein or pertaining thereto; to construct, improve, repair, raze, and wreck buildings, structures, and works of all kinds, for itself and for others; to buy, sell and deal in building materials and supplies; to advance loans secured by mortgages or other liens on real estate. To act as loan broker. Generally to do everything suitable, proper, and conducive to the successful conduct of real estate agency and brokerage business in all its branches and departments.

SINCLAIR &  
CHAPDELAINÉ  
CHARTERED  
ATTORNEYS & COUNSELORS  
AT LAW  
BOWIE OFFICE PARK  
SUITE 103  
14300 GALLANT FOX LANE  
BOWIE, MARYLAND 20715  
(301) 262-3600

516182 original mailed to Sinclair & Chapdelaine  
Suite 103, Bowie Office Park  
- 14300 GALLANT FOX LANE  
Bowie, MD 20715

-2-

B. 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 purchases or for any other lawful consideration, and to assure the payment thereof and of the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the properties of the Corporation, real or personal, including contracts and 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 purposes.

C. To conduct and carry on any other business which may be capable of being profitably carried on in connection with the Corporation's business, or to carry on any similar business that is adopted, directly or indirectly, to add to the value of the Corporation's property and the profits of its authorized business.

D. To purchase or otherwise acquire, hold or reissue shares of its capital stock of any class, to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock or voting trust certificates for any shares of stock of, or any bonds or other securities of evidence of indebtedness, issued by any other corporation or association.

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 of business in any manner to limit or restrict any 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, including the power 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.

E. To sell or negotiate for the sale of insurance of all types, both as

-3-

an independent agent and as an agent acting for a particular insurance company.

ARTICLE 5 - The post office address of the principal office of the Corporation in Maryland is No. 3, Stevensvillage Mall, Stevensville, Maryland 21666. The resident agent of the Corporation is PARKER S. QUIMBY. Said resident agent is a citizen of Maryland and his post office address is 3 Marion Quimby Drive, Stevensville, Maryland 21666.

ARTICLE 6 - After the completion of the organization meeting of the 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 three (3) directors, whose names are PARKER S. QUIMBY, FRANK J. MIANO, AND PAUL L. RIDDLEBERGER.

ARTICLE 7 - The total number of shares of capital stock that the Corporation has authority to issue is five hundred (500) shares with no par value.

ARTICLE 8 - That the duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 23 day of November, 1981, and acknowledge same to be our act.

WITNESS:

Christine B. Weeks

Christine B. Weeks

Christine B. Weeks

Parker S. Quimby  
PARKER S. QUIMBY

Frank J. Miano  
FRANK J. MIANO

Paul L. Riddleberger  
PAUL L. RIDDLEBERGER

SINCLAIR &  
CHAPDELAIN  
CHARTERED  
ATTORNEYS & COUNSELORS  
AT LAW  
BOWIE OFFICE PARK  
SUITE 103  
14300 GALLANT FOX LANE  
BOWIE, MARYLAND 20715  
(301) 262-3600

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

THIS art/enc WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF Apr 1982 AT 12:13 P.M  
RE AND RECORDED IN  
LIBER MWM#7 July 77 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
EASTLAND REALTY CORPORATION

CLERK

*Marguerite L. Markin*

APR 22-82 A 22738 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 23, 1981 at 1:50 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2525, folio 02184, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

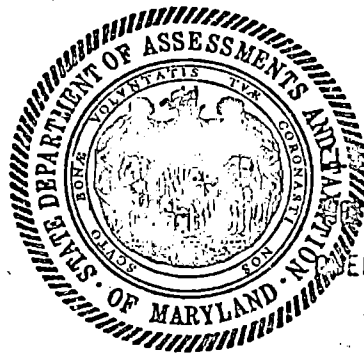
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

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.

*G. B. Oshorn*



RECEIVED  
CIRCUIT COURT  
APR 22 PM 12:13  
QUEEN ANNE'S COUNTY

A 119130  
8102253

BW

ARTICLES OF INCORPORATIONOFJ. D.'S TAVERN, INC.THIS IS TO CERTIFY:

FIRST: That I, James J. White, III, the subscriber, being more than twenty-one years of age, represent that I am the incorporator of J. D.'s Tavern, Inc., and am forming said corporation under the general laws of the State of Maryland, and that my address is 207 Court Street, Chestertown, Maryland, 21620.

SECOND: That the name of the corporation shall be:

J. D.'S TAVERN, INC.

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

For the operation of a bar and restaurant on premises in Queen Anne's County, Maryland, for the general entertainment of the community at large and for the purposes of upgrading the entertainment business in the community of Queen Anne's County, Maryland.

FOURTH: That the post office address of the principal office of the corporation in the State of Maryland is Route 300, Box 83-A, Sudlersville, Maryland, 21668, and the resident agent for the Corporation shall be James D. Overbey, whose address is Route 300, Box 83-A, Sudlersville, Maryland, 21668.

FIFTH: That the total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares of common stock, having a par value of one (\$1.00) dollar per share, having an aggregate value of one thousand (\$1,000.00) dollars. The corporation is not authorized to issue any stock other than common shares.

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 stock holders:

JAMES J. WHITE, III  
207 COURT STREET BLDG.  
P. O. BOX 524  
CHESTERTOWN, MD. 21620  
778-0912

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation and/or Stock holders Agreement.

(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 directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director 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.

(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

or of the net profits arising from its business shall be declared in dividends and paid to the stock holders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time 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 amendment which changes the terms of the outstanding stock shall be valid unless such terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right to subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix; 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 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 re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of the dividends on, the time 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 or another class or classes of stock 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.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall have three Directors who shall serve until such time as they shall be re-elected or replaced pursuant to the laws of the State or the By-Laws of the Corporation. The directors shall be James D. Overbey, Route 300, Box 83-A, Sudlersville, Maryland, 21668, John Woodrow Stafford, Route 1, Box 110A, Sudlersville, Maryland, 21668, and Karen Golt Stafford, Route 1, Box 110A, Sudlersville, Maryland, 21668.

JAMES J. WHITE, III  
207 COURT STREET BLDG.  
P. O. BOX 524  
CHESTERTOWN, MD. 21620  
776-0912



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

AS arts/mc WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF Apr 1982 AT 12:14 P.M.

ARTICLES OF INCORPORATION  
OF

J. D.'S TAVERN, INC.

AND RECORDED IN  
LIBER 114/11-7 Page 81 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite L. Franklin*

APR 22-82 A #22739 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 19, 1981 at 11:00 o'clock A M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2525, folio 01059, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

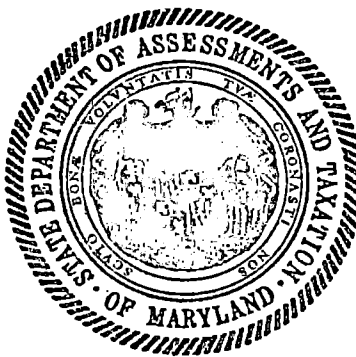
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

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.

*Paul B. Johnson*



RECEIVED  
CLERK, CIRCUIT COURT  
1982 APR 22 PM 12:14  
QUEEN ANNE'S COUNTY

A 119009

8102123

bt

2/1

65 J FLYING CLUB, INC.

ARTICLES OF INCORPORATION

FIRST: I, GILL COCHRAN, whose post office address is P. O. Box 1688, 116B Cathedral Street, Annapolis, MD 21404, 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 65 J FLYING CLUB, INC.

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

- (1) To own, operate, buy and sell pleasure flying craft; 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 Route 1, P. O. Box 1536, Queenstown, MD 21658. The name and post office address of the Resident Agent of the Corporation in this State is Donald J. Buran, Rt. 1, P. O. Box 1536, Queenstown, MD 21658. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be four, 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:

DOUGLAS HENRY DIEDRICK  
DONALD J. BURAN  
WALTER EDWIN WHITE, JR.  
WILLIAM C. SAUNDERS

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.

LAW OFFICES  
**GILL COCHRAN**  
POST OFFICE BOX 1688  
116B CATHEDRAL STREET  
ANNAPOLIS, MD 21404

BALTIMORE AREA  
(301) 269-1552  
ANNAPOLIS AREA  
(301) 268-5515

516182 original mailed to Gill Cochran, P.O. Box 1688 Annapolis, MD 21404

(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.

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) 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 12 day of November, 1981, and I acknowledge the same to be my act.

WITNESS:

*Handwritten signature of witness*

*Handwritten signature of GIEL COCHRAN*  
GIEL COCHRAN

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

ARTICLES OF INCORPORATION  
OF  
65 J FLYING CLUB, INC.

AS Arts, Inc. WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF April 1982 AT 12:14 P. M.  
AND RECORDED IN  
SERIES MWM #7 folio 87 Arts  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Margurite M. Franklin*

APR 22-82 A 22740 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 16, 1981 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2524, folio 03011, 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

*G. B. Adams*



RECEIVED  
CLERK, CIRCUIT COURT  
1982 APR 22 PM 12:14  
QUEEN ANNE'S COUNTY

A 118808  
8101960

DYED IN THE WOOL, INC.

A Maryland Close Corporation  
Organised Pursuant to Title Four of  
the Corporations and Associations  
Article of the Annotated Code of  
Maryland

ARTICLES OF INCORPORATION

FIRST: I, Patricia F. B. Brown, whose address is Love Point 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 called the "Corporation") is DYED IN THE WOOL, INC.

THIRD: The Corporation shall be a close corporation as authorised 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 production, sale and distribution handicrafts and handicraft supplies, materials and goods; to perform all necessary and proper related services and activities in connection therewith; 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 Love Point Road, Stevensville, Queen Anne's County, Maryland, 21666. The name and address of the Resident Agent of the Corporation in this State are Patricia F. B. Brown, Love Point Road, Stevensville, Queen Anne's County, Maryland, 21666. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1000) 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 Patricia F. B. Brown.

EIGHTH: 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

Articles of Incorporation - - DYED IN THE WOOL, INC. - - Page 2

"Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(1) 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.

(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 unless and until it shall have been determined and authorized in the specific case by 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 2<sup>nd</sup> day of November, 1981, and acknowledge the same to be my act.

Patricia F. B. Brown  
Patricia F. B. Brown

WITNESS: Lisa A. Day

Patricia F. B. Brown  
Patricia F. B. Brown

STATE OF MARYLAND :

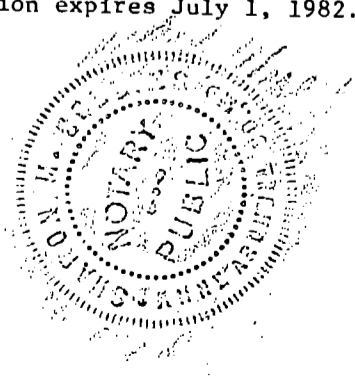
COUNTY OF ANNE ARUNDEL:

Subscribed and sworn to before me, a Notary Public, in the State of Maryland, County of Anne Arundel, this 2nd day of November, 1981.

My commission expires July 1, 1982.

Sharon M. Collins  
Sharon M. Collins  
Notary Public

Official Seal





STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS arta/ inc WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF Apr 1982 AT 12:15 P.M.  
AND RECORDED IN  
LIBER MWM#7 Folio 90 Sets  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
DYED IN THE WOOL, INC.

CLERK

*Marguerite L. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 3, 1981 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded. 3  
APR 22-82 A 22741 \*\*\*\*\*5.00

Recorded in Liber 2523, folio 02046, 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.

*Gal B. Johnson*



RECEIVED  
CLERK, CIRCUIT COURT  
1982 APR 22 PM 12:15  
QUEEN ANNE'S COUNTY

A 118322  
8101466

BW

ARTICLES OF INCORPORATION  
OF  
FUTURE DEVELOPMENT COMPANY

FIRST: I Timothy Edward Horan, whose post office address is Route 1, P-50, Graysonville, 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 referred to as the "Corporation") is:

FUTURE DEVELOPMENT COMPANY

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

(1) To engage in construction, real estate development, building, subdivision, and engineering 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 Route 1, P-50, Graysonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State is Timothy Edward Horan Route 1, P-50, Graysonville, Maryland 21638. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 shares of Common Stock, without par value.

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 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 name of the director who shall act until the first annual meeting or until his successors are duly chosen and

5/6/82 original mailed to Nicholas Hollis, Esq.  
159 Old Salomons Island Rd.  
Annapolis, MD 21401

qualified are:

Timothy Edward Horan

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 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.

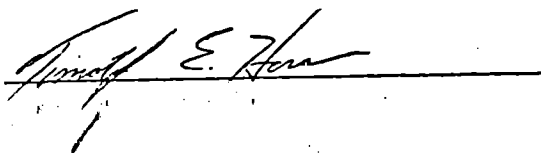
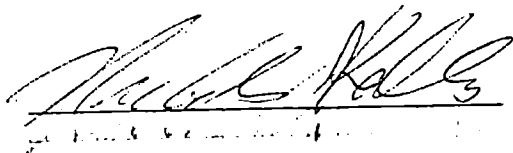
NINTH: (1) As used in this Article NINTH, and word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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) 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 day of December, 1981, and I acknowledge the same to be my act.

WITNESS:



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

THIS Acts / Plan WAS  
RECEIVED FOR RECORD THIS 26th  
DAY OF Apr 19 82 AT 12:43 P.

ARTICLES OF INCORPORATION  
OF  
FUTURE DEVELOPMENT COMPANY

AND RECORDED IN  
BOOK MUM 189 Page 93 Acts / Plan  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

CLERK

*Marguerite M. Martin*

APR 26-82 A 22878 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 15, 1981 at 1:00 o'clock P.M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2527, folio 62078, 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 APR 26 PM 12:43  
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 119972  
810341

ARTICLES OF INCORPORATION  
OF  
SUDLERSVILLE FROZEN MEAT LOCKER, INC.

THIS IS TO CERTIFY

FIRST: That I, the undersigned, David Weston Gregory, whose post office address is 115 Lawyers Row, 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:

SUDLERSVILLE FROZEN MEAT LOCKER, INC.

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 establish and engage in the business of operating a slaughtering plant and frozen food locker; and to carry on any other business of a similar or related nature or susceptible of being carried on in connection with the foregoing.

(b) To acquire real and personal property of all kinds for cash and 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 the stock of the Corporation, in cash, or otherwise, in the manner provided by the laws of the State of Maryland.

(c) 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: That the post office address of the principal office of the Corporation, in this State is Sudlersville, Maryland, 21668. The name and address of the resident agent of the Corporation in this State is Richard W. Blohm, 100 Cross Street, P.O. Box 465, Chestertown, Maryland 21620. Said resident agent is an individual actually residing in the State of Maryland.

FIFTH: That the total number of shares of stock which the Corporation has authority to issue is 5,000 shares without nominal or par value, all of which shares are of one class and are designated common stock.

SIXTH: That the Corporation shall have two directors initially, subject to increase as may be provided for in the By-Laws, and Fredy Mahnke, and Horst Blanke 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 consideration, 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 dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of the 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 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 as such prices 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 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 23rd day of NOVEMBER, 1981.

WITNESS:

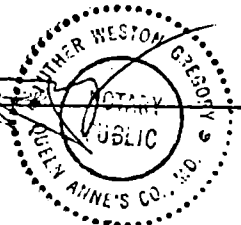
~~\_\_\_\_\_~~ ~~\_\_\_\_\_~~ (SEAL)  
David Weston Gregory

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

I HEREBY CERTIFY that on this 23rd day of NOVEMBER, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared DAVID WESTON GREGORY, 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.

~~\_\_\_\_\_~~  
Notary Public



My Commission Expires:

July 1, 1982



STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

BOOK Auto 1 Volume WAS

OF

RECEIVED FOR RECORD THIS 24th

DAY OF Apr. 1982 AT 12:43P M. SUDLERSVILLE FROZEN MEAT LOCKER, INC.

BE AND RECORDED IN

LIBER MWM 7, folio 97 Auto 1 Volume

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK.

APR 26-82 A 22879 \*\*\*\*\*5.00

*Marguerite de Marbin*

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

of Maryland December 8, 1981

at 11:00

o'clock

A. M. as in conformity

with law and ordered recorded.

Recorded in Liber 2527, folio 60306 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 APR 26 PM 12:43  
QUEEN ANNE'S COUNTY

To the clerk of the Circuit

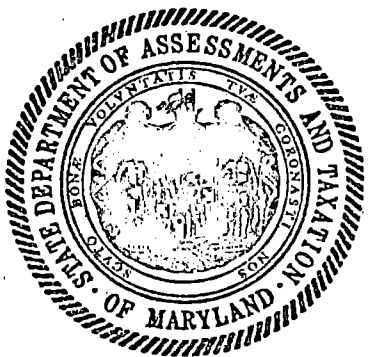
Court of

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 W. Fisher*



A 119740  
8102860

BW

R. OLINGER, INC.  
A CLOSE CORPORATION

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 close corporation (which is hereafter referred to as the "Corporation") is

R. OLINGER, 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 sale and operations of the retail gasoline service center, including, but not limited to purchase and sale of gasoline and other petroleum products; and to engage in any other lawful purpose and/or business; and

(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 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 Route 1 Box 369B

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

Chester, Queen Anne's County, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this state is John R. Olinger, Route 1 Box 369B, Chester, Queen Anne's County, 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 Five Thousand (5,000) shares of common stock, without par value.

SEVENTH: All stock issued by the Corporation shall not be transferrable except as made pursuant to any provisions contained in unanimous stock holders agreement as authorized by Section 4-401 of the Corporations and Associations Article of the Annotated Code of Maryland.

EIGHTH: The Corporation elects to initially have two Directors whose names are John R. Olinger and Ronald Olinger who shall serve until the organizational meeting, the election of officers and the issuance of the first shares of stock has been completed. Thereafter, the Corporation shall have no Directors and the business and affairs shall be managed by direct action of the stock holders 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 stock holder.

NINTH: With respect to:

- (1) the amendment of the Charter of the Corporation;
- (2) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (3) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(4) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(5) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid upon majority vote of the shares entitled to be cast thereon, notwithstanding any provision of law requiring any such action to be taken or authorized other than as provided in this Article.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of December, 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 1st day of December, 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 7/1/82



LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 357  
STEVENSVILLE, MD. 21666  
(301) 643-2141

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

ARTICLES OF INCORPORATION

OF

R. OLINGER, INC.

THIS Auto. Plnc WAS  
RECEIVED FOR RECORD THIS 21st

DAY OF Apr 1982 AT 12:43A M.

BE AND AND RECORDED IN  
LIBER MM7, folio 101 Outside  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Marguerite M. Harbin*  
CLERK

APR 26-82 A #22880 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 1, 1981 12:30 at P M o'clock M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2526, folio 60838 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 APR 26 PM 12:43

QUEEN ANNE'S COUNTY

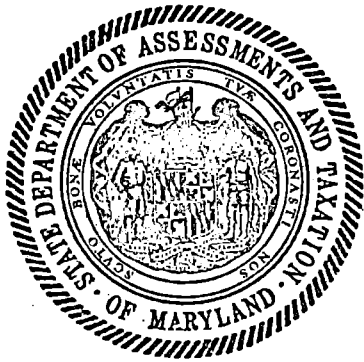
To the clerk of the Circuit

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 119384

8102524

bt

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the PIPPINS APPAREL, INC.  
were received for record on January 11, 1982  
in accordance with the provisions of Sec. 3-107 of the  
Corporations and Associations Article of the Code.

Gene L. Bunker  
Director

ARTICLES OF DISSOLUTION  
OF  
PIPPINS APPAREL, INC.  
A Close Corporation

FIRST: The name and address of the principal office of the Corporation is: Pippins Apparel, Inc., Centreville, Queen Anne's County, Maryland 21617.

SECOND: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution and until the affairs of the Corporation are wound up is: Glenn W. Pippin, Kidwell Avenue, Centreville, Queen Anne's County, Maryland 21617.

THIRD: The Corporation is a close corporation and has no directors.

FOURTH: The names of the officers of the Corporation are: Glenn W. Pippin, President, and Frances N. Pippin, Secretary-Treasurer. The address of both officers is: Kidwell Avenue, Centreville, Queen Anne's County, Maryland 21617.

FIFTH: The dissolution of the Corporation was unanimously approved in the manner and by the vote required by law and by the charter of the Corporation on November 27, 1981, by the affirmative vote of all persons holding capital stock of the Corporation and entitled to cast a vote on the matter.

SIXTH: The Corporation has no known creditors.

SEVENTH: The Corporation is hereby dissolved.

I further certify that the foregoing Articles of Dissolution are the act of Pippins Apparel, Inc., and that, to the best of my knowledge, information and belief, the matters and facts set forth in the Articles of Dissolution are true in all material respects, the statements contained in this paragraph being made under penalties of perjury.

Glenn W. Pippin [SEAL]  
Glenn W. Pippin  
President

Witness:  
Frances N. Pippin  
Frances N. Pippin  
Secretary-Treasurer

01426



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466                      PHONE 259-3819  
ANNAPOLIS, MARYLAND 21404

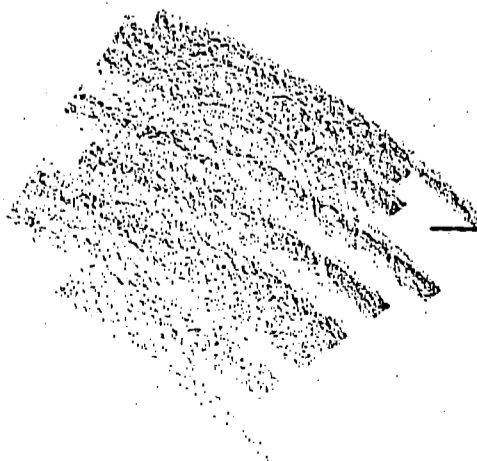
LOUIS L. GOLDSTEIN  
COMPTROLLER  
J. BASIL WISNER  
CHIEF DEPUTY  
  
GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIVISION CHIEF

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

PIPPINS APPAREL, INC.

have been paid.

WITNESS my hand and official seal this  
Twenty-Eighth    day of    December    A.D. 1981



*Jane M. Ruby*  
Deputy Comptroller



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 2, 1981

THIS IS TO CERTIFY that all corporation taxes  
due and owing to the State of Maryland and Queen Anne's  
County, billed by Queen Anne's County to Pippin's Apparel, Inc.,  
have been paid through December 2, 1981.

*William H. Tolson*

William H. Tolson, Treasurer  
Queen Anne's County

ARTICLES OF DISSOLUTION

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

OF

PIPPINS APPAREL, INC.

THIS *Articles of Dissolution* WAS  
RECEIVED FOR RECORD THIS *21st*  
DAY OF *May* 1982 AT *10:40 A.M.*

RE ..... AND RECORDED IN  
LIBER *MUM 7, folio 105* *Articles of Dissolution*,  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Marguerite M. Harbin* CLERK

MAY 26-82 A #23977 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 11, 1982 at *11:30* o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2530*, folio *1424* 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

RECEIVED  
CLERK, CIRCUIT COURT  
1982 MAY 26 AM 10:40  
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.

*Rob Q...*



A 120270  
8104271

drb

6-10-82 - original mailed to J. Douglas Sanner  
624 Love Point Rd.  
Stevensville Md.

03628

LIBER 7 PAGE 110

COMMERCIAL JANITORIAL and MAINTENANCE  
COMPANY, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned J. Douglas Sanner, whose post office address is 624 Love Point Road, Stevensville, Md. 21666, being at least 18 years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is: Commercial Janitorial and Maintenance Company, Inc.

THIRD: The purposes for which the Corporation is formed are as follows: to direct, manage, operate and engage in a building maintenance service for any and all individuals and/or private and commercial establishments; to borrow, lend or deposit money necessary to direct and operate said business; and to transact any or all lawful business for which this corporation is incorporated under this Act.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 624 Love Point Road, Stevensville, Md. 21666. The name and post office address of the resident agent in Maryland are J. Douglas Sanner, 624 Love Point Road, Stevensville, Queen Anne County 21666.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be one (1) which number may be increased or decreased pursuant to the bylaws of the Corporation, and the name of the director who shall act until the first meeting or until his successor is duly chosen and qualified is J. Douglas Sanner.

SEVENTH: Not applicable.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on January 7, 1981, and severally acknowledge the same to be my act.

J. Douglas Sanner 1/7/82  
J. Douglas Sanner

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

OF

THIS Articles of Inc. WAS

RECEIVED FOR RECORD THIS 26th

DAY OF May 1982 AT 10:41 A.M.

RE AND RECORDED IN

LIBER M 1007, folio 110 Art. Inc.

RECORD BOOK FOR QUEEN ANNE'S COUNTY

COMMERCIAL JANITORIAL AND MAINTENANCE COMPANY, INC.

MAY 26-82 A 23978 \*\*\*\*\*5.00

CLERK

*Marguerite M. Martin*

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

of Maryland January 7, 1982

at 11:35 o'clock

A M. as in conformity

with law and ordered recorded.

2

Recorded in Liber 25 29, folio 3627 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 MAY 26 AM 10:41

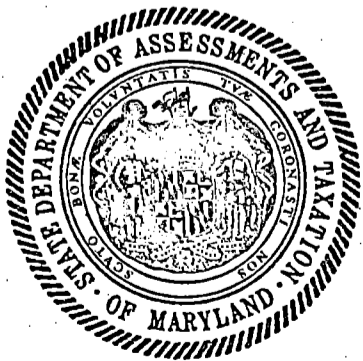
QUEEN ANNE'S COUNTY

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 121985

8104090

LIBER 7 PAGE 111

ARTICLES OF SALE AND TRANSFER  
FOR  
J. W. MARSHALL, INC.

ARTICLES OF SALE AND TRANSFER entered into this 29<sup>th</sup> day of December 1981, by and between J. W. MARSHALL, INC., A Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and VERNON R. TATE and VIDA L. TATE, his wife, (hereinafter sometimes referred to as the "Transferees").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of Transferees are:

Vernon R. Tate and Vida L. Tate  
244 Puritan Place  
Annapolis, Maryland 21401

THIRD: The name and state of incorporation of Transferor, the only corporation party to these Articles of Sale and Transfer is as follows:

J. W. Marshall, Inc.  
A corporation organized and existing  
under the State of Maryland  
Incorporated on July, 1972

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to them as set forth in accordance with the terms and conditions set forth in the Contract of Sale (hereinafter referred to as the "Agreement") between Transferees and Transferor dated December 15, 1981.

FIFTH: The principal office of Transferor is in the town of Ridgely, Caroline County, 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 in Caroline County, Maryland.

SIXTH: The location of the principal office of Transferees in the State of Maryland is 244 Puritan Place, Annapolis, Maryland 21401. Transferees own other property within the State of Maryland.

NIER, JARRELL  
& HUBBARD  
ATTORNEYS-AT-LAW  
DENTON, MARYLAND  
21629  
TELEPHONE 479-2112

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

NINTH: In consideration of the payment to Transferor of FIFTY SEVEN THOUSAND FIVE HUNDRED (\$57,500) DOLLARS in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferees, in fee simple, as tenants by the entireties, their assigns and the heirs and assigns of the survivor:

ALL those lots or parcels of land and improvements situate, lying and being in the Town of Ridgely, Seventh Election District of Caroline County, Maryland.

PARCEL NO. 1: BEGINNING at a point 30 feet north from an iron pipe on the north edge of the right-of-way of the Oxford Branch of the Pennsylvania Railroad Co. and in the center of Maple Avenue, and running thence with

the center of Maple Avenue north 13 degrees 15 minutes west 105 feet to another iron pipe; thence parallel with the railroad north 71 degrees 15 minutes east 150 feet to an iron pipe, thence south 13 degrees 15 minutes east 105 feet to a point which is 30 feet north of a stone on the north edge of the right-of-way of the railroad company, thence parallel with and 30 feet therefrom south 71 degrees 15 minutes west 150 feet to the place of beginning.

PARCEL NO. 2: BEGINNING at a point on the north edge of the right-of-way of the Oxford Branch of the Pennsylvania Railroad Co., and the east side of Maple Avenue, and running thence north 13 degrees 15 minutes west 30 feet thence parallel to and 30 feet from the north edge of the railroad right-of-way north 71 degrees 15 minutes east 135 feet, thence south 13 degrees 15 minutes east 30 feet to a stone on the north edge of the said railroad right-of-way, thence binding upon the north edge of the railroad right-of-way south 71 degrees 15 minutes west 135 feet to the place of beginning, same being a strip 30 feet wide and 135 feet long, binding upon the north edge of the railroad company right-of-way.

PARCEL NO. 3: BEGINNING for the same at a corner of The Breyer Ice Cream Company lot, on the north line of the right-of-way of the Oxford Branch of the Pennsylvania Railroad Company; thence running with the east line of the said Breyer Ice Cream Company lot north 3-1/2 degrees west 133 feet to a pipe on the north line of the said The Breyer Ice Cream Company lot and other lands of Daisy C. Wilson; thence with the Daisy C. Wilson land north 74-1/2 degrees east 126 feet to First Avenue East, also known as Maple Avenue; thence with said Avenue south 6-1/2 degrees east 136 feet to the north line of said Railroad Company and thence with the line of said Railroad Company south 74-1/2 degrees west 115-1/2 feet to the place of beginning.

PARCEL NO. 4: BEGINNING at the southeast corner of the Breyer Ice Cream Company land, and on the north side of the Oxford Branch of the Pennsylvania Railroad Company right-of-way, thence with same north 72 degrees 30 minutes east 100 feet to a concrete marker; thence north 8 degrees west 136.2 feet to a concrete marker; thence south 72 degrees 30 minutes west 100 feet to a concrete marker, being the northeast corner for the Breyer Ice Cream Company land; thence with same south 8 degrees east 136.2 feet to the place of beginning.

PARCEL NO. 5: BEGINNING for the same on the east side of Maple Avenue 30 feet wide at the northwest corner of the lot of ground described in a deed from Henry Klotz and wife to Ridgely Milk Cooperative Association, Incorporated dated the 14th day of September, 1925, and recorded among the Land Records of Caroline County, in Liber T.C.H. No. 90, folio 2, thence binding on the east side of Maple Avenue north 8 degrees west 76 feet, thence north 72 degrees east 250 feet, more or less, to the land of Irving Lee Mitchell and to the eastern outlines of the whole parcel of land described in the deed from Henry F. Klotz and wife to Daisy C. Wilson, dated the 5th day of July, 1934 and recorded among the Land Records aforesaid, in Liber T.C.H. No. 94, folio 393, thence with the same south 8 degrees east 76 feet to a point 1 foot south of the south side of Bell Street and the north line of the parcel of land described in the deed from Daisy C. Wilson to The Breyer Ice Cream Company, dated the 16th day of October 1936 and recorded among said Land Records in Liber T.C.H. No. 96, folio 383, thence along the north line of said last mentioned parcel of land and along the north line of the parcel of land conveyed by Henry F. Klotz and wife to the Ridgely Milk Cooperative Association, Incorporated, dated the 14th day of September, 1925 and recorded among the aforesaid Land Records in Liber T.C.H. No. 90, folio 2, south 72 degrees 30 minutes west 250 feet to the place of beginning.

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

PARCEL NO. 6: BEGINNING for the same at the end of the second line of the parcel of land described in a deed from Daisy C. Wilson to the Breyer Ice Cream Company dated the 21st day of July, 1948, and recorded among the Land Records for Caroline County, running thence and continuing in the same direction north 72 degrees 30 minutes east 211 feet to a concrete monument; thence running south 17 degrees 30 minutes east 207-3/10 feet to the northerly side of the railroad right-of-way; running thence along said right-of-way south 72 degrees 30 minutes west 211 feet to intersect the eastern most line of the lot of ground described in a deed from Daisy C. Wilson and husband to The Breyer Ice Cream Company dated October 16, 1936 and recorded among the Land Records of Caroline County in Liber T.C.H. No. 96, folio 383; running thence along said eastern most outline and along eastern most outline of the lot of ground described in the aforesaid deed from Daisy C. Wilson to The Breyer Ice Cream Company, herein firstly referred to, north 8 degrees west 207-3/10 feet to the place of beginning. It being the same land conveyed by Irvin Lee Mitchell to Breyer Ice Cream Company by deed dated July 23, 1948 and recorded in Liber D.R.H. No. 111, folio 306, one of Land Records for Caroline County. The property herein described includes the parcel of land described in the deed from Irving Lee Mitchell and wife to Breyer Ice Cream Company dated the 29th day of December, 1939 and recorded among the aforesaid Land Records in Liber T.C.H. No. 99, folio 458.

EXCEPTING that part of the above described parcels conveyed by Breyer Ice Cream Company to the Commissioners of the Town of Ridgely for a new road bed for the relocation of Bell Street by deed dated January 22, 1951, and of record among the Land Records for Caroline County in Liber D.R.H. No. 115, folio 218.

PARCEL NO. 7: BEGINNING on the east side of Maple Avenue at the northeast corner of Maple Avenue and Bell Street and running north 72 degrees 30 minutes east 361 feet to a cement marker; thence south 8 degrees east 106.2 feet to a cement marker; thence north 72 degrees 30 minutes east 99 feet to a cement marker set in the ground at a point where the road bed known as Bell Street shall be intersected by a new road bed known as New Bell Street; thence running south and across the width of Bell Street 30 feet to a cement marker located at the edge of the Pennsylvania Railroad right-of-way; thence south 72 degrees 30 minutes west 137 feet to a cement marker and binding on the said Pennsylvania Railroad right-of-way; thence north 8 degrees west 106.2 feet to a cement marker; thence south 72 degrees 30 minutes west 331 feet to a cement marker set at the intersection of the southeast corner of Bell Street and Maple Avenue; thence north 8 degrees west 30 feet to the place of beginning and containing whatever quantity of land it may. It being the certain portion of a road bed known as Bell Street and referred to on the plat and survey of John C. Fisher, which is recorded in Liber D.R.H. No. 115, folio 219, Land Records for Caroline County.

THE ABOVE PARCELS OF LAND are the same parcels described as Parcels 1 through 7 in a deed dated November 1, 1972 from Slavin Associates to J. W. Marshall, Inc. and recorded in Liber M.C.B. No. 178, folio 485, one of the Land Records for Caroline County, Maryland.

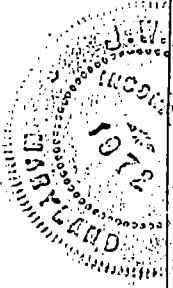
PARCEL NO. 8: ALL that piece or parcel of land situate, lying and being in the Town of Ridgely, Seventh Election District for Caroline County, Maryland, and more fully described as follows: BEGINNING for the outbounds thereof at a monument set at the southeast corner of New Bell Street and North Maple Avenue; thence (1) with the old easterly edge of said North Maple Avenue south 8 degrees east 180 feet, more or less, to the southeast corner of North Maple Avenue and East Bell Street;



thence (2) with south edge of East Bell Street in a westerly direction 12 feet, more or less, to a point on the south edge of said East Bell Street; thence (3) with a new division line in a northerly direction 180 feet, more or less, to the place of beginning, CONTAINING WHATEVER QUANTITY IT MAY BE; part of the foregoing description being taken from a plat by John C. Fisher, Surveyor, dated January, 1951, and recorded in Liber D.R.H. No. 115, folio 219, one of the Land Records for Caroline County, Maryland.

IT BEING THE SAME LAND described in a deed dated July 30, 1973 from Commissioners of Ridgely to J. W. Marshall, Inc. and recorded in Liber M.C.B. No. 181, folio 517, one of the Land Records for Caroline County, Maryland.

IN WITNESS WHEREOF, J. W. Marshall, Inc., has caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of J. W. Marshall, Inc., by its President and attested to by its Treasurer as of this 29th day of December, 1981, and IN WITNESS WHEREOF Transferees have signed and acknowledged these Articles of Sale and Transfer as of this 29th day of December, 1981.



ATTEST:

Lorraine Marshall  
Lorraine Marshall, Treasurer

BY: James W. Marshall  
James W. Marshall, President

The undersigned, President of J. W. Marshall, 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.

James W. Marshall  
James W. Marshall, President

The undersigned, Transferees, who executed the foregoing Articles of Sales and Transfer, of which this certificate is made a part, hereby acknowledge the foregoing Articles of Sale and Transfer to be their act and further certify that, to the best of their 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.

Vernon R. Tate  
Vernon R. Tate

Vida L. Tate  
Vida L. Tate

NIER, JARRELL & HUBBARD  
ATTORNEYS-AT-LAW  
DENTON, MARYLAND  
21629  
TELEPHONE 479-2112

ARTICLES OF SALE AND TRANSFER

STATE OF MARYLAND

QUEEN ANNES COUNTY, SCT.

BETWEEN

I HEREBY CERTIFY THAT

THIS *Act of Sale Transfers* J. W. MARSHALL, INC. (MD. CORP.) Transferor

RECEIVED FOR RECORD THIS *26th* AND

DAY OF *May* 19 *82* AT *10:41A* VERNON R. TATE AND VIDA L. TATE (His Wife) Transferees

AND RECORDED IN

BOOK *111* PAGE *112* *Circuit*

RECORD BOOK FOR QUEEN ANNE'S COUNTY

MAY 26-82 A #23979 \*\*\*\*\*5.00

CLERK

*Marguerite M. Martin*

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

of Maryland January 7, 1982 at 11:00 o'clock A. M. as in conformity

with law and ordered recorded.

Recorded in Liber *2529*, folio *3564* one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

RECEIVED	Recording fee paid \$	20.00	Special Fee paid \$	
CLERK'S CIRCUIT			4.00	Certif. to Caroline Co. Land Office
1982 MAY 26 AM 10:41		\$	24.00	
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.

*Rob O...*



A 121975

8104131

6-10-82 - orig mailed Niles, Barton & Wilmer  
Box 589  
Annapolis, Md. 21404

0927

LIBER 7 PAGE 118

Articles Of Incorporation  
of  
CECIL INTERNATIONAL OF MARYLAND, INC.  
A Close Corporation

THIS IS TO CERTIFY THAT:

I, the undersigned, STEPHEN P. KLING, whose Post Office address is 48 Randall Street, Annapolis, Maryland 21401, being at least 18 years of age, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE I - NAME

The name of the Corporation, which is hereinafter referred to as "the Corporation" is: Cecil International of Maryland, Inc.

ARTICLE II - STATUS OF CORPORATION

The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Maryland Annotated Code.

ARTICLE III - PURPOSE

The Corporation is formed for the following purposes:

- (1) To engage in the representation of business desiring to purchase or sell products or commodities in interstate or foreign commerce.
- (2) To purchase, lease, and otherwise acquire, hold mortgage, and otherwise dispose of all kinds of property, real, personal and mixed both in Maryland and in any part of the world.

(3) To invest and manage corporate funds in any lawful manner.

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

#### ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The Post Office address of the principal office of the Corporation in Maryland is 12 Butler's Landing, Stevensville, Maryland 21666.

#### ARTICLE V - RESIDENT AGENT

The resident agent of the Corporation is Stephen P. Kling, whose post office address is Niles, Barton & Wilmer, 48 Randall Street, Annapolis, Maryland 21401.

#### ARTICLE VI - CAPITAL STOCK

The total number of shares of stock which the Corporation has authority to issue is 5,000 without par value, all of one class. 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 Corporation may deem advisable, irrespective of the value or amount of such consideration, after first obtaining the unanimous approval of all stockholders of the Corporation, either directly or in the form of a prior unanimous Shareholders Agreement.

## ARTICLE VII - DIRECTORS

After the completion of the organizational action 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 Leonard Cecil.

## ARTICLE VIII - AMENDMENT

The Corporation, upon unanimous approval of the stockholders, reserves the right to make from time to time any amendments to this charter which may now or hereafter be authorized by law.

## ARTICLE IX - DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this *19th* day of *January*, 1982 and acknowledge the same to be my act.

WITNESS

*Anita Wagner*

*Stephen P. Kling*  
STEPHEN P. KLING

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

I HEREBY CERTIFY that on the 19<sup>th</sup> day of January, 1982, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Queen Anne's personally appeared Stephen P. Kling, and acknowledged the foregoing Articles of Incorporation to be his act.

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

Cynthia A. Cecil  
Notary Public  
My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION

OF

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Articles WAS RECEIVED FOR RECORD THIS 26th DAY OF May 1982 AT 10:45 A M AND RECORDED IN Vol 118 RECORD BOOK FOR QUEEN ANNE'S COUNTY

MAY 26-82 A 23980 \*\*\*\*\*5.00

AND RECORDED IN Vol 118 RECORD BOOK FOR QUEEN ANNE'S COUNTY  
Margurite M. Hopkins CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 21, 1982 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2531, folio 0926, 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 MAY 26 AM 10:42  
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.

[Signature]



A 120613

8104586

drb

Articles Of Incorporation  
of  
ProFit Golf Glove Company, Inc.  
A Close Corporation

THIS IS TO CERTIFY THAT:

I, the undersigned, STEPHEN P. KLING, whose Post Office address is 48 Randall Street, Annapolis, Maryland 21401, being at least 18 years of age, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE I - NAME

The name of the Corporation, which is hereinafter referred to as "the Corporation" is: The ProFit Golf Glove Company, Inc.

ARTICLE II - STATUS OF CORPORATION

The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Maryland Annotated Code.

ARTICLE III - PURPOSE

The Corporation is formed for the following purposes:

- (1) To engage in the wholesale or retail sale of sporting goods of all kinds, including but not limited to, golf gloves, sport gloves, golf balls and golf equipment.
- (2) To purchase, lease, and otherwise acquire, hold mortgage, and otherwise dispose of all kinds of property, real, personal and mixed both in Maryland and in any part of the world.



(3) To invest and manage corporate funds in any lawful manner.

(4) To obtain, hold, license, franchise or otherwise manage or utilize in any way, patents.

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

#### ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The Post Office address of the principal office of the Corporation in Maryland is 12 Butler's Landing, Stevensville, Maryland 21666.

#### ARTICLE V - RESIDENT AGENT

The resident agent of the Corporation is Stephen P. Kling, whose post office address is Niles, Barton & Wilmer, 48 Randall Street, Annapolis, Maryland 21401.

#### ARTICLE VI - CAPITAL STOCK

The total number of shares of stock which the Corporation has authority to issue is 5,000 without par value, all of one class. 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 Corporation may deem advisable, irrespective of the value or amount of such consideration, after first obtaining the unanimous approval of all stockholders of the Corporation, either directly or in the form of a prior unanimous Shareholders Agreement.

ARTICLE VII - DIRECTORS

After the completion of the organizational action 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 Leonard Cecil.

ARTICLE VIII - AMENDMENT

The Corporation, upon unanimous approval of the stockholders, reserves the right to make from time to time any amendments to this charter which may now or hereafter be authorized by law.

ARTICLE IX - DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of January, 1982 and acknowledge the same to be my act.

WITNESS

Anita Wagner

Stephen P. Kling  
STEPHEN P. KLING

STATE OF MARYLAND

:  
: ss.

COUNTY OF QUEEN ANNE'S

:

I HEREBY CERTIFY that on the 19th day of January, 1982, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Queen Anne's personally appeared Stephen P. Kling, and acknowledged the foregoing Articles of Incorporation to be his act.

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

Cynthia A. Cecil  
Notary Public

My Commission Expires: 7/1/82

STATE OF MARYLAND,

QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

OF

THE PROFIT GOLF GLOVE COMPANY, INC.

THIS Articles of Incorporation WAS

RECEIVED FOR RECORD THIS 26th

DAY OF May 1982 AT 10:42 A.M.

AND RECORDED IN

LIBER MEM 7, folio 123

RECORD BOOK FOR QUEEN ANNES

COUNTY

MAY 26-82 A 23981 \*\*\*\*\*5.00

*Marguerite M. Martin*

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

of Maryland January 21, 1982 at 4:00 o'clock P M. as in conformity

with law and ordered recorded.

Recorded in Liber 2531, folio 60367, 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 MAY 26 AM 10:42  
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 120558

8104603

6-10-82 - orig mailed Samuel J. Brown Esq  
Hillman, Brown & Darrow  
75 Franklin St.  
Box 668 - Annapolis Md. 21404

03323

7 PAGE 128

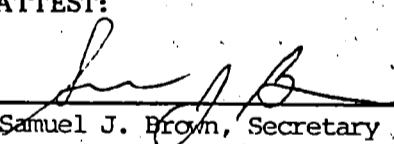
ARTICLES OF AMENDMENT OF  
CASTLE YACHT HARBOR ASSOCIATES, INC.

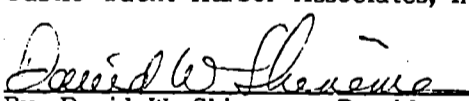
Castle Yacht Harbor Associates, Inc., a Maryland Corporation, having its principal office at Castle Marina Road, Stevensville, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (herein referred to as the "Department") that:

FIRST: The charter of the Corporation is hereby amended to change the name of the corporation from Castle Yacht Harbor Associates, Inc. unto Kent-Haven Yacht Harbour, Inc., and from and after the date of acceptance of these Articles of Amendment by the Department, the name of the Corporation, as set forth in this heading and as set forth in ARTICLE SECOND is hereby amended to show that the full corporate name should be Kent-Haven Yacht Harbour, Inc.

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 Corporation 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 amendments.

IN WITNESS WHEREOF, Castle Yacht Harbor Associates, Inc., now known as Kent-Haven Yacht Harbour, 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 4<sup>th</sup> day of January, 1982 and its President acknowledges that these Articles of Amendment are the act and deed of Castle Yacht Harbour Associates, Inc., now known as Kent-Haven Yacht Harbour, 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:  
  
Samuel J. Brown, Secretary

Castle Yacht Harbor Associates, Inc.  
 (SEAL)  
By: David W. Shineman, President

HILLMAN, BROWN & DARROW  
Attorneys-at-Law  
Post Office Box 668  
Annapolis, Maryland 21404  
(301) 263-3131

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF AMENDMENT

THIS Articles Amend WAS  
RECEIVED FOR RECORD THIS 20th  
DAY OF May 19 82 AT 10:42 A M. CASTLE YACHT HARBOR ASSOCIATES, INC.  
AND RECORDED IN Changing its name to:  
LIBER 11007 folio 128 ct. 1 KENT-HAVEN YACHT HARBOUR, INC.  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

*Marguerite M. Harbin* CLERK

MAY 26-82 A 23982 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 26, 1982 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2531, folio 63322, 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 MAY 26 AM 10:42  
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 120889

8104793



00349

ARTICLES OF INCORPORATION

OF

CLARENCE E. WILSON POST #21  
OF QUEEN ANNE'S COUNTY  
OF THE AMERICAN LEGION, INC.

FIRST: I, Howard Wood, whose post office address is 119 Lawyers Row, 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 "the Corporation") is:

Clarence E. Wilson Post #21  
of Queen Anne's County  
of the American Legion, Inc.

THIRD: The purposes for which the Corporation is formed are: to sponsor and participate in activities of a patriotic nature; to conduct programs for educational purposes; to provide social and recreational activities for members; to promote social welfare of the Town of Centreville and Queen Anne's County, Maryland; to assist disabled and needy war veterans and members of the armed forces and their dependents or veterans' widows or orphans; to provide entertainment, care and assistance for hospitalized veterans or members of the armed forces; to carry on programs to perpetuate the memory of deceased veterans and members of the armed forces and to comfort their survivors; to



provide insurance for members or their dependents; and to operate an American Legion Post and carry out the general principles of the national organization known as the American Legion, but only to the extent the 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 any private individual including, without limitation, the members, directors or officers of the Corporation, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. 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 any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(19) of the Internal Revenue Code or by a corporation contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code.

FOURTH: The post office address of the principal office of the Corporation in this state is 110 Little Kidwell Avenue, Centreville, Maryland 21617.

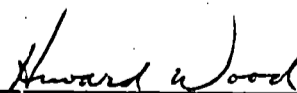
G0351

The name and post office address of the resident agent of the Corporation in this state is William Leon Taylor, 110 Little Kidwell Avenue, Centreville, Maryland 21617. Said resident agent is an individual, actually residing in this state.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The qualifications for and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased 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 James Hutchins, William DeShields, and Francis Cooper.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of February, 1982, and I acknowledge same to be my act.

  
Howard Wood

-3-

LSR

7 PAGE 133

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

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT  
THIS Acts 1/2/82 WAS

OF

RECEIVED FOR RECORD THIS 9th  
DAY OF June 1982 AT 1116 HW CLARENCE E. WILSON POST #21 OF QUEEN ANNE'S COUNTY OF THE  
AMERICAN LEGION, INC.

AND RECORDED IN  
LIBER MM 7, folio 131 Acts 1/2/82  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

JUN-9-82 A 24359 \*\*\*\*\*5.00

*Marguerite de Marbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 23, 1982 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2594, folio 60348 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 JUN -9 AM 11:16  
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 122877

8200916

bt

00241

~~00138~~

ARTICLES OF INCORPORATION  
OF  
SPACE WARS ARCADE, INC.

FIRST: WE, THE UNDERSIGNED, James Buckley Ostmann, Thomas P. McErlean, and John R. Coyle of 1820 Jefferson Place, N.W., Washington, D.C. 20036, each being at least eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is:

SPACE WARS ARCADE, INC.

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

To purchase, acquire, develop, sell, lease, own, and manage an amusement arcade or arcades. The arcade or arcades would include all amusement type devices, such as coin operated video machines, pinball machines, electronic games, etc., of every type, kind and nature.

To engage in the distribution of food and soft drinks through the use of automatic vending machines and also over the counter sales.

To invest in, own, mortgage, pledge, sell, assign and transfer or otherwise deal in and with real and personal property of every class and description.

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

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

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

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

LDLR

7 PAGE 135

6-28-82 - original mailed Thomas P. McErlean Esq.  
1820 Jefferson Place N.W.  
Washington, D.C. 20036-2577.

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 share of stock or margin or otherwise, shares, bonds, commodities, contracts, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

To aid in any manner any person, firm, association, corporation or syndicate, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations of which, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, held by or for this corporation, or in the welfare of which this corporation shall have the interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of this corporation.

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

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

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

00243  
~~00149~~

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

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

The corporation shall engage in any other lawful purpose and/or business.

The corporation shall 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 Tano Lane, near the intersection of Tomptson Road, Stevensville, Maryland 21666, mailing address is P. O. Box 475, Stevensville, Maryland 21666. The name of the resident agent of the corporation in this state is Joseph S. Bello, P.O. Box 475, Stevensville, Maryland 21666.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares with a par value of \$1.00, all of one class, common stock, and of the total par value of \$100,000.00.

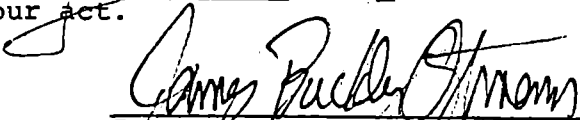
SIXTH: The number of directors of the corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the corporation and shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

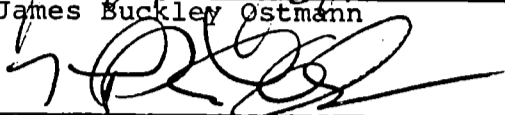
Joseph S. Bello  
Doris N. Bello  
Karen M. Becker  
Christopher Joseph Bello

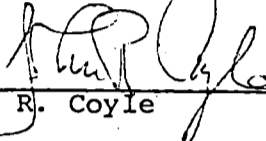
SEVENTH: The corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on January 29, 1987, and severally acknowledge same to be our act.

  
James Buckley Ostmann

  
Thomas P. McErlean

  
John R. Coyle

WITNESS:

Elizabeth Dessen

STATE OF MARYLAND  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Auth/Exec WAS  
RECEIVED FOR RECORD THIS 9th  
DAY OF June 1982 AT 11:10 M.  
RE AND RECORDED IN  
LIBER MUM 7, folio 135 Auth/Exec  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
SPACE WARS ARCADE, INC.

AM-9-82 A 24360 \*\*\*\*\*5

CLERK  
*Marcurite W. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 1, 1982 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

5  
00137  
Recorded in Liber 2532, folio 60240 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 JUN -9 AM 11:16  
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queens Anne County

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

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

*Rob Adams*



A 120932  
8200048

7 PAGE 139



6-28-82 - original typed by J. & Rosenberg  
26th Floor - 701 N. Charles St.  
Baltimore, Md. 21201

USER

7 PAGE 140

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the SHORE AUTO ELECTRIC, INC.  
were received for record on February 16, 1982  
in accordance with the provisions of Sec. 3-107 of the  
Corporations and Associations Article of the Code.

*Gene E. Bunker*

Director

SHORE AUTO ELECTRIC, INC.

## ARTICLES OF DISSOLUTION

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is Route 1, Box 440A, Queenstown, Maryland 21685.

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, are: Lee Hack, Route 1, Box 238, Centreville, Maryland 21617. Said resident agent is an individual actually residing in this State.

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

<u>Name</u>	<u>Post Office Address</u>
Lee Hack	Route 1, Box 238, Centreville, Maryland 21617
Miriam Hack	Route 1, Box 238, Centreville, Maryland 21617
Karen Glazer	19 Farmhouse Court, Pikesville, Maryland 21208

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

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Lee Hack	President and Treasurer	Route, Box 238, Centreville, Maryland 21617
Miriam Hack	Secretary	Route 1, Box 238, Centreville, Maryland 21617

SIXTH: The Board of Directors of the Corporation, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the Board, adopted a resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for action by unanimous written consent and waiver of all stockholders.

SEVENTH: A consent in writing, setting forth approval of the dissolution of the Corporation as so proposed was signed by all Stockholders of the Corporation entitled to vote thereon, and such consent and waiver are filed with the records of the Corporation.

EIGHTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation as required by law and the Charter of the Corporation.

NINTH: The Corporation has no known creditors.

TENTH: These Articles of 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 said Certificate 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, Shore Auto Electric, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be affixed and attested by its Secretary on this 27<sup>th</sup> day of January 1982.

ATTEST: SHORE AUTO ELECTRIC, INC.

Miriam Hack  
Miriam Hack, Secretary

By: Lee Hack  
Lee Hack, President

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

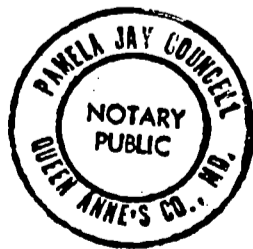
I HEREBY CERTIFY that on January 27, 1982, before me the subscriber, a notary public of the State of Maryland in and for the County of Queen Anne's, personally appeared Lee Hack, President of Shore Auto Electric, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation and acknowledges, under the penalties of perjury, that the matters and facts set forth in said Articles of Dissolution with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

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

Pamela J. Cooney  
Notary Public

My Commission Expires:

7/1/82



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

FEB 19 1982

February 17, 1982

THIS IS TO CERTIFY that all corporation taxes due and owing to the State of Maryland and Queen Anne's County, billed by Queen Anne's County to Shore Auto Electric Corp., has been paid through February 18, 1982

*William H. Tolson*

William H. Tolson, Treasurer  
Queen Anne's County

00296



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 468                      PHONE 269-3619  
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

SHORE AUTO ELECTRIC, INC.  
have been paid.

WITNESS my hand and official seal this  
Fifth                      day of February      A.D. 1982.

  
Deputy Comptroller

ARTICLES OF DISSOLUTION

OF

SHORE AUTO ELECTRIC, INC.

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

I HEREBY CERTIFY THAT

*Articles of Dissolution* WAS  
RECEIVED FOR RECORD THIS *9th*  
DAY OF *June* 19 *82* AT *11:16 A.M.*

AND RECORDED IN  
LIBER *MUM 7, folio 140 Cets Renc.*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

JUN-9-82 A 24361 \*\*\*\*\*5.00

ELERE

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 16, 1982 at 11:20 o'clock A M. as in conformity  
with law and ordered recorded.

*6*

Recorded in Liber *2534*, folio *0291*, 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

RECEIVED  
CLERK, CIRCUIT COURT

1982 JUN -9 AM 11:16

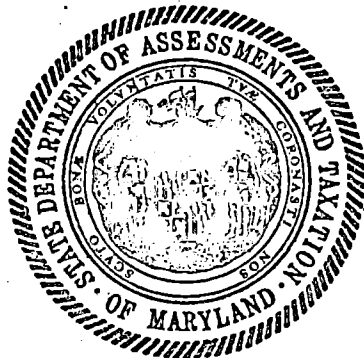
QUEEN ANNE'S COUNTY

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 122865

8200789

03621

LAW OFFICES  
**ROMERO & ROMERO**  
ATTORNEYS AT LAW  
THE ADAMS LAW CENTER  
31 WOOD LANE  
ROCKVILLE, MD 20850

SILVER SPRING OFFICE  
9421 COLESVILLE ROAD  
SILVER SPRING, MARYLAND 20910  
301-589-3010  
BY APPOINTMENT ONLY

T. ROBERT ROMERO  
ROBERT ROMERO

301-424-1320

February 23, 1982

Department of Assessments and Taxation  
Charter Records Division  
301 West Preston Street  
Baltimore, Maryland 21201

Re: Change of Address of Resident Agent

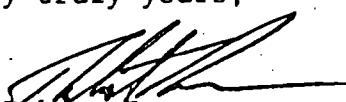
Gentlemen:

Please note change of address of the Resident Agent,  
T. Robert Romero, from 414 Hungerford Drive, Rockville, Maryland  
20850, to The Adams Law Center, 31 Wood Lane, Rockville,  
Maryland 20850, in the corporations listed below:

Croyste Toyota, Inc.  
Waldorf Toyota, Inc.

I am enclosing check in the amount of \$16 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:mb

Enclosure

LIBR 7 PAGE 147

6-28-82 orig mailed Romero & Romero  
Adams Law Center  
31 Wood Lane  
Rockville Md. 20850



NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

WALDORF TOYOTA, INC.

942

*2*

received for record February 24, 1982

, at 8:30 A.M.

and recorded on Film No. 2532

Frame No. C3620 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> 20047A

JUN -9-82 A 224362 \*\*\*\*\*1.25

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

RECEIVED  
CLERK, CIRCUIT COURT

1982 JUN -9 AM 11:16

QUEEN ANNE'S COUNTY

Mr. Clerk Mail to: Romero & Romero  
The Adams Law Center  
31 Wood Lane  
Rockville, Maryland 20850

STATE OF MARYLAND

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

AS *Not Change* WAS

RECEIVED FOR RECORD THIS *9th*

DAY OF *JUNE* 1982 AT *11:16 A.M.*

AND RECORDED IN

BOOK *NUM 7, Folio 147* OF THE

RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite W. Markin*

rnc

ARTICLES OF INCORPORATION  
OF  
MARYLAND STRUCTURAL FABRICATORS, INC.

The undersigned, John M. Yowell, whose post office address is Cypress Street, Millington, Maryland 21651, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE I

The name of the corporation (which is hereafter called the Corporation) shall be:

MARYLAND STRUCTURAL FABRICATORS, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is:

a. To engage in the retail or wholesale business, as principal or agent, of fabricating and selling steel and steel products of any type whatsoever, and to supply any goods, materials, labor and/or services of any kind whatsoever in connection with the fabrication and sale of steel and steel products.

b. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of any property whatsoever and in whatever form.

c. To engage in any other lawful purpose and/or business.

d. To do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland (1974 Ed., 1977 Cum. Supp.) as amended from time to time.

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

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

#### ARTICLE III

The post office address of the principal place of business of the Corporation is Millington, Maryland 21651. The resident agent of the Corporation is John M. Yowell, whose post office address is Cypress Street, Millington, Maryland 21651. Said resident agent is a citizen of the State of Maryland and actually resides therein.

#### ARTICLE IV

The total number of shares of stock which this Corporation is authorized to issue is One Thousand (1,000) shares having a par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated as common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

Kent  
XCO.

ARTICLE V

After completion of the organization meeting of the Directors and the issuance of one or more shares of stock of the Corporation, the number of the Directors of the Corporation shall be three (3). The names of the Directors who shall act until the first duly chosen and qualified are: John M. Yowell, Diane J. Yowell and Jeanne Ann Phelps.

ARTICLE VI

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

The Corporation shall issue shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribed for, or otherwise acquire such shares, only if the issuance of such shares or such securities exchangeable for, or convertible into such shares, or such warrants or any other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be authorized by the unanimous vote of all of the directors comprising the Board of Directors of the Corporation. In the event that the issuance of such shares, or such securities exchangeable for, or convertible into such shares, or such warrants or any other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be authorized

by the unanimous vote of all of the directors comprising the Board of Directors of the Corporation, the issuance of such shares or such securities exchangeable for, or convertible into such shares, or such warrants, or, any other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be made for such consideration as the Board of Directors of the Corporation by the unanimous vote of all of the directors thereof shall deem advisable.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the foregoing Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to the reserve power.

IN WITNESS WHEREOF, the undersigned incorporator has signed his name on this 19th day of January, 1982, and acknowledged the same to be his act.

WITNESS:

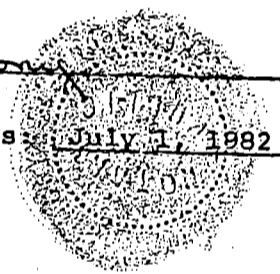
John M. Yowell John M. Yowell (SEAL)  
JOHN M. YOWELL

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

I HEREBY CERTIFY, that on this 10th day of January, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared JOHN M. YOWELL, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

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

Paul A. Anthony  
Notary Public  
My Commission Expires July 1, 1982



STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

OF *Act of 1982* WAS

OF

RECEIVED FOR RECORD THIS *2th* MARYLAND STRUCTURAL FABRICATORS, INC.

OF *July 19 82* AT *11:30 A.M.*

AND RECORDED IN

BOOK *Number 7, folio 149*

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

JUL -8-82 A #26017 \*\*\*\*\*5.00

*Marguerite M. Maxbin*

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

of Maryland January 28, 1982 at 11:00 o'clock A. M. as in conformity

with law and ordered recorded.

*6*

Recorded in Liber *2531*, folio *62613*, 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 \$ \_\_\_\_\_

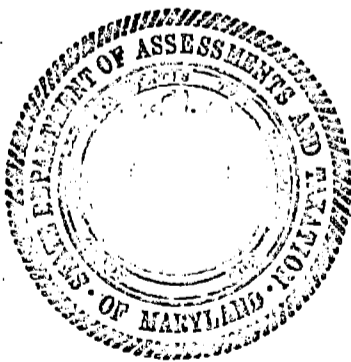
RECEIVED  
CLERK, CIRCUIT COURT  
1982 JUL -8 AM 11: 28  
QUEEN ANNE'S COUNTY

To the clerk of the CIRCUIT Court of QUEEN ANNES ~~KENT COUNTY~~

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

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

*Rob Adams*



A 120792

8104890

PH

KINGSTOWN LANDSCAPING, 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, RICHARD H. BISHTON, whose post office address is P.O. Box 629 (RD 4, Fey Road), Chestertown, Maryland 21620, 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 Kingstown Landscaping, 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 landscape design and construction, and retail sales of nursery stock; and to engage in any other lawful purpose and/or business; and

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.

FIFTH: The post office address of the principal office of the Corporation in this State is RD 1, Box 675 (Route 213 South) Chestertown, Maryland 21620. The name and post office address of the Resident Agent of the Corporation in this State is Richard H. Bishton, P.O. Box 629 (RD 4, Fey Road), Chestertown, Maryland 21620. 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.

OFFICES  
RABIN AND SISK  
COURT STREET  
P.O. BOX 228  
CHESTERTOWN, MARYLAND 21620  
(301) 778-3818

0011111111

7122 182 original mailed to Alexander P. Basen, At Esquire  
P.O. Box 228  
Chestertown, MD 21620



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: James R. Fraccaroli.

EIGHTH: A. 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.

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 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, a 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 27<sup>th</sup> day of January, 1982, and I acknowledge the same to be my act.

*Richard H. Bishton*  
Richard H. Bishton

STATE OF MARYLAND, COUNTY OF KENT, to wit:

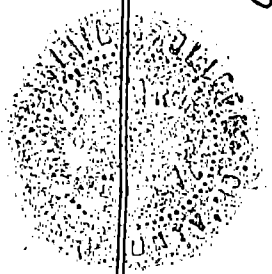
I HEREBY CERTIFY, that on this \_\_\_ day of January, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared RICHARD H. BISHTON, and he made oath in due form of law that he executed the foregoing Articles of Incorporation for the purposes contained therein.

AS WITNESS, my hand and Notarial Seal.

*Virginia S. Olfers*  
Notary Public

My commission expires:

July 1st, 1982



LAW OFFICES  
RABIN AND SIDK  
COURT STREET  
P.O. BOX 828  
CHESTERTOWN, MARYLAND 21620  
(301) 778-3812

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

of Ants/LLC WAS

OF

RECEIVED FOR RECORD THIS 8th

DAY OF July 19 82 AT 11:28 A M.

KINGSTOWN LANDSCAPING, INC.

AND RECORDED IN

BOOK MDM 7, folio 155

RECORD BOOK FOR QUEEN ANNE'S COUNTY

AL-8-82 A 226018 \*\*\*\*\*5.0

CLERK.

*Margurite M. Markin*

approved and received for record by the State Department of Assessments and Taxation of Maryland January 29, 1982 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

*[Signature]*

Recorded in Liber 2532, folio 1243, 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 JUL -8 AM 11:28  
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of QUEEN ANNES Kent County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 122066

8104938

drb

00532

ARTICLES OF INCORPORATION  
OF THE  
EASTERN SHORE OF MARYLAND FIREMEN'S ASSOCIATION, INC.

FIRST: Leslie B. Thompson, whose address is Pear Tree Point Road, Chestertown, Maryland, does pursuant to the Article on Corporations and Associations of the Annotated Code of Maryland herewith form a corporation. The said Leslie B. Thompson is eighteen years old or older and a permanent resident of the state of Maryland.

SECOND: The corporation shall be known by the name and style of the Eastern Shore of Maryland Firemen's Association, Inc.

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

A. To benefit the citizens of the Eastern Shore of Maryland with respect to the fire protection and suppression services, ambulance services, and rescue services, provided to them by the various volunteer fire companies located in the counties which comprise this association by providing for a forum to obtain and compile statistics concerning the practical workings of the various systems to determine strengths and weaknesses in the services provided, to insure harmony with respect to the services provided as between the various companies and counties of the association, to provide a forum for determination of methods of improving the workings of the various companies and counties of the association, determining the practical workings of the various systems and the merits of the apparatus and the need for change with respect to systems of delivery of our services, balance in acquisition of new apparatus so as to prevent unnecessary duplication, to form a more perfect organization, to cultivate fraternal fellowship among the companies and promote the best interests of the volunteer of the various companies of the various counties of the Eastern Shore of Maryland so as to enable the volunteer firemen

1987 FEB 14 10 55 AM

ROGER N. POWELL  
ATTORNEY-AT-LAW  
SUITE 5  
BEACHAM SQUARE  
3655 OLD COURT ROAD  
BALTIMORE, MD. 21208  
301-653-0262

7/22/82 original mailed to Roger N. Powell, Esq. Suite 5 Beacham Sq. 3655 Old Court Rd. Baltimore 21208

to provide the aforesaid services to the citizens of the towns and counties of the Eastern Shore of Maryland.

FOURTH: The principal office of the corporation shall be located at Route 1, Pear Tree Point Road, Chestertown, Kent County, Maryland.

FIFTH: The name and address of the resident agent of the corporation is Leslie B. Thompson, Route 1, Pear Tree Point Road, Chestertown, Maryland, 21620.

SIXTH: The corporation shall have no authority to issue capital stock.

SEVENTH: The corporation shall have three directors. The directors who will serve as directors until the first annual meeting or until their successors are duly elected and qualify are:

President: Benjamin Harvey  
Hurlock, Dorchester County, Maryland 21643

Vice President: Sidney Merrill  
Princess Anne, Somerset County, Maryland 21853

Secretary: Jim Ferguson  
St. Michaels, Talbot County, Maryland 21663

EIGHTH: The corporation shall have a constitution and by-laws to provide for membership in the corporation, reasons for determinations of officers and government of the corporation, rights of membership, duties of officers, and provision for and duties of committees.

NINTH: The corporation shall have the power to do any act or thing ordinary, necessary or usual to further the purposes for which it has been formed and shall have the powers to establish, have and use a corporate seal, to transact business, make contracts, incur liabilities, borrow money, sell, lease, exchange, transfer, convey mortgage, pledge or otherwise dispose of any of its assets, acquire by purchase or in any other manner take, receive, own, hold, use, employ, improve or otherwise deal with any interest in real or personal property, own, lease, construct or otherwise acquire any building or buildings or equipment necessary for it to conduct its operations, do any other act not inconsistent with the law which is

60534

appropriate to promote and attain the purposes set forth in this Charter.

To have its membership recommend methods of accomplishing its purposes.

To provide, if necessary, for a school for education and training of its members and their company.

To do any act or thing or exercise any power suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified or which at any time may appear conducive or expedient for the accomplishment of any such purposes.

To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the state of Maryland upon corporations.

The foregoing enumeration of purposes of the corporation is made in furtherance of and not in limitation of the powers conferred upon the corporation by the law and is not intended by recitation of any particular purpose in any manner to limit or restrict the generality of any other purpose mentioned or to limit or restrict any of the powers of the corporation. The powers specified in each of the paragraphs of this section of these Articles, all enumerated with respect to furtherance of the purposes of the corporation, except as otherwise expressly provided, shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article or any other section of these Articles of Incorporation, provided however that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or exercise any power or do any act a corporation formed under the laws of the state of Maryland is prohibited from doing or engaging in.

The corporation is organized and shall be operated exclusively for the purposes of furthering the methods of fire prevention, fire suppression, savings of lives and pro-

ROGER N. POWELL  
ATTORNEY-AT-LAW  
SUITE 8  
BEACHAM SQUARE  
3685 OLD COURT ROAD  
BALTIMORE, MD. 21208  
301-853-0262

LIBER

7 PAGE 161

perty through ambulance and rescue services and education, and the entire income and property of the corporation shall be held and distributed solely for such purposes. No part of the corporation's net income from whatever source shall inure to the benefit of any individual except as reasonable compensation in payment of services rendered to or for the corporation affecting one or more of its purposes, and no part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in any political campaign on behalf of any candidate for public office including the publishing and distribution of statements in that regard. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501a of the Internal Revenue Code and regulations promulgated thereunder as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170 of such Code and its regulations as currently constituted or as hereafter amended. The corporation will charge no fee for any service provided in connection with the purposes hereinbefore enumerated but all such services will be provided free to any person in time of need and the sole income of the corporation will be limited to contributions made to the corporation for such services. The corporation may solicit or otherwise engage in solicitation for contribution or otherwise in recognized and acceptable fund raising activities to provide income to enable the corporation to continue to provide the services for which it is formed and enumerated in these articles.

Upon dissolution, liquidation, termination or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation after any or all just debts have been satisfied, shall be distributed pursuant to the Annotated Code of Maryland Article on Corporations and Associations Section 5-208 and pursuant to Section 501a of the

ROGER N. POWELL  
ATTORNEY-AT-LAW  
SUITE 5  
BEACHAM SQUARE  
3635 OLD COURT ROAD  
BALTIMORE, MD. 21208  
301-553-0262

0536

Internal Revenue Code as the statutes now exist or as they might hereafter be amended - to organizations as would qualify under the aforesaid statutory sections of the Annotated Code of Maryland or the Internal Revenue Code or to organizations to which contributions would be deductible under Section 170 of the Internal Revenue Code.

No director, member, officer, employee, committee member, or private individual shall be entitled to receive any share or distribution of the corporate assets upon dissolution, termination or winding up of its affairs.

TENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF I have hereunto subscribed my name this 3rd day of Feb., 1982

*Leslie B. Thompson*  
LESLIE B. THOMPSON

STATE OF MARYLAND, COUNTY OF BALTO. , TO WIT:  
I HEREBY CERTIFY that on this 3rd day of Feb 1982 before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally Leslie B. Thompson, who 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.



*Roger N. Powell*  
Notary Public.

ROGER N. POWELL  
ATTORNEY-AT-LAW  
SUITE 5  
BEACHAM SQUARE  
3555 OLD COURT ROAD  
BALTIMORE, MD. 21208  
301-553-0262



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

ARTICLES OF INCORPORATION  
OF

*Act 1/1/82* WAS  
APPROVED FOR RECORD THIS *8th* EASTERN SHORE OF MARYLAND FIREMEN'S ASSOCIATION, INC.  
OF *July* 19 *82* AT *11:28 A.M.*

AND RECORDED IN  
BOOK *MUM 7* PAGE *159* *Act 1/1/82*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

RL -8-82 A 26019 \*\*\*\*\*5.00

*Margurite M. Marbin* CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 11, 1982 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2533*, folio *60531*, 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 JUL -8 AM 11:28  
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of ~~Kent~~ QUEEN ANNES County

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

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

*R. B. Anderson*



A 122396  
8200478

02005

ARTICLES OF INCORPORATION  
OF  
THOMAS TRUCKING COMPANY, 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 THOMAS TRUCKING COMPANY, INC. ("Corporation").

THIRD: The purposes for which the Corporation is formed are to engage in the business of providing general trucking, hauling and related services 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 Grasonville, Maryland 21638. The name and address of the resident agent are J. Harold Thomas, Grasonville, Maryland 21638.

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 three (3), until changed as provided by the By-Laws of the Corporation. The

7/22/82 Signal mailed to Miles + Stockbridge  
114 N. West St.  
Easton, MD 21601

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 J. Harold Thomas, James Harold Thomas, Jr. and Lola Jean Thomas.

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 22<sup>nd</sup> day of February, 1982.

  
RICHARD K. WHITE, JR.

STATE OF MARYLAND,

CLERK OF THE CIRCUIT COURT

ARTICLES OF INCORPORATION

THIS Articles of Inc. WAS

OF

RECEIVED FOR RECORD THIS 8th  
DAY OF July 1982 AT 11:28 A.M.

THOMAS TRUCKING COMPANY, INC.

RE ..... AND RECORDED IN

LIBER MUM 87, folio 165

RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

AL-8-82 A 26020 \*\*\*\*\*5.00

*Margurite M. Martin* CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 26, 1982 at 4:30 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2534, folio 2004, 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 JUL -8 AM 11:28

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.

*D. W. Hill*



A 123082

8201112

drb

LIBER

7 PAGE 167

7/22/82 original mailed to John F. Hall, Esq.  
115 Washington St.  
P.O. Box 1211  
Easton, MD 21601

02554

LIBER 7 PAGE 168

A

ARTICLES OF INCORPORATION

OF

DILL DUN MOVIN', INC.

(A Close Corporation)

FIRST: I, John F. Hall, whose post office address is 11 South Washington Street, P.O. Box 1211, Easton, Maryland 21601, 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 (hereinafter called the "Corporation") is Dill Dun Movin', 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 Corporation is formed for the purposes of purchasing, owning, improving, equipping, operating and managing farms and engaging in any other lawful trades, businesses or activities. The Corporation shall have all the general powers granted by law to corporations of the State of Maryland and all other powers necessary or appropriate to such purposes not specifically prohibited by law.

FIFTH: The principal office of the Corporation in Maryland will be located at Route 3, Box 41, Centreville, Queen Anne's County, Maryland 21617 and the Resident Agent of the Corporation is William E. Dill, whose post office address is Route 3, Box 41, Centreville, Queen Anne's County, Maryland. The Resident Agent is a citizen of Maryland and actually resides in Maryland.

SIXTH: The number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, no par value, all of such shares shall be of one class, called Common Stock.

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

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in §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 26<sup>th</sup> day of February, 1982, and I acknowledge  
the same to be my act.

WITNESS:

Jane E. Butler

John F. Hall

(SEAL)

John F. Hall

ARTICLES OF INCORPORATION

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

OF

I HEREBY CERTIFY THAT

THIS Articles WAS DILL DUN MOVIN', INC.

RECEIVED FOR RECORD THIS 8th

DAY OF July 19 82 AT 11:28 A.M.

RE ..... AND RECORDED IN

LIBER M.W.M. 7, folio 108 Arts Inc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

JL -8-82 A 226021 \*\*\*\*\*5.00

*Marguerite M. ...*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 1, 1982 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2534, folio 62553 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 JUL -8 AM 11: 28  
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.

*D.W. Hill*



A 123180

8201185

bt

LIBER

7 PAGE 171



7/22/82 original mailed to Christopher F. Drummond, Esq.  
Miles, Barton & Wilmer  
929 N. Howard St.  
Baltimore, MD 21201

C2920

LIBER 7 PAGE 172

ARTICLES OF INCORPORATION  
OF  
DAMMEYER AND WEHRS, INC.

I, the undersigned, CHRISTOPHER F. DRUMMOND, whose post office address is 929 N. Howard Street, Baltimore, Maryland 21201, being at least eighteen years of age and a resident of the State of Maryland, do hereby declare myself an incorporator 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, hereinafter called the "Corporation", is:

DAMMEYER AND WEHRS, INC.

ARTICLE II - PURPOSES

The general nature of its business, and the purpose for which the Corporation is formed, is as follows:

FIRST: To operate, manage, lease and/or develop a marina business, including but not limited to the functions of operating, managing, leasing and/or developing piers, slips, restaurants, repair facilities, gas pumps, and retail marine stores and other related activities included within these general provisions.

SECOND: To acquire by purchase or lease or otherwise, any 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 land, and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings or other structures at any time owned or held by the Corporation.

THIRD: To take, purchase or otherwise acquire and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage or otherwise deal in and dispose of all kinds of personal property, chattels, choses in action, notes, bonds, mortgages and securities of every nature as may appear to be advantage and profit to the Corporation.

FOURTH: To acquire all or any part of the goodwill, right, 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.

FIFTH: 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 not intended by the mention of any particular purposes, 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, and particularly contained in Md. Code Ann. Corporations and Associations Article §§1-101, et seq.

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 of the Corporation is Route 2, Box 720, Stevensville, Maryland 21666, and the Resident Agent of the Corporation in this state is Christopher F. Drummond, 929 N. Howard Street, Baltimore, Maryland 21201, who is an individual actually residing in this state.

ARTICLE V - STOCK

The total number of shares of stock which the Corporation has authority to issue is Five Hundred (500) Shares without par value, all of one class.

ARTICLE VI - STOCK ISSUANCE AND TRANSFER

The Board of Directors is hereby empowered to authorize the issuance of Ten (10) shares of the capital stock of the Corporation, without par value, for the consideration of One Dollar (\$1.00) per share. Subsequent to this initial issue, the Board of Directors is hereby authorized and empowered to issue from time to time such additional shares, whether now or hereafter authorized, for such consideration as may be fixed by

the majority vote of the Directors. No transfer of stock hereafter issued shall be valid or binding upon the Corporation until and unless such transfer is made upon the books of the Corporation by its duly authorized officers.

ARTICLE VII - DIRECTORS

The 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 the names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen, are:  
Gerald T. Dammeyer, David W. Wehrs and Katherine L. Dammeyer.

The Directors of the Corporation shall be elected annually by the stockholders at the regular annual meeting, and each stockholder shall be entitled to cast as many votes as shall equal the number of his shares of stock, cumulative voting shall be allowed at all meetings of stockholders, and any stockholders may vote by written proxy. The Board of Directors of the Corporation shall have such powers as are necessary and incidental to carrying out the purposes of the Corporation, except as otherwise limited by the By-Laws of the Corporation.

ARTICLE VIII - OFFICERS

The Executive offices of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The office of President and Treasurer may be held by the same person and the offices of Vice-President and Secretary may be held by the same person. Additional officers may be appointed in the discretion of the Board of Directors. Executive officers shall be elected by the Board of Directors by majority vote at the annual meeting of the stockholders. The Officers of the Corporation shall have only such powers as are granted to them by

the By-Laws of the Corporation, or by the Board of Directors by action taken at any regular or special meeting thereof.

ARTICLE IX - BY-LAWS

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

ARTICLE X - DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto affixed our hands and seals, this 3rd day of March, 1982.

WITNESS:

Veronica Walters Christopher F. Drummond (SEAL)  
CHRISTOPHER F. DRUMMOND  
Incorporator

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY that on this 3 day of March, 1982, before me, the Subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared CHRISTOPHER F. DRUMMOND, who acknowledged the foregoing ARTICLES OF INCORPORATION to be his act.

AS WITNESS my hand and Notarial Seal.



Ruth H. Mattie  
NOTARY PUBLIC

My Commission Expires: 7/82

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

ARTICLES OF INCORPORATION

OF

DAMMEYER AND WEHRS, INC.

THIS Articles WAS  
RECEIVED FOR RECORD THIS 8th  
DAY OF July 19 82 AT 11:28A M.

RE ..... AND RECORDED IN  
LIBER ML 7, folio 172 Articles  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

XL-8-82 A 226022 \*\*\*\*\*5.0

CLERK

*Margurite M. Marbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 4, 1982 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2534 folio 2919 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 JUL -8 AM 11:28  
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.

*D. W. Hill*



A 123236

8201328

7/22/82 original mailed to Christopher Drummond, Esq.  
Miles, Barton & Wilmer,  
929 N. Howard St.  
Baltimore, MD 21201

C2306

LIBET 7 PAGE 178

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ARTICLES OF INCORPORATION  
OF  
BODACIOUS COMPANY  
A CLOSE CORPORATION

I, the undersigned, CHRISTOPHER F. DRUMMOND, whose post office address is 929 N. Howard Street, Baltimore, Maryland 21201, being at least eighteen years of age and a resident of the State of Maryland, do hereby declare myself an incorporator with the intention of forming a close corporation under and by virtue of the general laws of the State of Maryland.

ARTICLE I - NAME

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

BODACIOUS COMPANY

ARTICLE II - ELECTION OF CLOSE CORPORATE STATUS

The Corporation shall be a close corporation under and by virtue of the provisions of MD. CODE ANN. CA §§ 4-101 et seq. Furthermore, the Corporation shall have no Board of Directors as permitted under MD. CODE ANN. CA § 4-301.

ARTICLE III - PURPOSES

The general nature of its business, and the purpose for which the Corporation is formed, is as follows:

FIRST: To operate, manage, lease and/or develop restaurants and a retail food and beverage business, and other related activities included within this general provision.

SECOND: To acquire by purchase or lease or otherwise, any 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 land, and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings or other structures at any time owned or held by the Corporation.

THIRD: To take, purchase or otherwise acquire and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage or otherwise deal in and dispose of all kinds of personal property, chattels, choses in action, notes, bonds, mortgages and securities of every nature as may appear to be advantage and profit to the Corporation.

FOURTH: To acquire all or any part of the good will, right, 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.

FIFTH: 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 not intended by the mention of any particular purposes, 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, and particularly contained in Md. Code Ann. Corporations and Associations Article §§1-101, et seq.

ARTICLE IV - 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 V - ADDRESS AND RESIDENT AGENT

The post office address of the Corporation is Route 2, Box 720, Stevensville, Maryland 21666, and the Resident Agent of the Corporation in this State is Jack Ellis, Route 2, Box 720, Stevensville, Maryland 21666, who is an individual actually residing in this State.

ARTICLE VI - STOCK

The total number of shares of stock which the Corporation has authority to issue is Five Hundred (500) Shares without par value, all of one class.

ARTICLE VII - STOCK ISSUANCE AND TRANSFER

The Board of Directors is hereby empowered to authorize the issuance of Ten (10) shares of the capital stock of the Corporation, without par value, for the consideration of One Dollar (\$1.00) per share.

ARTICLE VIII - DIRECTORS

The name of the Director who shall act until the first annual meeting and until the election to have no Board of Directors becomes effective under MD. CODE ANN. CA §4-302(a) is Jack Ellis.

ARTICLE IX - STOCKHOLDERS

The management of the affairs of the Corporation shall be vested in the Stockholders of the Corporation who may exercise all the powers reserved to or required by law of Directors.

ARTICLE X - OFFICERS

The executive offices of the Corporation shall be a President, a Secretary and a Treasurer. The office of President, Secretary and Treasurer may all be held by the same person. Additional officers may be appointed in the discretion of the Stockholders. Executive officers shall be elected by the Stockholders by majority vote at their annual meeting. The Officers of the Corporation shall have only such powers as are granted to them by the By-Laws of the Corporation, or by the Stockholders by action taken at any regular or special meeting thereof.

ARTICLE XI - BY-LAWS

The By-Laws of the Corporation shall be made and enacted by the stockholders at their first annual meeting, and no additions or amendments thereto shall thereafter be made

except by majority vote of the stockholders at any annual or special meeting.

ARTICLE XII - DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, this 11th day of March, 1982.

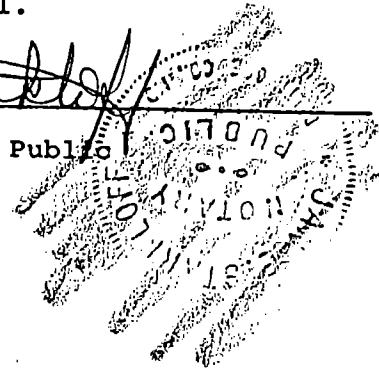
WITNESS:

Doris M. Sudbrook Christopher F. Drummond (SEAL)  
CHRISTOPHER F. DRUMMOND  
Incorporator

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY that on this 11th day of March, 1982, before me, the Subscriber, a Notary Public of the State of Maryland, personally appeared CHRISTOPHER F. DRUMMOND, who acknowledged the foregoing ARTICLES OF INCORPORATION to be his act.

AS WITNESS my hand and Notarial Seal.

Jan E. Starkloff  
Notary Public  


My Commission Expires: 7/1/82

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

I HEREBY CERTIFY THAT

THIS Articles WAS

ARTICLES OF INCORPORATION

RECEIVED FOR RECORD THIS 8th

OF

DAY OF July 19 82 AT 11:28 A.M.

BODACIOUS COMPANY

RE ..... AND RECORDED IN

LIBER 2535, folio 178  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

AL -8-82 A 226023 \*\*\*\*\*5

CLERK

*Marguerite M. Marbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 12, 1982 at 9:42 o'clock <sup>A.</sup> M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2535, folio 2305, 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 JUL -8 AM 11:28  
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.

*D.W. Hill*



A 123606

8201696

drb

LIBER

7 PAGE 183

7/22/82 original mailed to Samuel J. Brown, Esq.  
75 Franklin St.  
P.O. Box 668  
Annapolis, MD 21404

ARTICLES OF INCORPORATION  
OF  
KENT HAVEN YACHT SALES, INC.

**FIRST:** I, David W. Shineman, whose post office address is KENT HAVEN YACHT HARBOUR, Stevensville, Maryland being at least eighteen years of age, am hereby forming a corporation under and by virtue of the State of Maryland.

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

**KENT HAVEN YACHT SALES, INC.**

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

- (1) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, reselling, and servicing all types of new and used boats, either power or sail boats, and dealing in any and all parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types or supplies used by all types of boats 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 equipments;
- (5) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account, or deal with all or any part of the property of the Corporation;
- (6) To acquire, build, charter, buy, lease, rent, operate and use vehicles of any kind or character;
- (7) To apply for, obtain, register, purchase, lease or otherwise acquired or own by concessions, rights, options, patents, patent rights, privileges,

HILLMAN, BROWN & DARROW  
Attorneys-at-Law  
Post Office Box 668  
Annapolis, Maryland 21404  
(410) 263-3131

02811

Inventions, processes, copyrights, trademarks, trade name 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 therefore, in the same manner provided by law, shares of the capital stock, bonds, or other obligations of the corporation; and while the holder or owner of any such shares of capital stock, script, voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(9) To acquire by purchase, lease or otherwise to own, use and operate factories, shops, manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores and other properties within and without the State of Maryland, which may be useful to accomplish any and all of the purposes or carrying on any of the business of the character hereinbefore referred to;

(10) To enter into, make and perform contracts without limit as to the character or amount, execute, issue and endorse drafts, bills of exchange and negotiable instruments of all kinds, as permitted by law;

(11) To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stocks, notes or other obligations, and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation, whether real or personal or to issue bonds, debentures, debenture stock or notes without any such security;

(12) To purchase, hold and 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 Kent Haven Yacht Harbour, Stevensville, Maryland. The name and post office of the Resident Agent of the Corporation is Samuel J. Brown, 75 Franklin Street, Annapolis, 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 5,000 shares of capital stock without par value.

**SIXTH:** The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two

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 :

David W. Shineman

Charles J. Schwartzberg

**SEVENTH:** The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, of the Directors and Stockholders:

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

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 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 claims, 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: (i) an affirmative vote, at a duly constituted meeting of a majority of all of 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.

NINTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock

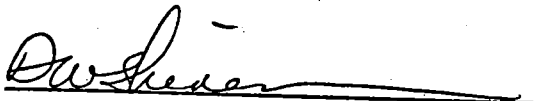
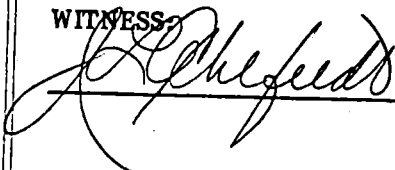


of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

TENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of March, 1932, and I acknowledge the same to be my act.

WITNESS:



David W. Shineman

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

ARTICLES OF INCORPORATION  
OF

KENT HAVEN YACHT SALES, INC.

..... *Auto. Clerk* ..... WAS  
RECEIVED FOR RECORD THIS *8th*  
OF *July* 19 *82* AT *11:28 A.M.*

AND RECORDED IN  
BOOK *7* *Page 184* *Auto. Clerk*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

JL-8-82 A 26024 \*\*\*\*\*5.00

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 23, 1982 at 9:09 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber *2536*, folio *2809* 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, CIRCUIT COURT

1982 JUL -8 AM 11:28  
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.

*D.W. Hill*



A 124076  
8202208

LIBER 7 PAGE 189

7/22/82 original mailed to Samuel J. Brown, Esq.  
75 Franklin St.  
P. O. Box 668  
Annapolis, MD 21404

ARTICLES OF INCORPORATION

OF

KENT HAVEN YACHT SERVICES, INC.

**FIRST:** I, David W. Shineman, whose post office address is Kent Haven Yacht Harbour, Stevensville, Maryland 21666 being at least eighteen years of age, am hereby forming a corporation under and by virtue of the State of Maryland.

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

KENT HAVEN YACHT SERVICES, INC.

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

- (1) To engage in the business of ship maintenance, repair work, watchman service, and to buy, sell, and otherwise deal in any and all supplies necessary or useful to such service, including repairs to boats, storage of boats, and anything directly affiliated with the yachting industry 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 equipments;
- (5) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account, or deal with all or any part of the property of the Corporation;
- (6) To acquire, build, charter, buy, lease, rent, operate and use vehicles of any kind or character;
- (7) To apply for, obtain, register, purchase, lease or otherwise acquired or own by concessions, rights, options, patents, patent rights, privileges,

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inventions, processes, copyrights, trademarks, trade name 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 therefore, in the same manner provided by law, shares of the capital stock, bonds, or other obligations of the corporation; and while the holder or owner of any such shares of capital stock, script, voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(9) To acquire by purchase, lease or otherwise to own, use and operate factories, shops, manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores and other properties within and without the State of Maryland, which may be useful to accomplish any and all of the purposes or carrying on any of the business of the character hereinbefore referred to;

(10) To enter into, make and perform contracts without limit as to the character or amount, execute, issue and endorse drafts, bills of exchange and negotiable instruments of all kinds, as permitted by law;

(11) To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stocks, notes or other obligations, and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation, whether real or personal or to issue bonds, debentures, debenture stock or notes without any such security;

(12) To purchase, hold and re-issue the shares of its capital stock in such manner as the Board of Directors may from time to time determine;

(13) 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 Kent Haven Yacht Services, Inc., Stevensville, Maryland 21666 Maryland. The name and post office of the Resident Agent of the Corporation is Samuel J. Brown, 75 Franklin Street, Annapolis, 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 5,000 shares of capital stock without par value.

**SIXTH:** The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two

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 :

David W. Shineman

Charles J. Schwartzberg

**SEVENTH:** The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, of the Directors and Stockholders:

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

**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 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 claims, 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: (i) an affirmative vote, at a duly constituted meeting of a majority of all of 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.

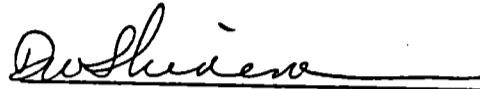
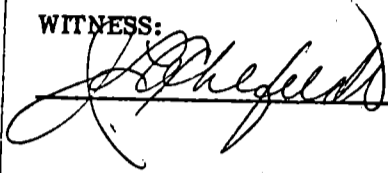
**NINTH:** Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock

of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

TENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of March, 1982, and I acknowledge the same to be my act.

WITNESS:



David W. Shineman

STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

OF

KENT HAVEN YACHT SERVICES, INC.

Articles of Inc. WAS

FOR RECORD THIS 8th

July 19 82 AT 11:28 A.M.

AND RECORDED IN

MDM 7 folio 190

BOOK FOR QUEEN ANNE'S

JUL -8-82 A #26025 \*\*\*\*\*5.00

COUNTY

CLERK

Marguerite M. Harbin

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 23, 1982 at 9:09 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2536, folio (2816) 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, CIRCUIT COURT

1982 JUL -8 AM 11:28

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.

D. W. Hill



A 124077

8202209

LIBER 7 PAGE 195



LIBER

7 PAGE 196

C0479

ARTICLES OF INCORPORATION  
OF

MADISON BAY, INC.

THIS IS TO CERTIFY:

FIRST: That I, subscriber, Patricia LoCascio, whose address is Route 2, Box 720A, Stevensville, Maryland 21666 being of full legal age hereby form a corporation under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations.

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

MADISON BAY, 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 operate a restaurant and lounge including but not limited to the general business of preparing and selling food for consumption on the premises.

B. To operate a marina including but not limited to the rental of boat slips, equipment necessary and related thereto, and providing services, materials and supplies necessary for the upkeep and maintenance of marine vessels.

C. To operate the business of a camp ground, including but not limited to, the rental of camp sites, providing services, materials and supplies necessary or related to the use of said camp sites by the public.

D. To purchase, lease, option, sell, exchange, or rent any equipment, materials, automobiles, trucks, personal property of all kinds, necessary to carry on or use in connection with the aforesaid purposes.

E. 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, mortgages or encumbrances thereon, whether fee simple or lease hold, where ever situated and unimproved or improved while carrying on and transacting the aforesaid purposes.

F. To purchase, lease, or otherwise acquire all or any part of the property rights, business, contracts, goodwill, franchises and assets of every kind of any corporation, partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid

88 MAR 26 A 11:38

1988

7 PAGE 197

8/27/82 original mailed to Daniel Henry, Esq.  
1205 West St.  
Annapolis, MD 21401

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, businesses, contracts, goodwill, franchises or other assets by the virtue of stocks, bonds, or other securities of the Corporation or otherwise.

G. 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.

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

I. 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 in 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.

J. To enter into partnerships, joint ventures, syndicates, and other business associations for any lawful purpose, and

K. To anything permitted by section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. 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 to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the Corporation is Route 2, Box 720A, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in this state is: Patricia LoCascio, Route 2, Box 720A, Stevensville, Maryland 21666. Said resident agent is an individual actually residing in this state.

0481

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) each.

SIXTH: The number of directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the bylaws of the Corporation, but shall never be less than three (3) provided that:

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

B. 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; and

C. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Patricia LaCascio whose address is Route 2, Box 720A, Stevensville, Maryland 21666; Charles LoCasio whose address is Route 2, Box 720A, Stevensville, Maryland 21666; and Patrick Gonzales whose address is Route 2 Box 720A, Stevensville, Maryland, 21666.

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 in the shares of its stock or any class or classes, 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 bylaws.

B. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering any one or more respects, from time to time, before issuance of shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and places or redemption of, and the conversion rights of, such shares.

C. The Board of Directors shall have the power from time to time to fix and determine and to vary the amount of working capital in the Corporation; to determine whether any, and if any, part of the surplus of the Corporation or of the net profit arising therefrom in 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.

D. 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, the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9<sup>th</sup> day of March, 1982.

Witness:

Darrell L. Henry Patricia LoCascio  
Patricia LoCascio

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

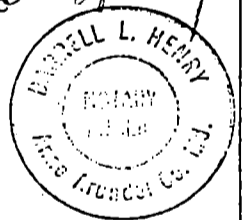
I HEREBY CERTIFY that on this 9<sup>th</sup> day of March, 1982, before me, the subscriber, a Notary Public of the State of Maryland in the aforementioned county, personally appeared Patricia LoCascio, and acknowledged the foregoing Articles of Incorporation to be her act.

WITNESS my hand and notarial seal.

Darrell L. Henry  
Notary Public

My Commission Expires:

July 1, 1982



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

THIS arts, Inc. WAS  
RECEIVED FOR RECORD THIS 18<sup>th</sup>  
DAY OF Aug 1982 AT 10:07 A.M.  
IN                      AND RECORDED IN  
LIBER MWM #7 folio 197 arts, Inc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
MADISON BAY, INC.

CLERK

MG 18-82 A 27508 \*\*\*\*\*5.00

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 26, 1982 at 11:38 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2597, folio 0478 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 \$           

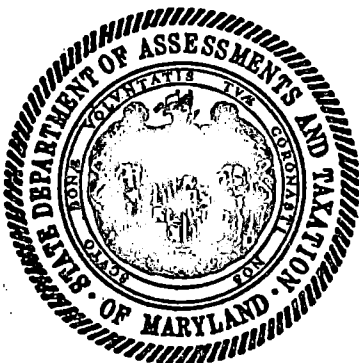
RECORDED  
CLERK OF CIRCUIT COURT  
1982 AUG 18 AM 10:07  
QUEEN ANNE'S COUNTY

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.

*[Signature]*



drb

A 124237

8202354

8/27/82 original mailed to Michael Foster Esq.  
P.O. Box 367  
Stevensville, MD 21666

LITFF

7 PAGE 202

00763

JERRY F. PIERSON, INC.

A Close Corporation

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 close corporation (which is hereafter referred to as the "Corporation") is

JERRY F. PIERSON, INC.

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

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

(1) To engage in the operation of a licensed plumbing business, including, but not limited to, providing professional plumbing services and to purchase and sell plumbing fixtures and materials and to engage in any other lawful purpose and/or business; and

(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 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 Route 1 Box 455,

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

1982 APR - 1 A.D.

C0764

Chester, Queen Anne's County, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Jerry F. Pierson, Route 1 Box 455, Chester, Queen Anne's County, Maryland 21619. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of share 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 transferrable except as made pursuant to any provisions contained in a 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 Jerry F. Pierson and Bonnie K. Pierson, who shall serve until the organizational meeting, the election of officers and the issuance of the first shares of stock have been completed. Thereafter, the Corporation shall have no Directors and the business and affairs shall be managed by direct action of the stockholders of the Close Corporation and all powers given to the Directors by the Corporations and Associations Article of the Annotated Code of Maryland, or otherwise by law, may be exercised by the stockholders.

NINETH: 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;

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 387  
STEVENSVILLE, MD. 21666  
(301) 643-2141



(4) the sale, lease, exchange or other transfer of all or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(5) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; such action shall be effective and valid upon majority vote of the share 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 Article of Incorporation this 30<sup>th</sup> day of MARCH, 1982, and I acknowledge the same to be my act.

WITNESS:

Lathya Johnson

Michael R. Foster

Michael R. Foster  
Incorporator

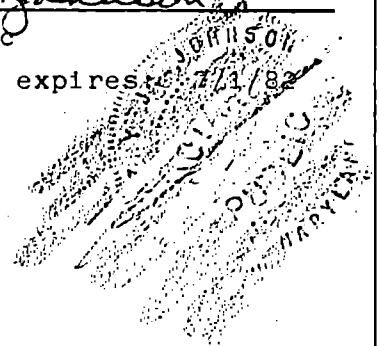
STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of Mar., 1982, 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.

Lathya Johnson  
Notary Public

My commission expires 7/1/82



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

I HEREBY CERTIFY THAT

THIS arts / Dec WAS  
RECEIVED FOR RECORD THIS 1st  
DAY OF Aug 19 82 AT 10:08 A.M.  
AND RECORDED IN  
LIBER MUM # 7 folio 202 arts / me.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.

ARTICLES OF INCORPORATION  
OF  
JERRY F. PIERSON, INC.

CLERK

*Margurite M. Martin*

AUG 18-82 A 27509 \*\*\*\*\*5

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 1, 1982 at 10:34 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2538, folio 0762 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 CIRCUIT COURT

1982 AUG 18 AM 10:08

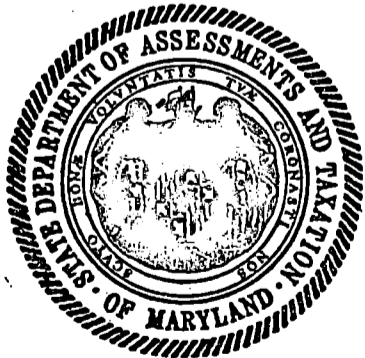
QUEEN ANNE'S COUNTY

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.

*[Signature]*



A 124604

8202620

drb

LIBER

7 PAGE 205

8/27/82 Original mailed to James N. Phillips, Esq.  
Phillips & Sloan  
18 W. Center St.  
Baltimore, Md 21201

02171

LIBER

7 PAGE 206

ARTICLES OF INCORPORATION

OF

G. K. MYERS & SONS, INC.

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 "G. K. Myers & Sons, 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 ~~storing~~ 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

1981 APR - 7 A 10 05

-2-

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, independencias, 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 2<sup>nd</sup> day of April, 1982.

TEST:

[Signature]

Gordon Myers (SEAL)  
GORDON MYERS

[Signature]

Karen D. Myers (SEAL)  
KAREN D. MYERS

\_\_\_\_\_ (SEAL)

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

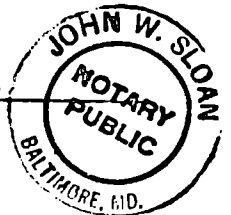
I HEREBY CERTIFY, that on this 2<sup>nd</sup> day of April, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City aforesaid, personally appeared GORDON MYERS and KAREN MYERS, two of the Incorporators named in the foregoing Articles of Incorporation, and acknowledged the same to be their respective act.

AS WITNESS my hand and Notarial Seal.

My commission expires:

7-1-82

[Signature]  
Notary Public



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

THIS arts/mc WAS  
RECEIVED FOR RECORD THIS 18<sup>th</sup>  
DAY OF Aug 1982 AT 10:09 A.M.

AND RECORDED IN  
LIBER M.W.M. #7 folio 206 arts/mc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
G. K. MYERS & SONS, INC.

CLERK

*Margurite M. Marbin*

AUG 18-82 A 27510 \*\*\*\*\*5.0

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 6, 1982 at 12:05 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2538, folio 2170, 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 \$ \_\_\_\_\_

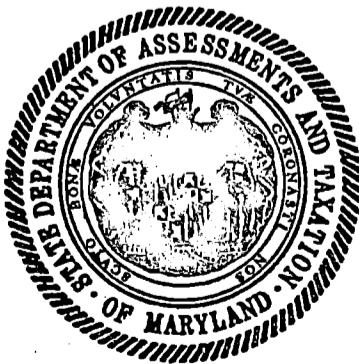
RECORDED  
CLERK OF COURT  
1982 AUG 18 AM 10:09  
QUEEN ANNE'S COUNTY

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 124742

8202828

8/27/82 Original mailed to Ernest Cookerly, Esq.  
Chestertown, MD 21620

1288

7 PAGE 210

03557

THE EASTERN SHORE TEA COMPANY, 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, Ernest S. Cookerly, whose post office address is P. O. Box 224, Chestertown, Maryland 21620, 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

THE EASTERN SHORE TEA 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:

(1) To buy, sell, export and import, all kinds of tea; blend tea, and act as general distributors of tea; to buy, sell, import, export, trade and deal in tea services, tea canisters, teaspoons and tea accessories of all kinds; and engage in any other lawful purposes and/or businesses; 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 84, Church Hill, Queen Anne's County, Maryland 21623. The name and post office address of the Resident Agent of the Corporation in this State is Howard M. Burns, P. O. Box 84, Church Hill, Queen Anne's County, Maryland 21623. 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 thousand (1,000) 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 director, whose name is Howard M. Burns.

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.

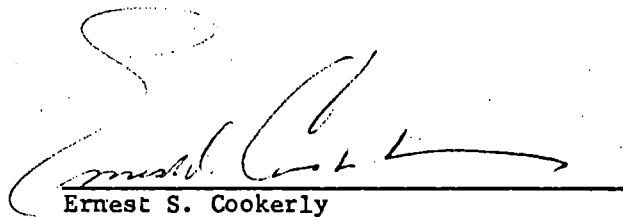
(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent



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 6<sup>th</sup> day of April, 1982, and acknowledge the same to be my act.

THE EASTERN SHORE TEA COMPANY, INC.

  
\_\_\_\_\_  
Ernest S. Cookerly (SEAL)

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS Arts Inc WAS

RECEIVED FOR RECORD THIS 18th

OF

DAY OF Aug 1982 AT 10:09 A.M. THE EASTERN SHORE TEA COMPANY, INC.

BE ..... AND RECORDED IN

LIBER M.W.M # 7 folio 10 Arts Inc

RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

*Marguerite M. Martin*

AUG 18-82 A 27511 \*\*\*\*\*5

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

of Maryland April 12, 1982 at 9:30 o'clock A.M. as in conformity

with law and ordered recorded.

*[Signature]*

Recorded in Liber 2598, folio 3556 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 Fes paid \$ \_\_\_\_\_

RECEIVED  
CLEMSON COUNTY  
1982 AUG 18 AM 10:09  
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 124912

8202973

bt

LIBER

7 PAGE 213

8/27/82 original mailed to Ernest Cookley, Esq.  
Chestertown - MD - 21620

PINE TREE DISTRIBUTORS, INC.

ARTICLES OF AMENDMENT

Pine Tree Distributors, Inc., a Maryland Corporation, having its principal office at R.D. #1, Box 600, Chestertown, Queen Anne's County, Maryland 21620, (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department") that:

FIRST: The charter of the Corporation is hereby amended by inserting a new article to be known as Article Second and One-half, to become effective from and after the date of the acceptance of these Articles of Amendment by the Department:

"SECOND AND ONE-HALF: The Corporation shall be a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended."

SECOND: The Charter is hereby amended by striking in its entirety, Article Seventh and Article Eighth.

THIRD: By written informal action unanimously taken by the Board 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, 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 amendments.

IN WITNESS WHEREOF, Pine Tree Distributors, 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 29 day of March, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Pine Tree Distributors, 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.

Pine Tree Distributors, Inc.

Attest:

Janet Sharkey, Secretary  
Janet Sharkey, Secretary

BY Edward T. Sharkey (SEAL)  
Edward T. Sharkey, President



1982 APR 5 AM 11:31

ARTICLES OF AMENDMENT

OF

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

PINE TREE DISTRIBUTORS, INC.

IN Arts/Amend WAS  
RECEIVED FOR RECORD THIS 18<sup>th</sup>  
DAY OF Aug 1982 AT 10:09 AM

AND RECORDED IN  
BOOK MUM #7 folio 214 Arts/Amend  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

AUG 18-82 A 27512 \*\*\*\*\*5.0

CLERK.

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 15, 1982 at 11:31 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2539, folio 1916 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 \$ \_\_\_\_\_

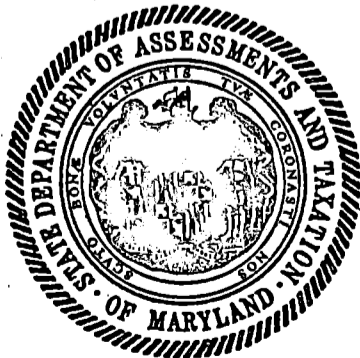
RECORDED  
CLERK OF CIRCUIT COURT  
1982 AUG 18 AM 10:09  
QUEEN ANNE'S COUNTY

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.

*R. B. Quinn*



A 125150

8203220

LIBER

7 PAGE 215

bt

8/27/82 original mailed to J. Donald Braden, Esq.  
Centreville, MD. 21617

LIBER

7 PAGE 216

03526

ARTICLES OF INCORPORATION

OF

SHIP'S STORE, 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 hereinafter called "the corporation") is:

SHIP'S STORE, INC.

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

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

(a) To engage in business of operating a retail store for the sale of marine supplies and goods normally associated therewith;

(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.

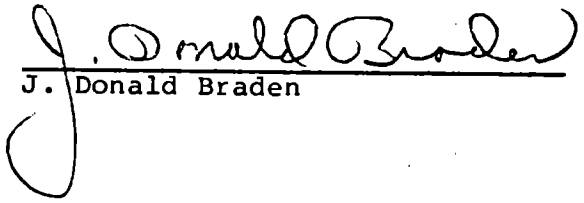
C3527

FIFTH: The address of the principal office of the Corporation in this State is: Mears Point Marina, Rt. 50 at Kent Narrows, Grasonville, Maryland 21638. The resident agent of the corporation is: Robert Wilson, c/o Mears Point Marina, Rt. 50 at Kent Narrows, Grasonville, 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 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 J. Donald Braden and who shall serve until the time that the organizational 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 15<sup>th</sup> day of April, 1982, and I certify these Articles to be my act.

  
J. Donald Braden

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

ARTICLES OF INCORPORATION  
OF  
SHIP'S STORE, INC.

I HEREBY CERTIFY THAT  
THIS Articles/Inc WAS  
RECEIVED FOR RECORD THIS 18th  
DAY OF Aug 1982 AT 10:09 A.M.  
AND RECORDED IN  
BOOK M.W.M. #17 folio 216 Articles/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK.

AUG 18-82 A 27513 \*\*\*\*\*50

*Margurite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 19, 1982 at 2:08 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2539, folio 3525 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  
CLEARED  
1982 AUG 18 AM 10:09  
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.

*R.B. Quinn*



A 125322

8203348

drb

02571

*more OK  
A*

ARTICLE OF INCORPORATION  
OF  
CONTROL - AIR, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That I, the Subscriber, ROBERT R. JENKINS, Suite 200, The Blaustein Building, 1 North Charles Street, Baltimore, Maryland 21201, being of full legal age, due under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations, act with the intension of forming a corporation.

SECOND: That the name of the corporation, which is herein after called the "corporation" is:

CONTROL - AIR, INCORPORATED

THIRD: The purposes of 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 design, patent, procure patents or licenses to manufacture, and to manufacture, buy, sell at wholesale or retail, import and export, rent and lease, repair and maintain, service, and generally deal in all kinds of air conditioning aparatus, equipment and appliances, heating aparatus, equipment, and appliances, refrigeration aparatus, equipment, and appliances, air conditioners of all kinds, heating equipment and appliances of all kinds, stoves, furnaces of all kinds, gas and electric stoves, and heaters and fire places, and all parts and accessories required for complete air conditioning, refrigeration, and heating units; to deal in all kinds of fuel saving devices, to repair and overhaul air conditioning, refrigeration, and heating aparatus and equipment, and to generally deal in and manufacture all parts necessary or desirable in connection with such air conditioning units, equipment, and appliances, refrigeration units, equipment, and appliances and heating units,

JENKINS & BLOCK  
COUNSELLORS AT LAW  
200 THE BLAUSTEIN BLDG.  
CHARLES AND FAYETTE STR.  
BALTIMORE, MARYLAND 21201

(301) 837-4022

LIBFF

7 PAGE 213

*8/27/82 original mailed to Jenkins & Block 200 Blaustein Bldg. Balto. 21201*



equipment, and appliances, and to generally deal in hardware and to engage in any other lawful business which the Board of Directors may authorize.

(b) The corporation shall also have all the general powers granted by the law to Maryland Corporations and all other powers not inconsistent with law, which are appropriate to promote and obtain its purposes.

FOURTH: That the principal office of said corporation in the State of Maryland shall be located at Box 28-23, Stevensville, Maryland 21666 and that the resident agent of the corporation will be ROBERT R. JENKINS, Suite 200, The Blaustein Building, 1 North Charles Street, Baltimore, Maryland 21201, said agent being a citizen of the State of Maryland and actually residing therein.

FIFTH: That the total amount of capital stock of said corporation shall be one hundred (100) shares, all of which shares shall be designated as common stock with no par value.

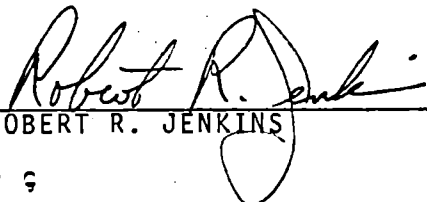
SIXTH: That the number of directors of the corporation shall be four (4), until changed as provided by the by-laws of the corporation, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Wayne R. Cox  
Michael Firkal  
Bryan G. Cox  
Diane J. Cox

all of whom are citizens and residents of the State of Maryland and actually reside therein.

SEVENTH: The corporation shall indemnify to the fullest extent all persons committed to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

IN TESTIMONY WHEREOF, I have hereinto set my hand and seal this 16<sup>th</sup> day of April, in the year nineteen hundred and eighty two.

 (SEAL)  
ROBERT R. JENKINS

02573

STATE OF MARYLAND, COUNTY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this *16<sup>th</sup>* day of *April*, 1982, before me, the Subscriber, a Notary Public of the State of Maryland, in and for the County of Baltimore aforesaid, personally appeared ROBERT R. JENKINS and did acknowledge the foregoing certificate to be his act.

AS WITNESS, my hand and Notary Seal.

*June G. Carter*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

*July 1, 1982*  
\_\_\_\_\_

JENKINS & BLOCH  
COUNSELLORS AT LAW  
800 THE HLAUSTEIN BLDG.  
CHARLES AND FAYETTE STS.  
BALTIMORE, MARYLAND 21201

(301) 837-4022

- 3 -

LIBRIF

7-PAGE 221

LIBER

7 PAGE 222

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS arts/Inc WAS

RECEIVED FOR RECORD THIS 19th

DAY OF Aug 19 82 AT 11:11 A.M.

RE AND RECORDED IN

LIBER MUM 7 folio 219 arts/Inc

RECORD BOOK FOR QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION

OF

CONTROL - AIR, INCORPORATED

CLERK

*Marguerite W. Markin*

AUG 19-82 A 27564 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland April 19, 1982 at 1:08 o'clock P. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2540, folio 2570 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

1982 AUG 19 AM 11:11  
QUEEN ANNE'S COUNTY

*D.W. Hill*

A 125678  
8203754

*S*

## BELLE POINT COMMUNITY ASSOCIATION, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Harold James Kurtz, Jr., whose post office address is Belle Point, Queenstown, Md. 21658; Antonia M. Taylor, whose post office address is 909 Md. Rt. 3, Cambrills, Md. 21054; and Charles B. Riter, whose post office address is 26 Ritters Ridge Court, Baltimore, Md. 21117, 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:

BELLE POINT COMMUNITY 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.

1982 MAY -3 A 10-27

8/27/82 original mailed to Jerome K. Feldman, Esq.  
156 West 5th  
Cambridge, MD 21401

1. 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 c/o Harold James Kurtz, Jr., Belle Point, Queenstown, Maryland 21658.

FIFTH: The name of the Corporation's resident agent is HAROLD JAMES KURTZ, JR. whose post office address is Belle Point, 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. HAROLD JAMES KURTZ, JR., ANTONIA M. TAYLOR, and CHARLES B. RITER, 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 bylaws, 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 30<sup>th</sup> day of April, 1982, and acknowledge the same to be our individual acts.

WITNESS:

Antonia M. Taylor

[Signature]

Antonia M. Taylor

[Signature]  
Harold James Kurtz, Jr.

Antonia M. Taylor  
Antonia M. Taylor

[Signature]  
Charles B. Riter

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS Arts./Inc WAS

OF

RECEIVED FOR RECORD THIS 19<sup>th</sup>

DAY OF Aug 1982 AT 11:12 A.M. BELLE POINT COMMUNITY ASSOCIATION, INC.

AND RECORDED IN

LIBER MWM # 7 plus 273 Arts/Inc

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK

AUG 19-82 A #27565 \*\*\*\*\*5.00

*Marguerite M. Markin*

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

of Maryland May 3, 1982

at 10:27 o'clock A. M. as in conformity

with law and ordered recorded.

H

Recorded in Liber 2541, folio 0244, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

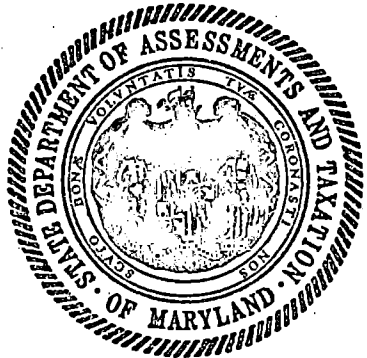
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

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.

*D.W. Hill*



RECEIVED  
CLERK DEPARTMENT

1982 AUG 19 AM 11:12

QUEEN ANNE'S COUNTY

A 125887  
8203934

01646

MR. B's SEAFOODS, 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 F. BAXTER, whose post office address is Box 55 State Street, Stevensville, Maryland 21666, and LESLIE G. BAXTER, whose post office address is Box 55 State Street, Stevensville, Maryland 21666, both being of full legal age, do, under and by virtue of the General Corporation Laws of the State of Maryland and the Corporations and Associations Articles of the Annotated Code of Maryland authorizing the formation of corporations, hereby associate ourselves and form a corporation.

ARTICLE I

NAME

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

MR. B's SEAFOODS, 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 business of fishing, clamming, oyster-ing, crabbing, and all other related commercial underwater harvesting and farming of seafood. This business will include all those types of work normally associated with watermen.

B. To engage in the business of hauling all types of seafood, including fish, oysters, clams and crabs, either as a direct delivery of those seafood items caught or harvested in accordance

1982 MAY 10 A 9 39

3/27/82 Original mailed to George A. Breach, P.A.  
406 W. Pennsylvania Ave,  
Gowanus, MD 21504



with subparagraph "A" hereinbefore, to individuals, firms, corporations, partnerships, or other entities purchasing the same on a retail or wholesale basis, or as a transportation of such seafood items as a contractor or sub-contractor. The Corporation shall purchase, rent, lease and otherwise acquire trucks, automobiles, boats, and other motor vehicles or vessels as may be necessary for the hauling and transportation of all types of seafood in connection with this business.

C. To engage in the business of purchasing, renting, leasing, building and otherwise acquiring work boats, vessels, equipment and apparatus necessary for the harvesting or farming of seafood, including fish, oysters, clams and crabs.

D. To buy, lease, rent or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that purpose for which this Corporation is organized.

E. 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.

F. 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.

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.

## ARTICLE III

ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at Box 55 State Street, Stevensville, Maryland 21666. The Resident Agent of the Corporation is LESLIE G. BAXTER, whose post office address is Box 55 State Street, Stevensville, Maryland 21666.

## ARTICLE IV

STATUS OF CORPORATION

The Corporation shall exist as a close corporation until such time as the stockholders, by unanimous consent, shall file Articles of Amendment to change such status.

## ARTICLE V

DIRECTORS

This Corporation shall have two (2) Directors and JAMES F. BAXTER and LESLIE G. BAXTER shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors of this Corporation may be increased or decreased but in no event shall this Corporation have less than one (1) Director.

## 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 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 these Articles of Incorporation on this 3<sup>rd</sup> day of May, 1982.

WITNESS:

Cynthia L. White

James F. Baxter (SEAL)  
JAMES F. BAXTER

Cynthia L. White

Leslie G. Baxter (SEAL)  
LESLIE G. BAXTER

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

I HEREBY CERTIFY that on this 3<sup>rd</sup> day of May, 1982,

before me, the subscriber, a Notary Public in and for the State of Maryland, County of Queen Anne's, personally appeared JAMES F. BAXTER and LESLIE G. BAXTER, the within incorporators, to me personally known or satisfactorily proven to be the persons whose names are subscribed upon the foregoing Articles of Incorporation, and they jointly and severally acknowledged the said Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



*Cynthia R. White*

NOTARY PUBLIC

My Commission expires: 1-1-82

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

THIS Arts/ Inc WAS  
RECEIVED FOR RECORD THIS 19th  
DAY OF Aug 1982 AT 11:12 A.M.  
AND RECORDED IN  
LIBER MUM 77 folio 227 Arts/ Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
MR. B'S SEAFOOD, INC.

CLERK

AUG 19-82 A 27566 \*\*\*\*\*5.00

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 10, 1982 at 9:39 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2541, folio 01645 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.

*D. W. Hill*



RECORDED  
CLERK DEPARTMENT  
1982 AUG 19 AM 11:12  
QUEEN ANNE'S COUNTY

A 126112  
8204233

*ll*

*Casey*

ARTICLES OF INCORPORATION

OF

SERVICE TIRE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Henry A. Casey, Sr., whose post office address is 26 Hodgkins Place, New Castle, Delaware, 19720; Wayne Gary Casey, whose post office address is Carroll Clark Road, Millington, Maryland, 21651; Donald G. Bailey, whose post office address is 1-C Beaver Brook Apts., New Castle, Delaware, 19720; being at least eighteen (18) years of age, do hereby intend to form a corporation under and by virtue of the General Laws of the State of Maryland.

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

"SERVICE TIRE, INC."

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

- (a) To sell and service tires, balance tires, and generally deal in products related to said tire business.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situate.
- (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 seller of, dealers in, importers and exporters of natural products, raw

Law Office  
PAUL M. BOWMAN  
P. O. BOX 717  
100 CROSS STREET  
CHESTERTOWN, MARYLAND 21620  
(301) 778-5171

*8/27/82 original mailed to Paul M. Bowman  
108 Cross St  
Chestertown, MD 21620*

materials, manufactured products and marketable goods, wares, and merchandise of every description.

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

The foregoing enumeration of the purposes, object and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any 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 General Delivery, Routes 301 and 405, Price, Maryland, 21656. The name and post office address of the Resident Agent of the Corporation in this State is Wayne Gary Casey, Carroll Clark Road, Millington, Maryland, 21651. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased, pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(a) If there is no stock outstanding, the number of

-3-

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 name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are Henry A. Casey, Sr., Wayne Gary Casey, and Donald W. Bailey.

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

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

(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



-4-

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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, on the 29<sup>th</sup> day of April, 1982.

WITNESS:

*[Handwritten signatures of witnesses]*

*[Signature: Henry A. Casey, Sr.]* (SEAL)  
Henry A. Casey, Sr.

*[Signature: Wayne Cary Casey]* (SEAL)  
Wayne Cary Casey

*[Signature: Donald W. Bailey]* (SEAL)  
Donald W. Bailey

STATE OF MARYLAND, COUNTY OF Kent, to wit:

I HEREBY CERTIFY, that on this 29<sup>th</sup> day of April, 1982, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Henry A. Casey, Sr., 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, and in my presence signed and sealed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal.

*[Signature: Brenda S. Horrocks]*  
Notary Public



My Commission Expires:  
July 1, 1982

STATE OF MARYLAND, COUNTY OF Kent, to wit:

I HEREBY CERTIFY, that on this 29<sup>th</sup> day of April, 1982, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Wayne Gary Casey, 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, and in my presence signed and sealed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal.

Brenda S. Horocke  
Notary Public

My Commission Expires:

July 1, 1982

STATE OF MARYLAND, COUNTY OF Kent, to wit:

I HEREBY CERTIFY, that on this 29<sup>th</sup> day of April, 1982, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Donald W. Bailey, 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, and in my presence signed and sealed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal.

Brenda S. Horocke  
Notary Public

My Commission Expires:

July 1, 1982

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

THIS arts/enc WAS  
RECEIVED FOR RECORD THIS 19<sup>th</sup>  
DAY OF Aug 1982 AT 11:13 A. M

ARTICLES OF INCORPORATION  
OF  
SERVICE TIRE, INC.

AND RECORDED IN  
BOOK MW M #7 folio 233 Arts/enc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

AUG 19-82 A 27567 \*\*\*\*\*5.00

*Marguerite M. Manpin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 10, 1982 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2541, folio 1110 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.

*D. W. [Signature]*



RECEIVED  
CLERK OF CIRCUIT COURT  
1982 AUG 19 AM 11:13  
QUEEN ANNE'S COUNTY

A 126027  
8204247

*[Handwritten mark]*

03140

KENT ISLAND PHARMACY, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, Peter J. Woytowicz, whose post office address is 204 East Joppa Road, Towson, Maryland 21204; 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: That the name of the Corporation (which is hereinafter called "the corporation") is:

Kent Island Pharmacy, Inc.

THIRD: That the purposes for which the corporation is formed and the business objectives to be carried on and performed by it are as follows:

(1) To conduct, carry out the business, and engage in any and all types of activities incident to the operation of pharmacy and drug stores; to advertise, sell, employ sales agents, enter into sales arrangements with individuals and/or brokers for the the aforesaid purposes; to manufacture, buy, sell, and deal in the materials necessary in connection with the business of the corporation; to perform any and all of the foregoing either alone or with or on behalf of other companies or persons; to own, manage, operate, lease purchase, and sell land or buildings incidental to the purposes aforesaid, and to do all things necessary or incidental thereto or in connection with the business of the corporation; and to purchase, manufacture, sell and otherwise deal in any machinery or materials and supplies of every kind and description.

(2) To acquire by purchase, lease or otherwise, the property, rights, business, goodwill, franchises, and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or any of them, or any other business in whole or in part 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 property, rights, business, goodwill, franchises, and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

(3) To enter into partnership or into any arrangement for the sharing of profits, union of interest, cooperation, joint adventure, reciprocal concessions or otherwise, with any person or corporation

8/27/82 original mailed to Peter J. Woytowicz, Esq.  
204 E. Joppa Rd.  
Towson, Md 21204

carrying on or engaging in or about to carry on or engage in any business or transaction which the corporation is authorized to carry on or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit the corporation, and to lend money to, guarantee the contracts of, or otherwise assist any such person or corporation, and to take or otherwise acquire shares of securities of any such corporation, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.

(4) To carry on any other business (whether manufacturing or otherwise) which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or any of them, to facilitate it in the transaction or its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

(5) To carry out all of 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.

(6) To do any and all other acts and things which ordinary business corporations may be empowered to do under the laws of the State of Maryland.

FOURTH: The post office address of the principal office of the corporation is Stevensville, Maryland 21666. The resident agent of the corporation is Peter J. Woytowitz, Esquire, whose post office address is 204 East Joppa Road, Towson, Maryland 21204. Said resident agent is an individual actually residing in the state of Maryland.

FIFTH: The total number of shares of capital stock which the corporation has been authorized to issue is one thousand (1,000) shares of common stock without par value.

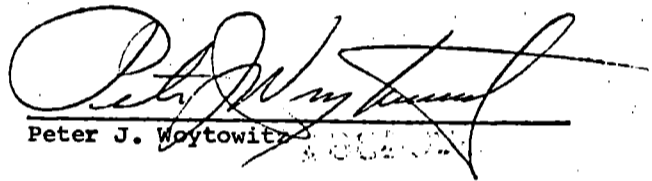
SIXTH: The number of directors of the corporation shall be three. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

C. Gilbert Dunn  
Florence M. Dunn  
Peter J. Woytowitz

03142

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I hereby acknowledge these Articles of  
Incorporation to be my act this 11<sup>th</sup> day of May, 1982.

  
Peter J. Woytowicz

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS Arts/Inc WAS

OF

RECEIVED FOR RECORD THIS 19th

DAY OF Aug 1982 AT 11:13 A.M. KENT ISLAND PHARMACY, INC.

AND RECORDED IN

LIBER MW 117 folio 239 Arts/Inc

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

AUG 19-82 A 27568 \*\*\*\*\*5.00

CLERK

*Marguerite M. Manbin*

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

of Maryland May 12, 1982

at 10:34 o'clock A M. as in conformity

with law and ordered recorded.

4

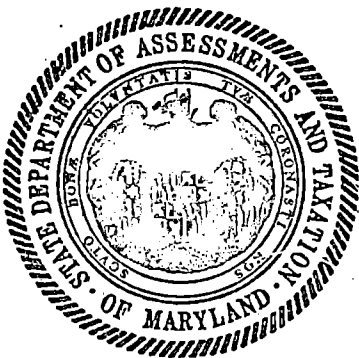
Recorded in Liber 2541, folio 3139, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

1982 AUG 19 AM 11:13

QUEEN ANNE'S COUNTY

*D. W. Hill*

A 126237

8204364

bt

M & M MARINE CONSTRUCTION, 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 subscribes, MICHAEL MOONEY, whose post office address is Route 2, Box 633, Chester, Maryland 21619, and DEBORAH L. MOONEY, whose post office address is Route 2, Box 633, Chester, Maryland 21619, both being of full legal age, do, under and by virtue of the General Corporation Laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations, hereby associate ourselves and form a corporation.

ARTICLE I

NAME

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

M & M MARINE CONSTRUCTION, 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 business of pile driving on land and under water, including the construction and installation of piers and bulkheads, to drive stakes and poles on land and under water and to provide dredging to accomplish the foregoing and to haul away the dredged materials, and to engage in carpentry work.

B. To engage in the business of excavation, digging of foundations for buildings, pools, patios, etc., as well as to provide grading, landscaping and the cutting down of trees, and

8/27/82 Original mailed to George A. Branchi PA  
406 W. PA Ave  
Jensen, MD. 27204



to provide backfill services and to haul away dirt and debris. The Corporation shall also excavate for the laying of pipes, septic systems, trees, etc., and shall generally contract to do any job which involves the moving of earth, either on land or under water.

C. To obtain the work stated in subparagraphs A and B, hereinbefore, the Corporation shall make estimates on and bid for work and execute the proper contracts.

D. To purchase, produce, lease, rent, acquire, and manufacture all kinds of merchandise, equipment, supplies, machinery, tools, vessels, vehicles, wares, furniture and other products necessary to accomplishment of any of the business of the Corporation, and the Corporation may lease or rent any equipment, machinery, tools, etc., owned by it to individuals, firms, corporations, partnerships or other legal entities.

E. To buy, lease, rent or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any individual, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that purpose for which this Corporation is organized.

F. To enter into, perform and carry out contracts and sub-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.

G. 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.

H. 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 Route 2, Box 633, Chester, Maryland 21619. The Resident Agent of the Corporation is DEBORAH L. MOONEY, whose post office address is Route 2, Box 633, 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

The Corporation shall have two (2) Directors and MICHAEL MOONEY and DEBORAH L. MOONEY shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors of this Corporation may be increased or decreased, but in no event shall this Corporation have less than one (1) Director.

### 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 of its charter which may now or hereafter be authorized by law.

ARTICLE VIII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE IX

This Corporation is formed under the articles, provisions and conditions herein expressed and is subject in all respects to the provisions and limitations relating to corporations which are contained in the Statutes of the State of Maryland, governing and provided for the formation of corporations under its General Laws.

ARTICLE X

The Corporation may being 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 this 6 day of May, 1982.

WITNESS:

Richard E. Oertly Michael Mooney (SEAL)  
MICHAEL MOONEY

Richard E. Oertly Deborah L. Mooney (SEAL)  
DEBORAH L. MOONEY

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

I HEREBY CERTIFY that on this 6<sup>th</sup> day of May, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared MICHAEL MOONEY and DEBORAH L. MOONEY, the within incorporators, known to me or satisfactorily proven to be the persons whose names are subscribed upon the foregoing Articles of Incorporation, and they jointly and

C1609

severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



*Violet E. Dextly*  
NOTARY PUBLIC

My Commission expires: *July 1, 1982*

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

IS Arts/Inc WAS  
RECEIVED FOR RECORD THIS 19th  
DAY OF Aug 1982 AT 11:13 A.M.

ARTICLES OF INCORPORATION  
OF

AND RECORDED IN  
BOOK MWM# 7 folio 243 Arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.

M & M MARINE CONSTRUCTION, INC.

CLERK

AUG 19-82 A 27569 \*\*\*\*\*5.00

*Marguerite M. Marbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 13, 1982 at 10:40 o'clock A. M. as in conformity  
with law and ordered recorded.

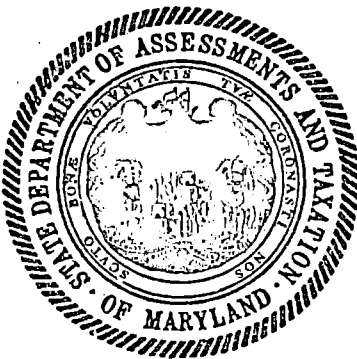
Recorded in Liber 2542, folio 1604, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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.



RECEIVED  
CLERK OF CIRCUIT COURT

1982 AUG 19 AM 11:13

QUEEN ANNE'S COUNTY

*D.W. Hill*

A 126454

8204422

drb

0627

ARTICLES OF INCORPORATION  
OF  
EASTERN SHORE SALES COMPANY, INC.

ARTICLE I. THOMAS S. GIANCOLI, whose address is 1513 Timber Trail, Suffolk, Virginia 23433; GRADY LAVERNE CONAWAY, whose address is Box 251, Dominion Lane, Chester, Maryland 21619; and ARCHIE S. COBB, whose address is P.O. Box 395, Goshen, Ohio 45122, all of whom are over the age of 18 years, are the incorporators of the corporation being formed hereby under and by virtue of the general laws of the State of Maryland.

ARTICLE II. The name of the corporation shall be: EASTERN SHORE SALES COMPANY, INC.

ARTICLE III. The corporation is formed for the purpose of engaging in any activity permitted by the laws of the State of Maryland.

ARTICLE IV. The principal office of the corporation shall be: P.O. Box ~~350~~ 466, 552 Crab Alley Road, Chester, Maryland 21619.

ARTICLE V. The resident agent of the corporation shall be: Grady Laverne Conaway, P.O. Box 251, Dominion Lane, Chester, Maryland 21619.

ARTICLE VI. The total number of shares of capital stock, all of which are of a single class, which the corporation has authority to issue is 1,000 shares with a par value of \$1.00, yielding an aggregate par value of \$1,000.00.

ARTICLE VII. The number of directors of the corporation shall be an uneven number of not less than 3 nor more than 5, and the names of the initial directors who shall act as such until the first annual meeting and until their successors are elected and qualified are:

Thomas S. Giancoli  
Grady Laverne Conaway  
Archie S. Cobb

1982 MAY 17 A 11: 27

LIBER

7 PAGE 249

MAY 20 1982

8/18/82 original mailed to John A. Maffett, Jr. Esq.  
3809 Fogway Rd.  
Dennard, VA 22880

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 6th day of May, 1982.

WITNESS:

John A. Maffel Jr.  
John A. Maffel Jr.  
John A. Maffel Jr.

Thomas S. Giancoli (SEAL)  
Thomas S. Giancoli

Grady Laverne Conaway (SEAL)  
Grady Laverne Conaway

Archie S. Cobb (SEAL)  
Archie S. Cobb

STATE OF MARYLAND

COUNTY OF MONTGOMERY, to wit:

I hereby certify that, on this 6th day of May, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Thomas S. Giancoli, Grady Laverne Conaway and Archie S. Cobb, who acknowledged the foregoing Articles of Incorporation to be their act and deed, and that they executed the same for the purposes therein set forth.



Theresa A. Austin  
Notary Public

My Commission expires: 7/1/82

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, MD.

I HEREBY CERTIFY THAT

THIS Arts/Inc WAS

RECEIVED FOR RECORD THIS 19<sup>th</sup>

DAY OF Aug 19<sup>th</sup> AT 11:14 A.M.

ARTICLES OF INCORPORATION

AND RECORDED IN

BOOK MWM #7 folio 249

RECORD BOOK FOR QUEEN ANNE'S COUNTY

EASTERN SHORE SALES COMPANY, INC.

CLERK

*Marguerite M. Manbin*

AUG 19-82 A 27570 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland May 17, 1982 at 11:27 o'clock A. M. as in conformity with law and ordered recorded.

3

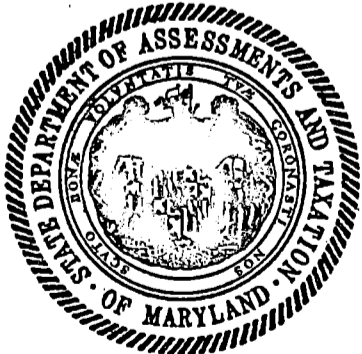
Recorded in Liber 2542, folio 0626 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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'S OFFICE  
1982 AUG 19 AM 11:14  
QUEEN ANNE'S COUNTY

*D. W. Hill*

A 126356  
8204504

LIBFF

7 PAGE 251



8/27/82 Original mailed to Robert A. Price, Jr., Esq.  
103 Lawyers Tower  
Centreville, MD 21617

01754

LIBER 7 PAGE 252

SHORE AMBULANCE AND TRANSPORT  
COMPANY, INC.

ARTICLES OF INCORPORATION

FIRST: I, Robert R. Price, III, whose post office address is Centreville, 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 Shore Ambulance and Transport Company, Inc.

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

(1) The transportation of people who because of either physical or mental, illness or incapacity need special transportation; 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. 2, Box 357 Centreville, Maryland, 21617.

The name and post office address of the Resident Agent of the Corporation in this State is Michael R. Baker, Rt. 2, Box 357 Centreville, Maryland 21617.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 100 shares of common stock, without par value.

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,

1982 JUNE 17 A 10 54

LAW OFFICES  
ROBERT R. PRICE, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MARYLAND  
786-1660

assignment, gift, devise or operation of law.

SEVENTH: The number of directors of the Corporation 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: Michael R. Baker and Jeanne Baker.

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:

(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) 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 nor are 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, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless, such change in the terms thereof shall have been authorized by the holders of fifty-one percent (51%) of the shares of such stock at the time outstanding, by a vote 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 13<sup>th</sup> day of May 1982.

WITNESS:

Marcy D. Cecin Robert R. Price III (SEAL)  
ROBERT R. PRICE III

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

I HEREBY CERTIFY, that on this 13<sup>th</sup> day of May, 1982, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert R. Price, III, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Marcy D. Cecin  
NOTARY PUBLIC  
My Commission Expires 7/7

LAW OFFICES  
ROBERT R. PRICE, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MARYLAND  
786-1660

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Art's/Inc WAS  
RECEIVED FOR RECORD THIS 19th  
DAY OF Aug 1982 AT 11:14 A.M.  
E AND RECORDED IN  
LIBER MWM #7 folio 252 art's/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION

OF

SHORE AMBULANCE AND TRANSPORT  
COMPANY, INC.

~~SECRET~~

*Marguerite M. Marbins*

AUG 19-82 A 27571 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 25, 1982 at 9:42 o'clock A. M. as in conformity  
with law and ordered recorded.

4

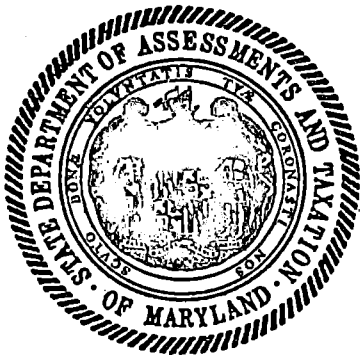
Recorded in Liber 2543, folio 01753, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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.



RECEIVED  
CLERK CIRCUIT COURT

1982 AUG 19 AM 11:14

QUEEN ANNE'S COUNTY

*D.W. Hill*

A 126827

8204859

drb

LIRFP

7 PAGE 255

8/27/82 signed mailed to David C. Bryan, Esq.  
Centreville, MD 21617

LIBER 7 PAGE 256

0569

ARTICLES OF INCORPORATION

OF

AGVAN, 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:

AGVAN, INC.

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

(a) To design, develop, manufacture and market container systems for the handling, transportation and storage of commodities, materials and equipment of all types; and to apply for, obtain, purchase, or otherwise acquire and deal in, 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 any and all services reasonably related thereto.

(b) To acquire by purchase, lease or otherwise, lands and interests in lands; and to own, hold, improve, develop and manage any real estate so acquired; and to erect or cause to be erected on any lands owned, held, or occupied by the Corporation buildings or other structures, with their appurtenances; and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands, and in buildings or other structures 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 F, Centreville, Maryland 21617 and the street address is U.S. Route 301 and Route 304, Centreville, Maryland 21617. The name and address of the resident agent of the corporation is Raymond D. Martin, Jr., whose address is Kehm Drive, Bennett's Point Road, Queenstown, Maryland 21658, and whose post office address is Box F, 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 Jack Courter, Raymond D. Martin, Jr., and Charles M. Marsteller.

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 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 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.

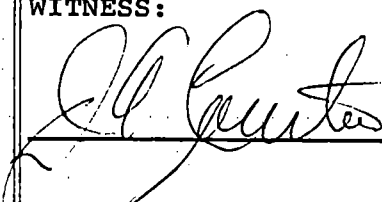
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

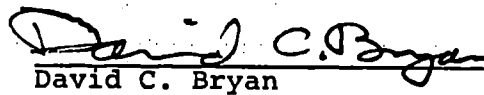
(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however,

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 6th day of May, 1982, and I acknowledge the same to be my act.

WITNESS:

  
\_\_\_\_\_

 (SEAL)  
David C. Bryan

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

THIS arts/enc WAS  
RECEIVED FOR RECORD THIS 19th  
DAY OF Aug 1982 AT 11:15 A.M.

ARTICLES OF INCORPORATION  
OF

AND RECORDED IN  
LIBER MWM #7 folio 256 arts/enc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

AGVAN, INC.

CLERK

*Marguerite M. Manbin*

AUG 19-82 A 27572 \*\*\*\*\*5.50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 17, 1982 at 10:10 o'clock A. M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2542, folio 0568 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, JUNE 17, 1982

*D. W. Hill*

1982 AUG 19 AM 11:15  
QUEEN ANNE'S COUNTY

A 126347  
8204489

ARTICLES OF INCORPORATION  
FOR  
CHESTERWYE FOUNDATION, INC.

FIRST: I, Michael R. Foster, whose post office address is Morgan Building, Shopping Center Road, Post Office Box 367, Stevensville, Maryland 21666, being at least eighteen years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is  
CHESTERWYE FOUNDATION, INC.

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

A. To aid, encourage, advise and correlate all activities, fund raising and otherwise, dedicated to the promotion of the Chesterwye Center and that Corporation's efforts to provide opportunities for the maximum development of the capabilities of mentally retarded persons, provided such efforts are in harmony with the purposes hereinafter set forth.

B. 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 purpose, 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.

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

1972 MAY - 6 A 921

8127182 Original mailed to Michael R. Foster, Esq.  
P.O. Box 367  
Stevensville, MD 21666  
2/16/66

mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received or accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article Ninth of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 307  
STEVENSVILLE, MD. 21666  
(301) 643-2141

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.

C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 96, Grasonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State is Michael R. Foster whose address is Morgan Building, Shopping Center Road,

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 307  
STEVENSVILLE, MD. 21666  
(301) 643-2141

P.O. Box 367, Stevensville, Maryland 21666. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be Five (5). Said number and qualifications may be altered, changed, increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3). Until the first annual meeting or until their successors are duly chosen and qualified, there shall be five Directors, the names as follows: Harry C. Rhodes, David South, Thomas J. Ewing, Mark M. Freestate, Wheeler R. Baker.

SEVENTH: In the event of the dissolution of the Corporation, all assets of the Corporation, after payment of outstanding obligations, shall pass to the Chesterwye Center, Inc., a body corporate of the State of Maryland, provided the same or its successor, shall qualify as a charitable organization herein defined. In the event that said Chesterwye Center, Inc. is unwilling or unable to accept such payment, or fails to qualify as a charitable organization herein defined, then, and in that event, all assets of the Corporation shall be paid to another organization entitled to receive and administer funds for charitable purposes within the meaning of Section 501 (c) of the Internal Revenue Code of 1954, in accordance with the direction of the Board of Directors of this Corporation at the time of such dissolution.

EIGHTH: The Corporation may by its by-laws make any

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

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, thd 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 5<sup>th</sup> day of May, 1982, and I acknowledge the same to be my act.

WITNESS:

Kathryn Johnson

Michael R. Foster  
Michael R. Foster

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21155  
(301) 643-2141

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

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of May, 1982, 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 for Chesterwye Foundation, Inc., to be his act.

WITNESS my hand and Notarial Seal.

Kathryn Johnson  
Notary Public

My commission expires



LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21866  
(301) 643-2141

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

THIS arts/one WAS  
RECEIVED FOR RECORD THIS 19th  
DAY OF Aug 19 82 AT 11:15 A.M.  
AND RECORDED IN  
BOOK MWM #7 folio 263 arts/one  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
CHESTERWYE FOUNDATION, INC.

AUG 19-82 A 27573 \*\*\*\*\*6.00

*Margurite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 6, 1982 at 9:21 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2541, folio 0879, 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.



RECEIVED  
CLERK OF CIRCUIT COURT  
1982 AUG 19 AM 11:15  
QUEEN ANNE'S COUNTY

*D.W. Hill*

A 125987  
8204116

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION.

hereby gives notice that ARTICLES OF DISSOLUTION

of the SIDLERSVILLE FROZEN FOOD LOCKERS, INCORPORATED

were received for record on June 22, 1982

in accordance with the provisions of Sec. 3-107 of the  
Corporations and Associations Article of the Code.

Gene L. Buner  
Director

## SUDLERSVILLE FROZEN FOOD LOCKERS, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

SUDLERSVILLE FROZEN FOOD LOCKERS, INC., a Maryland Corporation, having its principal office in Sudlersville, 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 Sudlersville, Maryland 21668.

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 is James E. Thompson, Jr., 118 North Commerce Street, Centreville, Maryland 21617.

FOURTH: The name and address of each director of the Corporation is as follows:

Walter M. Eiker, Sr.  
R. D. #1, Box 82A  
Sudlersville, Maryland 21668

Walter M. Eiker, Jr.  
207 Linden Lane  
Rochelle, Illinois 61068

Margot Messner  
Route #1, Box 149  
Marydel, Maryland 21649

FIFTH: The name, title and address of each officer of the Corporation is as follows:

Walter M. Eiker, Sr.  
President/Treasurer  
R. D. #1, Box 82A  
Sudlersville, Maryland 21668

Walter M. Eiker, Jr.  
Vice President  
207 Linden Lane  
Rochelle, Illinois 61068

Margot Messner  
Secretary  
R. D. #1, Box 149  
Marydel, Maryland 21649

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 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, SUDLERSVILLE FROZEN FOOD LOCKERS, 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 7<sup>th</sup> day of June, 1982, and its President acknowledged that these Articles of Voluntary Dissolution are the act and deed of SUDLERSVILLE FROZEN FOOD LOCKERS, 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:

Margot Messner  
Margot Messner, Secretary

SUDLERSVILLE FROZEN FOOD LOCKERS, INC.

BY: Walter M. Eiker Sr  
Walter M. Eiker, Sr., President

**Commissioners of Sudlersville**

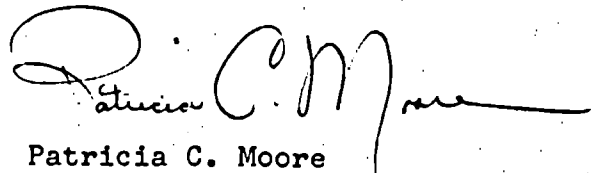
P. O. BOX 116  
SUDLERSVILLE, MARYLAND 21668  
PHONE 438.3485

May 25, 1982

To Whom It May Concern:

This Is To Certify that all personal property taxes due and owing to the Town of Sudlersville, billed by the Commissioners of Sudlersville, from Sudlersville Frozen Food Locker, Inc. have been paid as of this date, May 25, 1982.

Commissioners of Sudlersville



Patricia C. Moore  
Clerk-Treasurer

03363

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

May 25, 1982

THIS IS TO CERTIFY that all corporation taxes  
due and owing to the State of Maryland and Queen Anne's  
County, billed by Queen Anne's County to Sudlersville  
Frozen Food Lockers, Inc., has been paid through  
May 25, 1982.

*William H. Tolson*  
William H. Tolson, Treasurer  
Queen Anne's County





STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 464      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

SUDLERSVILLE FROZEN FOOD LOCKER, INC.  
have been paid.

WITNESS my hand and official seal this  
Fourth                      day of    June                      A.D. 1982

JUN 15 1982



*Jane M. Ruby*  
Deputy Comptroller

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Articles of Dissolution WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF Oct 1982 AT 11:08 A.M.  
AND RECORDED IN  
BOOK 271 OF Articles of Dissolution  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF DISSOLUTION  
OF

SUDLERSVILLE FROZEN FOOD LOCKERS, INCORPORATED

CLERK

*Marguerite M. Maxbin*

OCT-7-82 A 29865 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 22, 1982 at 9:43 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2546, folio 3359, 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

RECEIVED  
CLERK, CIRCUIT COURT

1982 OCT -7 AM 11:08

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.

*[Signature]*



A 127993

8206054

drb

LIBER

7 PAGE 277

11-1-82 - original mailed George A. Breschi, Esq.,  
406 W. PA Ave.  
Towson Md. 21204

H

BREEDING ENTERPRISES, 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, THEOPHILUS BREEDING, whose post office address is P. O. Box 185, Routes 50 and 8, Stevensville, Maryland 21666, and JANET B. BREEDING, whose post office address is P. O. Box 185, Routes 50 and 8, Stevensville, Maryland 21666, both being of full legal age, do, under and by virtue of the General Corporation Laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations, hereby associate ourselves and form a corporation.

ARTICLE I

NAME

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

BREEDING ENTERPRISES, 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 business of operating a farm and all of the businesses which would normally be transacted in operating a farm business. This would include but not be limited to the tilling of soil, planting, growing and harvesting of soy beans, corn, silage feed, wheat, lettuce, fruits, and any and all other types of vegetables and grains which may be grown on a farm, as well as the purchase and breeding of animals, including but not

1882 MAY 27 A 10 15

limited to livestock, dairy cows and goats, poultry and all other domesticated animals used in farming and for the production of meat, meat by-products and dairy foods for the marketplace.

B. This Corporation shall also be engaged in the renting of farmland and in sharecropping with owners of those acres under contract, and to execute such contracts for the use of land to grow crops of all types and varieties. The Corporation shall also engage in the business of purchasing, renting, and otherwise acquiring vehicles, trucks, automobiles, equipment, tractors, machinery, vans, combines, reapers, and all other apparatus used in the normal business of operating a farm, and the Corporation may engage in the business of renting or leasing out to persons, firms, corporations and other legal entities such machinery, vehicles, and apparatus as may be owned by it.

C. To enter into, perform and carry out contracts of any kind, including sub-contracting out to others work necessary to accomplish its business, 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 the business of providing services of all types to customers requesting the use of crops, the sale of crops, on a wholesale or retail basis, the growing and harvesting of crops and the breeding and marketing of meat and dairy products produced by the Corporation. This Corporation does specialize in the growing of grain crops, such as corn, soy beans, wheat and silage for livestock, and the Corporation shall sell such crops to persons, firms, corporations and other entities, both foreign and domestic, on a wholesale or retail basis.

E. To buy, lease, rent or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation, either foreign or domestic, engaged in a business of the same

general character as that purpose for which this Corporation is organized.

F. 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.

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.

### ARTICLE III

#### ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at Routes 50 and 8, P. O. Box 185, Stevensville, Maryland 21666. The Resident Agent of the Corporation is JANET B. BREEDING, whose post office address is Routes 50 and 8, P. O. Box 185, Stevensville, Maryland 21666.

### ARTICLE IV

#### STATUS OF CORPORATION

The Corporation shall exist as a close corporation until such time as the stockholders, by unanimous consent, shall file Articles of Amendment to change such status.

### ARTICLE V

#### DIRECTORS

This Corporation shall have two (2) Directors and THEOPHILUS BREEDING and JANET B. BREEDING shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors of this Corporation may be increased or decreased but in no event shall this Corporation have less than one (1) Director.

### 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 of its charter which may now or hereafter be authorized by law.

ARTICLE VIII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE IX

This Corporation is formed under the articles, provisions and conditions herein expressed and is subject in all respects to the provisions and limitations relating to corporations which are contained in the Statutes of the State of Maryland, governing and providing for the formation of 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 23rd day of May, 1982.

WITNESS:

<u>Charlotte A. Severa</u> T.A.	<u>Theophilus Breeding</u> THEOPHILUS BREEDING	(SEAL)
<u>Charlotte A. Severa</u> T.A.	<u>Janet B. Breeding</u> JANET B. BREEDING	(SEAL)

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

I HEREBY CERTIFY that on this 22nd day of May, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared THEOPHILUS BREEDING and JANET B. BREEDING, the within incorporators, to me personally known or satisfactorily proven to be the persons whose names are subscribed upon the foregoing Articles of Incorporation, and they jointly and severally acknowledged the aforesaid Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Charlotte A. Severa  
NOTARY PUBLIC

My Commission expires: July 1, 1982



ARTICLES OF INCORPORATION

OF

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT. BREEDING ENTERPRISES, INC.

I HEREBY CERTIFY THAT

THIS Articles WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF Oct 19 82 AT 11:08 A.M.

RE Articles AND RECORDED IN  
LIBER MCOM 278 Articles  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

OCT -7-82 A 29866 \*\*\*\*\*5.0

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 27, 1982 at 10:15 o'clock A M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2549, folio 1627 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 OCT -7 AM 11:08

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.

*[Signature]*



A 126808

8204936

LIBER

7 PAGE 283

bt



11-1-82 - original  
Robert L. Gueber Esq.  
P.O. Box 460  
146 24 Mann St  
Upper Marlboro Md. 20772

02971

LIBER 7 PAGE 284

ARTICLES OF INCORPORATION  
OF

HYWATHA COMPANY, INC.  
(A Maryland Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, Delton Ray Locklear, whose post office address is Route 1, Box 486, Chester, Maryland 21619, being at least eighteen (18) years of age, do hereby form a close corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the close corporation (which is hereinafter called the "Corporation") is HYWATHA 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 nature of the business of the Corporation and the objects and purposes proposed to be transacted, promoted, or carried on by it are as follows, to wit:

(1) To own, maintain, conduct and carry on a general construction and repair business, including drywall installation, plastering, painting and carpentry and all matters, transactions, adjuncts, activities and things necessary and related thereto.

(2) To enter into and perform contracts; to acquire, use, deal in and with, encumber and dispose of real and personal property, without limitation, including obligations and/or securities; to borrow and lend money for its corporate purposes, to invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds loaned or invested, or otherwise, and to vary any investment or employment of capital of the corporation from time to time.

(3) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the

objects or the furtherance of any of the powers herein before set forth, and to 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 of any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized, and to do all such acts and things and conduct business and have one or more offices and exercise its corporate powers in any and all places, without limitation.

(4) 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; and all other matters that corporations may lawfully perform.

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

FIFTH: The post office address of the principal office of this Corporation is Route 1, Box 486, Chester, Maryland 21619. The resident agent of the Corporation is Delton Ray Locklear, Route 1, Box 486, Chester, Maryland 21619. Said resident agent is an individual actually residing in the State of Maryland.

SIXTH: The total number of shares which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of Ten Dollars (\$10.00) a share, all of one class, and having an aggregate par value of Ten Thousand (\$10,000.00) Dollars.

A description of said stocks, with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and qualifications is as follows:

CLASS A COMMON STOCK

The holder of each share of Class A Common Stock shall be entitled to one vote in all proceedings in which action shall be taken by stockholders of the Corporation. The holders of such stock shall be entitled to any dividends of the Corporation and shall be entitled to distribution of all of the assets of the Corporation upon liquidation, dissolution or termination of the Corporation.

SEVENTH: The Corporation shall have one (1) director who shall serve only until such time as stock in the Corporation is issued, and the organization meeting completed. Delton Ray Locklear shall act as the sole director until such time; thereafter, the Corporation shall have no directors. The affairs and property of the Corporation shall be managed by its stockholders acting in lieu of a board of directors. Any matter to be acted on by the stockholders (except such matters as are required by statute to be decided by some different number or proportion) shall be decided by the vote of the owner of a majority of the issued and outstanding stock of the Corporation entitled to vote on such matter.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 20 day of MAY, 1982.

WITNESS:


Robert J. Fisher

Delton Ray Locklear  
DELTON RAY LOCKLEAR

STATE OF MARYLAND :  
COUNTY OF PRINCE GEORGE'S :

I HEREBY CERTIFY that on this 20<sup>th</sup> day of May, 1982, before me, a Notary Public in and for the State and County aforesaid, personally appeared DELTON RAY LOCKLEAR, the above named subscriber, and he acknowledged the foregoing Articles of Incorporation to be his act.

As 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 Actual Sale WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF Oct 19 82 AT 11:08A M.

ARTICLES OF INCORPORATION  
OF  
HYWATHA COMPANY, INC.

RE ..... AND RECORDED IN  
LIBER 2543, folio 384  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

OCT -7-82 A #29867 \*\*\*\*\*5.00

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 1, 1982 at 10:15 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2543, folio 2970, 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 \$ \_\_\_\_\_

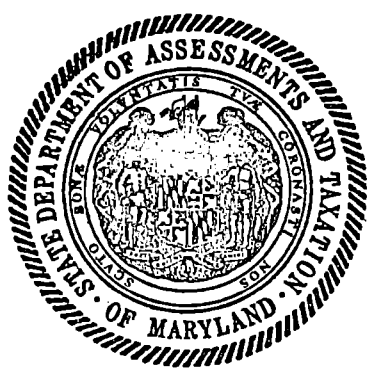
RECEIVED  
CLERK, CIRCUIT COURT  
1982 OCT -7 AM 11:08  
QUEEN ANNE'S COUNTY

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.

*[Signature]*



A 126956

8205162

drb

ARTICLES OF INCORPORATION  
OF  
A-1 CUSTOM BUILDERS, INC.

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 hereinafter called "the corporation") is:

A-1 CUSTOM BUILDERS, 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 business of home improvement and general residential construction.

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

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

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

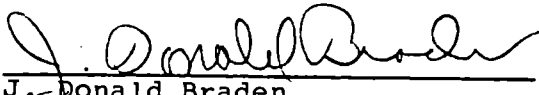
FIFTH: The address of the principal office of the Corporation in this State is: Rt. 1, Box 238A, Queenstown, Maryland 21658. The resident agent of the

corporation is: William H. Duty, III, Rt. 1, Box 238A, Queenstown, 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 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 William H. Duty, III and who shall serve until the time that the organizational 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 this 24th day of May, 1982, and acknowledge these Articles to be my act.

  
\_\_\_\_\_  
J. Donald Braden

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS ARTS, INC. WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF Oct 19 82 AT 11:08 AM  
RE AND RECORDED IN  
LIBER MUM 17 Page 289  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
A-1 CUSTOM BUILDERS, INC.

CLERK  
*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation OCT -7-82 A #29868 \*\*\*\*\*5.00  
of Maryland June 3, 1982 at 9:29 o'clock A. M. as in conformity  
with law and ordered recorded.

2

Recorded in Liber 2543, folio 3773, 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 OCT -7 AM 11:08  
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.

*[Signature]*



A 127024

8205228

drb

LIBER

7 PAGE 291



11-1-82 - orig mailed Harold B. Milburn, III Esq.  
Suite 1504 - 201 N. Charles St.  
Balt. 21201

LIBER

7 PAGE 292

01454

SANDWOOD CORPORATION  
ARTICLES OF INCORPORATION

FIRST: I, MAYNARD L. WOODWORTH, whose post office address is Bay City, 24-5 Broadcreek Drive, 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 hereinafter referred to as the "Corporation") is SANDWOOD CORPORATION.

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

- (1) To engage in the business of construction.
- (2) To acquire, purchase, lease, sell, assign, hold, mortgage and otherwise deal in real estate.
- (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 Bay City, 24-5 Broadcreek Drive, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this state is Maynard L. Woodworth, Bay City, 24-5 Broadcreek Drive, Stevensville, Maryland 21666. Said Resident Agent is an individual actually residing in this State.

1982 JUN - 3 of 53

-2-

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 two (2), 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: MAYNARD L. WOODWORTH and SANDRA R. WOODWORTH.

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: (1) As used in this Article EIGHTH, any word or words that are defined in Section 20418 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 31 day of MAY, 1982, and I acknowledge the same to be my act.

  
MAYNARD L. WOODWORTH

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

THIS Auto 1444 WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF Oct 19 82 AT 11:08 A.M.

ARTICLES OF INCORPORATION

AND RECORDED IN  
LIBER 1444, Folio 292 Auto 1444 OF  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

SANDWOOD CORPORATION

CLERK

*Marguerite M. Harbin*

approved and received for record by the State Department of Assessments and Taxation 782 A 29869 \*\*\*\*\*5.00  
of Maryland June 3, 1982 at 9:58 o'clock A. M. as in conformity  
with law and ordered recorded. 5

Recorded in Liber 1544, folio 1453, 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 OCT -7 AM 11:08  
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.

*[Signature]*



A 127109

8205243

drb

## ARTICLES OF TRANSFER

Friendship Club, Inc., a Maryland corporation, having its principal office in Centreville, Queen Anne's County, Maryland, hereinafter called "the corporation", hereby certifies to the State Department of Assessments and Taxation, that:

1. The corporation agrees to sell and transfer all or substantially all of its property and assets, consisting of real estate on the northwest side of Spring Street in the Town of Centreville, Third Election District of Queen Anne's County, Maryland, and being the same and all of the land which was granted to the corporation by John Palmer Smith and wife by deed dated November 6, 1961 and recorded among the land records of Queen Anne's County in Liber T.S.P. No. 63, folio 580.

2. The name and place of incorporation of each corporate party to these articles is:

Friendship Club, Inc.  
Incorporated in the State of Maryland  
Transferor

Clarence E. Wilson Post #21 of Queen Anne's County  
of the American Legion, Inc.  
Incorporated in the State of Maryland  
Transferee

3. No foreign corporation or foreign business trust is involved in these articles.

4. The name, address and principal place of business of the transferee of the corporate assets are:

Clarence E. Wilson Post #21 of Queen Anne's County  
of the American Legion, Inc.

Address and Principal Place of Business:

110 Little Kidwell Avenue  
Centreville, Maryland 21617

5. The county in this state in which each corporate party to these articles has its principal office and in which any of the parties in this transfer, other than the successor, owns an interest in land is:

Queen Anne's County, Maryland

6. The terms and conditions of the transaction set forth in these articles were advised, authorized and approved by each corporate party to these articles in the manner and by the vote required by its charter and the laws of the place where it is organized and said approval was accomplished in the following manner, to wit: After due notice, the Directors of Friendship Club, Inc. met on May 4, 1982, at a special meeting and adopted a Resolution in the form required by Section 3-105(b) - "Procedure, Directors' Action" of the Corporations and Associations Article of the Annotated Code of Maryland, declaring that the sale and transfer of said real estate to the above mentioned transferee, for cash in the sum of Thirty-five Thousand Dollars (\$35,000.) is advisable and that said proposed transaction be submitted for consideration at a special meeting of the membership of the corporation; whereupon, after at least ten (10) days and not more than ninety (90) days notice given in the form and manner required by law to all of the members of Friendship Club, Inc., the membership met on May 14, 1982 and adopted a Resolution by the affirmative vote of two-thirds (2/3) of all the votes entitled to be cast on the matter, approving the transfer so proposed by the Directors.

Said transaction, terms and conditions were also duly approved by Clarence E. Wilson Post #21 of Queen Anne's County of the American Legion, Inc. by its Board of Directors by a unanimous vote at a special meeting called for the purpose after due notice, at Centreville, Maryland, on May 6, 1982, at 8:00 o'clock P.M.

7. The nature and amount of the consideration to be paid for the assets of the transferor is current money in the amount of Thirty-five Thousand Dollars (\$35,000.00).

8. Clarence E. Wilson Post #21 of Queen Anne's County of the American Legion, Inc., the transferee, is not liable for any debts or obligations of Friendship Club, Inc.

WITNESS the hands of the parties this 29th day of  
May , 1982:

TEST:

FRIENDSHIP CLUB, INC.

Samuel Wright  
(Samuel Wright)  
Secretary

By: Thomas Lockwood  
(Thomas Lockwood)  
President

CLARENCE E. WILSON POST #21 OF  
QUEEN ANNE'S COUNTY OF THE  
AMERICAN LEGION, INC.

William J. DeShields  
(William J. DeShields)  
Secretary

By: James Hutchins  
(James Hutchins)  
President

ACKNOWLEDGMENT AND VERIFICATION

I, THOMAS LOCKWOOD, President of Friendship Club, Inc., hereby acknowledge the foregoing Articles of Transfer to be the act of Friendship Club, Inc., and I further state that I was the Chairman of the meeting of the Board of Directors and of the meeting of members at which the transaction represented by these Articles of Transfer was approved, and that to the best of my knowledge, information and belief, the matters and facts set forth herein with regard to the authorization and approval of said transaction are true in all material respects, and that this statement is made under the penalties of perjury.

Thomas Lockwood  
(Thomas Lockwood)  
President of Friendship Club, Inc.



ACKNOWLEDGMENT AND VERIFICATION

I, JAMES HUTCHINS, President of Clarence E. Wilson Post #21 of Queen Anne's County of the American Legion, Inc., hereby acknowledge the foregoing Articles of Transfer to be the act of Clarence E. Wilson Post #21 of Queen Anne's County of the American Legion, Inc., and I further state that I was the Chairman of the meeting of the Board of Directors at which the transaction represented by these Articles of Transfer was approved, and that to the best of my knowledge, information and belief, the matters and facts set forth herein with regard to the authorization and approval of said transaction are true in all material respects, and that this statement is made under the penalties of perjury.

*James Hutchins*

(James Hutchins)  
President of Clarence E. Wilson  
Post #21 of Queen Anne's County  
of the American Legion, Inc.

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

ARTICLES OF TRANSFER

THIS Act 1 Shares WAS BETWEEN  
RECEIVED FOR RECORD THIS 766 FRIENDSHIP CLUB, INC. (MD. CORP.) Transferor  
DAY OF Oct 82 19 82 AT 11:08A M.

AND RECORDED IN  
BOOK Mount 7, folio 397 CLARENCE E. WILSON POST #21 OF QUEEN ANNE'S  
RECORD BOOK FOR QUEEN ANNE'S COUNTY OF THE AMERICAN LEGION, INC.  
COUNTY

CLERK  
Margaret M. Martin

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 3, 1982 at 4:30 o'clock p M. as confirmed by 29870 \*\*\*\*\*5.0  
with law and ordered recorded.

Recorded in Liber 2544, folio 2215, 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. land office  
RECEIVED  
CLERK, CIRCUIT COURT \$ 24.00  
1982 OCT -7 AM 11:08  
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.

Rob Quinn



A 127155

8205271

A

ARTICLES OF INCORPORATION  
OF  
BRIDGE VIEW HOMEOWNERS ASSOCIATION, INC.

FIRST: I, Michael R. Foster, whose post office address is Morgan Building, Shopping Center Road, P.O. Box 367, Stevensville, Maryland 21666, being at least eighteen years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

BRIDGE VIEW HOMEOWNERS ASSOCIATION, INC.

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

A) The uniting of all owners of land or tracts of land being described as Parcels Two, Four, Five, Six, Seven and Eight of that farm formerly known as the "T. Walter White Farm" or "Belle View", to work for the betterment of the conditions in the community and to engage in activities that will enable it to support these undertakings, to own and maintain community roadways and to enforce the declaration of maintenance of roadway agreement recorded among the Land Records of Queen Anne's County.

B) To advance and protect the collective interests of the members and to promote facilities for the general welfare of the community members.

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

1982 JUL 3 11 49 AM '82

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

E) To assess dues or other charges among the membership and do all other things to exercise all of the powers that may be necessary or appropriate in the exercise of the powers hereinbefore set forth, and also all the powers conferred upon the Corporation by the general laws of the State of Maryland, now or hereinafter enforced.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Love Point Road, Stevensville, Maryland. The Resident Agent of the Corporation is Steven Garland, whose post office address is Route 3, Box 158B, Stevensville, Maryland 21666, said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: This Corporation, being a nonprofit corporation, shall have no capital stock and shall pay no dividends or salary to its incorporators, members or board of directors, but the interests of the various members herein shall be represented and evidenced by a certificate of membership to be issued by the officers of the Corporation according to the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than Three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly

chosen and qualified are Robert Klopp, Frederick Wiseman and Steven Garland.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11<sup>th</sup> day of May, 1982, and I acknowledge the same to be my act.

WITNESS:

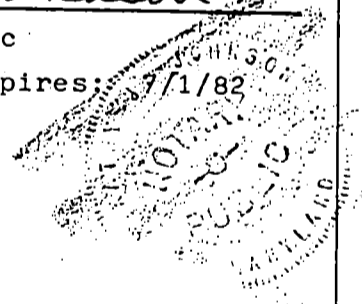
Kathy Johnson Michael R. Foster  
Michael R. Foster

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

I HEREBY CERTIFY, that on this 11<sup>th</sup> day of May, 1982, 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: 7/1/82



LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21086  
(301) 643-2141

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

ARTICLES OF INCORPORATION  
OF

IS Arts/Inc. WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF Oct 82 AT 11:08 AM

BRIDGE VIEW HOMEOWNERS ASSOCIATION, INC.

AND RECORDED IN  
BOOK MsM 7, Folio 302 Arts/Inc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

OCT -7-82 A #29871 \*\*\*\*\*5

CLERK.

*Marguerite M. Marbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 10, 1982 at 9:40 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2545, folio 0798, 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 OCT -7 AM 11:08  
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.

*R. B. Adams*



A 127427  
8205511

LIBER 7 PAGE 305

bjc

11/182 original mailed to Kullman, Stevens & Roblyer  
7 Willow St  
Annapolis, MD 21401

LIBER

7 PAGE 306

3291

ARTICLES OF AMENDMENT  
OF

GRENADIER REALTY COMPANY

GRENADIER REALTY COMPANY, a Maryland Corporation (hereinafter called the Corporation), hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Articles SECOND and FOURTH in their entirety and by substituting in lieu thereof, the following:

"SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is WATERMAN REALTY COMPANY."

"FOURTH: The post office address of the principal office of the Corporation in this State is West side of Maryland Route 552 North of U. S. Route 50 intersection, P. O. Box 219, Chester, Maryland - 21619. The resident agent of the Corporation is Mareen D. Waterman, whose address is same as the above. Box 219, Chester, Maryland 21619. Said resident agent is a citizen of the State of Maryland and actually resides therein."

SECOND: By written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations & Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, GRENADIER REALTY COMPANY has caused these presents to be signed by its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 10th day of June, 1982, and, under the penalties of perjury, that the matters and facts set forth herein with respect

3292

to authorization and approval are true in all material respects  
to the best of his knowledge, information and belief.

ATTEST: (CORPORATE  
SEAL)

GRENADIER REALTY COMPANY

*Marion R. Waterman*  
MARION R. WATERMAN, Secretary

BY: *Mareen D. Waterman*  
MAREEN D. WATERMAN, President

PAGE TWO\*.

UBER

7 PAGE 307



ARTICLES OF AMENDMENT

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

GRENADIER REALTY COMPANY

Changing its name to:

WATERMAN REALTY COMPANY

RECEIVED FOR RECORD THIS 7th DAY OF OCT 1982 AT 11:08 A.M.

AND RECORDED IN MEM # 7, Pgs 306 Arts & Recs. RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

OCT -7-82 A 29872 \*\*\*\*\*5.00

*Marguerite de Manbin*

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

of Maryland June 14, 1982 at 10:23 o'clock A M. as in conformity

with law and ordered recorded.

Recorded in Liber 2545, folio 3290, 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 OCT -7 AM 11:09  
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 127632

8205687

bt

0427

ARTICLES OF AMENDMENT  
OF  
WOODBURN HILL FARM, LTD.

WOODBURN HILL FARM, LTD., a Maryland Corporation now having its principal office at Woodburn Hill Road, Route 3, Box 125, Mechanicsville, Maryland 20659, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to include a statement of Election to be a close corporation by adding new Article Ninth, as follows:

"NINTH: The Corporation shall be a Close Corporation as authorized by Section 4-101 et seq. of the Corporation and Association Article of the Annotated Code of Maryland."

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article Fourth and substituting the following in its entirety:

"FOURTH: The post office address of the principal office of the Corporation in this state is WOODBURN HILL ROAD, Route 3, Box 125, Mechanicsville, Maryland 20659; the name and post office address of the resident agent of the Corporation is PHEBE BARTH, Route 3, Box 125, Woodburn Hill Road, Mechanicsville, Maryland 20659. Said resident agent is over eighteen (18) years of age and is a citizen of the State of Maryland and acutally resides therein."

THIRD: The Charter of the Corporation is hereby amended by striking in their entirety Article Sixth and Seventh and by substituting in lieu thereof the following:

"SIXTH: The Corporation elects to have no Board of Directors.

LIBER

7 PAGE 309

11/182 original mailed to Bruce Kenney + Dominick  
1 Willow Creek  
Langston Park, MD 20653

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

1. The Shareholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with par value, of any class, and securities convertible into shares of its stock, with par value, of any class, for such consideration as said Shareholders may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

2. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Shareholders of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Shareholder, individually, or any firm of which any Shareholder 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 Shareholders or a majority thereof, and any Shareholder 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 Shareholders of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

3. The Shareholders 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 Shareholders, 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 Shareholders may in their discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Shareholders shall deem expedient.

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

5. Holders of shares of the Corporation shall have preferential rights of subscription to unissued shares of stock of the Corporation or treasury stock of the Corporation, in that same proportion as their shares of issued stock bears to the total number of shares of issued stock of the Corporation.

6. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the Shareholders, such action shall be effective and

valid only when taken pursuant to the Unanimous Stockholders Agreement then in force.

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

8. The Shareholders 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 Shareholders, 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."

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 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 amendments.

IN WITNESS WHEREOF, WOODBURN HILL FARM, LTD., has caused this Amendment to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed

0431

and attested by its Secretary on this 1st day of March, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of WOODBURN HILL FARM, LTD., and, under the penalties of perjury, that all matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

WOODBURN HILL FARM

Suzanne Camp  
SUZANNE CAMP, Secretary

By: Phebe Barth  
PHEBE BARTH, President



STATE OF MARYLAND  
COUNTY OF ST. MARY'S, to wit:

I HEREBY CERTIFY that on this 26 day of March, 1982, before me, a Notary Public of the State of Maryland, County of St. Mary's, personally appeared PHEBE BARTH, President of Woodburn Hill Farm, Ltd, and she acknowledged the foregoing Articles of Amendment to be her act on behalf of Woodburn Hill Farm, Ltd.

WITNESS my hand and Notarial Seal.

Charles Nelson  
Notary Public  
My Commission Expires: 7/1/82

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Deed / Amend WAS

ARTICLES OF AMENDMENT

OF

WOODBURN HILL FARM, LTD.

RECEIVED FOR RECORD THIS 7th  
DAY OF Oct 1982 AT 11:09 AM

AND RECORDED IN  
LIBER Mem 7, folio 309 October  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

OCT -7-82 A 29873 \*\*\*\*\*5.00

CLERK  
*Marguerite M. Markin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 16, 1982 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2546, folio 0426, 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 OCT -7 AM 11:09

QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of St. Mary's County

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

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

*[Signature]*



A 127758

8205799

ARTICLES OF MERGER

MERGING

PAUL CONSTRUCTION, INC.

INTO

WARFIELD-PAUL CONSTRUCTION COMPANY, INC.

FIRST: Paul Construction, Inc., a corporation organized and existing under the laws of the State of Maryland (hereinafter referred to as "Paul"), and Warfield-Paul Construction Company, Inc., a corporation organized and existing under the laws of the State of Maryland (hereinafter referred to as "Warfield"), agree that "Paul" shall be merged into "Warfield". The terms and conditions of the merger and the mode of carrying the same into effect are as set forth in the Plan of Merger adopted at a joint meeting by unanimous consent by the Board of Directors and by the sole Stockholder of "Paul", and at a joint meeting by unanimous consent by the Board of Directors and by the sole Stockholder of "Warfield", and as set forth in these Articles of Merger.

SECOND: The parties to these Articles of Merger are "Paul", a corporation organized and existing under the laws of the State of Maryland; and "Warfield", a corporation organized and existing under the laws of the State of Maryland. "Warfield" shall be the successor, shall survive the merger, and shall continue under the name of Paul Construction Company, Inc. "Paul" and "Warfield" are brother-sister corporations.

11/1/82 original merged to C. Newton Goldstein, Esq.  
57th Floor, 10 Light St.  
Baltimore, MD 21205



THIRD: The principal office of "Paul" is located in Queen Anne's County, Maryland; and the principal office of "Warfield" is located in Baltimore County, Maryland. Neither corporation owns any real property.

FOURTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by "Paul" and by "Warfield" in the manner and by a greater vote than required by their respective charters and the laws of the State of Maryland, by (a) the adoption of a Resolution by the Board of Directors of "Warfield" and by its sole Stockholder, acting by unanimous consent without a formal meeting, which approved the proposed merger on substantially the terms and conditions set forth in the Plan of Merger referred to in the Resolution; and by (b) the adoption of a Resolution by the Board of Directors of "Paul" and by its sole Stockholder, acting by unanimous consent without a formal meeting, which approved the proposed merger on substantially the terms and conditions set forth in the Plan of Merger referred to in the Resolution.

FIFTH:

(a) The total number of shares of stock of all classes which "Warfield" has authority to issue is five thousand (5,000) shares, consisting of five thousand (5,000) shares of no par value common stock.

(b) The total number of shares of stock of all classes which "Paul" has authority to issue is five thousand (5,000)

shares, consisting of five thousand (5,000) shares of no par value common stock.

SIXTH: The following amendment to the charter of the surviving corporation is to be effective as part of the merger:

(A) By striking out Paragraph Fourth of the Articles of Incorporation of the surviving corporation, and inserting in lieu thereof, the following:

FOURTH: The Post Office address of the principal office of the Corporation in this State is P. O. Box 89 Hickory Ridge, Queenstown, Queen Anne's County, Maryland 21658. The Resident Agent of the Corporation is Paul Nahnibida, whose Post Office address is P. O. Box 89 Hickory Ridge, Queenstown, Queen Anne's County, Maryland 21658. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: The following other provision is deemed by the merging corporations necessary to effect this merger:

The first Board of Directors of the surviving corporation after the date the Articles of Merger shall become effective, shall be the Directors of Paul Construction, Inc. in office at that time.

EIGHTH: As promptly as practicable after the merger has become effective, all certificates representing the issued and outstanding shares of the common stock of "Paul" shall be surrendered to the Secretary of "Warfield" to be canceled.

IN WITNESS WHEREOF, "Paul" and "Warfield" have as of the 21<sup>st</sup> day of June, 1982, caused these Articles of Merger to be signed by their respective Presidents and their respective corporate seals to be hereunto affixed and attested by their respective Secretaries, each of whom acknowledged the foregoing

to be the corporate act of their respective corporations, and verified under the penalties of perjury that to the best of their knowledge, information and belief, the matters and facts set forth are true in all material respects.

ATTEST:

WARFIELD-PAUL CONSTRUCTION COMPANY, INC.

*Malcolm E. Henry*  
Malcolm E. Henry  
Secretary

BY: *Paul Nahnibida* (SEAL)  
Paul Nahnibida  
President

ATTEST:

PAUL CONSTRUCTION, INC.

*Malcolm E. Henry*  
Malcolm E. Henry  
Secretary

BY: *Paul Nahnibida* (SEAL)  
Paul Nahnibida  
President

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF MERGER

THIS Acts / Merge WAS RECEIVED FOR RECORD THIS 7th DAY OF Oct 82 AT 11:09 A.M.

MERGING

PAUL CONSTRUCTION, INC. (MD CORP.)

BE AND RECORDED IN

INTO

LIBER ML007, folio 315 Arts Inc.

RECORD BOOK FOR QUEEN ANNE'S WARFIELD-PAUL CONSTRUCTION COMPANY, INC. (MD CORP.) Survivor COUNTY

CLERK

Changing its name to:

Marguerite M. Martin

PAUL CONSTRUCTION COMPANY, INC.

OCT -7-82 A 29874 \*\*\*\*\*5

approved and received for record by the State Department of Assessments and Taxation of Maryland June 22, 1982 at 9:42 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2547, folio 0501, 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-OCT-7 AM 11:09  
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.

[Signature]



A 128119

8206052

drb

111182 original mailed to Howard Wood  
119 Lawyers Row  
Centreville, MD 21617

03604

LIBER 7 PAGE 320

96

ARTICLES OF INCORPORATION  
OF  
SPANIARD NECK FOUNDATION, INC.

FIRST: I, Howard Wood, whose post office address is 119 Lawyers Row, 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 "the Corporation") is:

SPANIARD NECK FOUNDATION, INC.

THIRD: The purposes for which the Corporation is formed are exclusively charitable and educational within the limits of Section 501 (c) (3) of the Internal Revenue Code of 1954 and its amendments or any corresponding future provision of the Internal Revenue Code, namely:

A. Promotion of social welfare by:

- (1) Aiding low income families by providing housing, to lessen neighborhood tensions, eliminate prejudice and combat community deterioration.
- (2) Developing community land use plans.
- (3) Instructing low income families about housing problems.
- (4) Relief of the poor and distressed.

APR 25 A 8:47

(5) Lessening of the burdens of government.

(6) Providing legal aid to indigents.

B. Providing grants, low interest loans, scholarships and fellowships to writers, composers, painters, sculptors and scholars to enable them to continue work or education in their respective fields.

The corporation is irrevocably dedicated to, and operated exclusively for, charitable, educational and non-profit purposes. No part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to one or more organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

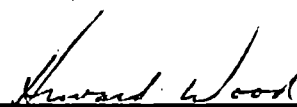
FOURTH: The address of the principal office of the corporation is 119 Lawyers Row, Centreville, Maryland 21617.

FIFTH: The name and address of the resident agent of the corporation is Howard Wood, 119 Lawyers Row, Centreville, Maryland 21617.

SIXTH: The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The qualifications for and other matters relating to its members shall be as set forth in the By-Laws of the corporation.

SEVENTH: The number of directors of the corporation shall be three, 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: Mary D. Wood, Howard Wood and James D. Wood.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of June, 1982, and I acknowledge same to be my act.

  
\_\_\_\_\_  
Howard Wood

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

*51*  
THIS *Deed / W/De* WAS

ARTICLES OF INCORPORATION

RECEIVED FOR RECORD THIS *7th*

OF

DAY OF *Oct* 19 *82* AT *11:09 AM*

AND RECORDED IN

SPANIARD NECK FOUNDATION, INC.

LIBER *NUM 7, Folio 300 Art/Deed*

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

OCT -7-82 A #29875 \*\*\*\*\*5.00

*Margurite M. Harbin* CLERK

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

of Maryland June 25, 1982 at 8:47 o'clock A. M. as in conformity

with law and ordered recorded.

4

Recorded in Liber *2546*, folio *3603*, 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 OCT -7 AM 11:09  
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.

*RLB*



A 128037

8206236

LIBER

7 PAGE 323

drb





3731

PERSONAL COMPUTER THINGS, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned Brent L. Marsh, whose street address is Rt. 1 Box 107, Church Hill, Maryland 21623, and whose mailing address is P.O. Box 207, Centreville, Maryland 21617, 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 PERSONAL COMPUTER THINGS, INC.

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

To perform research, development, design, production, and sales of computer software and documentation and to do all other things necessary and relating thereto;

And to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Maryland.

FOURTH: The street address of the principal office of the Corporation in Maryland is Rt. 1 Box 107, Church Hill, Maryland 21623 and the mailing address is P.O. Box 207, Centreville, Maryland 21617. The name and street address of the resident agent of the Corporation in Maryland are Brent L. Marsh, Rt. 1 Box 107, Church Hill, Maryland 21623 and the mailing address is P.O. Box 207, Centreville, Maryland 21617.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one-hundred (100) shares having no par value and all of one class.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased to not less than one (1) pursuant to the by-laws of the Corporation. 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 name of the director who shall act until the first meeting or until his successors are duly chosen and qualified is Brent L. Marsh.

SEVENTH: The Corporation shall make no offering of any of its stock which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation June 27, 1982, and severally acknowledge the same to be my act.

*Brent L. Marsh*

-----  
Brent L. Marsh

7 PAGE 325

11/23/82 original mailed to Brent Marsh  
P.O. Box 207  
Centreville, Md 21617

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

ARTICLES OF INCORPORATION

THIS arts/ inc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov, 1982 AT 11:18 A.M.

OF

PERSONAL COMPUTER THINGS, INC.

AND RECORDED IN  
LIBER mwm 7 folio 325 arts/ inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

NOV -4-82 A 21048 \*\*\*\*\*5.00

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 30, 1982 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

2

Recorded in Liber 2547, folio 3730, 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 NOV -4 AM 11:18

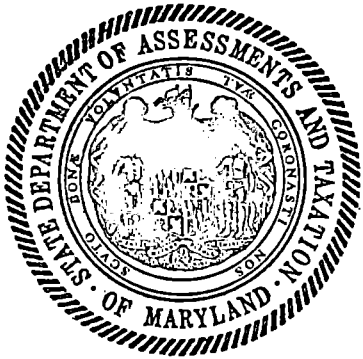
QUEEN ANNE'S COUNTY

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.

*D.W. Hill*



A 128435

8206481

bt

1415

O. & I. APPLETON, 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, ORVAL B. APPLETON, whose post office address is Route 1, Box 190, Grasonville, Maryland 21638, and ILEENE D. APPLETON, whose post office address is Route 1, Box 190, Grasonville, Maryland 21638, both being of full legal age, do, under and by virtue of the General Corporation Laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations, hereby associate ourselves and form a corporation.

ARTICLE I

NAME

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

O. & I. APPLETON, 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 business of rigging and moving heavy equipment, which will include mechanical engineering, the disassembly and reassembly of entire businesses, plants, factories or other structures, or any part or parts thereof, and the setting up of factories, plants and other businesses;

B. To engage in the business of constructing residential and commercial structures of all types, which will include the

1982 JUL -6 A 9 36  
1981

11/23/82 original mailed to George A. Breschi Esq. 406 W. Pennsylvania Ave. Towson MD 21284

excavation of foundations and for the laying of pipes and septic systems, the providing of backfill services and the hauling away of dirt and debris, and the installation of plumbing and electrical wiring, or any other parts necessary in the proper construction of any structure;

C. To engage in the business of general home and business improvements to alter or improve properties, which will include general carpentry work, roofing repair and maintenance, concrete repair and maintenance, and caulking and painting.

D. To obtain the work stated in subparagraphs A, B and C hereinbefore, the Corporation shall make estimates on and bid for work and execute the proper contracts, and shall provide the services either directly or by means of sub-contractors;

E. To purchase, produce, lease, rent, manufacture and otherwise acquire all kinds of equipment, machinery, tools, vehicles, merchandise, furniture, wares and materials, as well as any other products necessary to accomplish any of the businesses of the Corporation, and the Corporation may lease or rent any equipment, machinery, tools, etc., owned by it to individuals, firms, corporations, partnership or other legal entities;

F. To buy, lease, rent or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any individual, firm, association, corporation or partnership (either foreign or domestic) engaged in a business of the same general character as that purpose for which this Corporation is organized;

G. To enter into, perform and carry out contracts and sub-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.

H. 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;

I. 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 1, Box 190, Grasonville, Maryland 21638. The Resident Agent of the Corporation is ILEENE D. APPLETON, whose post office address is Route 1, Box 190, Grasonville, Maryland 21638.

#### ARTICLE IV

##### STATUS OF CORPORATION

The Corporation shall exist as a close corporation until such time as the stockholders, by unanimous consent, shall file Articles of Amendment to change such status.

#### ARTICLE V

##### DIRECTORS

The Corporation shall have two (2) Directors and ORVAL B. APPLETON and ILEENE D. APPLETON shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors of this Corporation may be increased or decreased, but in not event shall this Corporation have less than one (1) Director.

#### 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 of its charter which may now or hereafter be authorized by law.

ARTICLE VIII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE IX

This Corporation is formed under the articles, provisions and conditions herein expressed and is subject in all respects to the provisions and limitations relating to corporations which are contained in the Statutes of the State of Maryland, governing and providing for the formation of 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.

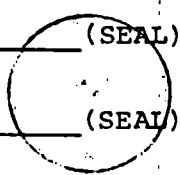
IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28<sup>th</sup> day of June, 1982.

WITNESS:

John S. Meidinger

Orval B. Appleton

Eleene D. Appleton



1419

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

I HEREBY CERTIFY that on this 28<sup>th</sup> day of June, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ORVAL B. APPLETON and ILEENE D. APPLETON, the within incorporators, known to me or satisfactorily proven to the persons whose names are subscribed upon the foregoing Articles of Incorporation, and they jointly and severally acknowledged the said Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

*John S. Reichinger*  
NOTARY PUBLIC  
My Commission expires: July 1, 1982



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

LIBER

7 PAGE 332

I HEREBY CERTIFY THAT

*arts/ inc* WAS  
RECEIVED FOR RECORD THIS *4th*  
OF *Nov* 19 *82* AT *11:18 A.M.*

ARTICLES OF INCORPORATION  
OF

O. & I. APPLETON, INC.

AND RECORDED IN  
BOOK *Mw m 7 folio 327 arts/ inc*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

NOV -4-82 A #21049 \*\*\*\*\*5.00

CLERK

*Marguerite M. Marbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 6, 1982 at 9:36 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2548*, folio *1414*, 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 \$ \_\_\_\_\_

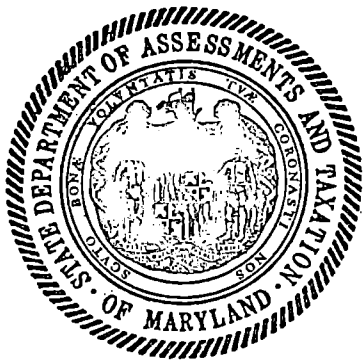
RECEIVED  
CLERK, CIRCUIT COURT  
1982 NOV -4 11:18  
QUEEN ANNE'S COUNTY

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.

*D. W. Hill*



A 128666

8206702

ARTICLES OF INCORPORATION  
OF  
DELTA SUPPORT SERVICES, INC.  
A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, Jane Pickering Gibson, John Jacob Gibson and John Michael Gibson, whose mailing address is Route 2, Box 713, Chester, Maryland, 21619, are at least eighteen (18) years of age and do hereby indicate our intention of forming a close corporation under the General Laws of the State of Maryland.

SECOND: That the name of the corporation (hereinafter referred to as "the Corporation") is: DELTA SUPPORT SERVICES, INC.

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

- a) To carry on and to engage in the business of managing, owning, operating, constructing, and improving a business for the manufacture, development, distribution and sale of logistical and general support services of every kind and description and to do all things necessary to carry on the said business.
- b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, rent, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.
- d) To carry on and transact for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products, 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, franchise and assets of every kind, or any corporation, co-partnership, or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume, and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchise, 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, assign, sell, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any share of stock of, or voting trust certificates for any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this corporation.

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

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

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

k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any and 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 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.

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 mailing address of the principal office of the Corporation is Route 2, Box 713, Chester, Maryland 21619.

FIFTH: The name and address of the resident agent is John Jacob Gibson, Route 2, Box 713, Chester, Maryland 21619. Said resident agent is an individual actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of no par value, common stock. Dividends may be declared on the common stock; and each share of common stock shall entitle the holder thereof to one vote in all proceedings in which action shall be taken by the stockholders.

SEVENTH: The Corporation shall have three (3) directors, being Jane Pickering Gibson, John Jacob Gibson and John Michael Gibson, who shall serve until their successors are duly elected and qualified or the Corporation issues at least one share of stock; thereafter, the Corporation shall have no Board of Directors, the business and affairs of the Corporation being managed by its stockholders.

EIGHTH: 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, provided that no such amendment shall be valid unless such amendment shall have been authorized by the affirmative vote of all stockholders of the Corporation by a vote at a meeting or in writing with or without a meeting.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 9<sup>th</sup> day of July, 1982, and we acknowledge the same to be our act.

*Jane Pickering Gibson*  
\_\_\_\_\_  
JANE PICKERING GIBSON

*John Jacob Gibson*  
\_\_\_\_\_  
JOHN JACOB GIBSON

*John Michael Gibson*  
\_\_\_\_\_  
JOHN MICHAEL GIBSON

STATE OF MARYLAND )  
                          ) TO WIT:  
COUNTY OF            )

I HEREBY CERTIFY that on this 9<sup>th</sup> day of July, 1982, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jane Pickering Gibson, John Jacob Gibson, and John Michael Gibson, known to me to be the persons whose names are subscribed to the within Articles of Incorporation of Delta Support Services, Inc., and they acknowledged that they executed same for the purposes therein stated.

US-11 A.P.-JUL 5 1982

AS WITNESS my Hand and Notarial Seal.



*[Signature]*  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

*July 26*  
\_\_\_\_\_

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

ARTICLES OF INCORPORATION

THIS Arts/Inc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov 1982 AT 11:18 A.M.

OF

DELTA SUPPORT SERVICES, INC.

AND RECORDED IN  
LIBER MUM 7 folio 333 Arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

NOV -4-82 A 21050 \*\*\*\*\*5.00

CLERK

*Margurite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 9, 1982 at 11:24 o'clock p M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2549, folio 0405 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 NOV -4 AM 11:18

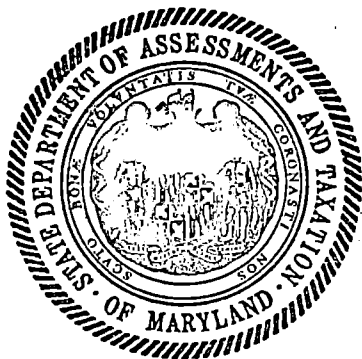
QUEEN ANNE'S COUNTY

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:

*D. W. Hill*



A 128951

8206814

*Handwritten signature*

ARTICLES OF AMENDMENT  
OF

ISLAND TRASH HAULERS, INC.  
A Maryland Close Corporation

ISLAND TRASH HAULERS, INC., having its principal office at Route 2, Box 2AA, Preston, Queen Anne's County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by changing the name of the Corporation from

ISLAND TRASH HAULERS, INC.

to

MR. TRASH, INC.

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article Fifth and by substituting in lieu thereof the following:

"FIFTH: The Post Office address of the principal office of the corporation in this State is Route 1, Box 41B, Chester, Maryland 21619. The name and Post Office address of the Resident Agent of the Corporation in this State is Sue C. Jones, Route 1, Box 41B, Chester, Maryland 21619. Said resident agent is an individual actually residing in this state."

THIRD: 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 Stockholder of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, ISLAND TRASH HAULERS, 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 on the 30<sup>th</sup> day of June, 1982 and its President acknowledges that these Articles of Amendment are the act and deed of Island Trash Haulers, 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 her knowledge, information and belief.

ATTEST:

ISLAND TRASH HAULERS, INC.

*George A. Jones, Jr.*  
George A. Jones, Jr.  
Assistant Secretary

*Sue C. Jones*  
Sue C. Jones, President/Secretary



LIBER

7 PAGE 339

1982 JUN -8 A 9 42

LAW OFFICES  
MANIS,  
WILKINSON, SNIDER, &  
GOLDSBOROUGH  
CHARTERED  
P. O. BOX 921  
ANNAPOLIS, MD. 21404  
AREA CODE (301) 263-6888

*James W. Yates, Esq.*  
*Manis, Wilkinson, Snider & Goldsborough*  
P.O. Box 921  
Annapolis, Md 21404

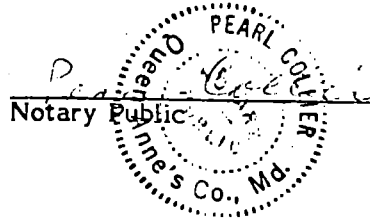
11/23/82  
Original mailed



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

I HEREBY CERTIFY that, on this 30<sup>th</sup> day of June, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared SUE C. JONES, President and Secretary of ISLAND TRASH HAULERS, INC., a Maryland close 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 she made oath in due form of law that she was present at the meeting of the members of said corporation at which the Amendments of the Charter of said corporation therein set forth were approved, and the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal.



My Commission Expires:

July 1, 1986

LAW OFFICES  
MANIS,  
WILKINSON, SNIDER, &  
GOLDSBOROUGH  
CHARTERED  
P. O. BOX 921  
ANNAPOLIS, MD. 21404  
AREA CODE (301) 263-8888

STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF AMENDMENT

THIS *arts/amend* WAS

OF

RECEIVED FOR RECORD THIS *4th*

ISLAND TRASH HAULERS, INC.

DAY OF *Nov* 19*82* AT *11:18 A.M.*

Changing its name to:

AND RECORDED IN

MR. TRASH, INC.

LIBER *MWM 7 folio 339 arts/Inc*

RECORD BOOK FOR QUEEN ANNE'S

NOV -4-82 A 21051 \*\*\*\*\*5.00

COUNTY

~~CLERK~~

*Margurite M Manbin*

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

of Maryland July 8, 1982 at 9:42 o'clock A M. as in conformity

with law and ordered recorded.

*3*

Recorded in Liber *2548*, folio *0040*, 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 NOV -4 AM 11:18  
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.

*D.W. Hill*



A 128453

8206851

bt

LIBER

7 PAGE 341

11/23/82 Original mailed to R. Ronald Sinclair  
14300 Gallant Fox Lane  
Bowie, Md 20715

3482

LIBER

7 PAGE 342

ARTICLES OF INCORPORATION

OF

JUL  
1982 ~~SEP~~ 12 A 10:30

CENTURY 21 EASTLAND REALTY CORPORATION

A Close Corporation Under Title 4, Corporations  
and Associations Article of the Maryland Code

FIRST: I, the undersigned, PARKER S. QUIMBY, 3 Marion Drive,  
Stevensville, Maryland 21666, being at least twenty-one (21) years of age,  
do hereby declare as incorporator the intention of forming a corporation.

SECOND: The name of the corporation, hereinafter called the Corporation  
is CENTURY 21 EASTLAND REALTY CORPORATION.

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

As principal, agent, or broker, and on commission or otherwise; to buy,  
sell, exchange, lease, let, grant or take licenses in respect of, improve,  
develop, repair, manage, maintain, and operate real property of every kind,  
corporeal and incorporeal, and every kind of estate, right or interest therein  
or pertaining thereto; to construct, improve, repair, raze, and wreck  
buildings, structures, and works of all kinds, for itself and for others; to  
buy, sell and deal in building materials and supplies; to advance loans  
secured by mortgages or other liens on real estate. To act as loan broker.  
Generally to do everything suitable, proper, and conducive to the successful  
conduct of real estate agency and brokerage business in all its branches and  
departments.

The enumeration of the purposes, subjects and business of the Corporation  
is made in furtherance, and not in limitation of the powers conferred upon  
the Corporation by Law, and is not intended, by the mention of any particular  
purpose, subject or business, in any matter to limit or restrict the generality  
of any other purpose, subject, or business mentioned, or to limit or restrict  
any of the powers of the Corporation. The Corporation is formed upon the  
articles, conditions and provisions expressed, and subject in all particulars  
to the limitations relative to corporations which are contained in the general

SINCLAIR &  
CHAPDELAIN  
CHARTERED  
ATTORNEYS & COUNSELORS  
AT LAW  
BOWIE OFFICE PARK  
SUITE 103  
14300 GALLANT FOX LANE  
BOWIE, MARYLAND 20715  
(301) 262-3600

1982 JUN 29 A 10:01

laws of Maryland.

FOURTH: The post office address of the principal office of this Corporation in the State is No. 3, Stevensvillage Mall, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in this State is R. Ronald Sinclair, 14300 Gallant Fox Lane, Suite 103, Bowie Office Park, Bowie, Maryland 20715. 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 1,000 shares without par value, all of one class.

SIXTH: The Corporation shall be a close corporation as authorized by Title 4, Corporations & Associations Article of the Maryland Code.

SEVENTH: After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one (1) director whose name is Parker S. Quimby.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29<sup>th</sup> day of June, 1982 and acknowledged the same to be my act.

Ronald A. Thompson  
WITNESS

Parker S. Quimby  
PARKER S. QUIMBY

SINCLAIR &  
CHAPDELAIN  
CHARTERED  
ATTORNEYS & COUNSELORS  
AT LAW  
BOWIE OFFICE PARK  
SUITE 103  
14300 GALLANT FOX LANE  
BOWIE, MARYLAND 20715  
(301) 262-3600

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

ARTICLES OF INCORPORATION

OF

THIS arts/Inc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov 1982 AT 11:19 A.M.

CENTURY 21 EASTLAND REALTY CORPORATION

RE ..... AND RECORDED IN  
LIBER MWM 7 folio 342 arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

NOV -4-82 A 21052 \*\*\*\*\*5.00

CLERK

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 12, 1982 at 10:30 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2548, folio 3481, 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 NOV -4 AM 11:19

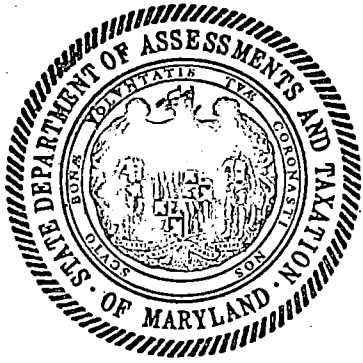
QUEEN ANNE'S COUNTY

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

*D.W. Hill*



A 128875

8206886

bt

CHESAPEAKE SATELLITE CORPORATION  
ARTICLES OF INCORPORATION

FIRST: I, JOHN J. KENNY, whose post office address is 650 S. Ritchie Highway, Severna Park, Maryland 21146, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is CHESAPEAKE SATELLITE CORPORATION.

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

(1) To operate a business engaged in the selling and installing of television antennas (dishes); and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Association 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 206 Banjo Lane, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is Edwin Bradley, 206 Banjo Lane, Centreville, Maryland 21617. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

102 JUL 19 A 9-38

11/23/82 original mailed to Harry D. Hughes  
1189 O Denton Rd. P.O. Box 8  
Edenton, Md 21113

LIBER

7 346

(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 F. Klopp, Edwin Bradley and Yvonne Klopp.

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.

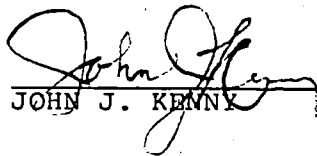
EIGHTH: Except as may otherwise be provided by the Board

02404

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 duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15<sup>th</sup> day of July, 1982, and I acknowledge the same to be my act.

  
JOHN J. KENNY



LIBER 7 MGE 348

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOIL  
I HEREBY CERTIFY THAT ARTICLES OF INCORPORATION  
THIS arts/Inc WAS  
RECEIVED FOR RECORD THIS 4th OF  
DAY OF Nov 1982 AT 11:19 A.M. CHESAPEAKE SATELLITE CORPORATION  
AND RECORDED IN  
LIBER MUM 7 folio 345 arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.

NOV -4-82 A 21053 \*\*\*\*\*5.00

~~FILED~~

*Margurite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 20, 1982 at 9:01 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2549, folio 2401, 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 \$ \_\_\_\_\_

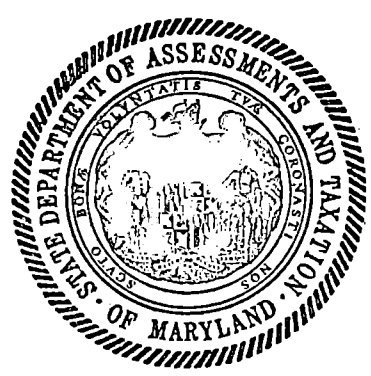
RECEIVED  
CLERK, CIRCUIT COURT  
1982 NOV -4 AM 11:19  
QUEEN ANNE'S COUNTY

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.

*D. W. Hill*



A 129159

8207239

drb

ARTICLES OF INCORPORATION  
OF  
BLAIR ROBINETT CONSULTING, INC.  
A CLOSE CORPORATION

FIRST: The undersigned, Blair Robinett, whose post office address is 110 South Liberty Street, 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 hereinafter called the "Corporation") is Blair Robinett Consulting, 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 for which the Corporation is formed are as follows: to engage in consultation on the subject of marine construction; the design, construction, reconstruction and maintenance of marine structures; and the management of marine construction projects; and for these purposes to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease and deal in real and personal property of every nature and to borrow money for said purposes and to maintain and operate facilities to carry on any other operation or business related to or in connection therewith which may appear to the Corporation to be calculated, directly or indirectly, to enhance the value or render profitable the business of the Corporation in the State of Maryland or any other states, if by the laws thereof it may properly and legally be or become engaged in.

1983  
JUL 26  
A 8-14

DAVID N. SHAFFER  
ATTORNEY AT LAW  
PROFESSIONAL BUILDING  
OAKLAND, MARYLAND 21550

11/23/82 original mailed to David Shaffer  
Professional Bldg.  
Oakland, MD 21550

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 restrict or limit the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power or do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FIFTH: The Post Office address of the principal office of the Corporation in this State is 110 South Liberty Street, Centreville, Maryland 21617. The name and Post Office address of the resident agent of the Corporation in this State is David N. Shaffer, 121 North Third Street, Oakland, Maryland 21550. Said resident agent is an individual actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares of Common Stock, with no par value.


SEVENTH: After the completion of the organizational meeting of the Board of Directors and the issuance of one or more shares of the stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director, whose name is Blair Robinett.

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 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.

(b) Except as otherwise provided in the Articles of Incorporation or by the By-laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its stockholders, which shall have and may exercise all the powers of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 26<sup>th</sup> day of April, 1982, and acknowledge the same to be my act, and that to the best of my knowledge, information and belief all matters and facts stated herein are true in all material respects and that this statement is made under the penalties of perjury.



Blair Robinett

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

*arts/Inc* WAS RECEIVED FOR RECORD THIS *4th* DAY OF *Nov* 1982 AT *11:19* A.M.

ARTICLES OF INCORPORATION OF BLAIR ROBINETT CONSULTING, INC.

AND RECORDED IN BOOK *MWM 7 folio 349 arts/Inc* RECORD BOOK FOR QUEEN ANNE'S COUNTY

NOV -4-82 A 21054 \*\*\*\*\*5.00

CLERK

*Marguerite M. Marbin*

approved and received for record by the State Department of Assessments and Taxation of Maryland July 26, 1982 at 10:44 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber *2550*, folio *2085*, 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 NOV -4 AM 11: 19  
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.

*D.W. Hill*



A 129364

8207454

drb

65 J FLYING CLUB, INC.

ARTICLES OF AMENDMENT

65 J FLYING CLUB, INC., a Maryland Corporation, having its principal office at Rt. 1, P.O. Box 153G, Queenstown, Maryland, 21658 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended from and after the date of acceptance of these Articles of Amendment by the Department.

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article THIRD and by substituting in lieu thereof the following:

"THIRD: The purpose for which the Corporation is formed is to be a club organized for pleasure, recreation, and other non-profitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any private shareholder."

THIRD: 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 amendments.

IN WITNESS WHEREOF, 65 J FLYING CLUB, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 25<sup>th</sup> day of JULY, 1982, and its President acknowledges that these Article of

SPALDING &  
KRISOFF, P.A.  
182 DUKE OF  
GLOUCESTER STREET  
ANNAPOLIS, MD 21401

203-8544  
209-0717  
281-1504

IRFR

11/23/82 Original Elizabeth C. Spalding, Esq.  
182 Duke of Gloucester  
Annapolis, Md 21401

Amendment are the act and deed of 65 J FLYING CLUB, INC., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

65 J FLYING CLUB, INC.



RONALD D. BURAN  
Secretary



BY: WALTER E. WHITE, JR.  
President

SPALDING &  
KRISOFF, P.A.  
182 DUKE OF  
GLOUCESTER STREET  
ANNAPOLIS, MD 21401

263-8844  
269-0717  
261-1804

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF AMENDMENT

THIS arts/amend WAS

OF

RECEIVED FOR RECORD THIS 4th

65 J FLYING CLUB, INC.

DAY OF Nov 1982 AT 11:19 A.M.

BE AND RECORDED IN

LIBER MWM 7 folio 353 arts/mc

RECORD BOOK FOR QUEEN ANNE'S COUNTY

NOV -4-82 A 21055 \*\*\*\*\*5.00

ELERE.

*Margurite M. Manbin*

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

of Maryland July 26, 1982 at 2:28 o'clock P. M. as in conformity

with law and ordered recorded.

3

Recorded in Liber 2549, folio 3291, 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 NOV -4 AM 11:19

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.

*D.W. Hill*



A 129223

8207485

drb



11/23/82 original mailed to Goette & Shematz P.A.  
114 Annapolis St.  
Annapolis, Md 21401

00722

LIBER 7 PAGE 356

28

SAMMY, 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, Marion T. Ford, whose post office address  
is Box 147-E Bennetts Point Road, Queenstown, Maryland  
21658, 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 referred to as the "Corporation") is SAMMY,  
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 sale of hardware supplies and to  
engage in any other lawful purpose and/or business.

APR 28 A 9:09

GOETTEE & SHEMATZ P.A.  
ATTORNEYS AT LAW  
114 ANNAPOLIS STREET  
ANNAPOLIS, MARYLAND 21401

(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.

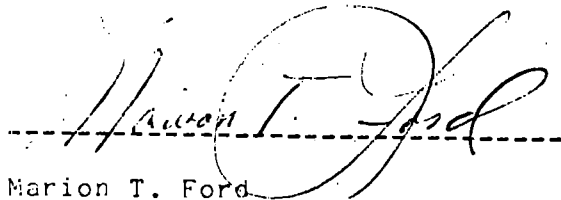
FIFTH: The post office address of the principal office of the Corporation in this State is, Box 147-E Bennetts Point Road, Queenstown, Maryland 21658. The name and post office address of the Resident Agent of the Corporation is Marion T. Ford, Box 147-E Bennetts Point Road, Queenstown, Maryland 21658. Said resident agent is an individual actually residing in this state.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of Common Stock, with a par value of One hundred (\$100.00) Dollars.

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 is: Marion T. Ford

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22 day of JULY, 1932, and I acknowledge same to be my act.

GOETTEE & SHEMATZ P.A.  
ATTORNEYS AT LAW  
114 ANNAPOLIS STREET  
ANNAPOLIS, MARYLAND 21401

  
Marion T. Ford

2

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

ARTICLES OF INCORPORATION

THIS arta/Inc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov 1982 AT 11:33 A.M.

OF  
SAMMY, INC.

RE ..... AND RECORDED IN  
LIBER MWM 7 folio 356 art/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

NOV -4-82 A 21058 \*\*\*\*\*5.00

*Margurite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 28, 1982 at 9:09 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2551, folio 0721, 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 NOV -4 AM 11:33  
QUEEN ANNE'S COUNTY

5.00

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

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

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

*Rob. Quinn*



A 129508

8207593

drb

## COM-U-TEMP, 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, Selma E. Ford, whose post office address is Box 147-E Bennetts Point Road, Queenstown, Maryland 21658, 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 referred to as the "Corporation") is COM-U-TEMP, 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 computer services, sale of hardware supplies and to engage in any other lawful purpose and/or business.

GOETTEE & SHEMATZ P.A.  
 ATTORNEYS AT LAW  
 114 ANNAPOLIS STREET  
 ANNAPOLIS, MARYLAND 21401

(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, Box 147-E Bennetts Point Road, Queenstown, Maryland 21658. The name and post office address of the Resident Agent of the Corporation is Selma E. Ford, Box 147-E Bennetts Point Road, Queenstown, Maryland 21658. Said resident agent is an individual actually residing in this state.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of Common Stock, with a par value of One hundred (\$100.00) Dollars.

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 is: Selma E. Ford.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22 day of JULY, 1982, and I acknowledge same to be my act.

GOETTZ & SHERMATZ P.A.  
ATTORNEYS AT LAW  
114 ANNAPOLIS STREET  
ANNAPOLIS, MARYLAND 21401

*Selma E. Ford*

2 Selma E. Ford

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

ARTICLES OF INCORPORATION

THIS Arts/Inc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov 1982 AT 11:33 A.M.

OF  
COM-U-TEMP, INC.

AND RECORDED IN  
LIBER MWM 7 folio 359 arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

NOV -4-82 A 21059 \*\*\*\*\*5.00

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 28, 1982 at 9:09 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2551, folio 0717 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 NOV -4 AM 11:33

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.

*Rob Quinn*



A 129507

8207594

drb

11/23/82 Original Mailed to George Bracki, Esq.  
486 W. Penna. Ave.  
Lynch, MD 21504

A

BEE LEE ENTERPRISES, INC.

(A Close Corporation under C. A. Title 4  
of the Annotated Code of Maryland)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That I, the subscriber, BARBARA LEE WHALEY, whose post office address is 311 North Liberty, Centreville, Maryland 21617, being of full legal age, do, under and by virtue of the General Corporation Laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations, hereby form a corporation.

ARTICLE I

NAME

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

BEE LEE ENTERPRISES, INC.

ARTICLE II

PURPOSE

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

A. To engage in the profession of real estate sales and service which will include but not be limited to the following:

1) To act as an agent for buyers and/or sellers of real estate of whatever type, including but not limited to residential, commercial and farming. Such sales and/or purchases would affect land and/or buildings;

2) To assist landlords, land owners and prospective tenants in the rental and/or management of property as to both

residential and commercial property;

3) To assist property owners in the renovation of existing homes, buildings and land by obtaining contractors to perform such work;

4) To prepare and assist in the preparation of appraisals of all real property, land and/or buildings;

5) To purchase land and to subdivide and sell parcels of land as well as to purchase buildings for resale or rental;

6) To do and perform all activities and business normally related to a real estate agency and/or broker in the real estate business.

B. To purchase, lease, rent and otherwise to acquire in any lawful manner all kinds of equipment, supplies, machinery, wares, furniture, vehicles and other products necessary to the accomplishment of any of the business of the Corporation.

C. To buy, lease, rent or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any individual, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that purpose for which this Corporation is organized.

D. To enter into, perform and carry out contracts and sub-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 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.

F. 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 311 North Liberty, Centreville, Maryland 21617. The Resident Agent of the Corporation is BARBARA LEE WHALEY, whose post office address is 311 North Liberty, Centreville, Maryland 21617.

#### 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

The Corporation shall have one (1) Director and BARBARA LEE WHALEY shall act as such until the first annual meeting or until her successor(s) is/are duly chosen and qualified. The number of Directors of this Corporation may be increased and then later decreased, but in no event shall this Corporation have less than one (1) Director.

#### 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 of its charter which may now or hereafter be authorized by law.

ARTICLE VIII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE IX

This Corporation is formed under the articles, provisions and conditions herein expressed and is subject in all respects to the provisions and limitations relating to corporations which are contained in the Statutes of the State of Maryland, governing and providing for the formation of corporations under its General Laws.

ARTICLE X

The Corporation may begin to carry on any of its businesses authorized by these Articles of Incorporation at any time after incorporation in the discretion of its Board of Directors, without all of its stock being subscribed and/or paid for.

IN WITNESS WHEREOF, I have signed and affixed my seal to these Articles of Incorporation this 28<sup>th</sup> day of July, 1982.

WITNESS:

Doddie Jane Collins Barbara Lee Whaley (SEAL)  
BARBARA LEE WHALEY

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

I HEREBY CERTIFY that on this 25<sup>th</sup> day of July, 1982 before me, the subscriber, a Notary Public in and for the State and

County aforesaid, personally appeared BARBARA LEE WHALEY, the within incorporator, known to me or satisfactorily proven to be the person whose name is subscribed upon the foregoing Articles of Incorporation, and she acknowledged the said Articles of Incorporation to be her act.

AS WITNESS my hand and Notarial Seal.

*Goldie Jane Collins*  
NOTARY PUBLIC

My Commission expires: *July 1, 1986*



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

ARTICLES OF INCORPORATION

THIS arts/mc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov 1982 AT 11:33 A.M.  
AND RECORDED IN  
LIBER mwm 7 folio 362 arts/mc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

OF  
BEE LEE ENTERPRISES, INC.

NOV -4-82 A #21060 \*\*\*\*\*5.00

~~FEDERAL~~

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 4, 1982 at 9:01 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2551, folio 2201 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 NOV -4 AM 11:33

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.

*R. B. Adams*



A 129678

8300251

drb

LIBER

7 PAGE 367

11/23/82 original mailed to Robert C. Thompson, P. A.  
P.O. Box 1048  
Easton, Md 21601-1048

ARTICLES OF INCORPORATION

OF

LIPPINCOTT CHARTERS, INC.

A Close Corporation Under  
Corp. & Assoc. Art. Title 4  
of the Annotated Code of Maryland

THIS IS TO CERTIFY:

FIRST: That, RICHARD W. LIPPINCOTT, of 408 South Hanson Street, Easton, Maryland, the subscriber, being at least eighteen (18) years of age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, form a Corporation by the execution of these Articles and the filing of the same.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation" is: LIPPINCOTT CHARTERS, INC.

THIRD: This corporation is a close corporation, as defined in Corp. & Assoc. Art. § 4101 of The Annotated Code of Maryland.

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

- 1982 AUG - 3 WA 842
- (a) To purchase, sell and charter, in any manner whatever, motor and sailing yachts and to engage in all activities which are associated with the sale and charter of yachts.
  - (b) To carry on and transact, for itself or for account the business of general merchandise, 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.

1384

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

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

(e) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock or of 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 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, certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

(g) To loan or advance money with or without security, without limits 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 of 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 hereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other bonds, or other obligations of the Corporation for its corporate purposes.

(h) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other general businesses which may be deemed by it to be calculated,

1386

directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

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

FIFTH: The post office address of the principal office of the Corporation is: Cedar Point Marina, Route 1, Box 545, Centreville, Maryland, 21638. The Resident Agent is Richard W. Lippincott, 408 South Hanson Street, Easton, Maryland 21601. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000)



shares without par value, all of which shares are of one class and are designated common stock, etc.

SEVENTH: The corporation shall have one director, as permitted under Corp. & Assoc. Art. §2-402 (1974) and RICHARD W. LIPPINCOTT shall act as such until the first annual meeting at which time the corporation shall have no directors and be governed by the stockholders as provided in Corp. & Assoc. Art. §4-302 (1974).

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the power of the Corporation and the directors and stockholders.

(a) The board of directors and stockholders replacing said Board of Directors of the corporation are hereby empowered to authorize the issuance, from time to time, of shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors and/or stockholders may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation.

WITNESS:

Mary G. Ridgely

Richard W. Lippincott (SEAL)  
RICHARD W. LIPPINCOTT

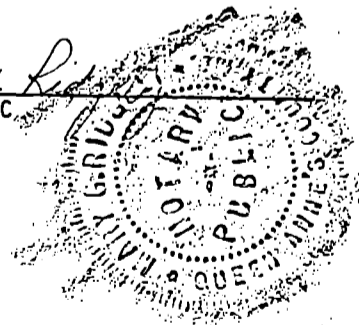
STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY, that on this 29<sup>th</sup> day of July, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RICHARD W. LIPPINCOTT, and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Mary G. Ridgely  
NOTARY PUBLIC

My Commission Expires: 7/1/86



ARTICLES OF INCORPORATION

OF

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

LIPPINCOTT CHARTERS, INC.

I HEREBY CERTIFY THAT

THIS arts/Inc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov 1982 AT 11:33 A.M.

AND RECORDED IN  
LIBER MUM 7 folio 368 arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

NOV -4-82 A 21061 \*\*\*\*\*5.00

CLERK

*Marguerite M. Manbin*

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

of Maryland AUGUST 4, 1982 at 9:01 o'clock a. M. as in conformity

with law and ordered recorded.

6

Recorded in Liber 255, folio 1382, 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 NOV -4 AM 11: 33

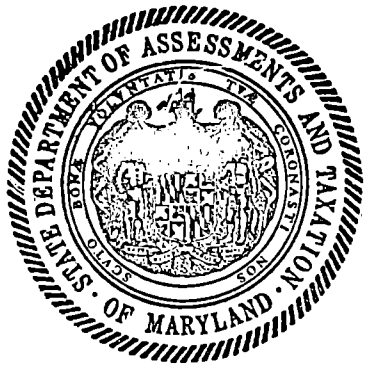
QUEEN ANNE'S COUNTY

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.

*Per Oo*



A 129611  
8300271

*James C. Stewart  
115 Lawyers Row  
Centreville, Md 21017*

*original mailed 11/23/82*

JOSEPH C. WOLFE, INC.

ARTICLES OF REVIVAL

(Under Title 3, Subtitles 508-509 and 510 of the Corporations and Association Article of the Annotated Code of Maryland)

Joseph C. Wolfe, Inc. a Maryland corporation having its principal office in Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The charter of the Corporation was forfeited on October 3, 1980, for the non-payment of taxes or for failure to file an annual report with the State Tax Commission 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 Joseph C. Wolfe, Inc.

THIRD: The name by which the Corporation will hereafter be known is Joseph C. Wolfe, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Route 2, Box 389, Md. Rt. 213, 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.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Ronald E. Wolfe, P.O. Box 216, Elm Street, Centreville, Queen Anne's County, Maryland. Said resident agent is an individual actually residing in this State.

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

(a) Paid all fees required by law;

(b) Filed an 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 limitations 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.

1982 JUL - 9 - 707 2861

FOR EXECUTION BY OFFICERS

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on the 4 day of August, 1982.

WITNESS:

LAST ACTING PRESIDENT OF JOSEPH C. WOLFE, INC.

Walter H. Danner, Jr.

Stella A. Wolfe (SEAL)  
STELLA A. WOLFE

LAST ACTING SECRETARY OF JOSEPH C. WOLFE, INC.

Walter H. Danner, Jr.

Ronald E. Wolfe (SEAL)  
RONALD E. WOLFE

STATE OF MARYLAND

TO WIT:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 4 day of Aug. 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Stella A. Wolfe, the last acting President of Joseph C. Wolfe, Inc., a Maryland corporation, and she did acknowledge the foregoing Articles of Revival to be her act.

AS WITNESS my hand and Notarial Seal.

Walter H. Danner, Jr.  
NOTARY PUBLIC

My Commission Expires: 7-1-1986

STATE OF MARYLAND

TO WIT:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 4 day of Aug. 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Ronald E. Wolfe, the last acting Secretary of Joseph C. Wolfe, Inc., a Maryland corporation, and he did acknowledge the foregoing Articles of Revival to be his act.

AS WITNESS my hand and Notarial Seal.

Walter H. Danner, Jr.  
NOTARY PUBLIC

My Commission Expires: 7-1-1986

ARTICLES OF REVIVAL

OF

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

JOSEPH C. WOLFE, INC.

I HEREBY CERTIFY THAT

THIS arts/revival WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov 19 82 AT 11:33 A.M

RE ..... AND RECORDED IN  
LIBER mwm 7 folios 374 arts/rev  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

NOV -4-82 A 21062 \*\*\*\*\*5.00

~~CLERK~~

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 5, 1982 at 10:07 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2551, folio 1297, 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

RECEIVED  
CLERK. CIRCUIT COURT  
1982 NOV -4 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.

*R.B. Quinn*



A 129594

8300347

bt

00836

*Revised*

ARTICLES OF INCORPORATION  
OF  
HARBOR VIEW HOMES, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Harry Lohman, whose post office address is 909 Monroe Manor Road, Cloverfields, Stevensville, Queen Anne's County, Maryland 21666 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:

HARBOR VIEW 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.

11/23/82 original mailed to Harry Lohman, Harbor View Homes  
909 Monroe Manor Rd  
Stevensville, Md 21666

(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 Road, Stevensville, Maryland. The Resident

Agent of the Corporation is Harry Lohman, whose post office address is 909 Monroe Manor Road, Cloverfields, Stevensville, Queen Anne's Co, Maryland 21666. 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.

TWELFTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 28th day of July, 1982.

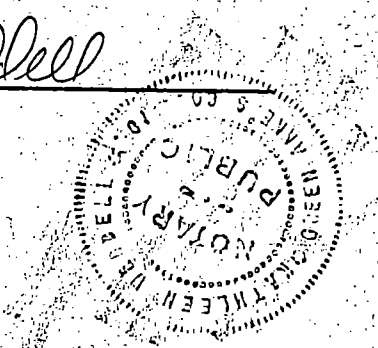
*Harry Lohman*  
\_\_\_\_\_  
Harry Lohman

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

I HEREBY CERTIFY that on this 28th day of July, 1982, before me, a NOTARY PUBLIC in and for the State and County aforesaid, personally appeared Harry Lohman, and acknowledged the foregoing Articles of Incorporation to be his act.

*Kathleen Weddell*  
\_\_\_\_\_  
Notary Public

My Commission Expires: 7-1-86



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS arts/mc WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov 1982 AT 11:36 A.M.  
AND RECORDED IN  
SER mwm 7 folio 377 arts/mc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
HARBOR VIEW HOMES, INC.

NOV-4-82 A 21063 \*\*\*\*\*550

CLERK

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 10, 1982 at 9:01 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2552, folio 0835 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 NOV -4 AM 11:35  
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.

*[Signature]*



A 129875

8300488

drb

LIBER 7 PAGE 383

11/23/82 original mailed to Turner & Thompson  
209 Lawyers Row  
Centreville, Md 21617

02368

7 PAGE 384

ARTICLES OF AMENDMENT

1982 AUG 11 AM 5:52

LUGINBUHL, MEREDITH, LUCAS AND GEARHEART, INC., a Maryland corporation having its principle office in Talbot County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that

FIRST: The charter of the Corporation is hereby amended by striking out ARTICLE SECOND and ARTICLE FOURTH, and inserting in lieu thereof the following:

"SECOND: The name of the corporation (hereinafter called the "Corporation") is: LUCAS AIR, INC."

"FOURTH: The post office address of the principal office of the Corporation in this State is Farmers National Bank Building, 102 Broadway, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is Patrick E. Thompson, Esquire, 109 Lawyers Row, Centreville, Maryland 21617. Said Resident Agent is an individual residing in this State."

SECOND: The board of directors of the Corporation by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the board, adopted a resolution in which was set forth the foregoing amendment to the charter declaring that said amendment of the charter was advisable and directing that it be submitted for action thereon by unanimous written consent and waiver of all stockholders.

THIRD: A consent in writing, setting forth approval of the amendment of the charter of the Corporation hereinabove set forth, was signed by all stockholders of the Corporation entitled to notice of a meeting of stockholders have waived in writing any rights they may have to dissent from such amendments; and such consent and waivers are filed with the records of the Corporation.

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

IN WITNESS WHEREOF, Luginbuhl, Meredith, Lucas and Gearheart, 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 5<sup>th</sup> day of August, 1982.

ATTEST:

LUGINBUHL, MEREDITH, LUCAS AND  
GEARHEART, INC.

*Veronica Lucas*  
VERONICA LUCAS, Secretary

BY: *James Lucas*  
JAMES LUCAS, President

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

*James Lucas*  
JAMES LUCAS, President

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

ARTICLES OF AMENDMENT

OF

THIS Arts. Amend. ~~was~~  
RECEIVED FOR RECORD THIS 4<sup>th</sup>  
DAY OF Nov 82 AT 11:36 A.M.

LUGINBUHL, MEREDITH, LUCAS AND GEARHEART, INC.

Changing its name to:

AND RECORDED IN  
BOOK MUM 7 folio 384 arts/me  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

LUCAS AIR, INC.

NOV -4-82 A 21064 \*\*\*\*\*5.00

~~CLERK~~

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 11, 1982 at 9:52 o'clock A.M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2552, folio 2367, 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 \$ \_\_\_\_\_

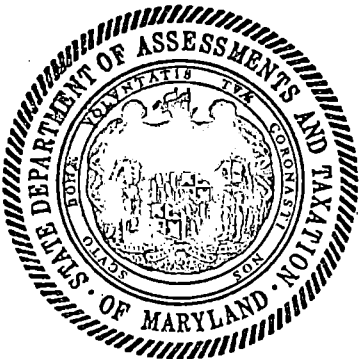
RECEIVED  
CLERK, CIRCUIT COURT  
1982 NOV -4 AM 11: 36  
QUEEN ANNE'S COUNTY

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.

*R.B. Quinn*



A 130116

8300572

bt

PATCHETT & SONS, INC.  
ARTICLES OF AMENDMENT

PATCHETT & SONS, INC., a Maryland corporation, having its principal office at P.O. Box 150, Church Hill, Maryland, 21623, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

"SECOND: The name of the Corporation is "D. PATCHETT & SONS, INC."

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 amendment 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, PATCHETT & 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 10<sup>th</sup> day of August, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of PATCHETT & SONS, INC. and, under the penalties of perjury, that the matters and facts set forth herein

1982 AUG 17 A 9:10

11/23/82 Original mailed to David C. Bryson, Esq. Centerville, Md 21617



with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

PATCHETT & SONS, INC.

Sally Ann Patchett  
Sally Ann Patchett, Secretary

BY: Dorsey D. Patchett  
Dorsey D. Patchett, President

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS arts/amend WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov 1982 AT 11:36 A.M.  
RE ..... AND RECORDED IN  
LIBER MUM 7 folio 387 arts/me  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF AMENDMENT  
OF  
PATCHETT & SONS, INC.  
Changing its name to:  
D. PATCHETT & SONS, INC.

NOV-4-82 A 21065 \*\*\*\*\*5.00

CLERK

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 18, 1982 at 9:01 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2553, folio 1209 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 NOV -4 AM 11:36  
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

*[Signature]*



A 130430  
8300897

drb

11/23/82 original mailed to Lantz & Pitcher  
176 Conduit St.  
Annapolis, Md 21401

1239

LIBER 7 PAGE 390

C&J BUILDERS, INC.  
ARTICLES OF AMENDMENT

C&J BUILDERS, INC., a Maryland Corporation, having its principal office at 517 Rabbit Hill Road, Riva, Maryland 21140 (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to insert the statement of Election to be a close corporation, entering in paragraph two of said Charter under the name of the Corporation the words "Close Corporation", from and after the date of acceptance of these Articles of Amendment by the Department.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408Bc) of the Corporation 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 amendments.

In Witness Whereof, C&J Builders, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate to be affixed and attested by its Secretary on this 17<sup>th</sup> day of August, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of C&J Builders, Inc., and, under the penalties of perjury that the matters and facts set

1982 AUG 19 A 10 44

1982 AUG 23 P 11:49

LANTZAS & PITCHER  
ATTORNEYS AT LAW  
176 CONDUIT STREET  
ANNAPOLIS, MD. 21401  
TELEPHONE: 266-6611

1240

forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

C&J BUILDERS, INC.

John J. Riley (SEAL)  
John J. Riley, Secretary

BY:

Carl F. Paddy  
Carl F. Paddy, President

LANTZAS & PITCHER  
ATTORNEYS AT LAW  
176 CONDUIT STREET  
ANNAPOLIS, MD. 21401  
TELEPHONE: 266-3611

LIBER

7 PAGE 391

ARTICLES OF AMENDMENT

OF

C & J BUILDERS, INC.

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

I HEREBY CERTIFY THAT

THIS arts/amend WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF Nov 1982 AT 11:36 A.M.

NOV -4-82 A 21066 \*\*\*\*\*5.00

AND RECORDED IN  
LIBER MWM 7 folio 390 arts/snc  
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 August 23, 1982 at 11:49 o'clock A.M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2553, folio 1238 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 NOV -4 AM 11:36

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.

*R.B. Quinn*



A 130437

8301073

bt

1505

LANTZAS & PITCHER  
ATTORNEYS AT LAW

GEORGE S. LANTZAS  
J. WILLIAM PITCHER

176 CONDUIT STREET  
ANNAPOLIS, MARYLAND 21401  
268-6611

August 17, 1982

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

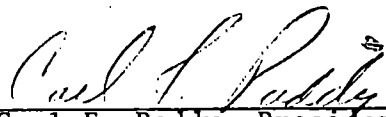
Certified Mail, Return Receipt Requested

Re: Change of Address of Principal  
Office of C&J Builders, Inc.

Gentlemen,

Enclosed find a certified copy of a resolution of the Board of Directors of C&J Builders, Inc. authorizing the change of the principal office of said Corporation from 517 Rabbit Hill Road, Riva, Maryland 21140 to 19-1 Bay City, Buckingham Drive, Stevensville, Maryland 21666.

C&J Builders, Inc.

  
by Carl F. Paddy, President

1982 AUG 19 A 9:53

11/23/82

7 PAGE 393

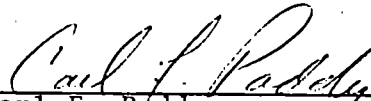
original moved to Lantz & Pitcher  
176 Conduit St.  
Annapolis, Md 21401

## C&amp;J BUILDERS INC.

## INFORMAL ACTION OF THE BOARD OF DIRECTORS

The undersigned, constituting all of the members of the Board of Directors of C&J Builders Inc., a Maryland Corporation ("the corporation") in accordance with Section 2-408(c) of the Corporation 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 said action, do hereby consent as follows:

RESOLVED: That the principal office of the Corporation be and it is hereby changed from 517 Rabbit Hill Road, Riva, Maryland 21140 to 19-1 Bay City, Buckingham Drive, Stevensville, Maryland 21666, and that the proper officers of the Corporation be and they are hereby authorized to file an appropriate copy of this resolution with the State Department of Assessments and Taxation and to do and perform any and all other necessary and proper acts incident thereto.



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Carl F. Paddy

---

John J. Riley III

01507

LANTZAS & PITCHER  
ATTORNEYS AT LAW

GEORGE S. LANTZAS  
J. WILLIAM PITCHER

176 CONDUIT STREET  
ANNAPOLIS, MARYLAND 21401  
268-6611

August 17, 1982

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

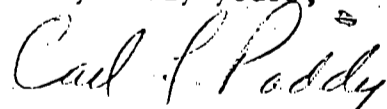
Certified Mail, Return Receipt Requested

Re: Change of Address of Resident Agent  
of C&J Builders Inc.

Gentlemen,

Notice is hereby given by the undersigned of the change of his post office address from 517 Rabbit Hill Road, Riva, Maryland 21140 to 19-1 Bay City, Buckingham Drive, Stevensville, Maryland 21666 to take effect August 22, 1982.

Very truly yours,



Carl F. Paddy  
Resident Agent

CFP:djp



NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS  
AND PRINCIPAL OFFICE

OF

C. & J BUILDERS, INC.

267

received for record August 19, 1982 , at 9:53 A.M.  
and recorded on Film No. 2551 Frame No. 1504 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> 20904 A.

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

NOV -4-82 A 21067 \*\*\*\*\*1.25

RECEIVED  
CLERK, CIRCUIT COURT  
1982 NOV -4 AM 11:36  
QUEEN ANNE'S COUNTY

Mr. Clerk Mail to: Lantzas & Pitcher  
176 Conduit Street  
Annapolis, Maryland 21401

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SGT.  
I HEREBY CERTIFY THAT  
THIS *Notice / Charge* WAS  
RECEIVED FOR RECORD THIS *4th*  
DAY OF *Oct* 19*82* AT *11:36 A.M.*  
RE ..... AND RECORDED IN  
LIBER *MCM7 folio 393 art 1/mc*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
CLERK.

*Marguerite M. Manbin*

rmc

ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
EASTERN SHORE SEAFOOD, INC.

12

Eastern Shore Seafood, Inc., a Maryland corporation having its principal office in Queen Anne's County, Maryland (hereinafter referred to as the "Corporation"), hereby amends its Articles of Incorporation as hereinafter set out and certifies to the State Department of Assessments as follows:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking out Article "SECOND" in its entirety and inserting in lieu thereof the following:

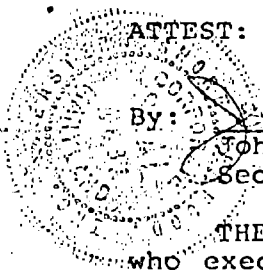
SECOND: Effective on 8/22/82, 1982, the name of the corporation (which is hereinafter referred to as the "Corporation") is "MARINER'S PRIDE SEAFOOD COMPANY".

SECOND: The amendment to the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation.

IN WITNESS WHEREOF, Eastern Shore Seafood, 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 22 day of August, 1982.

ATTEST:

EASTERN SHORE SEAFOOD, INC.



By: John A. Moffet, Jr.  
John A. Moffet, Jr.  
Secretary

By: Thomas S. Giancoli  
Thomas S. Giancoli  
President

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

Thomas S. Giancoli  
Thomas S. Giancoli

12/22/82 signed mailed to John A. Moffet, Jr.  
809 Dogway Rd.  
Urbana, VA 2180

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS arts/amend WAS  
RECEIVED FOR RECORD THIS 1st  
DAY OF Dec 1982 AT 10:41 A.M  
AND RECORDED IN  
LIBER mw m 7 folio 397 arts/one  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF AMENDMENT  
OF

EASTERN SHORE SEAFOOD, INC.

Changing its name to:

MARINER'S PRIDE SEAFOOD COMPANY

~~ELERZ~~

*Marguerite M. Marbin*

DEC-1-82 A 22145 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 31, 1982 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded. *J*

Recorded in Liber 2554, folio 670, 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 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.

*D. W. Hill*



RECEIVED  
CLERK, CIRCUIT COURT  
1982 DEC -1 AM 10:41  
QUEEN ANNE'S COUNTY

A 130782  
8301414

## ARTICLES OF INCORPORATION

OF

C. L. P. PAINTING, INC.

FIRST: We, the undersigned, CATHY L. PFEIFFER, whose post office address is 907 Kimberleigh Way, Stevensville, Maryland 21666, CAROL KRANTZ, whose post office address is 2533 Molton Way, Baltimore, Maryland 21207 and JAMES CERMAK, whose post office address is 10 Hall Road, Riviera Beach, Maryland 21122, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

C. L. P. PAINTING, INC.

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

- a. To operate as a painting, fence building and home improvement contractor in the State of Maryland.
- 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 merchant, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- e. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, or any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to

pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

g. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or 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 of the proceeds thereof, among the stockholders of this Corporation.

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

i. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust

of, the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. 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 907 Kimberleigh Way, Stevensville, Maryland 21666. The resident agent of the corporation is Steven A. Wilder, 14 W. Madison Street, Baltimore, Maryland 21201. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of common stock with the par value of One Dollar (\$1.00) each. The aggregate par value of all shares having par value is \$5,000.00.

SIXTH: The Corporation shall have three directors, CATHY L. PFEIFFER, CAROL KRANTZ and JAMES CERMAK and they shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The management of the business and affairs of the Corporation shall be vested in the Board of Directors, who shall, from time to time, as general business policy, and subject to the provisions and/or statutes, or to the votes of the stockholders, determine all affairs, matters or things pertaining to its business or affairs. These rights are granted with the full power and authority to the Board of Directors of the delegation thereof to duly authorized officers or individuals. The above granted powers to the Board of Directors are in furtherance of and not in limitation of the general powers conferred by law upon the Directors and/or the Corporaton.

EIGHTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance of its stock from time to time 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 the Board of Directors may deem advisable, subject to such limitations and restritions, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the subscribers have signed these Articles of Incorporations, this 7<sup>th</sup> day of September, 1982.

Cathy L. Pfeiffer  
CATHY L. PFEIFFER

Carol Krantz  
CAROL KRANTZ

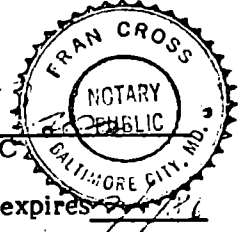
James CermaK  
JAMES CERMAK

0523

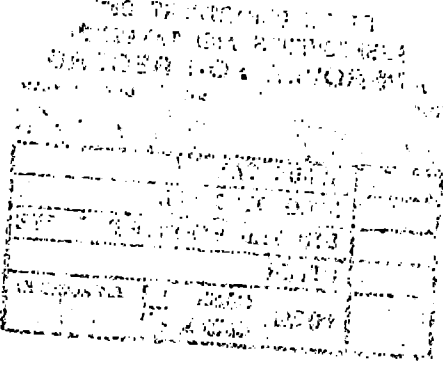
STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 9th day of September, 1982, before me, the subscriber, a Notary Public of the City and State aforesaid, personally appeared CATHY L. PFEIFFER, CAROL KRANTZ and JAMES CERMAK and they made oath in due form of law that the foregoing Articles of Incorporation are true and correct and that this is there deed and act.

*Frank Cross*  
NOTARY PUBLIC



My Commission expires 9/21/84





STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT

THIS arts/Inc WAS OF  
RECORDED FOR RECORD THIS 1st C. L. P. PAINTING, INC.  
DAY OF Dec 1982 AT 10:41 A.M.

AND RECORDED IN  
BOOK MWM 7 folio 399 arts/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

DEC-1-82 A 22146 \*\*\*\*\*5.00

~~SEPRE~~

*Marguerite de Marbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 20, 1982 at 11:58 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2556, folio 0518, 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 DEC -1 AM 10:41

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.

*D.W. Hill*



A 131475  
8302108

THE NARROWS, INC.

A Close Corporation

ARTICLES OF INCORPORATION

1997 SEP 24 D 9 51

FIRST: I, Michael R. Foster, whose post office address is Morgan Building, Shopping Center Road, Post Office 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

THE NARROWS, INC.

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

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

(1) To engage in the operation of an Inn, Restaurant, Carry-out Shop, or other types of food and beverage dispensing establishment and retail sales, and to engage in any other lawful purpose and/or business related thereto; and

(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 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 Route 1 Box 212,

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

12/22/82 original mailed to Michael R. Foster, Esq.  
P.O. Box 367  
Stevensville Md 21666

Queenstown, Queen Anne's County, Maryland 21658. The name and post office address of the Resident Agent of the Corporation is Bernard O. Hardesty, Jr., Route 1 Box 212, Queenstown, Queen Anne's County, Maryland 21658. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5000) shares of common stock, without par value.

SEVENTH: All stock issued by the Corporation shall not be transferrable except as made pursuant to any provisions contained in an 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 three Directors whose names are Bernard O. Hardesty, Jr., Brenda K. Hardesty, Kelly J. Hardesty, who shall serve until the organizational meeting, the election of officers and the issuance of the first shares of stock have been completed. Thereafter, the Corporation shall have no Directors and the business and affairs shall be managed by direct action of the stockholders of the Close Corporation and all powers given to the Directors by the Corporations and Associations Article of the Annotated Code of Maryland, or otherwise by law, may be exercised by the stockholders.

NINETH: With respect to:

- (1) the amendment of the Charter of the Corporation;
- (2) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (3) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(4) the sale, lease, exchange or other transfer of all or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(5) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; such action shall be effective and valid upon majority vote of the shares entitled to be case 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 30<sup>th</sup> day of August, 1982, 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:

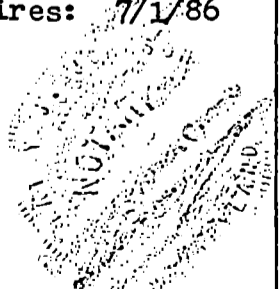
I HEREBY CERTIFY, that on this 30<sup>th</sup> day of Aug., 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MICHAEL R. FOSTER, and he acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Kathy Johnson

Notary Public

My commission expires: 7/1/86



LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS arts / inc WAS

RECEIVED FOR RECORD THIS 1st

DAY OF Dec 1982 AT 10:41 A.M.

AND RECORDED IN

BOOK mwm 7 folio 405 arts / inc

RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

*Marguerite M. Harbin*

ARTICLES OF INCORPORATION

OF

THE NARROWS, INC.

DEC -1-82 A 22147 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland September 24, 1982 at 9.51 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2556 folio 3429, 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 DEC -1 AM 10:41

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.

*D.W. Hill*



A 131730

8302395

drb

2685

Queen Anne's County Chapter, Maryland Association  
for Retarded Children, Inc.

ARTICLES OF AMENDMENT

Queen Anne's County Chapter, Maryland Association for Retarded Children, Inc., a Maryland Corporation having its principal office in Queen Anne's County, Maryland (Hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

First: The charter of the Corporation is hereby amended by striking out the Corporate name set out in the articles of incorporation and articles of amendment thereof and inserting in lieu thereof the following:

Queen Anne's County Association for Retarded Citizens, Inc.

Second: The Executive Committee of the Board of Directors of the Corporation, at a meeting duly convened and held on November, 10, 1981, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at the monthly meeting of the members of the Corporation to be held on January 12, 1982.

Third: Notice setting forth the said amendment of charter and stating that a purpose of the meeting of the members would be to take action thereon, was given as required by law, to all members of the Corporation entitled to vote thereon; and like notice was given to all members of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment. The amendment of the charter of the Corporation at said meeting was approved by the members of the Corporation by the affirmative vote of two-thirds of all the votes entitled to be counted thereon.

IN WITNESS WHEREOF, Queen Anne's County Chapter, Maryland Association for Retarded Children, Inc., has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to the hereunto affixed and attested by its Secretary or one of its Assistant Secretaries on September 20, 1982.

Queen Anne's Chapter, Maryland Association For  
Retarded Citizens, Inc.

By: Joseph DiCrispino  
President-Joseph DiCrispino

Attest:

Kathleen C. Edwards  
Secretary-Kathleen C. Edwards

12/20/82 Original mailed to Joseph DiCrispino  
QA's Queen Anne's County Association for Retarded Citizens, Inc.  
83N Prince of Wales Queen Anne's Co, Md 21657

I HEREBY CERTIFY that on September 20, 1982 before me the subscriber, a notary public of the State of Maryland in and for the County of Queen Anne's, personally appeared Joseph DiCrispino, President of Queen Anne's County Chapter, Maryland Association for Retarded Children, Inc., A Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath is due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

MARY CATHERINE QUIMBY  
 NOTARY PUBLIC STATE OF MARYLAND  
 My Commission Expires July 1, 1986

*Mary Catherine Quimby*  
 Notary Public



STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS arts/amend WAS RECEIVED FOR RECORD THIS 1st DAY OF Dec 1982 AT 10:42 A.M

AND RECORDED IN LIBER MWM 7 folio 409 Arts/Inc RECORD BOOK FOR QUEEN ANNE'S COUNTY

ARTICLES OF AMENDMENT

CLERK.

*Marguerite M. Marbin*

OF

DEC-1-82 A 22148 \*\*\*\*\*5.00

QUEEN ANNE'S COUNTY CHAPTER, MARYLAND ASSOCIATION FOR RETARDED CHILDREN, INC.

Changing its name to:

QUEEN ANNE'S COUNTY ASSOCIATION FOR RETARDED CITIZENS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 27, 1982 at 9:14 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2558, folio 2684, 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 DEC -1 AM 10:42

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.

*D.W. [Signature]*



A 132340

8302485

drb



ISLAND YACHT BROKERS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Charles W. Collett, whose post office address is P.O. Box 827, 7 King Charles Place, Annapolis, Maryland, 21404, 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

ISLAND YACHT BROKERS, INC.

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

(1) Sale of new and used motor yachts and sailing vessels.

(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 71, Chester, Maryland, 21619. The name and post office address of the Resident Agent of the Corporation in this State is Charles W. Collett, Rt. 1, Box 73, Chester, Maryland, 21619. Said Resident Agent is an individual residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, 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 considerations as said Board of Directors may deem advisable irrespective of the value or amount of such considerations, after first obtaining the unanimous approval of all stockholders of the Corporation.


SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased 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: A. Lamont Layton, Stephen J. Cernak, Charles W. Collett.

SEVENTH: The Corporation upon unanimous approval of the stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 23rd day of September, 1982.

WITNESS:

Myra W. Williams

  
CHARLES W. COLLETT

2B/D3

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

I HEREBY CERTIFY THAT

THIS arts/ Inc WAS  
RECEIVED FOR RECORD THIS 1st  
DAY OF Dec 1982 AT 10:42 A.M.

ARTICLES OF INCORPORATION

OF

ISLAND YACHT BROKERS, INC.

AND RECORDED IN  
LIBER MWM 7 folio 412 Arts/ Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK.

DEC -1-82 A 22149 \*\*\*\*\*5.00

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 27, 1982 at 8:51 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2557, folio 0162, 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 DEC -1 AM 10:42  
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.

*D. W. Hill*



A 131794

8302472

LIBER

7 PAGE 413

drb

12/22/82 original mailed to Haldesborough, France +  
P.O. Box 1148  
Easton, Md 21601

166

LIBER 7 PAGE 414 NAUTICAL PROPERTIES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Charles W. Collett, whose post office address is P.O. Box 827, 7 King Charles Place, Annapolis, Maryland, 21404, 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

NAUTICAL PROPERTIES, INC.

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

(1) Sale of improved and unimproved real estate, property management.

(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 71, Chester, Maryland, 21619. The name and post office address of the Resident Agent of the Corporation in this State is Charles W. Collett, Rt. 1, Box 73, Chester, Maryland, 21619. Said Resident Agent is an individual residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, 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 considerations as said Board of Directors may deem advisable irrespective of the value or amount of such considerations, after first obtaining the unanimous approval of all stockholders of the Corporation.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased 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: William A. Davis, Stephen J. Cernak, Charles W. Collett.

SEVENTH: The Corporation upon unanimous approval of the stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 23rd day of September, 1982.

WITNESS:

Myra W. Williams

  
CHARLES W. COLLETT

2B/D

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT

I HEREBY CERTIFY THAT

*Arts / Inc* WAS  
RECORDED THIS *1st*  
DAY OF *Dec* 19 *82* AT *10:42 A.M*

ARTICLES OF INCORPORATION  
OF  
NAUTICAL PROPERTIES, INC.

AND RECORDED IN  
BOOK *MUM 7 folio 414 Arts/Inc*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

~~CLERK~~

*Margurite M. Harbin*

DEC-1-82 A 22150 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 27, 1982 at 8:51 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2557*, folio *0165*, 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 DEC -1 AM 10:42  
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.

*D. W. Hill*



A 131795

8302473

drb

LIBER 7 PAGE 415

12/22/82 original mailed  
to Goldsborough, Franck  
Collett  
P.O. Box 1048  
Easton, Md  
21601

ISLAND YACHT MAINTENANCE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Charles W. Collett, whose post office address is P.O. Box 827, 7 King Charles Place, Annapolis, Maryland, 21404, 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

ISLAND YACHT MAINTENANCE, INC.

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

(1) Repair and maintenance of motor yachts and sailing vessels and the sale of related marine supplies.

(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 71, Chester, Maryland, 21619. The name and post office address of the Resident Agent of the Corporation in this State is Charles W. Collett, Rt. 1, Box 73, Chester, Maryland, 21619. Said Resident Agent is an individual residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, 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 considerations as said Board of Directors may deem advisable irrespective of the value or amount of such considerations, after first obtaining the unanimous approval of all stockholders of the Corporation.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased 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: Charles R. Barrett, Stephen J. Cernak, Charles W. Collett.

SEVENTH: The Corporation upon unanimous approval of the stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 23rd day of September, 1982.

WITNESS:

Myra W. Williams

  
CHARLES W. COLLETT

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

THIS arts / Inc WAS  
RECEIVED FOR RECORD THIS 1st  
DAY OF Dec 1982 AT 10:42 A.M

ARTICLES OF INCORPORATION  
OF

RE mwm 7 folio 416 arts/Inc ISLAND YACHT MAINTENANCE, INC.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite Lee Maxbin*

DEC-1-82 A 22151 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 27, 1982 at 8:51 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2557, folio 0168, 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 DEC -1 AM 10:42

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.

*D. W. Hill*



A 131796

8302474

LIBER 7 PAGE 417

drb

12/22/82 Original mailed to Alexander P. Rasin, III, Esq. 558 P.O. Box 228 Chestertown, Md 21620

LIBER

7 PAGE 418

0158

CHESAPEAKE HOME CENTER, INC.

ARTICLES OF INCORPORATION

FIRST: I, LARRY B. MOTTER, whose post office address is Primrose Road, RD 4, Box 162, Chestertown, Maryland 21620, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Chesapeake Home Center, Inc.

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

A. To operate the business of a home center, selling and dealing in materials of all kinds which can be used in construction, and either wholesale or retail, and either as principals or as agents.

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 Primrose Road, RD 4, Box 162, Chestertown, Maryland 21620. <sup>Queen Anne's County</sup> The name and post office address of the Resident Agent of the Corporation in this State is Larry B. Motter, Primrose Road, RD 4, Box 162, Chestertown, 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 Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be Four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

LAW OFFICES  
ALEXANDER P. RASIN, III  
COURT STREET  
P. O. BOX 228  
CHESTERTOWN, MARYLAND 21620  
1301 778-2818

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: Charles W. Sommers, Margaret L. Sommers, Larry B. Motter and Regina J. Motter.

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 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.



LIBER 7 PAGE 120

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27<sup>th</sup> day of September, 1982, and I acknowledge the same to be my act.

Larry B. Motter (SEAL)  
Larry B. Motter

STATE OF MARYLAND, COUNTY OF KENT, to wit:

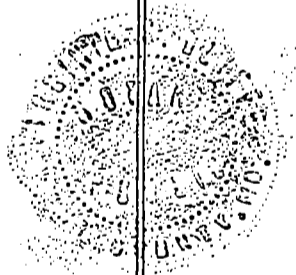
I HEREBY CERTIFY, that on this 27<sup>th</sup> day of September, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared LARRY B. MOTTER, and he made oath in due form of law that the foregoing Articles of Incorporation were made for the purposes therein contained, and that said document is his free act and deed.

AS WITNESS, my hand and Notarial Seal.

Virginia S. Oliffe  
Notary Public

My commission expires:

July 15<sup>th</sup> 1986



LAW OFFICES  
ALEXANDER P. RASIN, III  
COURT STREET  
P. O. BOX 228  
CHESTERTOWN, MARYLAND 21620  
1301-778-3518

STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS arts/Inc WAS RECEIVED FOR RECORD THIS 1st DAY OF Dec 1982 AT 10:42 A.M.

AND RECORDED IN LIBER MWM 7 folio 48 arts/Inc RECORD BOOK FOR QUEEN ANNE'S COUNTY.

ARTICLES OF INCORPORATION OF CHESAPEAKE HOME CENTER, INC.

CLERK

*Marguerite M. Manbin*

DEC-1-82 A #22152 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland September 28, 1982 at 11:32 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2557, folio 0157, 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 DEC -1 AM 10:42  
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.

*D. W. Hill*



A 131793

8302495

drb

LIBER

7 421

12/22/82 original mailed to  
Downes & Gregory  
Centreville, Md. 21617

LIBER

7 PAGE 422

3482

ARTICLES OF INCORPORATION  
OF  
STEVENS YACHTS, INC.

THIS IS TO CERTIFY;

FIRST: The undersigned, Vachel A. Downes, Jr., whose post office address is 115 Lawyers Row, Centreville, Maryland (21617), an adult 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 sometimes called the "Corporation") is:

STEVENS YACHTS, INC.

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 managing and chartering of boats or yachts throughout the world and of buying, owning, selling, leasing, trading, franchising, financing, and otherwise dealing in boats or yachts 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.

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, whose post office address is Post Office Box 129, Stevensville, Maryland (21666). Said resident agent is an individual and actually resides in the State of Maryland.

FIFTH: The total number of shares of stock which the corporation has authority to issue is 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 or One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the corporation shall be not less than 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 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; 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 whose post office address is Post Office Box 129, Stevensville, Maryland (21666).

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

1. The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of 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, or shares or 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 purposes 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 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, the contract is fair and reasonable to the corporation, and the Laws of Maryland, as from time to time constituted, relating to interested director transactions, are fully complied with, and thereupon, and only then, may such interested director 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.

3487

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 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 incorporator of Stevens Yachts, 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.

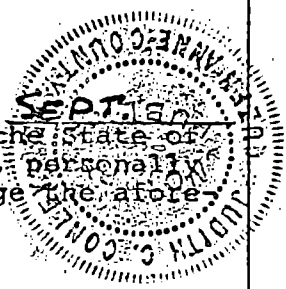
Dated the 17<sup>th</sup> day of SEPTEMBER, 1982.

Vachel A. Downes, Jr. (SEAL)  
VACHEL A. DOWNES, JR.

STATE OF MARYLAND  
COUNTY OF QUEEN ANNE'S

TO WIT:

I HEREBY CERTIFY, that on this 17 day of SEPTEMBER, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of QUEEN ANNE'S, personally appeared Vachel A. Downes, Jr., and he did acknowledge the foregoing Articles of Incorporation to be his act.



AS WITNESS my hand and Notarial Seal.

Judith C. Conley  
NOTARY PUBLIC



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

I HEREBY CERTIFY THAT

AS arts/ inc WAS  
RECEIVED FOR RECORD THIS 1st  
DAY OF Dec 82 AT 10:42 A.M.

ARTICLES OF INCORPORATION

OF

STEVENS YACHTS, INC.

AND RECORDED IN  
LIBER nwm 7 folio 422 arts/ inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

DEC -1-82 A 22153 \*\*\*\*\*5.50

*Margurite de Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 27, 1982 at 10:06 o'clock A. M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2556, folio 3481, 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 DEC -1 AM 10:42  
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.

*D.W. Hill*



A 131739

8302430

drb

THE CHURCH HILL VOLUNTEER FIRE COMPANY, INC. 1196

ARTICLES OF AMENDMENT

The Church Hill Volunteer Fire Company, Inc., having its principal office at Church Hill, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles THIRD and FOURTH, and by substituting in lieu thereof the following:

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 expend the income therefrom for any of the before-

LAW OFFICES  
ALEXANDER P. RABIN, III  
COURT STREET  
P. O. BOX 320  
CHESTERTOWN, MARYLAND 21620  
(301) 776-1515

LIBER

7 PAGE 429

12/22/82 Original mailed to Francis D. Jeter  
Attn: Box 23, Mt. Airy, Md. 21623

mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any 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 and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

C. Included among the 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: to aid and assist in extinguishing and preventing fires and conflagrations

LAW OFFICES  
ALEXANDER P. RASIN, III  
COURT STREET  
P. O. BOX 228  
CHESTERTOWN, MARYLAND 21620  
1301 776 3514

in the Town of Church Hill, Queen Anne's County, State of Maryland, and the surrounding communities; to purchase and maintain a fire engine or engines and other fire equipment of every kind and description necessary to extinguish and prevent fires and conflagrations; and to do any necessary or advisable things permitted by the laws of the State of Maryland and the United States of America for a corporation organized for these purposes.

FOURTH: The post office address of the principal office of the Corporation in this State is Church Hill, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Francis D. Jester, Route 1, Box 12B, Church Hill, Maryland 21623. Said Resident Agent is an individual actually residing in this State.

SECOND: The Articles of Incorporation are hereby amended by adding thereto the following new Articles SEVENTH, EIGHTH and NINTH:

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 1200  
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,

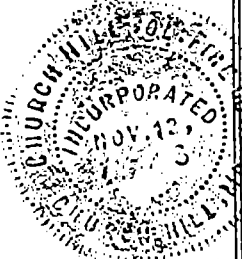
A. References to "charitable organizations" or  
"charitable organization" mean corporations, trusts,  
funds, foundations, or community chests created or or-  
ganized in the United States or in any of its possessions,  
whether under the laws of the United States, any state  
or territory, the District 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 politi-  
cal 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 after-  
wards amended.

B. The term "charitable purposes" shall be limited  
to and shall include only religious, charitable, scien-  
tific 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 pur-

poses 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.

THIRD: The Board of Directors of the Corporation duly advised the foregoing Amendments to the membership of the Corporation and, at a meeting of the membership of the Corporation duly held in accordance with law on September 7th, 1982, the membership of the Corporation duly approved said Amendments.

IN WITNESS WHEREOF, The Church Hill Volunteer Fire Company, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 7th day of September, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of The Church Hill Volunteer Fire Company, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.



ATTEST: THE CHURCH HILL VOLUNTEER FIRE COMPANY, INC.

Walter C. Heltz  
Secretary

By: James K. Dechobor  
President

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

I HEREBY CERTIFY, that on this 8th day of September, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James K. Dechobor, President of The Church Hill Volunteer Fire Company, Inc., personally known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing Articles of Amendment, and under oath and in due form of law he acknowledged the same to be the act of said Corporation and made for the purposes therein contained.

AS WITNESS, my hand and Notarial Seal.

Mary C. Cecil  
Notary Public

My commission expires:  
July 1, 1986

LAW OFFICES  
ALEXANDER P. RASIN, III  
COURT STREET  
P. O. Box 228  
CHESTERTOWN, MARYLAND 21620  
13011 FFD-3516

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF AMENDMENT

OF

THE CHURCH HILL VOLUNTEER FIRE COMPANY, INC.

THIS Art. / Amend. WAS  
RECEIVED FOR RECORD THIS 1st  
DAY OF Dec 1982 AT 10:43 A.M.

IN AND RECORDED IN  
BOOK m.w.m. 7 folio 429 Art. / Inc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

~~STAMP~~

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 9, 1982 at 9:50 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2555, folio 1195, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ No Fee Special Fee paid \$ \_\_\_\_\_

RECEIVED  
CLERK, CIRCUIT COURT

1982 DEC -1 AM 10:43

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.

*D. W. Hill*



A 131129

8301743

LIBER

7 PAGE 435





*Jan*

ARTICLES OF AMENDMENT  
OF  
DIXON'S FURNITURE, INC.  
TO CREATE A MARYLAND CLOSE CORPORATION

Dixon's Furniture, Inc., a Maryland Corporation, having its principal office at P.O. Box 7, Crumpton, Maryland 21628, (hereinafter referred to as "Corporation"), hereby certifies to the Maryland State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by adding Article TENTH:

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

SECOND: That the above amendment was unanimously advised by the Board of Directors of the Corporation and was unanimously approved by all of the stockholders of the corporation.

IN WITNESS WHEREOF, Dixon's Furniture, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14 day of September, 1982, and its President acknowledged that these Articles of Amendment are the act and deed of Dixon's Furniture, 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:

DIXON'S FURNITURE, INC.

*Mary Elizabeth Dixon*  
Mary Elizabeth Dixon, Secretary

BY: *Norman L. Dixon, Pres*  
Norman L. Dixon, President

1982 SEP 30 A 10:21

NIER, JARRELL  
& HUBBARD  
ATTORNEYS-AT-LAW  
DENTON, MARYLAND  
21628  
TELEPHONE 478-2112

LIBER 7 PAGE 437

2/15/83 Original mailed to Nier, Jarrell + Hubbard P.O. Box 130  
Denton, Maryland 21629

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

ARTICLES OF AMENDMENT

I HEREBY CERTIFY THAT

OF

DIXON'S FURNITURE, INC.

*Art. 1 Amend* WAS  
RECORDED THIS *19th*  
JAN 83 AT *2:45 P* M.

AND RECORDED IN  
BOOK *mem 7 folio 437* *Ad. Inc.*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

JAN 19-83 A #24254 \*\*\*\*\*5.0

CLERK

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 30, 1982 at 10:21 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2558*, folio *0760*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

CLERK. CIRCUIT  
1983 JAN 19 PM 2:45  
QUEEN ANNE'S COUNTY

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.

*R. B. Adams*



A 132166

8302667

00185

QUEEN ANNE'S COUNTY  
DEMOCRATIC CLUB, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Patricia M. LoCascio,  
Road  
whose post office address is 345 Wicomico, Stevensville,  
MD 21666, James Eckman, whose post office address is  
P.O. Box 55, Stevensville, MD 21666, and Richard E. Byrne,  
whose post office address is 712 Kimberly Way, Stevensville,  
MD 21666; all being of full legal age, do under and by  
virtue of the General Laws of the State of Maryland, authorizing  
the formation of corporations, associate ourselves with the  
intentions of forming a corporation.

REC'D OCT 1 1 100 200  
VA 9-3-80

SECOND: The name of the corporation (which is hereinafter  
referred to as the Corporation) is Queen Anne's County  
Democratic Club, Inc.

THIRD: The objects and purposes for which this cor-  
poration is formed is to unite its membership in the  
bonds of fraternity, benevolence and charity; and to further  
the mutual welfare of its members and their families by  
the dissemination of information and political education.

2/15/83 Original mailed to Charles E. Smith  
P.O. Box 147  
Main St., Grassville, Md. 21638

FOURTH: To receive and administer funds for fraternal and educational purposes, all for the benefit of its members and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than the members of this Corporation, or as shall in the opinion of the Board of Trustees, jeopardize the federal income tax exemption of the Corporation pursuant to Section

00187

501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for fraternal, educational, and charitable purposes, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD and FOURTH hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any

future United States Internal Revenue Law).

FIFTH: The post office address of the principal office of the Corporation in this State is 345 Wicomico Road, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Patricia M. LoCascio, 345 Wicomico Road, Stevensville, MD 21666; Said Resident Agent is an individual actually residing in this State.

SIXTH: 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.

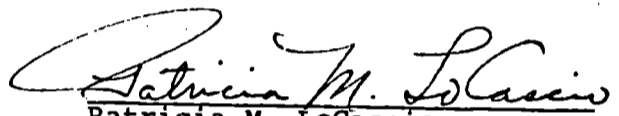
SEVENTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:  
Patricia M. LoCascio, 345 Wicomico Road, Stevensville, MD 21666,  
James Eckman, P.O. Box 55, Stevensville, MD 21666, and  
Richard E. Byrne, 712 Kimberly Way, Stevensville, MD 21666.


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 not contrary to the laws of the State of Maryland or of the United States.


NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 22nd day of September, 1982.

TEST:

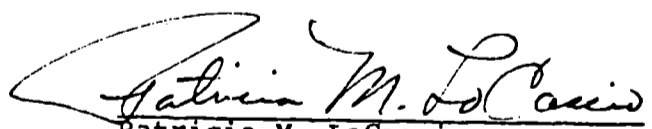
  
Patricia M. LoCascio


  
James Eckman

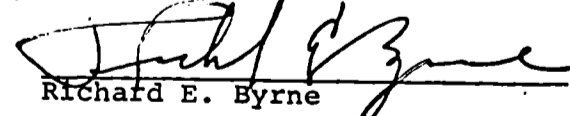
  
Richard E. Byrne

ACKNOWLEDGMENT

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

  
Patricia M. LoCascio

  
James Eckman

  
Richard E. Byrne



STATE OF MARYLAND  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
this Articles of Inc. WAS  
RECEIVED FOR RECORD THIS 1st  
DAY OF JAN 19 83 AT 2:45 P. M.  
AND RECORDED IN  
LIBER 2558, FOLIO 439 Articles  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.

ARTICLES OF INCORPORATION  
OF  
QUEEN ANNE'S COUNTY DEMOCRATIC CLUB, INC.

*Margaret M. Manbin*

JAN 19-83 A 24255 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 1, 1982 at 9:39 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2558, folio 0184 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, CIRCUIT COURT

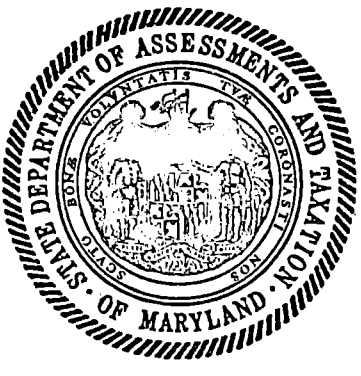
1983 JAN 19 PM 2:45  
QUEEN ANNE'S COUNTY

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.

*R. B. Quinn*



A 132084

8302692

bt

*2/15/83 Original mailed to John Moffet  
2809 Logway Rd  
Vienna Va 22180*

TRAILWAY TRUCK TERMINAL, INC.  
(a close corporation under Title 4  
Corporation & Associations Article, Annotated Code of MD)

## ARTICLES OF INCORPORATION

FIRST: The undersigned, Benjamin T. Hayes and Connie M. Hayes, both of whom have the post office address of 1008 Tamworth Road, Bel Air, Maryland, 21014, 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 TRAILWAY TRUCK TERMINAL, INC.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

FOURTH: The post office address of the principal office of the Corporation is Route 301, Centreville, Maryland, 21617. The name and post office address of the resident agent of the Corporation in Maryland are Joseph M. Guida, Esquire, 11433 Pulaski Highway, White Marsh, Maryland, 21162. Said resident agent is a citizen of Maryland and actually resides therein.

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

1. To do the servicing and repair of trucks, to act as a fuel stop, to offer towing services, and to offer restaurant services.
2. To subscribe, or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or to otherwise dispose of the whole or any part of the shares of the stock, bonds, coupons, mortgages, deeds of trust, debenture, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or associations now or hereafter existing, and whether created by or under the laws of the State of Maryland, or otherwise, and while the owners of said shares of stock, or bonds, or other property to exercise all the rights, powers, and privileges

of ownership of every kind and description, including the right to vote thereon, with the power to designate persons for that purpose from time to time to the same extent as natural persons might or could do.

3. To purchase, hold, sell and reissue the shares of its own capital stock.

4. To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that for the purpose for which this corporation is organized.

5. To engage in any other business of any kind or character whatsoever, and to that end, acquire, hold and dispose of any and all property, assets, stocks, bonds and rights of any kind.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares without par value all of one class.

SEVENTH: Benjamin T. Hayes and Connie M. Hayes shall act as directors until such time as the first annual meeting, or until their successors are duly chosen and qualified.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 29 day of Sept, 1982.

Witness:

Steve M. Hildenbrand

Steve M. Hildenbrand

Benjamin T. Hayes  
Benjamin T. Hayes

Connie M. Hayes  
Connie M. Hayes

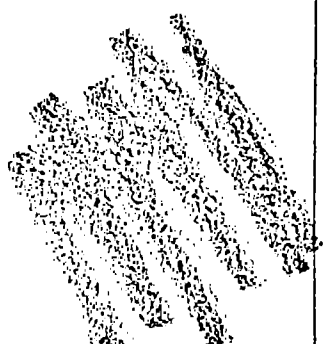
0829

STATE OF MARYLAND, COUNTY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 29 day of September 1982, before me, the subscriber, a notary public in and for the State and County aforesaid, personally appeared Benjamin T. Hayes and Connie M. Hayes 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.

Bessie J. Wolf  
Notary Public



STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

AS Ans Jelme WAS

RECEIVED FOR RECORD THIS 19th

DAY OF Jan 1983 AT 2:45 P. M.

ARTICLES OF INCORPORATION

OF

AND RECORDED IN

BOOK NUM 71, Pgs 445-446 TRAILWAY TRUCK TERMINAL, INC.

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK

*Marguerite M. Manbin*

JAN 19-83 A 24256 \*\*\*\*\*5.0

approved and received for record by the State Department of Assessments and Taxation of Maryland October 4, 1982 at 9:12 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2558, folio 826, 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

1983 JAN 19 PM 2:45

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.

*R. B. Adams*



A 132179

8302803

drb

ARTICLES OF INCORPORATION  
OF  
NATURE'S MEALS, INC.

ARTICLE I. THOMAS S. GIANCOLI, whose address is 1513 Timber Trail, Suffolk, Virginia 23433; GRADY LAVERNE CONAWAY, whose address is Box 251, Dominion Lane, Chester, Maryland 21619; and GWENDOLYN I. GIANCOLI, whose address is 1513 Timber Trail, Suffolk, Virginia 23433, all of whom are over the age of 18 years, are the incorporators of the corporation being formed hereby under and by virtue of the general laws of the State of Maryland.

ARTICLE II. The name of the corporation shall be NATURE'S MEALS, INC.

ARTICLE III. The corporation is formed for the purpose of engaging in any activity permitted by the laws of the State of Maryland.

ARTICLE IV. The principal office of the corporation shall be: P.O. Box 406, Chester, Maryland 21619.

ARTICLE V. The resident agent of the corporation shall be: Grady Laverne Conaway, P.O. Box 251, Dominion Lane, Chester, Maryland 21619.

ARTICLE VI. The total number of shares of capital stock, all of which are of a single class, which the corporation has authority to issue is 1,000 shares with a par value of \$1.00, yielding an aggregate par value of \$1,000.00.

ARTICLE VII. The number of directors of the corporation shall be an uneven number of not less than 3 nor more than 5, and the names of the initial directors who shall act as such until the first annual meeting and until their successors are elected and qualified are:

Thomas S. Giancoli  
Grady Laverne Conaway  
Gwendolyn I. Giancoli

2/15/83 Original mailed to John Moffet  
2809 Logway Rd.  
Winna 7th 22180

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 8th day of October, 1982.

WITNESS:

Jayne H. Scrivens

Thomas S. Giancoli (SEAL)  
Thomas S. Giancoli

Jayne H. Scrivens

Grady Laverne Conaway (SEAL)  
Grady Laverne Conaway

Jayne H. Scrivens

Gwendolyn I. Giancoli  
Gwendolyn I. Giancoli

STATE OF MARYLAND

COUNTY OF MONTGOMERY, to wit:

I hereby certify that, on this 8th day of October, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Thomas S. Giancoli, Grady Laverne Conaway 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 set forth.



Teresa Sue Redman  
Notary Public

My Commission expires: \_\_\_\_\_

TERESA SUE REDMAN  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1986

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

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT

OF

*(Att's) elnc* WAS

NATURE'S MEALS, INC.

MADE FOR RECORD THIS *19th*

DAY OF *Jan* 19 *83* AT *2:46 P.*M.

BE AND RECORDED IN

JAN 19-83 A 24257 \*\*\*\*\*5

LIBER *ma m 7, folio 449* *(Att's) elnc*

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

*Marguerite Lee Harbin* CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 15, 1982 at 11:52 o'clock A M. as in conformity  
with law and ordered recorded. 3

Recorded in Liber 2559, folio 2163 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  
1983 JAN 19 PM 2:46  
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 132633

8303409

LIBER

7 PAGE 451

bt



## SHORTHAUL TRUCKING COMPANY

## ARTICLES OF REVIVAL

Shorthaul Trucking Company, a Maryland corporation having its principal office in Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on or about October 7, 1981, 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 Shorthaul Trucking Company.

THIRD: The name by which the Corporation will hereafter be known is Shorthaul Trucking Company.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 17D Mariners Way, Stevensville, Maryland 21666.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland is Robert Sheldon, 17D Mariners Way, Stevensville, Maryland 21666. 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,

2/15/83 Original mailed to Bouell Adams Mgmt. Co.  
3251 Old Lee Hwy #104  
Fairfax, Va. 22030.

would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on March 18, 1982.

*Ronald L. Keaton*  
Last Acting President

*Andrew J. Serafin*  
Last Acting Secretary

State of \_\_\_\_\_, ss:  
County of \_\_\_\_\_,

I HEREBY CERTIFY that on October 11, 1982, before me, the subscriber, a notary public of the State of Maryland in and for the County of Montgomery, personally appeared Ronald L. Keaton, the last acting President and Andrew J. Serafin, the last acting Secretary of Shorthaul Trucking Company, a Maryland corporation, and severally acknowledge the foregoing Articles of Revival to be their act.

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

*[Signature]*  
Notary Public

My Commission Expires: 7/1/86

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT,  
I HEREBY CERTIFY THAT  
AS Articles of Revival WAS  
RECEIVED FOR RECORD THIS 19th  
DAY OF Jan 19 83 AT 2:46 P.M.  
AND RECORDED IN  
BOOK 7 FOLIO 452 OF THE  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF REVIVAL  
OF  
SHORTHAIL TRUCKING COMPANY

JAN 19-83 A #24258 \*\*\*\*\*5.00

*Marguerite M. Marbin*  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 18, 1982 at 3:51 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2559, folio 3325, 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

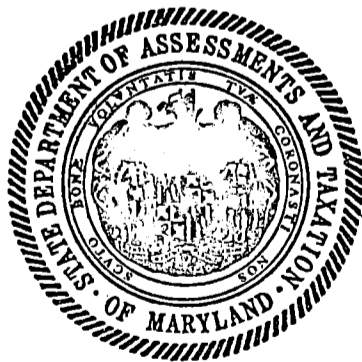
RECEIVED  
CLERK, CIRCUIT COURT  
1983 JAN 19 PM 2:46  
QUEEN ANNE'S COUNTY

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.

*[Signature]*



A 132719

8303444

PINE TREE DISTRIBUTORS, INC.  
(A Close Corporation)

ARTICLES OF AMENDMENT AND RESTATEMENT

PINE TREE DISTRIBUTORS, INC., a Maryland close corporation, having its principal office at R.D. #1, Box 600, Chester town, Maryland 21620 (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 by striking in their entirety Articles FIRST through NINTH, inclusive, and by substituting in lieu thereof the following:

"FIRST: The name of the corporation (which is hereafter called the "Corporation") is Pine Tree Distributors, Inc.

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

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 all things and to have and exercise all the authorities and powers generally done and exercised by a nursery business in accordance with the laws of the State of Maryland, now in effect or hereafter enacted.

(e) 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 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 limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is R.D. #1, Box 600, Chestertown, Maryland 21620. The name and post office address of the Resident Agent of the Corporation in this State is Edward T. Sharkey, R.D. #1, Box 600, Chestertown, 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 common stock of the par value of One Hundred (\$100) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000) Dollars.

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be three (3) directors, whose names are Edward T. Sharkey, Janet Sharkey, and Mitchell Pearl.

SEVENTH: (1) As used in this Article SEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnifications 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 sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all 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."

06128

**THIRD:** 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 the affirmative vote of every stockholder of the Corporation in accordance with Section 4-203 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 to be effective upon acceptance for filing by the Maryland Department of Assessments and Taxation. There are no subscribers for the stock of the Corporation.

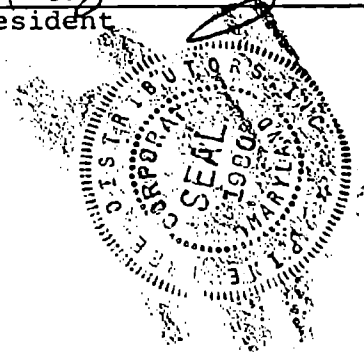
IN WITNESS WHEREOF, Pine Tree Distributors, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 7<sup>th</sup> day of OCTOBER, 1982, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of Pine Tree Distributors, 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:

PINE TREE DISTRIBUTORS, INC.  
(A Close Corporation)

Gret Shockey  
Secretary

BY: Edward Shroy  
President



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Articles of Amendment WAS  
RECEIVED FOR RECORD THIS 17th  
DAY OF Jan 83 AT 2:46 P.M.  
RE AND RECORDED IN  
LIBER NUM 7 Vol 455 Article  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
PINE TREE DISTRIBUTORS, INC.

JAN 19-83 A #24259 \*\*\*\*\*5

*Marguerite M. Markin*  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 19, 1982 at 9:28 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2560, folio 00125 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  
1983 JAN 19 PM 2:46  
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.

*[Signature]*



A 132757

8303471

drb

00797

CR#  
23306

Rt. 1, Box 246-D4  
Queenstown, Md. 21658  
October 14, 1982

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

HAND DELIVERED


Re: Change of address of  
Resident Agent  
Riverwest Builders Inc.

Gentlemen:

Notice is hereby given to the State Department of Assessments and Taxation of Maryland that the post office address of the resident agent of Riverwest Builders Inc., in the State of Maryland, is changed from Box 27-19, Stevensville, Maryland 21666 to Rt. 1, Box 246-D4, Queenstown, Maryland 21658.

Very truly yours,

RIVERWEST BUILDERS INC.

By:   
Gregory D. Saunders,  
President

1982 OCT 14 P 355

LIBER

7 PAGE 459

2/15/83 Original mailed to Gregory D. Saunders  
Rt. 1, Box 246-D4  
Queenstown, Md. 21658



NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS  
OF  
RIVERWEST BUILDERS INC.

9

received for record October 14, 1982

, at 3:55 P.M.

and recorded on Film No. 2560

Frame No. 0796 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 21170 A

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

JAN 19-83 *	24260	*****1.25
JAN 19-83 A	24260	*****1.25

Cash receipt #23306 7D

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JAN 19 PM 2:47  
QUEEN ANNE'S COUNTY

Mr. Clerk Mail to: Gregory D. Saunders  
Route 1, Box 246-D4  
Queenstown, Maryland 21558

QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Net Change WAS  
RECEIVED FOR RECORD THIS 1983  
DAY OF Jan 19 83 AT 2:47 P.M.  
RE ..... AND RECORDED IN  
LIBER Mem 74-459 Ord. del. no.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Marguerite M. Manbin*

ARTICLES OF AMENDMENT  
OF  
QUEEN ANNE CONSTRUCTION COMPANY, INC.

\* \* \* \* \*

Queen Anne Construction Company, Inc., a Maryland corporation, having its principal office at Stevensville, Queen Anne's County, Maryland (21666), (hereinafter referred to as the "corporation"), hereby certifies to the State Department Of Assessments Of Maryland (hereinafter referred to as the "Department") that:

FIRST: The charter of the corporation is hereby amended to add an election to be and become a close corporation under the Laws of Maryland, and from and after the date of acceptance of these Articles of Amendment by the Department, Article NINTH is hereby added to said charter.

SECOND: The charter of the corporation is hereby amended by adding Article NINTH to the same as follows:

NINTH: This corporation elects to be a close corporation under the Laws of Maryland.

THIRD: 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 amendment and by written informal action unanimously taken by all the stockholders of the corporation (there being no subscribers to the capital stock of the corporation) in accordance with Section 2-505 of said Corporations and Association Article of the Annotated Code of Maryland, each and every stockholder and each and every director of the corporation duly approved said amendment.

IN WITNESS WHEREOF, Queen Anne Construction Company, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 25 day of SEPTEMBER, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Queen Anne Construction Company, Inc., and, under penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true and correct in all material respects to the best of his knowledge, information and belief.

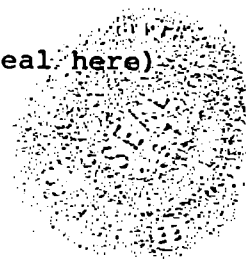
ATTEST:

QUEEN ANNE CONSTRUCTION COMPANY,  
INC.

Robert S. Tano

BY: Edvige S. Tano  
Edvige Tano, President

(Place corporate seal here)



4/8/83 original mailed to Walter H. Downes, Jr., Esq.  
Centerville, Ind.

STATE OF MARYLAND

TO WIT:

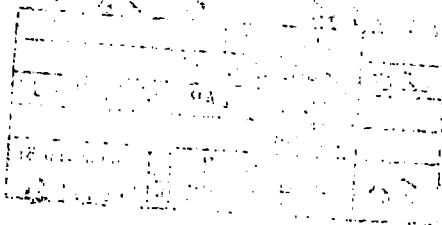
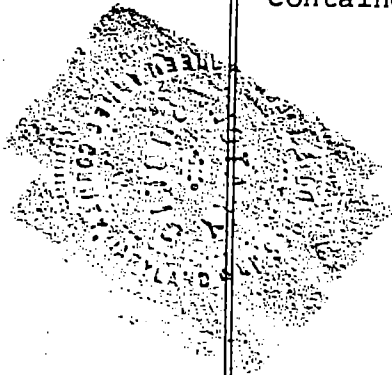
COUNTY OF QUEEN ANNE

I HEREBY CERTIFY, that on this 25 day of SEPTEMBER, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of QUEEN ANNE personally appeared Edvige Tano, who did acknowledge herself to be the President of Queen Anne Construction Company, Inc., and that she as such President, being authorized so to do, did execute the foregoing instrument for the purposes therein contained.

AS WITNESS my hand and Notarial Seal.

*Vladimir Blum*  
NOTARY PUBLIC

My Commission Expires: 7-1-86



*Edvige Tano, President of Queen Anne Construction Company, Inc., acknowledged the execution of this instrument before me on the 25th day of September, 1982.*

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

AS Art/Inc WAS ARTICLES OF AMENDMENT

RECEIVED FOR RECORD THIS 10<sup>th</sup> OF

OF Mar. 19 83 AT 11:14 A.M. OF QUEEN ANNE CONSTRUCTION COMPANY, INC.

AND RECORDED IN MMW 197 Folio 761 ORDER BOOK FOR QUEEN ANNE'S COUNTY

~~MAR 10 83 \* 26320 \*\*\*\*\*30.00~~  
MAR 10 83 A 26320 \*\*\*\*\*5.00

*Marguerite M. Markin*  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 28, 1982 at 10:24 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2561, folio 0332 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 \$ 5.<sup>00</sup>

RECEIVED  
CLERK, CIRCUIT COURT  
1983 MAR 10 AM 11:14  
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.

*[Signature]*



A 133135

8303896

drb

LIBER 7 463

4/8/83 original mailed to Lochte, Murray, etc.  
14300 Gallant Fox Lane  
Bowie, Md 20715

02882

LIBER

7 PAGE 464

ARTICLES OF INCORPORATION

OF

DONNELLY SALES, INC.

(A CLOSE CORPORATION)

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Philip B. Donnelly whose post office address is 319 Five Farms Dr., Stevensville, MD 21666 being at least twenty-one years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, form this corporation by the execution and filing of these articles.

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

DONNELLY SALES, INC.

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

(a) To carry on business of selling plumbing, heating, cooling, hardware and related products and other lines of goods as a manufacturer's representative, and including distribution and marketing of same, and activities related thereto.

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

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

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

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

LOCHTE, MURRAY,  
NORTHROP, SCHIFF & SHELBY  
ATTORNEYS AT LAW  
14300 GALLANT FOX LANE  
SUITE 218  
BOWIE, MARYLAND 20715

(301) 262-6000

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

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

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

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

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. 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 319 Five Farms Drive, Stevensville, Maryland 21666. The resident agent of the Corporation is Philip B. Donnelly whose post office address is 319 Five Farms Drive, Stevensville, Maryland 21666. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares, without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall be a Close Corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland. The Corporation will have no Board of Directors from such time as the organization meeting of directors and the issuance of some stock of the corporation have been completed. Until such time, the Corporation shall have one director and Philip B. Donnelly shall act as such. The director is hereby empowered to conduct the organization meeting and authorize the initial issuance of stock of the corporation, and without further act shall cease to be a director at such time as the organization meeting and the issuance of some stock of the Corporation have been completed.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 8th day of November, 1982, and acknowledges the same to be his act.

Witness

Philip B. Donnelly

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

ARTICLES OF INCORPORATION  
OF  
DONNELLY SALES, INC.

THIS Art/Inc WA:  
RECEIVED FOR RECORD THIS 10<sup>th</sup>  
DAY OF Mar 19 83 AT 11:14 AM

MAR 10-83 A 26319 \*\*\*\*\*5.00

AND RECORDED IN  
BOOK MWM #8 Folia 764 Credits Plus  
BOOK FOR QUEEN ANNE'S

*Marguerite M. Manbin*  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 12, 1982 at 10:39 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2562, folio 2881, 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 \$ 5.00

RECEIVED  
CLERK, CIRCUIT COURT

1983 MAR 10 AM 11:14

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.

*R. B. Quinn*



A 133670  
8304508

bjc

LIBER

7 PAGE 467



418153 signed mailed to *Dunes & Gregory Assoc*  
*115 Lawyers Row*  
*Centerville Md 21017*

ARTICLES OF INCORPORATION  
OF  
THIS IS IT, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Michael D. Steele, whose post office address is Rt. 1 Box 506A, Grasonville, Maryland (21638), an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

THIS IS IT, 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, carry on and maintain a retail store for the sale of groceries, foodstuff, gasoline, petroleum products and other items of merchandise at retail or wholesale.
- 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.

03714

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 G and E Quik Shop, Route 18, Grasonville, Queen Anne's County, Maryland (21638), and the resident agent of the corporation is Michael D. Steele, whose post office address is Route 1, Box 506A, Grasonville, Queen Anne's County, Maryland (21638). Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the corporation shall not be less than one (1), which number may be increased or decreased pursuant to the By-Laws of the corporation, but shall not be less than one (1); 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; and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is Michael D. Steele, whose post office address is Rt. 1 Box 506A, Grasonville, Maryland (21638).

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. 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.

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 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.

d. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if

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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.

e. 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.

f. 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.

NINTH: This corporation shall be a close corporation as defined by the Laws of Maryland.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 3 day of Nov., 1982.

WITNESS:

Emma R. Thomas

Michael D. Steele (SEAL)  
MICHAEL D. STEELE

STATE OF MARYLAND

TO WIT:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 3rd day of Nov., 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared Michael D. Steele, and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Emma R. Thomas  
NOTARY PUBLIC  
My Commission Expires 11/1/84

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS IS Art/Inc WA: ARTICLES OF INCORPORATION

RECEIVED FOR RECORD THIS 10<sup>th</sup>

OF

DAY OF Mar 19 83 AT 11:14 A.M

MAR 10-83 A #26318 \*\*\*\*\*5.00

AND RECORDED IN THIS IS IT, INC.

LIBER MWM #77 Folio 468 Detokene

RECORD BOOK FOR QUEEN ANNE'S COUNTY

Margurite L. Martin

approved and received for record by the State Department of Assessments and Taxation of Maryland November 12, 1982 at 9:27 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2562, folio 3712 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 \$ 5.00

RECEIVED  
CLERK, CIRCUIT COURT

1983 MAR 10 AM 11:14

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.

[Signature]



A 133766 - 8304588

PARK DEVELOPMENT CORPORATION

ARTICLES OF REVIVAL

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

FIRST: The charter of the Corporation was forfeited on 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 PARK DEVELOPMENT CORPORATION.

THIRD: The name which the Corporation will use after revival is: PARK DEVELOPMENT CORPORATION.

FOURTH: (a) The post office address of the principal office of the Corporation after revival is: P. O. Box 250, Stevensville, Maryland 21666; and the address of its principal office at the time the charter was forfeited was: P. O. Box 250, Stevensville, Maryland 21666.

(b) The name and post office address of the resident agent are of the Corporation in the State of Maryland/John A. Dalkowski, III, P. O. Box 250, Stevensville, Maryland 21666. 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

418/83 original mailed to Michael U. Wilson Esq. 304 N. Liberty St. Balto. Md. 21201

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(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 of its charter had not been forfeited.

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 October 28, 1982.

WITNESS:

*Michael Gisriel*  
Michael Gisriel

*John A. Dalkowski, III*  
John A. Dalkowski, III, Last Acting President  
Park Development Corporation

*Michael Gisriel*  
Michael Gisriel

*Sheryl M. Dalkowski*  
Sheryl M. Dalkowski,  
Last Acting Secretary-Treasurer  
Park Development Corporation

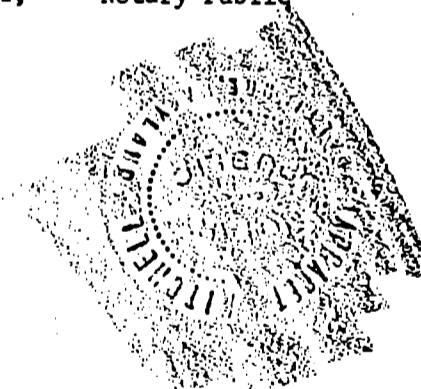
STATE OF MARYLAND, CITY OF BALTIMORE, SS:

I HEREBY CERTIFY, that on October 28, 1982, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared John A. Dalkowski, III, and Sheryl M. Dalkowski, who acknowledged themselves to be, respectively, the last acting President and last acting Secretary-Treasurer of Park Development Corporation, a Maryland Corporation, whose charter had been annulled, and severally acknowledged the foregoing Articles of Revival to be their act, and in my presence signed the same.

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

*Margaret Mitchell*  
Margaret Mitchell, Notary Public

My Commission expires: 7-1-86



QUEEN ANNE'S COUNTY, MD.  
I HEREBY CERTIFY THAT  
Art/Inc WAS  
RECEIVED FOR RECORD THIS 10<sup>th</sup>  
DAY OF Mar 19 83 AT 11:14 A.M.

ARTICLES OF REVIVAL  
OF  
PARK DEVELOPMENT CORPORATION

AND RECORDED IN  
LIBER MWM #7 Folio 473 Art/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Marguerite M. Martin*

MAR 10-83 A 26315 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 28, 1982 at 3:37 o'clock P. M. as in conformity  
with law and ordered recorded. 3

Recorded in Liber 2559, folio 2314 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~~ 5.00

RECEIVED  
CLERK, CIRCUIT COURT  
1983 MAR 10 AM 11:14  
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.

*R. B. Quinn*



A 132651

8303918

drb



ARTICLES OF INCORPORATION  
OF  
J S A CONSULTANTS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Mitchell B. Gerson, whose Post Office address is 23 West Middle Lane, Rockville, Maryland 20850, being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, do hereby declare my intention of forming a corporation by the execution and filing of these Articles.

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

J S A CONSULTANTS, INC.

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

a. To engage in the business of providing accounting, bookkeeping, financial, tax and other services and advice to individuals, corporations, business entities, trusts, estates and others, such services and advice to be rendered being those usually, customarily and normally being provided to clients by accountants in the State of Maryland.

b. To act as a general or limited partner or joint venture or in any other legal capacity whenever deemed advisable by the Directors of the Corporation.

4/8/83 Original mailed to *Entrance, Palom. Martin & Benmotelia 2201 Wis. Ave NW # 300 D.C. 20007*

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Page /2/

c. To prepare, develop, write, edit, distribute and sell newsletters, journals and other periodicals relating to developments in the tax laws or other laws as would effect tax, business and estate planning.

d. To carry on any of the business hereinabove enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the construction 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.

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 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.

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FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 61, Centreville, Maryland 21617. The Resident Agent of the Corporation is Janice S. Almquist whose post office address is Route 2, Box 61, Centreville, Maryland 21617. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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

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 one (1). The name of the director who shall act until the first annual meeting or until her successors are duly chosen and qualified is:

JANICE S. ALMQUIST

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

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.

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Page /4/

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 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 conversation rights of, such shares.

c. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of term 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.

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.

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

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Page /5/

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 2-148 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 depends 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

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Page /6/

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.

TENTH: The Corporation shall have perpetual existence.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the foregoing Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4<sup>th</sup> day of *November*, 1982, and acknowledges the same to be his act, and that to the best of his knowledge, information and belief all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

WITNESS:

*Elias S. Lehardt*

*Mitchell B. Gerson*  
MITCHELL B. GERSON

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

*Art Inc*

WAS

ARTICLES OF INCORPORATION

RECEIVED FOR RECORD THIS

*10th*

OF

DAY OF *Mar* 19 *83* AT *11:14* A.M

J S A CONSULTANTS, INC.

AND RECORDED IN

LIBER *MUM #7 Folio 476 Art Inc*

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK

MAR 10-83 A 26316 \*\*\*\*\*5.00

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *November 8, 1982* at *9:13* o'clock *A.* M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber *2562*, folio *1938* 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 \$ 5.00

RECEIVED  
CLERK, CIRCUIT COURT  
1983 MAR 10 AM 11:14  
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.

*BlB. Osburn*



A 133570  
8304320

BW

## GREENWOOD POINT CORPORATION

## ARTICLES OF AMENDMENT

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

FIRST: The Charter of the Corporation is hereby amended by striking out all of the Second Article and inserting in lieu thereof the following:

SECOND: The name of the Corporation is:  
David Steel & Associates, Inc.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on October 27, 1982, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and the amendment to the charter to change the Corporation name to "David Steel & Associates, Inc." was by unanimous written consent of all stockholders.


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

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

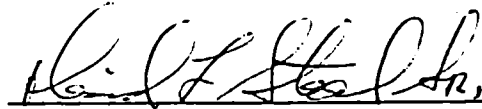
IN WITNESS WHEREOF, Greenwood Point Corporation has caused these presents to be signed in its name and on its behalf by its President and its Corporation seal to be hereunto affixed and attested by its Secretary on October 27, 1982, under penalties of perjury.

Attest:

Greenwood Point Corporation



SECRETARY  
Bernice D. Steel



PRESIDENT  
David L. Steel, Sr.



ARTICLES OF AMENDMENT

OF

GREENWOOD POINT CORPORATION

Changing its name to:

DAVID STEEL & ASSOCIATES, INC.

THIS Art/Inc  
RECEIVED FOR RECORD THIS 10<sup>th</sup>  
DAY OF MAR 19 83 AT 11:14 A.  
M. AND RECORDED IN  
LIBER M.M. #7 Folio 483 Art/Inc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

MAR 10-83 A 26317 \*\*\*\*\*5.00

CLERK

*Marguerite M. Martin*

Approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 8, 1982 at 10:58 o'clock A.M. as in conformity  
with law and ordered recorded.

*L*

Recorded in Liber 2562 folio 1486 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 \$ 5.00

RECEIVED  
CLERK, CIRCUIT COURT  
1983 MAR 10 AM 11:14  
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.

*R.B. Quinn*



A 133490

8304342

bt

*dw*

**TRIMBLE ENTERPRISES, INC.**

(A Close Corporation under C. A. Title 4  
of the Annotated Code of Maryland)

**ARTICLES OF INCORPORATION**

THIS IS TO CERTIFY:

That I, the subscriber, JANET M. TRIMBLE, whose post office address is Route 1, Box 407 Seward Road, Chester, Maryland 21619, being of full legal age, do, under and by virtue of the General Corporation Laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code of Maryland, authorizing the formation of corporation, hereby form a corporation.

**ARTICLE I**

NAME

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

**TRIMBLE ENTERPRISES, INC.**

**ARTICLE II**

PURPOSE

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

A. To engage in the profession of real estate sales and service which will include but not be limited to the following:

1. To act as an agent for buyers and sellers of real estate of whatever type, including but not limited to residential, commercial and farming. Such sales or purchases would affect land and/or buildings;
2. To assist landlords, land owners and prospective tenants in the rental of property as to both residential and commercial property;
3. To prepare and assist in the preparation of

*6/10/83 Original mailed to George A. Breschi  
406 W. Pennsylvania Ave.  
Lawson, Md. 21204*

appraisals of all real property, land and/or buildings;

4. To purchase land and to subdivide and sell or lease parcels of land and to purchase buildings for resale or lease;

5. To do and perform all activities and business normally related to a real estate agent and/or broker in the real estate business.

B. To engage in the business of retail sales of cosmetics, toiletries, jewelry, fragrances, personal hygiene and beauty care products, and miscellaneous gift and personal use items, through catalogs or otherwise, to individuals.

C. To enter into and carry out contracts with persons, firms, associations, corporations and other entities, including governmental and quasi-governmental bodies and agencies, either domestic or foreign, in any way necessary or incidental to or in connection with any of the business of the Corporation, and to do and perform the work called for in said contracts either directly or through sub-contractors.

D. To purchase and own, lease, rent or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, including that of a decedent or their estate, firm, association, corporation or other entity, either domestic or foreign, engaged in a business of the same general character as that purpose for which this Corporation is organized.

E. To purchase and own, lease, rent or otherwise acquire all types of equipment, machinery, supplies, merchandise, land, buildings and vehicles necessary for the accomplishment of any of the purposes and objects of the business of the Corporation.

F. To borrow money and to issue evidence of indebtedness in furtherance of any and all of the purposes and objects of the business of the Corporation and to secure the same by deed of trust, mortgage, pledge or other lien.

G. 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 1, Box 407 Seward Road, Chester, Maryland 21619. The Resident Agent of the Corporation is JANET M. TRIMBLE, whose post office address is Route 1, Box 407 Seward Road, Chester, Maryland 21619. Said Resident Agent is a citizen of Maryland and actually resides therein.

### ARTICLE IV

#### STATUS OF CORPORATION

The Corporation shall exist as a close corporation until such time as the stockholders, by unanimous consent, shall file Articles of Amendment to change such status.

### ARTICLE V

#### DIRECTORS

This Corporation shall have one (1) Director and JANET M. TRIMBLE shall act as such until the first annual meeting or until her successor(s) is/are duly chosen and qualified. The number of Directors of this Corporation may be increased and later decreased, but in no event shall this Corporation have less than one (1) Director.

### ARTICLE VI

#### CAPITAL STOCK

The total amount of the authorized stock of the Corporation is five thousand (5,000) shares of common stock with no par value per share.

The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, with no par value per share, 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 corporations which are contained in the Statutes of the State of Maryland, governing and providing for the formation of corporations under its General Laws.

## ARTICLE X

The Corporation may begin to carry on any of its businesses authorized by these Articles of Incorporation at any time after incorporation in the discretion of its Board of Directors, without all of its stock being subscribed and/or paid for.

IN WITNESS WHEREOF, I have signed and sealed these Articles of Incorporation on this 20 day of December, 1982.

WITNESS:

Justin E. BartonJanet M. Trimble  
JANET M. TRIMBLE

(SEAL)

STATE OF MARYLAND, COUNTY OF Queen Annes, to wit:

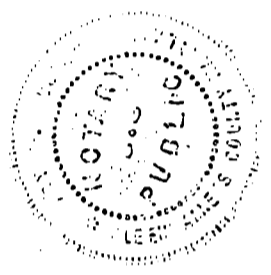
I HEREBY CERTIFY that on this 20 day of December 1982, before me, the subscriber, a Notary Public in and for the State of Maryland, County of Queen Annes, personally appeared JANET M.

TRIMBLE, the within incorporator, and she acknowledged the  
aforegoing Articles of Incorporation to be her act and deed.

AS WITNESS my hand and Notarial Seal.

Mary J. Gibson  
NOTARY PUBLIC

My Commission expires: 7-1-86



THIS INSTRUMENT, BY, SCT.  
CLERK OF SAID COUNTY THAT  
THIS Arts 1 & 2 WAS  
RECEIVED AND RECORDED THIS 17th  
DAY OF May 1983 AT 10:22 AM  
AND RECORDED IN  
LIBER mwm 7 folio 485 TRIMBLE ENTERPRISES, INC.  
RECORDED BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF

TRIMBLE ENTERPRISES, INC.

*Marguerite de Manbin*

MAY 17-83 A E29590 \*\*\*\*\*5.0

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 23, 1982 at 9:29 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2568, 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 \$ \_\_\_\_\_

RECEIVED  
CLERK, CIRCUIT COURT

1983 MAY 17 AM 10:22

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.

*[Signature]*



drb

A 135765

8306782

ARTICLES OF INCORPORATIONMEHLFERBER MANOR, INC.

FIRST: We, WALTER W. MEHLFERBER, Jr., and KATHRYN MESLER MEHLFERBER, whose post office address is Crab Alley Bay, Isle of Kent, Route 2, 733-Z Cox Neck Road, 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 MEHLFERBER MANOR, INC..

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

1. To provide care and shelter for elderly persons.
2. To provide information, counseling, advertising, public relations, and all other legitimate services in the health care field.
3. To engage in sales promotions, publications, and all other communication activities.
4. To engage in the ownership, operation, construction, franchising, management, marketing and all other lawful activities respecting the health care field and to engage in any other lawful business or businesses.
5. To enter into partnerships, joint ventures, and other business associations for any lawful purpose.
6. 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.
7. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Crab Alley Bay, Isle of Kent, Route 2, 733-Z Cox Neck Road, Chester, Maryland 21619. The name

6/10/83 Original mailed to Milton & Roth  
50 W. Montgomery Ave, Suite 340  
Rockville, Md. 20800



and post office address of the Resident Agent of the Corporation in this State is KATHRYN MESLER MEHLFERBER, Crab Alley Bay, Isle of Kent, Route 2, 733-Z 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 TWO THOUSAND (2,000) shares of common stock, with a par value of ONE DOLLAR (\$1.00) per share.

SIXTH: The number of directors of the Corporation shall be two (2), and the number of directors shall not be less than two (2) nor more than five (5). The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are WALTER W. MEHLFERBER, JR., and KATHRYN MESLER MEHLFERBER.

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

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of 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 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, we have signed these Articles of Incorporation, this 16<sup>th</sup> day of December, 1982, and we acknowledge the same to be our act.

WITNESS:

[Signature]

[Signature]  
WALTER W. MEHLFERBER, JR.

[Signature]

[Signature]  
KATHRYN MESLER MEHLFERBER

ARTICLES OF INCORPORATION  
OF  
MEHLFERBER MANOR, INC.  
MAY 17-83 A 29591 \*\*\*\*\*

ARTICLES OF INCORPORATION  
OF  
MEHLFERBER MANOR, INC.

MAY 17-83 A 29591 \*\*\*\*\*

*Marguerite M. Markin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 22, 1982 at 9:13 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2568, folio 0963 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  
1983 MAY 17 AM 10:22  
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.

*D. W. Hill*



A 135758

8306640

drb

V. J. Lee

ARTICLES OF INCORPORATION

OF

ROBERT HOWARD WRIGHT, M.D., INC.

KNOW ALL MEN BY THESE PRESENTS:

FIRST: That I, the undersigned, ROBERT HOWARD WRIGHT, M.D., whose post office address is Skipper Lane, Castle Marina, P.O. 771-2, Chester, Maryland 21619, being at least eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

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

"ROBERT HOWARD WRIGHT, M.D., INC."

THIRD: 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 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 and the name of the director who shall act until the first meeting or until his successor(s) is duly chosen and qualified is:

ROBERT HOWARD WRIGHT, M.D.

FOURTH: The purposes for which the Corporation is formed and the businesses or projects to be carried on and promoted by it are as follows:

A. To own, operate, manage, and conduct a professional service business involving all facets of the general

TULLEY & LEE  
ATTORNEYS AT LAW  
624 SO. MAIN STREET  
BEL AIR, MARYLAND  
21014

(301) 838-2772  
(301) 879-2772

practice of medicine, including a specialty in the field of Pathology, or, as the Directors deem appropriate, limiting the practice to one or more specialties thereof.

B. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Skipper Lane, Castle Marina, P.O. 771-2, Chester, Maryland 21619. The name and address of the Resident Agent of the Corporation in this State is ROBERT HOWARD WRIGHT, M.D., Skipper Lane, Castle Marina, P.O. 771-2, Chester, Maryland 21619. Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares, with no par value per share, all of which shares are of one class and are designated common stock.

SEVENTH: Except as may otherwise be provided by the Board of Directors, 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.

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 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 time 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.

3. With respect to:

(a) The amendment of the Charter of the Corporation;

(b) The consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) The merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) The issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

TULLEY & LEE  
ATTORNEYS AT LAW  
424 SO. MAIN STREET  
BEL AIR, MARYLAND  
21014

(301) 838-2772  
(301) 879-2772

(e) The sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchise;

(f) The participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation as the Corporation the stock of which is to be acquired;

(g) The voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all of the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

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 of 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 14<sup>th</sup> day of August, 1982, and I acknowledge the same to be my act.

WITNESS:

Phyllis Martha Wright

Robert Howard Wright, M.D.  
ROBERT HOWARD WRIGHT, M.D.

TULLEY & LEE  
ATTORNEYS AT LAW  
624 SO. MAIN STREET  
BEL AIR, MARYLAND  
21014

(301) 838-2772  
(301) 879-2772

...T. SCT.  
...Y THAT

*Chas R. No.* WAS

...IS *1766*

*May 53* AT *10:55 AM*

ARTICLES OF INCORPORATION

OF

ROBERT HOWARD WRIGHT, M.D., INC.

AND RECORDED IN

*Montg. Vol 496*

BOOK FOR QUEEN ANNES

CLERK.

MAY 17-83 A #29592 \*\*\*\*\*5.00

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 20, 1982 at 11:56 o'clock A. M. as in conformity  
with law and ordered recorded.

*6*

Recorded in Liber *2568*, folio *3842*, 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  
1983 MAY 17 AM 10:22  
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.

*[Signature]*



A 135795

8306427

LIBER

7 PAGE 501

drb

ARTICLES OF INCORPORATION  
OF  
NASH'S BALLOON ADVENTURES, LTD.

THIS IS TO CERTIFY

FIRST: That I, the undersigned, David Weston Gregory, whose post office address is 115 Lawyers Row, 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:

NASH'S BALLOON ADVENTURES, LTD.

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 establish or engage in the business of operating hot air passenger balloons for the purposes of providing charter flights, balloon rentals, advertising services and any other promotional related activities.

(b) To acquire real and personal property of all kinds for cash and 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 the stock of the Corporation, in cash, or otherwise, in the manner provided by the laws of the State of Maryland.

(c) 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: That the post office address of the principal office of the Corporation, in this State is Rt. 1 Box 92 A-3 Grasonville, Maryland 21638. The name and address of the resident agent of the Corporation in this State is David Weston Gregory, 115 Lawyers Row, Centreville, Maryland 21617. Said resident agent is an individual actually residing in the State of Maryland.

FIFTH: That the total number of shares of stock which the Corporation has authority to issue is 5,000 shares without nominal or par value, all of which shares are of one class and are designated common stock.

SIXTH: That the Corporation shall have two directors initially, subject to increase as may be provided for in the By-Laws, and Charles Edward Nash, III and Cathy Lynn Nash 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 consideration, 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 dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of the 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 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 as such prices 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 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 of 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 10<sup>th</sup> day of December, 1982.

WITNESS:

Conrad L. Hutson David Weston Gregory (SEAL)  
DAVID WESTON GREGORY

STATE OF MARYLAND

TO WIT:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 10<sup>th</sup> day of December 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Caroline, personally appeared David Weston Gregory, 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.

Conrad L. Hutson  
NOTARY PUBLIC

My Commission Expires: 7-1-1986



STATE OF MARYLAND  
QUEEN ANNE'S COUNTY, SCT.  
ARTICLES OF INCORPORATION  
OF  
NASH'S BALLOON ADVENTURES, LTD.  
MAY 83 AT 10:30 A.M.  
RECORDED IN  
BOOK 502  
PAGE 502  
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION  
OF  
NASH'S BALLOON ADVENTURES, LTD.

MAY 17-83 A #29593 \*\*\*\*\*5.00

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 15, 1982 at 10:24 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2566, folio 1872, 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  
1983 MAY 17 AM 10:24  
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.

*W. Hill*



A 135233  
8306200

DR

LIBER 7 PAGE 505

6/10/83 Original mailed to David Weston Gregory  
115 Lawyers Row  
Centreville, Md. 21617

LIBER

7 PAGE 5116

1522

ARTICLES OF INCORPORATION

OF

ISLAND VENDING COMPANY, INC.

THIS IS TO CERTIFY

FIRST: That I, the undersigned, David Weston Gregory, whose post office address is 115 Lawyers Row, 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:

ISLAND VENDING COMPANY, INC.

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 establish an engage in the business of operating vending and other coin or token activated machines for any and all types of amusement related activities, and to sell or supply food, beverages and tobacco products either by dispensing the same through said vending machines or in any other manner.

(b) To acquire real and personal property of all kinds for cash and partly for cash and partly for the securities of the Corporation; to acquire, by purchase or otherwise, real and/or personal property, property rights, buisness, 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 the stock of the Corporation, in cash, or otherwise, in the manner provided by the laws of the State of Maryland.

(c) 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: That the post office address of the principal office of the Corporation, in this State is Rt. 1 Box 92-A3, Grasonville, Maryland, 21638. The name and address of the resident agent of the Corporation in this State is David Weston Gregory, 115 Lawyers Row, Centreville, Maryland 21617. Said resident agent is an individual actually residing in the State of Maryland.

FIFTH: That the total number of shares of stock which the Corporation has authority to issue is 5,000 shares without nominal or par value, all of which shares are of one class and are designated common stock.

SIXTH: That the Corporation shall have two directors initially, subject to increase as may be provided for in the By-Laws, and Charles Edward Nash, III and Cathy Lynn Nash 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 consideration, 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 dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of the 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 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 as such prices 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 one class to holders or stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conformed 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 10<sup>th</sup> day of December, 1982.

WITNESS:

Connie L. Hutson

David Weston Gregory (SEAL)  
DAVID WESTON GREGORY

STATE OF MARYLAND

TO WIT:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 10<sup>th</sup> day of December, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Caroline, personally appeared David Weston Gregory, 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.

Connie L. Hutson  
NOTARY PUBLIC

My Commission Expires: 7-1-1986



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

THIS Articles WAS ARTICLES OF INCORPORATION  
REVISED AND THIS 1766 OF  
BY OF 1883 AT 10:20 A.M.  
AND RECORDED IN ISLAND VENDING COMPANY, INC.  
BOOK 13003, folio 506 Articles  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

CLERK

MAY 17-83 A #29594 \*\*\*\*\*5.07

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 15, 1982 at 10:24 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2560, folio 1521, 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 COURT  
1983 MAY 17 AM 10:20  
QUEEN ANNES COUNTY

To the clerk of the Circuit Court of Queen Annes

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

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

*W. Hill*



A 135175  
8306196

DR

6/16/83 Original mailed to Association for Retarded Citizens  
83 N Spruce Dr.  
Queen Anne, Md 21657

LIBER 7 PAGE 510  
Queen Anne's County

1696

## Association for Retarded Citizens

Queen Anne's County ARC

83 N Spruce Drive

Queen Anne, Md. 21657

### Articles of Amendment

1982 DEC 13 A 10:29

Queen Anne's County Association for Retarded Citizens, Inc., a Maryland Corporation having its principal office in Queen Anne's County, Maryland (Hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

First: The Charter of the Corporation is hereby amended by striking out in its entirety Article 12 of the Articles of Incorporation and Articles of Amendment thereof and inserting in lieu thereof the following new Article 12:

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 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 17(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Second: The Executive Committee of the Board of Directors of the Corporation, at a meeting duly convened and held on November 12, 1982, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the members of the Corporation to be held on December third nineteen hundred eighty two.

Third: Notice setting forth the said amendment of charter and stating that a purpose of the meeting of the members would be to take action thereon, was given as required by law, to all members of the Corporation entitled to vote thereon; and like notice was given to all members of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment. The amendment of the charter of the Corporation at said meeting was approved by the members of the Corporation by the affirmative vote of two-thirds of all the votes entitled to be counted thereon.

IN WITNESS WHEREOF, Queen Anne's County Association for Retarded Citizens, Inc., has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to the hereunto affixed and attested by its Secretary or one of its Assistant Secretaries on Dec 9 1982

Queen Anne's County Association for Retarded Citizens, Inc.

By: Joseph DiCrispino, President

Attest: Kathleen C. Edwards  
Secretary-Kathleen C. Edwards

I HEREBY CERTIFY that on Dec 9/1982, before me the subscriber, a notary public of the State of Maryland in and for the County of Queen Anne's, personally appeared Joseph DiCrispino, President of Queen Anne's County Association for Retarded Citizens, Inc., a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forthin said Articles of Amendment with respect to the approval thereof are true to be best of his knowledge, information and belief.

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

Howard Wood  
Notary Public



STATE OF MARYLAND  
DEPARTMENT OF ASSESSMENTS AND TAXATION  
CLERK OF THE CIRCUIT COURT

*Art. 1 Amend* WAS  
RECORDED FOR RECORD THIS *17th*  
DAY OF *May* 19 *83* AT *10:25* AM

ARTICLES OF AMENDMENT  
OF

AND RECORDED IN  
LIBER *MCW 1147* FOLIO *510* *last page* OF  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

QUEEN ANNE'S COUNTY ASSOCIATION FOR RETARDED CITIZENS, INC.

MAY 17-83 A 29595 \*\*\*\*\*5 00

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 13, 1982 at 10:29 o'clock A. M. as in conformity  
with law and ordered recorded.

*3*

Recorded in Liber *2566*, folio *1695*, 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 \$ \_\_\_\_\_

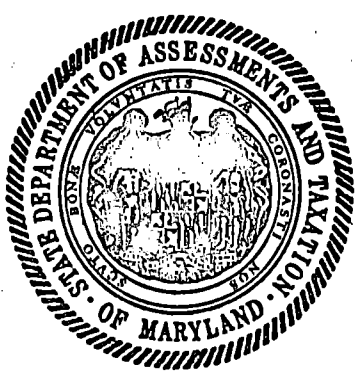
RECEIVED  
CLERK, CIRCUIT COURT  
1983 MAY 17 AM 10:22  
QUEEN ANNE'S COUNTY

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.

*D. W. Hill*



A 135202

8306082

drb

ARTICLES OF INCORPORATION  
OF  
LONG POINT COMPANY

THIS IS TO CERTIFY:

FIRST: The undersigned, Robert J. Freda, whose address is 622 Aster Boulevard, Rockville, Maryland 20850, being of legal age and acting pursuant to and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, intends by these presents to form a corporation.

SECOND: The name of the corporation (which is hereinafter called "the Corporation") is LONG POINT COMPANY.

THIRD: The period of its duration is perpetual.

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

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 manage, operate, lease, rebuild, enlarge, alter, sell or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation.

4.1 To purchase, subscribe for, or otherwise acquire and own, hold, improve, use, sell, convey, assign, release, mortgage, encumber, lease, hire, manage, and deal in real and personal property of every name and nature, improved or otherwise, including stocks, bonds, debentures, notes, evidences of indebtedness, and securities of other corporations and to loan money and take securities for the payment of all sums due the Corporation and to sell, assign, and release such securities.

4.2 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 and to pay therefor, with cash or other property, as shall be determined by a majority of the Board of Directors.

4.3 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.

4.4 To purchase or otherwise acquire interests in any and all types of business entities including, but not limited to, joint ventures, syndicates, associations, and partnerships, whether as a general or a limited partner.

4.5 To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the jurisdiction hereinabove referred to upon corporations formed under the Acts hereinabove referred to or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object, or business in any manner to limit or restrict the generality of any other purpose, object, or business 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 of a similar character, it being the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article of the Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this 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; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power or do any act which a corporation formed under the laws of the jurisdiction above referred to may not at the time lawfully carry on or do.

FIFTH: The post office address of the principal office of the Corporation in the State of Maryland is:

c/o Barbara Kettler  
 Long Point  
 Cove Creek Club  
 Stevensville, Maryland

The name and post office address of the registered agent of the Corporation in the State of Maryland are:

Barbara Kettler  
 Long Point  
 Cove Creek Club  
 Stevensville, Maryland

Said registered agent is a citizen of Maryland and actually resides therein.

SIXTH: The Corporation shall have one class of stock. The total amount of authorized capital stock of the Corporation is 1,000 shares of common voting stock with a par value of \$1.00 per share.

SEVENTH: 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 the lesser of the number of shareholders or three, and the names and addresses of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Barbara Kettler	Long Point Cove Creek Club Stevensville, MD
Robert Kettler	8150 Leesburg Pike Suite 911 McLean, VA 22180
Ellen Paseltnier	465 Grove Street Glencoe, Illinois

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 Bylaws of the Corporation.

The Board of Directors is expressly authorized to hold its meetings, to have one or more offices, and to keep the financial books of the Corporation at such places as it may from time to time designate.

The Board of Directors is expressly authorized to fix, determine from time to time, and vary the amount to be reserved as working capital; to determine the times for the declaration and payment and disposition of any surplus and net profits; to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation, provided always, that a majority of the stockholders vote in favor thereof.

EIGHTH: Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, incurred by or imposed upon him in connection with any proceeding in which he may be made a party or in which he may become involved, by reason of his being or having been a director, officer, or employee at the time such expenses and liabilities accrue, except in such cases wherein the director, officer, or employee is adjudged guilty of

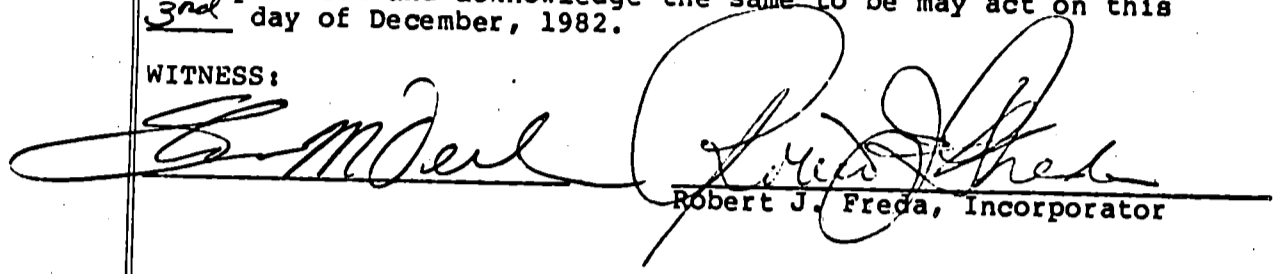


willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

Except for the foregoing, there are no provisions for the regulation of the internal affairs of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be may act on this 3rd day of December, 1982.

WITNESS:

  
Robert J. Freda, Incorporator

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
Articles of Inc. WAS  
FILED FOR RECORD THIS 17th  
DAY OF May 1983 AT 10:22 AM  
AND RECORDED IN  
VOLUME 513 OF Articles of Inc.  
RECORDED BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
LONG POINT COMPANY

MAY 17-83 A 135023 \*\*\*\*\*5.00

*Marguerite de Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 13, 1982 at 10:35 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2565, folio 3609 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  
1983 MAY 17 AM 10:22  
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.

*[Signature]*



A 135023  
8306027

drb



T. R. EWING LANDS, 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

T. R. EWING LANDS, INC.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is Jackson Creek Road, Grasonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State is Thomas R. Ewing, Jackson Creek Road, Grasonville, Maryland 21638. Said Resident Agent is an individual actually residing in this State.

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

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen or qualified are:

Thomas R. Ewing  
Mary C. Ewing  
Michael R. Foster

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and 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 deed 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.

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21086  
(301) 643-2141

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 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 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 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

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 307  
STEVENSVILLE, MD. 21086  
(301) 643-2141

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 amounts unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized by 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 27<sup>th</sup> day of December, 1982, and I acknowledge the same to be my act.

WITNESS:

Kathryn Johnson

Michael R. Foster  
Michael R. Foster



STATE OF MARYLAND )  
 )  
QUEEN ANNE'S COUNTY )

TO WIT:

I HEREBY CERTIFY, that on this 27<sup>th</sup> day of Dec.  
1982, 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: 7/1/86

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUN -7 PM 1:45  
QUEEN ANNE'S COUNTY

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

THIS Art 19nc WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF June 1983 AT 1:45 M.  
AND RECORDED IN  
LIBER num 7 Folio 5189 Art 19nc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF

T. R. EWING LANDS, INC.

*Marguerite M. Martin*

JUN -7-83 A 2 784 \*\*\*\*\*6

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 30, 1982 2 at 9:17 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2571 folio 1504, 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.

*D. W. Hill*



A 136300

8307398

bt

6/22/83 Original mailed to Michael R. Foster, Esquire  
P.O. Box 367  
Stevensville, Md. 21666

LIBER

7-526

03209

ARTICLES OF INCORPORATION  
OF

CENTREVILLE TOWN AND COUNTRY ANIMAL HOSPITAL, INC.

FIRST: I, Michael R. Foster, whose post office address is Morgan Building, 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

CENTREVILLE TOWN AND COUNTRY ANIMAL HOSPITAL, INC.

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

1. To own, maintain, conduct, operate or manage a veterinarian office, veterinarian hospital or a dog, cat, or other animal hospital provided the office or hospital is under the direct supervision and control of a licensed and registered veterinarian and a licensed or registered veterinarian is employed in the office or hospital.

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.

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 Kidwell and Railroad Avenue, P.O. Box 176, Centreville, Maryland 21617. The name

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

and post office address of the Resident Agent of the Corporation in this State is Edward Hahn, Kidwell and Railroad Avenue, P.O. Box 176, Centreville, Maryland 21617. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be Three (3), which 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:

Edward Hahn  
Eileen Hahn  
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 to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a part or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against

expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a part to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director of 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 amounts 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 2<sup>nd</sup> day of June, 1982, and I acknowledge the same to be my act.

WITNESS:

Larry Johnson

Michael R. Foster  
Michael R. Foster

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

I HEREBY CERTIFY, that on this 2<sup>nd</sup> day of June, 1982, 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.

Larry Johnson  
Notary Public  
My commission expires: 7/1/82

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141



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

LIBER 7 PAGE 532

THIS Art 1/2nc WAS

FILED FOR RECORD THIS 7th

DAY OF June 19 83 AT 1:45 P.M.

AND RECORDED IN

BOOK mwm 7 Folio 526 Art 1/2nc

RECORD BOOK FOR QUEEN ANNE'S

COUNTY Marguerite M. Martin

ARTICLES OF INCORPORATION

OF

CENTREVILLE TOWN AND COUNTRY ANIMAL HOSPITAL, INC.

RECEIVED  
CLERK OF COURT  
1983 JUN -7 PM 1:45  
QUEEN ANNE'S COUNTY

JUN -7-83 A 2 785 \*\*\*\*\*5.50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 17, 1983 7 at 10:48 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2573, folio 03208 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

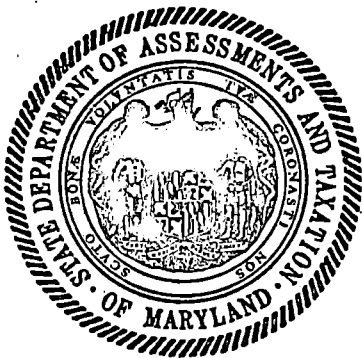
Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ \_\_\_\_\_

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.

R.B. Quinn



A 136928

8308106

drb

01856

J&P HUNTING LODGE, INC.

A Maryland Corporation,  
Organized Pursuant to Title 4 of the  
Corporations and Associations Article of the  
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Michael Francis O'Connor, whose post office address is P.O. Box 1031, Easton, MD 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 (which is hereafter called the "Corporation") is J & P Hunting Lodge, 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, as amended.

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

(1) To own, lease, acquire and convey hunting properties and hunting rights and operate hunting lodges.

(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 111, Sudlersville, Maryland 21668. The name and post office address of the Resident Agent of the Corporation in this State are John E. George, Jr., P.O. Box 111, Benton Corner Road, Sudlersville, Maryland 21668. 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 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 E. George, Jr.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of January, 1983, and I acknowledge the same to be my act.

*Michael F. O'Connor*  
Michael F. O'Connor  
Attorney for John E. George,  
Jr. and Penny K. George  
P.O. Box 1031  
Easton, MD 21601  
Telephone (301) 822-4951

O'CONNOR AND O'CONNOR  
ATTORNEYS AT LAW  
EASTON, MD 21601

LIBER

7 PAGE 533

6/22/83 Original mailed to O'Connor + O'Connor  
Easton, Md. 21601

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, MARYLAND  
CHENEY COUNTY CHARTER

RECEIVED  
CLERK

ARTICLES OF INCORPORATION 1983 JUN -7 PM 1:45  
OF QUEEN ANNE'S COUNTY

THIS Art 12nc WAS  
RECEIVED FOR RECORD THIS 7th

DAY OF June 19 83 AT 1:45 P.M.

J & P HUNTING LODGE, INC.

RE ..... AND RECORDED IN

LIBER MWM 7 Folio 533 Art 12nc  
RECORD BOOK FOR QUEEN ANNE'S

COUNTY

*Margurite M. Martin*

JUN -7-83 A 2 786 \*\*\*\*\*6.25

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 25, 1983 2 at 10:00 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2575, fol 01855 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 25.00 Recording fee paid \$ 25.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Queen Annes County

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

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

*D. W. Hill*



A 137205

8308512

ARTICLES OF INCORPORATION  
OF  
COMMERCE PACKAGE GOODS, INC.  
A Close Corporation

REC-26  
A-628

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:

COMMERCE PACKAGE GOODS, 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 operate a store for the retail sale of foods, beverages and sundry merchandise of all kinds;
- (b) To acquire by purchase or in any other manner and take, receive, own, hold, use, employ, improve and otherwise deal with any interest in real or personal property;
- (c) To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets;
- (d) To make contracts and guarantees, to incur liabilities, and borrow money;
- (e) To engage in any other lawful business or activity and to exercise any power now or from time to

6/22/83 Original mailed to John W. Sause, Jr.  
204 N. Commerce St  
Centreville, Md - 21617

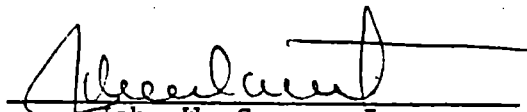
time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other purposes set forth in this Article.

FIFTH: The address of the principal office of the Corporation in this State is: 128 North Commerce Street, Centreville, Queen Anne's County, Maryland 21617. The resident agent of the Corporation is: Permelia D. Nelson, whose address is: 128 North Commerce Street, Centreville, Queen Anne's County, Maryland 21617. The resident agent is a citizen of the State of Maryland who resides here.

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

SEVENTH: Initially, the Corporation shall have one Director, who shall be Permelia D. Nelson, 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 27th day of December, 1982, and I certify those Articles to be my act.

  
John W. Sause, Jr.

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

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUN -7 PM 1:45  
QUEEN ANNE'S COUNTY

*Art. 1 Inc.* WAS  
FILED FOR RECORD THIS *7th*  
DAY OF *June* 19 *83* AT *1:45 P.M.*  
AND RECORDED IN  
*mw 7 Folio 535 Art 1 Inc*  
BOOK FOR QUEEN ANNE'S  
COUNTY  
*Marguerite M. Meakin*

ARTICLES OF INCORPORATION  
OF  
COMMERCE PACKAGE GOODS, INC.

JUN -7-83 \* RE 2 787 \*\*\*\*\*23.0

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 29, 1982 at 9:28 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber *2569*, folio *0810*, 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.

*[Signature]*



drb

A 135943

8307078

01/22/83 Original mailed to Jacqueline N. Casper  
4305 Lancaster Pike, Wilmington, Del. 19805

22W

ARTICLES OF INCORPORATION

CLOVERFIELD ELECTRIC, INC.

FIRST: The undersigned, Jacqueline N. Casper, whose post office address is 4305 Lancaster Pike, Wilmington, Delaware, 19805, 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 CLOVERFIELD ELECTRIC, INC.

THIRD: The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be formed under the General Corporation Law of the State of Maryland.

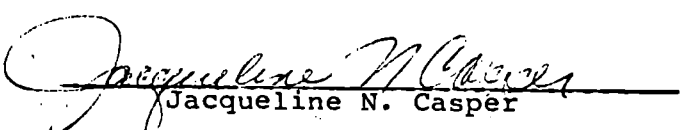
FOURTH: The post office address of the principal office of the Corporation in Maryland is 925 Kimberly Way, Cloverfield, Stevensville, Queen Anns County, Maryland, 21666. The name and post office address of the resident agent of the Corporation in Maryland are Robert F. Gibbons, 925 Kimberly Way, Cloverfield, Stevensville, Queen Anns County, Maryland, 21666. Said resident agent if a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares without par value.

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 (3) stockholders, the number of directors may be less than three (3) 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: Robert J. Gibbons, Mary E. Gibbons and Robert F. Gibbons, Jr., c/o 925 Kimberly Way, Cloverfield, Stevensville, Maryland, 21666.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on December 30, 1982 and severally acknowledged the same to be my act.

  
Jacqueline N. Casper

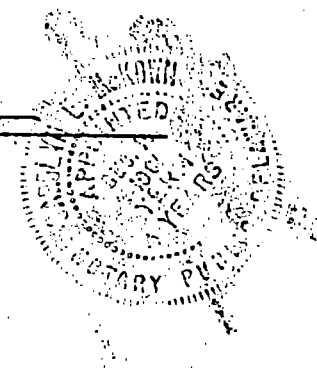
STATE OF DELAWARE )  
COUNTY OF NEW CASTLE )

I, HEREBY CERTIFY that on this thirtieth day of  
December , A.D. 1982, before me, the subscriber, a Notary  
Public of the State of Delaware in and for New Castle County,  
personally appeared Jacqueline N. Casper and severally  
acknowledged the foregoing Articles of Incorporation to be her  
act.

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

CAROLYN E. McKOWN  
Notary Public, Delaware  
Commission expires December 10, 1985

*Carolyn E. McKown*  
\_\_\_\_\_  
Notary Public





RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUN -7 PM 1:45

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

ARTICLES OF INCORPORATION ANNE'S COUNTY

THIS Art. 12nc WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF June 19 83 AT 1:45 P.M.

OF  
CLOVERFIELD ELECTRIC, INC.

RE ..... AND RECORDED IN  
LIBER MWM 7 Folio 538 Art 12nc  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
Marguerite McManis

JUN -7-83 A 2 788 \*\*\*\*\*5

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 3, 1983 3 at 9:59 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2571, folio 2586 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

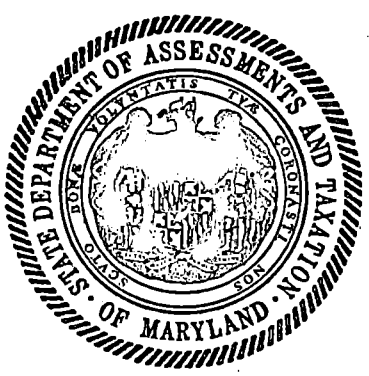
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

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.

D. W. Hill



A 136346

8307510

bt

ARTICLES OF INCORPORATION  
 OF  
 P&P MG, INC.

A MARYLAND CLOSE CORPORATION ORGANIZED PURSUANT TO TITLE IV OF CORPORATIONS  
 AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND

FIRST:

I, Basil Wadkovsky, whose post office address is 105 Court Street,  
 Chestertown, Maryland 21620, 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 (hereafter called the "Corporation")  
 is:

P&P MG, INC.

THIRD:

The Corporation shall be a close corporation as authorized by  
 Title IV of 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 sell farms and to engage in the  
 business of farming and of producing, merchandising and preserving all kinds  
 of farm, fruit, vegetable, grain and garden products, and of cultivating,  
 sowing, harvesting, picking, and sorting, boxing, packing, shipping, buying  
 and selling, at wholesale or retail, all kinds of fruit, vegetables, farm,  
 grain and garden products, and to carry on all other business incident  
 thereto and connected therewith and to do a general commissions brokers  
 business in any or all of the foregoing products.
2. To do anything permitted by section 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 officer of the Corporation

in this state is C. David Muth, River Road, Primrose Point, Chestertown, Queen Anne's County, Maryland 21620.

The name and post office address of the resident agent of the Corporation in this state is C. David Muth, whose address is River Road, Primrose Point, Chestertown, Queen Anne's County, Maryland 21620. The 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 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 Basil Wadkovsky.

EIGHTH:

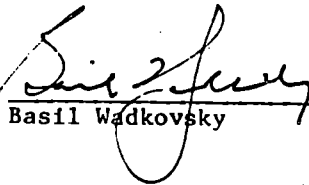
1. As used in this Article Eighth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (The "Indemnification Section") as amended from time to time, shall have the same meaning as provided in the indemnification section.

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

3. With respect to any corporate representative other than the 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 defend on the merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than the present or former director or

officer under the Indemnification Section unless and until it shall have been determined and authorized in a specific case by: (i) an affirmative vote at a duly constituted meeting of the majority of the Board of Directors who are 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 are not a party to the proceeding, that an indemnification of such corporate representative other than a present or former director or officer is proper under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6<sup>th</sup> day of December, 1982, and I acknowledge the same to be my act.

  
Basil Wadkovsky

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUN -7 PM 1:45  
QUEEN ANNE'S COUNTY

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

THIS Art 12nc WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF June 19 83 AT 1:45 P.M. ARTICLES OF INCORPORATION  
RE ..... AND RECORDED IN ..... OF  
LIBER m.w.m. 7 Folio 540 art 12nc P&P MG, INC.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY Marguerite M. Manbin

JUN -7-83 A #2 789 \*\*\*\*\*5.0

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 3, 1983 at 3:35 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2571, folio 1663, 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.

D. W. Hill



A 136328

8307525

2546

WALDORF TOYOTA, INC.  
ARTICLES OF AMENDMENT

Waldorf Toyota, Inc. (hereinafter referred to as the "Corporation"), a Maryland corporation, having its principal place of business at Route 301 and Acton Lane, Waldorf, Prince George's County, Maryland 20601, hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article EIGHTH thereof in its entirety and by substituting in lieu thereof the following new Article EIGHTH:

"EIGHTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000), divided into Five Thousand (5,000) shares of Class A Common Stock without par value, and Five Thousand (5,000) shares of Class B Common Stock without par value.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall possess all voting powers for all purposes, including, by way of illustration and not of limitation, the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders."

6/22/83 Original mailed to Romero & Romero  
The Adams Law Center  
31 Wood Lane, Rockville, Md. 20850

SECOND: The amendment herein certified shall become effective at the close of business on the date these Articles of Amendment are filed with the Department in accordance with the Corporations and Associations Article of the Annotated Code of Maryland. Upon the effectiveness of this amendment, each of the One Thousand (1,000) outstanding shares of common stock without par value shall be exchanged for one share of either Class A or Class B Common Stock without par value. No fractional shares of capital stock or scrip certificates therefor shall be issued to the holders of the presently outstanding shares of common stock without par value by reason of the foregoing, but the Corporation shall pay to such holders, in lieu of such fractional shares, cash equal to the fair value of such fractional shares, as determined by the Board of Directors of the Corporation.

THIRD: 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 duly advised the foregoing amendment.

FOURTH: The stockholders of the Corporation approved the amendments to the Articles of Incorporation of the Corporation as hereinabove set forth at a special meeting of the stockholders held on September 28, 1982.

IN WITNESS WHEREOF, Waldorf Toyota, 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 to by its Secretary this 10<sup>th</sup> day of December, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Waldorf Toyota, 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:

  
Allen S. Roys, Secretary

Waldorf Toyota, Inc.

By:   
Joseph E. Criste, President

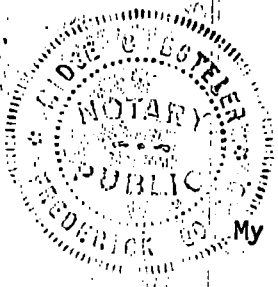
2548

STATE OF MARYLAND

COUNTY OF Montgomery, ss:

I HEREBY CERTIFY that, on the 10th day of December 1982, before me, the subscriber, a Notary Public for the State of Maryland, personally appeared Joseph E. Criste, President of Waldorf Toyota, 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 Allen S. Roys and made oath in due form of law that he was the Secretary of the meeting of the stockholders of said corporation at which the Amendments of the Charter of the Corporation herein set forth were approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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



Edward C. Botkin  
Notary Public

My Commission expires: 7/1/86



STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Art 12nc WAS

RECEIVED FOR RECORD THIS 7th

DAY OF June 83 AT 1:45 P.M.

RE ..... AND RECORDED IN

LIBER MUM 7 Folio 545 Art 12nc

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

*Marguerite M. Madison*

ARTICLES OF AMENDMENT

OF

WALDORF TOYOTA, INC.

RECEIVED  
CLERK, CIRCUIT COURT

1983 JUN -7 PM 1:45

QUEEN ANNE'S COUNTY

JUN -7-83 A 2 790 \*\*\*\*\*5.00

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

of Maryland January 3, 1983 2 at 10:27 o'clock A. M. as in conformity

with law and ordered recorded.

Recorded in Liber 2572, folio 2545, 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 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.

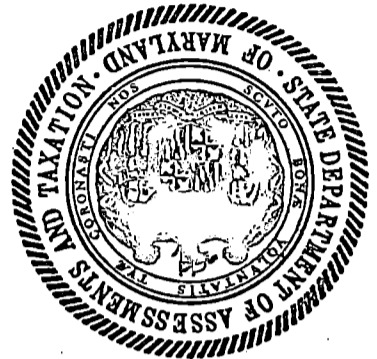
AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A 136571

8307717



drb

8307987

A 136742

*Eric W. Wehrs*

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

To the clerk of the Circuit Court of Queen Anne's County  
IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

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

Recorded in Liber 4573, folio 549, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 12, 1983 at 3:12 o'clock P. M. as in conformity  
with law and ordered recorded.

ARTICLES OF INCORPORATION  
OF  
DAVID W. WEHRS, INC.

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUN -7 PM 1:45  
QUEEN ANNE'S COUNTY

RECEIVED FOR RECORD THIS  
DAY OF June 19 83 AT 1:45 P.M.  
AND RECORDED IN  
LIBER *number 7 folio 549*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Eric W. Wehrs*  
CLERK

JUN-7-83 A #2 791 \*\*\*\*\*S

My Commission Expires: 7-1-86

NOTARY PUBLIC

*Janet Stankis*

AS WITNESS my hand and Notarial Seal.

ARTICLES OF INCORPORATION to be his act.

CHRISTOPHER F. DRUMMOND, who acknowledged the foregoing Maryland, in and for the County aforesaid, personally appeared 1983, before me, the subscriber, a Notary Public of the State of

I HEREBY CERTIFY that on this 12th day of January STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

*Christopher F. Drummond*  
CHRISTOPHER F. DRUMMOND  
Incorporator  
(SEAL)

WITNESS:

and seals, this 12 day of January, 1983.  
IN WITNESS WHEREOF, we have hereunto affixed our hands  
The duration of the Corporation shall be perpetual.

ARTICLE X - DURATION

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

ARTICLE IX - BY-LAWS

the By-Laws of the Corporation, or by the Board of Directors by action taken at any regular or special meeting thereof.

The Executive offices of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The office of President and Treasurer may be held by the same person and the offices of Vice-President and Secretary may be held by the same person. Additional officers may be appointed in the discretion of the Board of Directors. Executive officers shall be elected by the Board of Directors by majority vote at the annual meeting of the stockholders. The Officers of the Corporation shall have only such powers as are granted to them by

ARTICLE VIII - OFFICERS

The Directors of the Corporation shall be elected annually by the stockholders at the regular annual meeting, and each stockholder shall be entitled to cast as many votes as shall equal the number of his shares of stock, cumulative voting shall be allowed at all meetings of stockholders, and any stockholders may vote by written proxy. The Board of Directors of the Corporation shall have such powers as are necessary and incidental to carrying out the purposes of the Corporation, except as otherwise limited by the By-Laws of the Corporation.

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, the names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen, are: David W. Wehrs, Tracy T. Wehrs and Kurt D. Wehrs.

ARTICLE VII - DIRECTORS

the majority vote of the Directors. No transfer of stock hereafter issued shall be valid or binding upon the Corporation until and unless such transfer is made upon the books of the Corporation by its duly authorized officers.

The Board of Directors is hereby empowered to authorize the issuance of One Hundred (100) shares of the capital stock of the Corporation, without par value, for the consideration of One Dollar (\$1.00) per share. Subsequent to this initial issue, the Board of Directors is hereby authorized and empowered to issue from time to time such additional shares, whether now or hereafter authorized, for such consideration as may be fixed by

ARTICLE VI - STOCK ISSUANCE AND TRANSFER

The total number of shares of stock which the Corporation has authority to issue is One Thousand (1000) Shares without par value, all of one class.

ARTICLE V - STOCK

The post office address of the Corporation is Route 2, Box 720, Stevensville, Maryland 21666, and the Resident Agent of the Corporation in this state is Christopher F. Drummond, 929 N. Howard Street, Baltimore, Maryland 21201, who is an individual actually residing in this state.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

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 III - POWERS

particulars to the limitations relative to Corporations which are contained in the general laws of this state, and particularly contained in Md. Code Ann. Corporations and Associations Article §§1-101, et seq.

lands or interests in land, and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings or other structures at any time owned or held by the Corporation.

THIRD: To take, purchase or otherwise acquire and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage or otherwise deal in and dispose of all kinds of personal property, chattels, choses in action, notes, bonds, mortgages and securities of every nature as may appear to be advantage and profit to the Corporation.

FOURTH: To acquire all or any part of the goodwill, right, 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.

FIFTH: 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 not intended by the mention of any particular purposes, 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

ARTICLES OF INCORPORATION

OF

DAVID W. WEHRS, INC.

I, the undersigned, CHRISTOPHER F. DRUMMOND, whose post office address is 929 N. Howard Street, Baltimore, Maryland 21201, being at least eighteen years of age and a resident of the State of Maryland, do hereby declare myself an incorporator 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, hereinafter called the "Corporation", is:

DAVID W. WEHRS, INC.

ARTICLE II - PURPOSES

The general nature of its business, and the purpose for which the Corporation is formed, is as follows:

FIRST: To operate, manage, lease and/or develop a

marina business, including but not limited to the functions of

operating, managing, leasing and/or developing piers, slips,

restaurants, repair facilities, gas pumps, and retail marine

stores and other related activities included within these

general provisions.

SECOND: To acquire by purchase or lease or otherwise,

any 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 occu-

pled, and to mortgage, sell, lease, or otherwise dispose of any

6/22/83 Original mailed to Mr. Christopher J. Drummond  
929 N. Howard St, Balto, Md. 21201

220

02416

White Rock Quarries Inc.  
Articles of Incorporation

*Res.  
JWA  
1*

FIRST: The undersigned James Angus McCallum Jr. and Edith Strait McCallum both of whose post office address is Harrington Drive, Harbor View, Chester, Maryland 21619, being at least eighteen years of age, do hereby form a corporation under the laws of the state of Maryland.

SECOND: The name of the corporation ( which is hereinafter called the Corporation) is WHITE ROCK QUARRIES INC.

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

1. To engage in and carry on the business of buying and selling limestone, lime, hydrated lime, flux stone, cement, and cement stone or stone or other minerals of any character: to prospect, develop, mine or quarry, excavate any rock or stone or any other mineral capable of being used in the business of manufacturing as aforesaid: and to transport and sell the same in crude or manufactured form.

2. 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.

3. To engage in and carry on any other business which may conveniently be connected in conjunction with any of the business of the Corporation.

page 1

1988

7 PAGE 555

6/22/83 Original mailed to James & Edith McCallum, Jr.  
Harrington Drive Harbor View  
Chester, Md. 21619.



It is the intention that the purposes specified in the foregoing clauses of this article THIRD shall not, unless otherwise specified herein, be in anyway limited or restricted by reference to or inference from the terms of any other clause of this or any other article in this charter, but that the objects and purposes specified in each of the clauses of this article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers; and generally that the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the laws of the state of Maryland, and the enumeration of certain powers as here in specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by the laws of said State now or hereafter in force.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Harrington Drive, Harbor View, Chester, Md. 21619. *AND THE RESIDENT AGENT AT THAT ADDRESS IS JAMES A. McCallum, Jr.*

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand(1000) shares of the par value of one hundred dollars (\$100.00) a share, all of one class, and having an aggregate par value of one hundred thousand dollars (\$100,000.00).

02418

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, 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, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are James Angus McCallum Jr. and Edith Strait McCallum.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on January 14th, 1983, and severally acknowledge the same to be our act;

James A. McCallum Jr.  
James Angus McCallum Jr.

Edith Strait McCallum  
Edith Strait McCallum

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUN -7 PM 1:45  
QUEEN ANNE'S COUNTY

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Art / Inc WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF June, 83 AT 1:45 P.M.  
RE AND RECORDED IN  
LIBER M.W.M. 7 Folio 553 Art Inc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Marguerite de M...*

ARTICLES OF INCORPORATION  
OF  
WHITE ROCK QUARRIES INC.

JUN -7-83 A 2 792 \*\*\*\*\*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 17, 1983 4 at 10:28 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2573, folio 62415 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.

*[Signature]*



A 136789

8308075

drb

02099

MANAGEMENT PATHS CONSULTANTS, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, JOHN ROGER DOVE, JR. and ELIZABETH JANE (CHAPMAN) DOVE, whose post office addresses are:

John R. Dove, Jr.  
Rt. #1 Box 227-C  
Queenstown, Maryland 21658

Elizabeth J. Dove  
Rt. #1 Box 227-C  
Queenstown, Maryland 21658

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 MANAGEMENT PATHS CONSULTANTS, INC.

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

Real Estate Engineering,  
Property Management,  
Communications Engineering,  
System Design & Innovation,  
Training Personnel in Areas of Property  
Management and Communications.

FOURTH: The Post Office address of the principal office of the Corporation in Maryland is Route #1, Post Office Box 227-C, Queenstown, Queen Annes County, Maryland, Zip Code 21658. The name and Post Office address of the resident agent of the Corporation in Maryland are - John R. Dove, Jr., Route #1, Post Office Box 227-C, Queenstown, Queen Annes County, Maryland 21658.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1,000 shares of the Par Value of \$10.00 a share, all of one class, and having an aggregate Par Value of \$10,000.00.

1983 JUN 18 10 27

LIBER

7 PAGE 559

6/22/83 Original mailed to John R. Dove, Jr.  
Rt. 1 Box 227-C  
Queenstown, Md. 21658

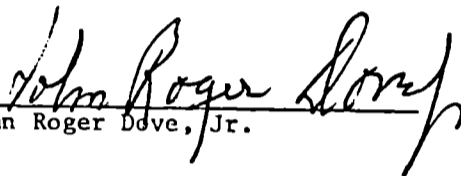
SIXTH: The number of directors of the Corporation shall be two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are John R. Dove, Jr. and Elizabeth J. Dove.

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

The Corporation shall assume only those powers granted by the directors. Said powers to be presented to and approved by a majority of the stockholders at an annual meeting of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

In witness whereof, we have signed these Articles of Incorporation on January 15, 1983, and severally acknowledge the same to be our act.

  
John Roger Dove, Jr.

  
Elizabeth Jane Dove

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

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUN -7 PM 1:45  
QUEEN ANNE'S COUNTY

THIS Art 12nc WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF June 1983 AT 1:45 P.M.

RE ..... AND RECORDED IN  
LIBER main 7 Folio 559 Art 12nc ARTICLES OF INCORPORATION  
RECORD BOOK FOR QUEEN ANNE'S OF  
COUNTY Marguerite W. Mackin  
MANAGEMENT PATHS CONSULTANTS, INC.

JUN -7-83 A 2 793 \*\*\*\*\*5.0

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 18, 1983 3 at 10:27 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2574, folio 02038, 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.

D. W. Hill



A 136961

8308152

6/25/83 Original mailed to Frank Hobson  
Rt. 1 Box 446F  
Chester, Md. 21619

LIBER

7 PAGE 562

02412

F. A. HOBSON LANDSCAPING, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned Frank Andrew Archer Hobson and Frank Archer Hobson III whose post office addresses are Rt. 1 Box 446F, Chester, Md. 21619, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

Second; The name of the corporation (which is hereinafter called the Corporation) is F. A. Hobson Landscaping, Inc.

Third: The purpose for which the Corporation is formed are as follows: To engage in the landscaping business in any and every aspect, which would include landscape design, landscape contracting, the nursery business and whatever else needed to do complete landscaping in every aspect in all cases. To engage in the growth, sale and installation of plants, trees, flowers, turf (grass) and any other things or products that might be desired or needed in landscaping. The additional purpose of this Corporation is the business of acquiring, owning, developing and improving real property, and improvements thereon, for residential, commercial, industrial and other uses as permitted by law. The additional purpose of this Corporation is to develop sales and trade in commodities, hardgoods, manufactured materials and any product desired and legal by law to buy and sell in the State of Maryland and the United States of America. The Corporation shall have and exercise all statutory powers of corporations presently enumerated in the Code of Maryland as now in force, or as such powers hereafter may be increased by amendment thereto, and the Corporation shall have the further power:

1. To act as or in the capacity of agent or representative for any individual, association, corporation or other legal entity respecting any business.
2. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any corporation, association, partnership, individual or other legal entity or person for the carrying on of any business, and to enter into any general or limited partnership or partnership agreement with other corporations, whether organized under the laws of this State or otherwise, or with any individual or individuals.
3. To make any guarantee respecting stocks, dividends, securities, indebtedness, interests, contracts, or other obligations created by any individual, partnership, association, corporation or other legal entity or person, to the extent that the same be not prohibited by the law of this State.
4. And in general, without limitation by any of the foregoing, to do all and every necessary, incidental, useful, convenient or proper thing for the accomplishment of any of the objects, purposes, powers or privileges of the Corporation, and to engage in any other lawful businesses.

Fourth: The post office address of the principal office of the Corporation in Maryland is Rt. 1 Box 446F, Chester, Queen Annes, 21619. The name and post office address of the resident agent of the Corporation in Maryland are Frank Archer Hobson III, Rt. 1 Box 446F, Chester, Queen Annes, 21619.

Fifth: The total number of shares which the Corporation has authority to issue is 5,000 shares of no-par-value stock, all of one class.

Sixth: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, 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, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Frank Archer Hobson 111, Frank Andrew Archer Hobson and Edward Patrick Stoddard Hobson.

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on JAN. 12, 1983, and severally acknowledge the same to be our act.

*Frank Andrew Archer Hobson* (SEAL)  
Frank Andrew Archer Hobson  
*Frank Archer Hobson 111* (SEAL)  
Frank Archer Hobson 111



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

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUN -7 PM 1:45  
QUEEN ANNE'S COUNTY

I HEREBY CERTIFY THAT  
THIS Art. Inc. WAS  
RECEIVED FOR RECORD THIS 7<sup>th</sup>  
DAY OF June 19 83 AT 1:45 P.  
M. RE AND RECORDED IN

LIBER mwm 7 Folio 267 art. inc.  
RECORD BOOK FOR QUEEN ANNE'S ARTICLES OF INCORPORATION  
COUNTY OF

Marguerite M. Mahan

F. A. HOBSON LANDSCAPING, INC.

JUN -7-83 A 2 794 \*\*\*\*\*5

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 18, 1983 3 at 10:22 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2574 folio 02111, 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.

D. W. Hill



A 137013

8308270

drb

00670

ARTICLES OF INCORPORATION  
OF  
TRIPLE A LOGGING, INCORPORATED

\*\*\* \*\*

FIRST: I, the undersigned, Murry Ashe, whose home address is P. O. Box 40, Millington, Maryland 21651, and whose business address is P. O. Box 40, Millington, Maryland 21651, being at least twenty-one years of age, do hereby declare myself incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is TRIPLE A LOGGING, INCORPORATED.

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

1. To engage in the general lumber business, including timber, milling, and allied interest, together with the building of railroads, logging roads, and other things necessary in the full and complete operation thereof; to engage in a general lumber, timber, kiln drying, milling, construction materials, and merchandise business; to manufacture, purchase, or otherwise acquire, sell, or otherwise dispose of logs, lumber, wood products in a processed or unprocessed state, and by-products of wood or of said manufacturing operations, in building and construction supplies and merchandise, either at wholesale or retail; to engage in the business of hauling and transporting logs, timber, lumber, lumber products, and other freight, goods, wares and merchandise, by means of trucks and other forms of transportation, over public or private highways, or roads; and to do such other things as are incidental, or necessary, to the carrying on of such business.

2. To engage in any other lawful act or activity for which corporations may be organized or may engage in under the laws of the State of Maryland and as the same may be amended from time to

3-82-245

Baker and Thomey, P.A.  
Attorneys At Law  
Elkton, Maryland

1988

7-585

6/22/83 Original mailed to Baker + Thomey, P.A.  
153 E. Main St.  
Md. 21921

time.

FOURTH: The post office address of the principal office of the business is P. O. Box 40, Millington, Maryland 21651. The Resident Agent of said corporation is Murry Ashe; said Resident Agent is a citizen of the State who actually resides at P. O. Box 40, Millington, Maryland 21651, Route 1., Queen Annes County.

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

SIXTH: The number of directors of the Corporation shall be one (1) so long as there is only one stockholder of said Corporation. If stock is issued to two (2) stockholders, there shall be two directors of the Corporation. If stock is issued to three (3) or more stockholders, there shall be three directors of the Corporation. The name of the director who shall act until the first organizational meeting or until his successor is duly chosen and qualified is Murry Ashe.

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 is hereby empowered to authorize the issuance of 100 shares without par value.

3. The Corporation shall have and may exercise any and all powers that corporations have and may exercise under the laws of the State of Maryland and as the same may be amended from time to time, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

EIGHTH: The duration of the Corporation shall be perpetual.

00672

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation on the 14 day of January, 1983.

WITNESS:

Debra Armour

Murry Ashley (SEAL)  
Murry Ashley

I, Murry Ashley, acknowledge the foregoing Articles of  
Incorporation to be my act, and do solemnly declare and affirm  
under the penalties of perjury that the matters and facts set  
forth herein are true and correct in all material respect to the  
best of my knowledge, information and belief.

Dated: 1/14/83

Murry Ashley  
Murry Ashley

LIBER 7 568

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOB  
HEREBY CERTIFY THAT  
THIS Art 12nc WAS  
RECEIVED FOR RECORD THIS 7th  
DAY OF June 19 83 AT 1:45 P.M.  
RE AND RECORDED IN  
LIBER mum 7 folio 568 Art 12nc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
Marguerite M. Martin

RECEIVED  
CLERK OF THE COURT  
1983 JUN -7 PM 1:45  
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION  
OF  
TRIPLE A LOGGING, INCORPORATED

JUN -7-83 A 2 795 \*\*\*\*\*5

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 26, 1983 at 8:46 o'clock A M. as in conformity  
with law and ordered recorded.

~~00669~~

Recorded in Liber 2576, folio \_\_\_\_\_, 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.

D. W. Hill



A 137326

8309596

bt

J. C. THEOBALD, INC.

ARTICLES OF INCORPORATION

FIRST: I, John K. Crumney, whose post office address is 139 Lafayette Avenue, Annapolis, Maryland 21401, being over 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 hereinafter referred to as the "Corporation") is J. C. THEOBALD, INC.

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

(1) 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, and 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 developer; to invest in and hold for investment any and all real property, shares to 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 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 17 Long Point Drive, Grasonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation is J. C. Theobald, 17 Long Point Drive, Grasonville, Maryland 21638.

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, 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 may be less than three but not less than the number of stockholders. The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

John C. Theobald, Jr.  
Victoria M. Theobald  
John K. Crumme

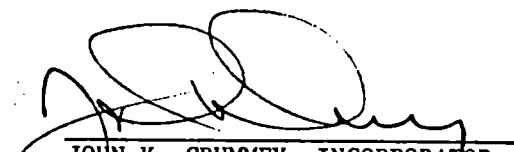
SEVENTH: (1) As used in this Article SEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former 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 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 unless and until it shall have been determined and authorized in the specific case by an affirmative vote at a duly constituted meeting of the stockholders who were not party 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 16th day of February, 1983, and I acknowledge the same to be my act.

  
Witness

  
JOHN K. CRUMMEY, INCORPORATOR

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

I HEREBY CERTIFY THAT  
THIS Quitclaim WAS  
RECEIVED FOR RECORD THIS 15th  
DAY OF June 1983 AT 11:47 AM  
AND RECORDED IN  
LIBER Mon 7, folio 509  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
J. C. THEOBALD, INC.

JUN 15-83 A 21274 \*\*\*\*\*5.00

*Margurite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 23, 1983 at 10:25 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2579, folio 03245, 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  
1983 JUN 15 AM 11:47  
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.

*D. W. Hill*



A 138566  
8309825

LIBER 7 PAGE 571



## TIDEWATER COFFEE SERVICE, INC.

A Close Corporation

ARTICLES OF INCORPORATION

FIRST: I, Michael R. Foster, whose post office address is Morgan Building, P.O. Box 367, 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 close corporation (which is hereafter referred to as the "Corporation") is:

TIDEWATER COFFEE SERVICE, 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 wholesale and retail merchandising of food and beverage dispensing 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.

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1 Box 550D, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is D. Gary Berga, Route 1 Box 550D, 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 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 one Director whose name is D. Gary Berga, 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 Director by the Corporations and Associations Article of the Annotated Code of Maryland, or otherwise by law, may be exercised by the stockholders.

NINTH: With respect to:

- 1) the amendment of the Charter of the Corporation;
- 2) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

3) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

4) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

5) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid upon majority vote of the shares entitled to be cast thereon, notwithstanding any provision of law requiring any such action to be taken or authorized other than as provided in this Article.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14<sup>th</sup> day of February, 1983, and I acknowledge the same to be my act.

WITNESS:

*Kathryn Johnson*

*Michael R. Foster*

Michael R. Foster,  
Incorporator

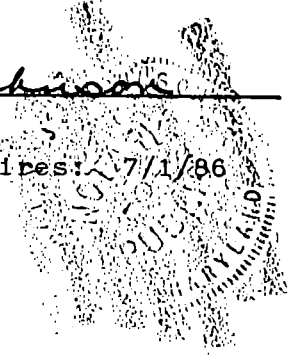
STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 14<sup>th</sup> day of February, 1983, 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: 7/1/86



LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

~~THIS~~ Articles WAS

RECEIVED FOR RECORD THIS 15th

DAY OF JUN 19 83 AT 11:47 A.M.

ARTICLES OF INCORPORATION

AND RECORDED IN OF

LIBER 2579 FOLIO 50

RECORD BOOK FOR QUEEN ANNE'S COUNTY TIDEWATER COFFEE SERVICE, INC.

CLERK

*Marguerite M. Martin*

JUN 15-83 A 21275 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland February 16, 1983 at 10:53 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2579, folio 50, 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  
1983 JUN 15 AM 11:47  
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.

*D. W. Hill*



A 138390

8309570

drb

LIBER

7 PAGE 575

Queen Anne's First United Pentecostal Church  
Centreville, Maryland

Articles of Incorporation

02270

PREAMBLE

In order to establish our work on a more efficient and permanent basis, we, the members of the local Queen Anne's First United Pentecostal Church of Queen Anne's County whose principal place of worship is the school building located at the intersection of Route 300 and Route 21, Churchill, Maryland (church mailing address is P.O. Box 321, Centreville, Maryland 21617), whose resident agent is Reverend Joseph H. VanSant, Rt 3, Box 315, Chestertown, Maryland 21620, affirm our belief that God's people should be scrupulously set in order, and that it is needful for them to be efficiently organized to successfully carry on the gospel work and properly handle their business affairs.

PURPOSE

A house divided against itself cannot stand. The main purpose of this constitution and by-laws is to provide rules to govern the assembly, according to the scriptures, so that we may advance in the will of God. (Titus 1:5; 1 Cor. 12:28).

ARTICLE I

THE ASSEMBLY

Section 1. The Name

The name of this assembly shall be known as the Queen Anne's First United Pentecostal Church.

Section 2. The Purpose

1. To establish and maintain a place of worship.
2. To unite a people of like faith in the bonds of brotherly love and fellowship. (Heb. 13:1).
3. To meet together to truly worship God in spirit and in truth, and to receive spiritual teaching. (John 4:24; Ph. 4:11-15).
4. To point the lost to the way of life by publishing at home and abroad the true plan of salvation, exhorting believers to be filled with the Holy Spirit. (John 1:29, Luke 11:13, Acts 1:8, and 2:38).
5. To provide rules of Christian conduct, based upon the Word of God. (Titus 2).

ARTICLE II

MEMBERSHIP

Section 1. Eligibility

Anyone believing in and accepting the Apostolic doctrine as set forth in the Articles of Faith of the United Pentecostal Church International is eligible to become a member of this assembly. Principally, this shall consist of repentance, baptism by immersion in water in the name of the Lord Jesus Christ, receiving the Holy Ghost with the initial sign of speaking in other tongues.

Section 2. Obligations

As a member of the assembly, each one must accept the following obligations:

98 01 7 51 92 800

1. To cleanse one's self from all filthiness of the flesh and spirit, perfecting holiness in the fear of God. (II Cor. 7:1).
2. To conduct one's self everywhere as becometh a Christian.
3. To endeavor to manifest a spirit of brotherly love and fellowship toward all of God's people.
4. To forsake not attending services, as the manner of some is. (Heb. 10:25).
5. To support the work of the assembly with one's prayers and financial aid, as God prospers, according to the scriptures. This shall include paying tithes and offerings. (Mal. 3:10; I Cor. 16:2).
6. To maintain family and private devotion.
7. To avoid all ungodly and worldly amusements that are harmful to one's spirituality (all amusements and recreations are not harmful), that one may be blameless and harmless amidst an evil generation and thus bring no reproach upon the name of Christ.
8. To abide by the by-laws of the assembly as prescribed in this form of local church government. (Titus 2:1-8; Heb. 13:17).
9. To secure, in case of moving, a letter of transfer from the former church and unite with another church of the same faith as soon as possible.

### Section 3. Admission

1. Anyone who is eligible and accepts the foregoing obligations shall become a member of the assembly.
2. No person being a member of another church in our organization shall be received as a member of this assembly without a letter of recommendation, a letter of membership, a release, a fellowship card from the former church, or a personal recommendation from the former pastor.  
EXCEPTION: Any member moving into this church from any other church may be received as a member after proving himself and meeting the qualifications of the Articles of Faith and assuming the obligations as set forth in Section 2.
3. No person desiring to withdraw his or her membership shall be refused a letter of membership unless proven guilty of misconduct by confession or conviction.

### Section 4. Church Discipline

1. Any member failing or refusing after the first and second admonitions to keep the obligations and abide by the rules of the assembly may be automatically suspended (II Thes. 3:6), or he or she may be dealt with according to the following methods:
  - (a) If any member of this church be overtaken in a fault, he or she shall be dealt with according to Gal. 6:1, I John 5:16-17, and James 5:19-20.
  - (b) Any grievance arising between individual members of this assembly shall be dealt with according to Matt. 18:15-18. Should the accused be found guilty by the church, he or she may be disfellowshipped from the assembly unless he or she truly repents and makes public confession.

## ARTICLE III

### OFFICERS

#### Section 1. Names of Officers

The officers of the church shall be as follows: A pastor; a minimum of two additional trustees; and a secretary-treasurer, who may be one or two persons. Other officers may be added as the need arises.

Section 2. Eligibility

1. Pastor: Must be in good standing with the United Pentecostal Church International; must have a recommendation from the District Board.
2. Other Officers: Must have been members in good standing for at least one year.

Section 3. Pastor

1. The pastor shall be chosen by the majority vote of the members of the assembly who are eligible to vote. No person shall be allowed to cast a vote for or against any person for pastor unless he or she be sixteen years of age, filled with the Holy Ghost, has been baptized in water in the name of Jesus, and is presently a member in good standing in this assembly. Any member sixteen years of age and upward who meets the qualifications and assumes the obligations as set forth in Article II, Section 2, Paragraphs 1-9, shall be qualified to cast a vote in any pastoral election.
2. In case of misconduct, the pastor shall be reported to the Sectional Presbyter, who in turn shall notify the District Superintendent, who together shall take action as they deem best. The misconduct of the pastor may be reported to the District Superintendent if necessary.
3. In case a vacancy occurs in the pastorate the following shall apply:
  - (a) If the pastor desires to leave the church he must give the church thirty days' notice. By mutual agreement the time may be changed.
  - (b) So long as the pastor is in good standing with the organization he shall have the oversight of the assembly.
  - (c) After the pastor notifies the church that he desires to change pastorates, there shall be no changes made in the membership or officers.
4. The pastor shall have full responsibility for the church tithes from which he shall determine his financial support.
5. The duties of the pastor shall be:
  - (a) To preach and teach the Word as God gives him ability.
  - (b) To visit and pray for the sick. The sick shall call for his presence and prayer when needed. (James 4:14).
  - (c) To encourage the weak.
  - (d) To reprove and warn the unruly. (I Thes. 5:14; II Tim. 4:1-2).
  - (e) To give advice as needed and be ready for every good work.
6. The pastor's authority shall be as follows:
  - (a) He shall have the oversight and superintendence of all interests of the church and of all departments of its work, both spiritual and temporal, not as lord over God's heritage, but as feeder of the flock of God, taking the oversight thereof, not by constraint, but willingly; not for filthy lucre, but of a ready mind (I Pet. 5:2-3), inasmuch as he is responsible for the guardianship and watch-care of all who are committed to his trust.
  - (b) He should be consulted in regard to all business of any importance pertaining to the spiritual, moral, and material affairs of the church.
  - (c) He shall call for and preside over all business and church meetings, and shall, with the approval of the assembly, appoint church leaders and/or committees.
  - (d) He shall have the oversight of all business and financial affairs including receipts and disbursements.

Section 4. Pastoral Vacancy

In case of a vacancy in the pastorate, the church Treasurer shall immediately notify the District Superintendent of such a vacancy, and under his direction, call a business meeting, over which the District Superintendent or the District Presbyter, whom he may authorize, shall preside, to choose a pastor or transact any other necessary business; however, be it understood that they may only invite the proposed pastor to speak and the decision as to who shall become the new pastor shall be decided by a majority vote of members present and qualified to vote, and that by secret ballot. All other business transacted in the absence of a pastor, termed a vacancy, shall be endorsed by a majority vote of the members present and qualified to vote.

Section 5. Trustees

1. The board of trustees shall consist of the Pastor, Treasurer, and at least two additional persons appointed by the pastor and endorsed by the assembly.
2. Their duties shall be:
  - (a) To hold all property belonging to the assembly in trust for the assembly.
  - (b) To make all legal acquisitions and transactions which the assembly shall dictate, and look after all repairs and improvements as directed by the assembly.
  - (c) To work in harmony with the pastor.

Section 6. Secretary-Treasurer

1. The secretary-treasurer shall be appointed by the pastor and endorsed by the assembly.
2. The duties of the secretary-treasurer shall be to preserve records, to receive and care for the funds of the assembly, make disbursements, keep an accurate record of all such transactions, and to hold the books open for inspection by the members of the assembly.

Section 7. Other Church Officers

The pastor, with the approval of the assembly, may appoint other church officers as deemed necessary for the efficient functioning of the church such as: Sunday School Superintendent, Ladies Auxiliary President, Youth Leader, etc.

Section 8. Dismassal of Officers

Any officer in any department of the church manifesting a lack of interest and failing to attend services a reasonable amount of time, except for illness, must be removed from office.

ARTICLE VI.AMENDMENTSSection 1. Procedure

Amendments to this constitution and by-laws may be submitted by any qualified member of the assembly and must be submitted in writing to the pastor thirty days prior to a duly-called business meeting.



Section 2. Adoption

An amendment will be adopted when it receives two-thirds of the votes at a duly-called business meeting with a quorum of members present.

ARTICLE VIIRECORD OF ADOPTION

Queen Anne's First United Pentecostal Church of Queens Anne's County has met in a duly-called business meeting with a quorum of members present and caused to be adopted the foregoing form of local church government on January 21, 1983

Joseph H. Van Sant  
JOSEPH H. VANSANT  
PASTOR

Linda J. Van Sant  
LINDA J. VANSANT  
SECRETARY-TREASURER & TRUSTEE

Wayne R. Trout  
WAYNE R. TROUT  
TRUSTEE

Ora D. Hatheway  
ORA D. HATHEWAY  
TRUSTEE

Willard L. Wright  
WILLARD L. WRIGHT  
TRUSTEE

Rev. Joseph H. VanSant, Pastor  
Rt 3, Box 315  
Chestertown, MD 21620

Mrs. Linda J. VanSant, Secretary-Treasurer & Trustee  
Rt 3, Box 315  
Chestertown, MD 21620

Rev. Wayne R. Trout, Trustee  
Rt 2, Box 141A  
Dover, DE 19901

Ora D. Hatheway, Trustee  
214 Maple Way  
Salisbury, MD 21801

Willard L. Wright, Trustee  
06 Main Street  
Clayton, DE 19938

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT

OF

IS Act 1112 WAS

RECEIVED FOR RECORD THIS 15th QUEEN ANNE'S FIRST UNITED PENTECOSTAL CHURCH

DAY OF June 1983 AT 11:47 A. M

AND RECORDED IN

JUN 15-83 A 21276 \*\*\*\*\*?

LIBER Med. 197, folio 576 Act 1112

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 15, 1983 at 10:39 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2578, folio 02269, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00 Special Fee paid \$ \_\_\_\_\_

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUN 15 AM 11:47  
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.

D. W. Hill



A 138175  
8309567

02141

LEWIS, PIERSON ASSOCIATES, INC.  
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 referred to as the "Corporation") is Lewis, Pierson Associates, Inc.

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

(1) To buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, as principal, agent, or broker, and on commission or otherwise; to act as loan broker, and generally to do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments; 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 Saddler Road, Grasonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State is John W. Lewis, Post Office Box 315, Route 18, Stevensville, Maryland 21566. 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 (5,000.00) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be FOUR (4), 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:  
John L. Lewis, T. Douglas Pierson, Judith O. Lewis, and Donna M. Pierson.

02142

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 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.

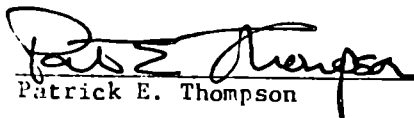
NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-148 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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.

9th IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of February, 1983, and I acknowledge the same to be my act.

  
Patrick E. Thompson

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

ARTICLES OF INCORPORATION

THIS Articles WAS

OF

RECEIVED FOR RECORD THIS 1576

LEWIS, PIERSON ASSOCIATES, INC.

DATE OF June 1983 AT 11:47 A.M.

RECORDED AND RECORDED IN

JUN 15-83 A 21277 \*\*\*\*\*5.00

LIBER 1100197 folio 582 Articles,  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Marguerite M. Harbin*  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 15, 1983 4 at 9:59 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2578, folio 02140, 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 \$ \_\_\_\_\_

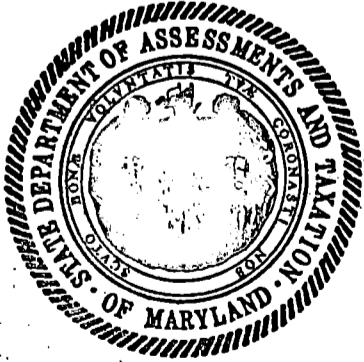
RECEIVED  
CLERK OF THE COURT  
1983 JUN 15 11:47  
QUEEN ANNE'S COUNTY

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.

*D. W. Hill*



A 138153

8309486

LIBER 7 PAGE 585

bt

## THE GUNSTON SCHOOL, INCORPORATED

## ARTICLES OF AMENDMENT

The Gunston School, Incorporated, a Maryland corporation having its principal office in Centreville, Queen Anne's County, Maryland (hereinafter called "the Corporation") hereby certifies that:

FIRST: The charter of the Corporation is hereby amended by deleting all of Article Sixth of the Articles of Incorporation and inserting in lieu thereof the following Article Sixth and by adding to the Articles of Incorporation the following Articles Seventh, Eighth and Ninth:

ARTICLE SIXTH  
BOARD OF TRUSTEES AND MEMBERSHIP

The Corporation is not authorized to issue any capital stock and shall have no members. For purposes of any law or rule relating to members of a nonstock corporation, the directors of the Corporation (who shall be known as "Trustees") shall also constitute the members of the Corporation and, when meeting as the Board of Trustees, may exercise the rights and powers of the Corporation.

ARTICLE SEVENTH  
CORPORATE PROPERTY

All property and assets of any kind now owned or hereafter acquired by the Corporation shall be held and used for such charitable, religious, eleemosynary, benevolent, educational and similar purposes consistent with the provisions of this Charter as the Board of Trustees may from time to time direct. No property or asset shall be acquired by the Corporation subject to any condition or limitation upon its use without the prior approval of the Board of Trustees.

Upon the dissolution of the Corporation, or the forfeiture of its charter, and after all of its liabilities and obligations have been paid or adequate provision has been made for such payment:

(1) assets held by the Corporation subject to legally valid requirements for return, transfer, or conveyance on dissolution or forfeiture shall be disposed of in accordance with such requirements; and

(2) all other assets of the Corporation shall be transferred or conveyed under a plan of distribution, adopted in the manner and by the vote required for authorization of dissolution of the Corporation, to one or more Maryland or foreign corporations or associations having a similar or analogous purpose, or associated or connected with the Corporation. In addition, in disposing of special endowment funds, the plan of distribution shall insure, so far as possible, that the character or purpose of the distributee is similar or analogous to that of the fund and that the distributee will hold and administer such fund subject to the same terms as were applicable when held by the Corporation.

ARTICLE EIGHTH  
ENDOWMENT FUNDS

(a) Establishment. For the purposes of providing a stable financial context for the Corporation, assuring that the

100 586 - 3 A 9:04





established. The Board of Trustees may from time to time direct that any income otherwise distributable from an endowment fund be added to the principal of that fund.

(d) Principal. No principal of an endowment fund shall be distributed for any reason. The principal of an endowment fund may be loaned to the corporation if such loan is authorized by resolution adopted by the vote hereafter required for amendment of this Article and, in the case of a special endowment fund, is to be used solely for a purpose for which the income from that fund might be used. Such resolution shall contain:

(A) a specific statement of the reasons why the Board of Trustees has found that the loan is necessary in order to provide for an immediate financial emergency of extraordinary nature and that it is not possible to postpone meeting such emergency, or to satisfy such emergency from other assets of the corporation, or to obtain a secured or unsecured loan at generally prevailing rates of interest to meet such emergency; and

(B) a specific plan under which the corporation is obligated to repay to the endowment fund the amount of the loan, with such interest (if any) as the Board of Trustees may deem appropriate.

This paragraph does not apply to a special endowment fund to the extent that the terms specified at the time when it was established permit distribution of its principal.

#### ARTICLE NINTH SPECIAL REQUIREMENTS FOR AMENDMENT

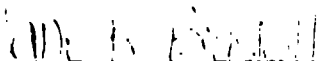
The provisions of Articles Seventh and Eighth and of this Article may not be amended or repealed except by the affirmative vote of at least three fourths (3/4) of all persons serving as members of the Board of Trustees of the corporation at the time when such amendment or repeal is proposed.

SECOND: The corporation is a nonstock corporation and has no members other than the directors (who are referred to in the By Laws as "Trustees"). The amendment of the charter of the corporation as hereinabove set forth was approved by the affirmative vote of more than two thirds of all Trustees at a meeting held on December 9, 1987.

AS WITNESS the seal of the corporation and the signature of its President, attested by its Secretary.

Attest:

Louis S. Duffey  
President

  
Jane K. Bristol  
Secretary

03503

- 4 -

ACKNOWLEDGMENT AND VERIFICATION

I hereby certify that I am the President of The Gunston School, Incorporated, and signed the above Articles of Amendment for the Corporation; I acknowledge the Articles of Amendment to be the act of the Corporation; and I further declare under the penalty of perjury that to the best of my knowledge, information and belief the matters and facts set forth in the Articles of Amendment are true in all material respects.

Lois S. Duffey  
Lois S. Duffey  
President

STATE OF MARYLAND,

QUEEN ANNES COUNTY, SCT,

I HEREBY CERTIFY THAT

ARTICLES OF AMENDMENT

OF

THE GUNSTON SCHOOL, INCORPORATED

THIS Order Amend WAS

RECEIVED FOR RECORD THIS 15th

DAY OF June 19 83 AT 11:47 A.M.

RE ..... AND RECORDED IN

LIBER Mum #7 folio 586 cuts here  
RECORDED BOOK FOR QUEEN ANNES  
COUNTY

CLERK

*Margaret M. Martin*

JUN 15-83 A 21278 \*\*\*\*\*5.00

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

of Maryland February 3, 1983 5 at 9:04 o'clock A M. as in conformity

with law and ordered recorded.

03499

Recorded in Liber 2576, folio \_\_\_\_\_, 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  
1983 JUN 15 AM 11:47  
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.

*D.W. Hill*



A 137697

8309018

219

**NILES T. PETHEL, INC.**

**(A Close Corporation)**

**ARTICLES OF INCORPORATION**

**FIRST:** The undersigned, Niles T. Pethel, Route 1, Box 160, Grasonville, Maryland 21638, being at least eighteen years of age, does hereby form a corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

**SECOND:** The name of the corporation (which is hereinafter called the Corporation) is NILES T. PETHEL, 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 for which the Corporation is formed are as follows:

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, merchandise, and real and personal property of every class and description, calculated or designed to be profitable to this Corporation and in conformity with the laws of the State of Maryland.

To engage in, operate, conduct, and maintain the business of distributing, buying, selling, or otherwise dealing in, wholesale and retail, products of Anabolic Laboratories, vitamins, food and food supplements of every nature and description, x-ray equipment and supplies and to transact all other business necessary and incidental to such enterprise.

**FIFTH:** The post office address of the principal office of the Corporation in Maryland is Route 1, Box 160, Grasonville, Maryland 21638. The name and post office of the resident agent of the Corporation in Maryland is Niles T. Pethel, Route 1, Box 160, Grasonville, Maryland 21638. Said resident agent is a citizen of Maryland and actually resides therein.

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

**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 directors, whose names are Niles T. Pethel, Route 1, Box 160, Grasonville, Maryland 21638; Frank B. Walsh, Jr., 1200 West Street, Annapolis, Maryland 21401; and Carroll I. Messick, 326 Buena Vista Avenue, Arnold, Maryland 21012.

LAW OFFICES FRANK B. WALSH, JR., P. A., ANNAPOLIS, MARYLAND 21401

LIBER

7 PAGE 591

01369

8/17/83 original mailed to Frank B. Walsh, Jr. P.A.  
1500 West St  
Annapolis, Md 21401

01370

**EIGHTH:** 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 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 upon 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.

**NINTH:** 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 this 24<sup>th</sup> day of March, 1983.

WITNESS

Frank B. Walsh, Jr.  
Frank B. Walsh, Jr.

Niles T. Pethel (SEAL)  
Niles T. Pethel

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUL 14 PM 2:34  
QUEEN ANNE'S COUNTY

STATE OF MARYLAND  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Art 12nc WA  
SUBMITTED FOR RECORD THIS 14th  
OF July 19 83 AT 2:34 P.  
AND RECORDED IN  
LIBER MNM 7 Folio 591 Art 12nc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Marguerite M. Martin*

ARTICLES OF INCORPORATION  
OF  
NILES T. PETHEL, INC.

JUL 14-83 A 22821 \*\*\*\*\*5 00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 28, 1983 at 9:37 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2585, folio 01368, 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.

*D. W. Hill*



A 139988

8311455

drb

8117183 original mailed to John Vincent Chamberlin  
Gum Thickets, Kent Point Rd.  
Stevensville, Md 21666

LIBER

7 PAGE 594

02870

FIRST: The undersigned John Vincent Chamberlin and Gloria Anita Chamberlin whose post office address is "Gum Thickets", Kent Point Road, Stevensville, Md 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 (which is hereinafter called the Corporation) is the Chamberlin Corporation.

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

To develop Colonial Post and Beam structures (known as Chesapeake Post and Beam ) reminiscent of early American construction or derivations thereof, including all those ideas related to the ship building tradition for the purpose of erecting frames for custom homes or other structures; the marketing thereof, kits thereof or related items and services thereof.

To carry on all or any of the business of a Marine Technology Firm and to do all those other things necessary and relating thereto

To purchase, acquire, hold and dispose of the stocks, bonds, and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds, or other obligations, and to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidence of indebtedness or stock.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Post Office Box 71, Stevensville, Md 21666. The name and post office address of the resident agent of the Corporation in Maryland are John Chamberlin, PO Box 71, Stevensville, Md 21666

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) no par.

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, 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, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are John Vincent Chamberlin and Gloria Anita Chamberlin.

02870

SEVENTH:

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

In the case of the Post and Beam frame structures, the Corporation will only be responsible to produce and erect the required frame as agreed and stipulated in the contract. The Corporation will not be responsible for maintenance of the frame after it has been erected, nor will the corporation be responsible for the completion of the house, nor the results thereof following the erection of the initial post and beams. Erection prices will be separate from the quoted prices of each assembly.

In the case of the Marine Technology, the Corporation will use the services of personnel suited to specific assignments only as needed. Professional judgements will be the responsibility of principal decision makers in the related contract.

EIGHTH: The duration of the Corporation shall be perpetual

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on \_\_\_\_\_, and severally acknowledge the same to be our act.

*John Vincent Chamberlin*  
JOHN VINCENT CHAMBERLIN

*Gloria Anita Chamberlin*  
GLORIA ANITA CHAMBERLIN



LIBER 7 PAGE 596

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUL 14 PM 2:34  
QUEEN ANNE'S COUNTY

STATE OF MARYLAND  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Art 12nc WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF July 19 83 AT 2:34 P.M.  
RE ..... AND RECORDED IN  
LIBER MWM7Folio 594 Art 12nc  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

*Margaret M. Martin*

ARTICLES OF INCORPORATION  
OF  
THE CHAMBERLIN CORPORATION

JUL 14-83 A #22822 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 22, 1983 at 10:11 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2583, folio 02872, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Penalty 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.

*D. W. Till*



gcp

A 139731

8311253

RA

ARTICLES OF INCORPORATION  
OF  
HOPPY'S FOOD STORES, INC.  
A Maryland Close Corporation

FIRST: I, Michael R. Foster, whose post office address is Morgan Building, 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:

HOPPY'S FOOD STORES, 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 purpose for which the Corporation is formed are:

1. To engage in the operation of a retail grocery store, restaurant, carry-out shop, and/or other types of food and beverage dispensing and sales establishment; 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.

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

8117183 original mailed to Michael R. Foster Esq.  
P.O. Box 307  
Stevensville Md. 21666

*Queen Anne*

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1-85-4, Ford's Landing Road, Millington, Maryland 21651. The name and post office address of the Resident Agent of the Corporaion in this State is Michael R. Foster, Morgan Building, P.O. Box 367, Queen Anne's County, 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 stock holders agreement as authorized by Section 4-401 of the Corporations and Associations Article of the Annotated Code of Maryland.

EIGHTH: The Corporation elects to initially have one Director whose name is Michael R. Foster, 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18<sup>th</sup> day of March, 1983, and I acknowledge the same to be my act.

WITNESS:

*Leahy Johnson*

*Michael R. Foster*

Michael R. Foster, Incorporator

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

02789

STATE OF MARYLAND )  
QUEEN ANNE'S COUNTY )

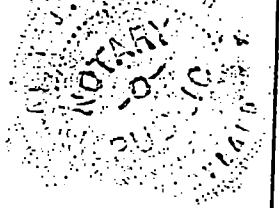
TO WIT:

I HEREBY CERTIFY, that on this 18<sup>th</sup> day of March, 1983, 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: 7/1/86



LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 387  
STEVENSVILLE, MD. 21066  
(301) 843-2141

RECORDED  
CLERK, CIRCUIT COURT  
1983 JUL 14 PM 2:34  
QUEEN ANNE'S COUNTY

QUEEN ANNE'S COUNTY, SCT.  
IN THAT  
Art 12nc WAS  
14th  
July 19 83 AT 2:34 PM

ARTICLES OF INCORPORATION AND RECORDED IN  
OF MWM 7 Folio 597 Art 12nc  
BOOK FOR QUEEN ANNE'S  
HOPPY'S FOOD STORES, INC. *Marguerite M. Manbin* CLERK

JUL 14-83 A 22823 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 21, 1983 at 11:25 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2583, folio 02786, 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.

*[Signature]*



A 139716

8311124

F  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the B.H.S., INC.  
were received for record on March 24, 1983  
in accordance with the provisions of Sec. 3-407 of the  
Corporations and Associations Article of the Code.

Jane L. Burner  
Director

8117183 original mailed to Joseph S. (Hatch) 6202 Delbarton St. 2078  
Camp Springs, Md.



ARTICLES OF INCORPORATION  
OF  
M & J COMMUNICATION CABLING, INC.

This is to Certify:

That the subscriber, Joseph S. Gloffre, whose post office address is 6202 Delbarton Street, Camp Springs, Maryland 20748, being of full legal age, does under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, come forth with the intention of forming a corporation.

FIRST: The name of the Corporation (which is hereafter called the "Corporation") is: M & J Communication Cabling, Inc.

SECOND: The purposes for which the Corporation is formed are for any lawful purpose and as follows:

(a) To own, conduct, operate, maintain and carry on the general business of communication cabling services; to sell wholesale and/or retail and install communication cabling and accessories of every nature and description; and to carry on all other business generally associated with the operation of such business.

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

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

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

(e) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, 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 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 <sup>not</sup> 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.

THIRD: The post office address of the principal office of the Corporation in Maryland is 911 May Lane, Stevensville, Maryland 21166, located in Queen Anne's County. The name of the resident agent is Joseph S. Gioffre, who resides at 6202 Delbarton Street, Camp Springs, Maryland 20748, located in Prince George's County. Said resident agent is a citizen of Maryland and actually resides within.

FOURTH: 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.

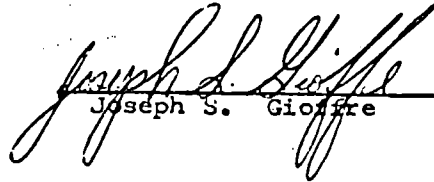
FIFTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than one (1); and the name of the director who shall act until the first meeting or until his successors are duly chosen and qualified is Joseph S. Gioffre.

SIXTH: The directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, for such considerations as said director may deem advisable, irrespective of the value or amount of such consideration; after first obtaining the unanimous approval of all stockholders of the Corporation.

SEVENTH: 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS THEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on March 8, 1983.

  
Joseph S. Gioffre

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUL 14 PM 2:34  
QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION  
OF

M & J COMMUNICATION CABLING,

STATE OF MARYLAND  
I HEREBY CERTIFY THAT  
Art 12nc WAS  
FILED IN BOOK NO. 14th  
ON July 14 83 AT 2:34 PM  
AND RECORDED IN  
BOOK MWM 7 Folio 601 Art 12nc.

MARGUERITE M. MADON  
CLERK

JUL 14-83 A #22824 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 11, 1983 at 9:58 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2582, folio 01901, 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.

*[Signature]*



A 139331 -8310741

fwl

B.H.S., INC.

ARTICLES OF DISSOLUTION

B.H.S., INC., a Maryland Corporation, having its principal office in Baltimore County, Maryland (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: That the name of the Corporation is as hereinafter set forth, and the Post Office Address of the principal office of the Corporation in the State of Maryland is 825 Eastern Boulevard, Baltimore, Maryland 21221.

THIRD: The name and 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: William F. Bartenfelder, 647 Rockaway Beach Avenue, Baltimore, Maryland 21221. Said resident agent is an individual, actually residing in this State.

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

William F. Bartenfelder, 647 Rockaway Beach Avenue, Baltimore Maryland 21221  
 Joyce C. Bartenfelder, 647 Rockaway Beach Avenue, Baltimore, Maryland 21221  
 Thomas D. Snuggs, 437 Oakwood Road, Baltimore, Maryland 21222  
 Josephine H. Snuggs, 437 Oakwood Road, Baltimore, MD 21222  
 John G. Hennessey, 4219 Seidel Avenue, Baltimore, MD 21206  
 William R. Hennessey, 4219 Seidel Avenue, Baltimore, MD 21206

Brennan & Brennan  
 ATTORNEYS AT LAW  
 TOWSON & ESSEN, MD

TOWSON-823-0484  
 ESSEN-887-3434

LIBER

7 PAGE 605

815183 original mailed to Alfred J. Brennan, Jr., Esq.  
 825 Eastern Blvd.  
 Balto. MD 21221

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

President - William F. Bartenfelder, 647 Rockaway Beach Avenue, Baltimore, Maryland 21221

Secretary - Joyce C. Bartenfelder, 647 Rockaway Beach Avenue, Baltimore, Maryland 21221

Vice-President - *Thomas D. Snuggs* 437 Calwood Rd Baltimore Maryland 21222

Treasurer - *John G. Hammersly*, 429 Seidel Ave, Easto, MD 21206

SIXTH: The entire Board of Directors, at a meeting of the Board of Directors of the Corporation duly convened and held on February 26, 1983, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on March 5, 1983.

SEVENTH: A consent in writing to the dissolution of the Corporation was signed by all the stockholders of the Corporation and such consent is filed with the records of the Corporation and the dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Corporations and Associations, Title 4 of the Annotated Code of Maryland.

EIGHTH: The Corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation of Maryland) stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been

paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the corporation is to be affected namely:

1983

IN WITNESS WHEREOF, B.H.S., 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 5th day of March, 1983.

B.H.S., INC.

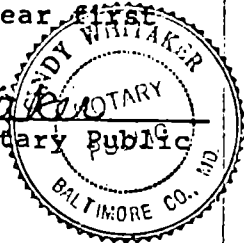
*Joyce C. Bartenfelder*  
Joyce C. Bartenfelder -  
Secretary

*William F. Bartenfelder* (SEAL)  
William F. Bartenfelder -  
President

STATE OF MARYLAND, COUNTY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, That on this 5th day of March, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared WILLIAM F. BARTENFELDER, President of B.H.S., Inc., a Maryland Corporation and in the name and on behalf of said corporation, acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared the Board of Directors, consisting of William F. Bartenfelder, Joyce C. Bartenfelder, Thomas D. Snuggs, Josephine H. Snuggs, John G. Hennessey and William R. Hennessey, and made oath in due form of law that he was chairman of the meeting of the Board of Directors of said Corporation at which the dissolution of the Corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge and belief.

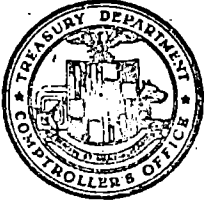
WITNESS my hand and Notarial Seal the day and year first above written.

*Cindy Whitaker*  
Notary Public  


My Commission Expires:

July 1, 1986

Brennan & Brennan  
ATTORNEYS AT LAW  
TOWSON & ESSEX, MD  
TOWSON - 023-0404  
ESSEX - 007-0424



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P.O. BOX 466 PHONE (301)-269-3814  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

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

March 1, 1983

Alfred L. Brennan, Sr., Esquire  
Law Offices  
Brennan and Brennan  
825 Eastern Blvd.  
Essex, Maryland 21221

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

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

B. H. S., INC.

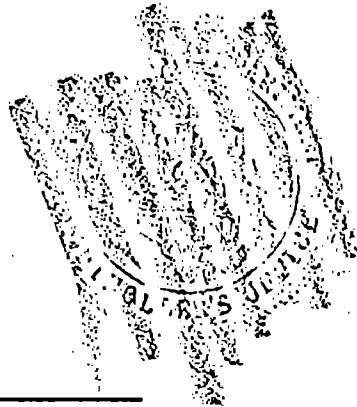
have been paid.

WITNESS my hand and official seal this

First day of March A.D. 19 83

*Edmund F. Thompson*

DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY



RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUL 14 PM 2:34  
QUEEN ANNE'S COUNTY

STATE OF MARYLAND  
IN QUEEN ANNE'S COUNTY, SCOT.  
I HEREBY CERTIFY THAT  
THIS Art. 1 Inc WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF July 19 83 AT 2:34 P.M.  
AND RECORDED IN  
LIBER MWM # 7 Folio 605 Ad) Inc  
BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF DISSOLUTION  
OF  
B.H.S., INC.

*Marguerite M. Martin*

JUL 14-83 A 22825 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 24, 1983 at 10:02 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2584, 60943 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

To the clerk of the Circuit Court of Queen Annes County

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

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

*D. W. Hill*



A 139934  
8311391



RA

MARYLAND DATA SYSTEMS, 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, SELMA E. FORD, whose post office address is Box 147-E Bennetts Point Road, Queenstown, Maryland 21658, 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 referred to as the "Corporation") is MARYLAND DATA SYSTEMS, 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 sales and maintenance of computer hardware and software and to engage in any other lawful purpose and/or business.

*8/5/83 original mailed to B. Goette & Schematz, P.A.,  
 Attorney at Law,  
 114 Annapolis St.,  
 Annapolis, Md. 21401*

GOETTER & SCHEMATZ P.A.  
 ATTORNEYS AT LAW  
 114 ANNAPOLIS STREET  
 ANNAPOLIS, MARYLAND 21401

1993 FEB 24 A 10:00  
 1  
 1993 MAR -3 A 10:00

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(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.

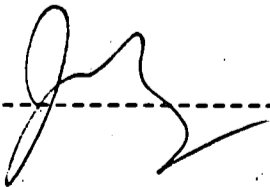
FIFTH: The post office address of the principal office of the Corporation in this State is, Box 147-E Bennetts Point Road, Queenstown, Maryland 21658. The name and post office address of the Resident Agent of the Corporation is <sup>Selma E. Ford</sup> Box 147-E Bennetts Point Road, Queenstown, Maryland, 21658. Said resident agent is an individual actually residing in this state.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of Common Stock, at \$20.00 per share.

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. The names of the Directors who shall act until the first annual meeting or until his successor is duly chosen and qualified are: Selma E. Ford and William Gardner.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of February, 1983. and I acknowledge same to be my act.

GOETTEE & BHEMATZ P.A.  
ATTORNEYS AT LAW  
114 ANNAPOLIS STREET  
ANNAPOLIS, MARYLAND 21401



Selma E. Ford (SEAL)  
SELMA E. FORD

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

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUL 14 PM 2:34  
QUEEN ANNE'S COUNTY

THIS Art / Inc WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF July 19 83 AT 2:34 P.M.  
RE ..... AND RECORDED IN  
LIBER MWM #7 File 610 Art Inc

ARTICLES OF INCORPORATION  
OF Maryland Data Systems, Inc.  
CORD BOOK FOR QUEEN ANNE'S

MARYLAND DATA SYSTEMS, INC.

JUL 14-83 A 22826 \*\*\*\*\*500

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 3, 1983 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2580, folio 01731, 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.

R. B. Johnson



A 138872

KENT NARROWS YACHT CLUB, INC.  
ARTICLES OF INCORPORATION

FIRST: I, Marvin J. Feldman, whose post office address is 9102 Shad Lane, Potomac, Maryland 20854, 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 KENT NARROWS YACHT CLUB, 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 expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title

01440

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 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 or 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, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD the purpose of the Club will be to establish an organization of yachtsmen to promote and encourage yachting, seamanship and good fellowship among themselves and future members.

FOURTH: The post office address of the principal office of the Corporation in this State is Kent Narrows, Grasonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State are Marvin J. Feldman, 9102 Shad Lane, Potomac, Maryland 20854. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and

other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Marvin J. Feldman, Pamela Cohen, Randi Lynn Meisel.

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

01444

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 24th day of FEBRUARY, 1983, and  
I acknowledge the same to be my act.

  
\_\_\_\_\_  
Marvin O. Feldman

RECEIVED  
CLERK, CIRCUIT COURT

1993 JUL 14 PM 2:34  
QUEEN ANNE'S COUNTY

SECTION OF REVENUE TAXES  
COUNTY OF QUEEN ANNE'S  
COURT

THIS Art 12nc WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF July 19 83 AT 2:34 P.M.

ARTICLES OF INCORPORATION  
OF  
KENT NARROWS YACHT CLUB, INC.  
AND RECORDED IN  
LIBER MWM 7 Folio 613 Art 12nc  
RECORD BOOK FOR QUEEN ANNE'S

*Margaret M. ...*

JUL 14-83 A 22827 \*\*\*\*\*6.50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 2, 1983 at 8:53 o'clock A M. as in conformity  
with law and ordered recorded.

9

Recorded in Liber 2589 folio 01437, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

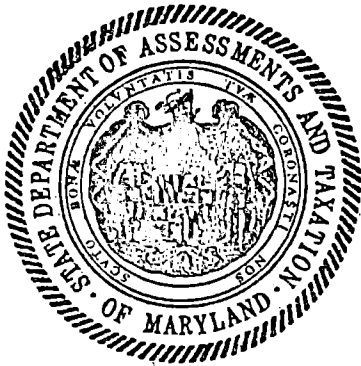
Bonus tax paid \$ 20.00 Recording fee paid \$ 26.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Queen Annes County

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

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

*R. B. ...*



A 138830

8310308

bt

LIBER

7 PAGE 621

RA

ARTICLES OF INCORPORATION  
OF  
GRANADA CORPORATION  
A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, Christopher Scott Goetz, John Jacob Gibson and John Michael Gibson, whose mailing address is Route 2, Box 713, Chester, Maryland, 21619, are at least eighteen (18) years of age and do hereby indicate our intention of forming a close corporation under the General Laws of the State of Maryland.

SECOND: That the name of the corporation (hereinafter referred to as "the Corporation") is Granada Corporation.

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

- a) To carry on and to engage in the business of managing, owning, operating, constructing, and improving a business for the manufacture, development, distribution and sale of logistical and general support services of every kind and description and to do all things necessary to carry on the said business.
- b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, rent, sell, exchange, let or in any manner encumber or dispose of real property whenever 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

5/5/83 original mailed to  
Christopher Goetz Gibson  
Rte 2 Box 713  
Chester, Md 21619

in, importers and exporters of natural products, raw materials, manufactured products, 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, franchise and assets of every kind, or any corporation, co-partnership, or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume, and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchise, 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, assign, sell, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any share of stock of, or voting trust certificates for any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates,

bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this corporation.

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

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

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

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

l) 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.

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 mailing address of the principal office of the Corporation is Route 2, Box 713, Chester Maryland 21619.



FIFTH: The name and address of the resident agent is John Jacob Gibson, Route 2, Box 713, Chester, Maryland 21619. Said resident agent is an individual actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of no par value, common stock. Dividends may be declared on the common stock; and each share of common stock shall entitle the holder thereof to one vote in all proceeding in which action shall be taken by the stockholders.

SEVENTH: The Corporation shall have three (3) directors, being Christopher Scott Goetz, John Jacob Gibson and John Michael Gibson, who shall serve until their successors are duly elected and qualified or the Corporation issues at least one share of stock; thereafter, the Corporation being managed by its stockholders.

EIGHTH: 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, provided that no such amendment shall be valid unless such amendment shall have been authorized by the affirmative vote of all stockholders of the Corporation by a vote at a meeting or in writing with or without a meeting.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation the 1st day of March, 1983, and we acknowledge the same to be our act.

Christopher S. Goetz  
CHRISTOPHER SCOTT GOETZ

John Jacob Gibson  
JOHN JACOB GIBSON

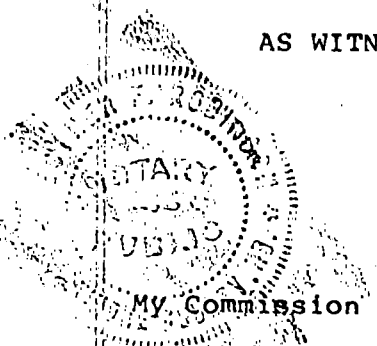
John Michael Gibson  
JOHN MICHAEL GIBSON

STATE OF MARYLAND) )  
COUNTY OF ) ) TO WIT:

I HEREBY CERTIFY that on this 1st day of March, 1983, before, me the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Christopher Scott Goetz, John Jacob Gibson, and John Michael Gibson, known to me to be the persons whose names are subscribed to the within Articles of Incorporation of Granada Corporation and they acknowledged that they executed same for the purposes therein stated.

AS WITNESS my Hand and Notarial Seal.

Arthur F. Robinson  
NOTARY PUBLIC



MY Commission Expires:  
July 1, 1986

LIBER

7 PAGE 628

STATE OF MARYLAND

RECEIVED  
CLERK, CIRCUIT COURT  
1983 JUL 14 PM 2:34  
QUEEN ANNE'S COUNTY

THIS Art/Enc WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF July 19 83 AT 2:34 P.M.

ARTICLES OF INCORPORATION

OF

GRANADA CORPORATION

AND RECORDED IN  
LIBER MWM 7 Folio 622 Art/Enc  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Marguerite*  
JUL 14-83 \* 22828 \*\*\*42.00  
JUL 14-83 A #22828 \*\*\*\*\*5.50

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 2, 1983 at 3:37 o'clock A M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2580, folio 1680, 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 County

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

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

*D.W. Hill*



A 138867

8310265

bt

01099

ARTICLES OF INCORPORATION  
OF  
TIDEWATER ARTS AND HUMANITIES  
LEAGUE OF MARYLAND, INC.

THIS IS TO CERTIFY: I, Robert R. Price, Jr., whose post office address is 103 Lawyers Row, Centreville, Maryland 21617, being at least twenty one (21) years of age, do hereby form a corporation under the General Laws of the State of Maryland.

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

TIDEWATER ARTS AND HUMANITIES  
LEAGUE OF MARYLAND, INC.

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

- a. To encourage appreciation, study and participation in the arts and humanities.
- b. To unite in one organization all persons who are interested in or engaged in the arts.
- c. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding 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

LAW OFFICES  
ROBERT R. PRICE, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MARYLAND

755-1600

UBER

7 PAGE 629

9/7/83 signed mailed to Robert R. Price, Jr. 238  
103 Lawyers Row  
Centreville Md. 21617

value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income of its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes", 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

C1101

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 distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease,

transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such

other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

THIRD: The Corporation shall have no capital stock and shall issue no stock.

FOURTH: The post office address of the place in which the principal office of the Corporation in this State will be located is 103 Lawyers Row, Centreville, Maryland, 21617. The resident agent of the Corporation is Catherine S. Waugh, whose post office is 103 Lawyers Row, Centreville, Maryland 21617, and she is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three nor more than fifteen trustees; and the names of the trustees who shall act until the first annual meeting or until their successors are duly chosen and qualify are Maryse Kudner, Barbara Walker Kettler, Lynette Nielsen, Paul C. Sherr, James G. Nelson, Robert R. Price, Jr., Robert D. Sallitt and Gertrude T. Guthrie.



SIXTH: Members shall be admitted, permitted to resign or be removed in such manner as provided by the By-Laws of the Corporation and each member shall have one vote.

SEVENTH: This Certificate of Incorporation may be amended by a two-thirds vote of the members at any regular annual meeting or at any meeting duly called therefore.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Territory in which the operations of the corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the corporation shall not be limited to such territory.

TENTH: Upon dissolution all remaining assets of the corporation shall be distributed to the Chesapeake College Foundation, a foundation for the regional community college, Wye Mills, Maryland. In the event the Foundation for Chesapeake College is not in existence 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.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation this 8 day of April, 1983.

WITNESS:

Mary J. Coe Robert R. Price, Jr. (SEAL)  
ROBERT R. PRICE, JR.

STATE OF MARYLAND

QUEEN ANNE'S COUNTY

TO WIT:

I HEREBY CERTIFY, that on this 8<sup>th</sup> day of April, 1983, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert R. Price, Jr. who did acknowledge that the foregoing Certificate of Incorporation was executed for the purposes therein contained.

WITNESS my hand and Notarial Seal.

Mary J. Coe  
Notary Public

My commission expires: 7-1-86

LAW OFFICES  
ROBERT R. PRICE, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MARYLAND  
758-1880



ARTICLES OF INCORPORATION

OF

TIDEWATER ARTS AND HUMANITIES LEAGUE OF MARYLAND, INC.

*Auto/enc. 1866  
Aug 83 11:03A*

*MIN 7, folio 629 Auto/enc.*

AUG 18-83 A 24213 \*\*\*\*\*5.50

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 14, 1983 at 12:21 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2587, folio 1098, 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 \$ \_\_\_\_\_

1303 AUG 12 1983  
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.

*D. W. Hill*



A 140771

8312400

LIBER

7 PAGE 635

9/7/83 original mailed to Michael R. Foster, Esq.  
P.O. Box 367  
Stevensville Md 21666

00804

LIBER 7 PAGE 636

RA

ARTICLES OF INCORPORATION

OF  
RICH-MARK, LTD.

A Maryland Close Corporation

FIRST: I, Michael R. Foster, whose post office address is Morgan Building, 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:

RICH-MARK, 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 engage in the operation of a restaurant or carry-out shop or other type of food and beverage dispensing establishment and retails sales; 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.

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

00805

FIFTH: The post office address of the principal office of the Corporation in this State is 212 Queen Anne Club Drive, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Richard Thomas Brien, whose address is 212 Queen Anne Club Drive, Stevensville, Queen Anne's County, Maryland 21666. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: All stock issued by the Corporation shall not be transferable except as made pursuant to any provisions contained in unanimous stock holders agreement as authorized by Section 4-401 of the Corporations and Associations Article of the Annotated Code of Maryland.

EIGHTH: The Corporation elects to initially have one Director whose name is Richard Thomas Brien, 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4<sup>th</sup> day of April, 1983, and I acknowledge the same to be my act.

WITNESS:

Richard Thomas Brien

Michael R. Foster  
Michael R. Foster, Incorporator

LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 387  
STEVENSVILLE, MD. 21666  
(301) 643-2141

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

I HEREBY CERTIFY, that on this 4<sup>th</sup> day of April, 1982, 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.

*L. H. Johnson*  
\_\_\_\_\_  
Notary Public

My commission expires: 7/1/86



LAW OFFICES  
MICHAEL R. FOSTER  
MORGAN BUILDING  
SHOPPING CENTER ROAD  
P. O. BOX 367  
STEVENSVILLE, MD. 21666  
(301) 643-2141

*Acts / elmc.*

*1866  
Aug 83 11:03A*

*num 7, folio 636 outside.*

*Marguerite tel Martin*

ARTICLES OF INCORPORATION  
OF  
RICH-MARK, LTD.

AUG 18-83 A #24219 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 13, 1983 at 10:47 o'clock A. M. as in conformity  
with law and ordered recorded.

*4*

Recorded in Liber *2587.00803* 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 \$ 5.00

CLERK OF THE CIRCUIT COURT  
1983 AUG 18 11:14:03  
TO THE CLERK OF THE COUNTY  
QUEEN ANNE'S COUNTY

Circuit Court of Queen Anne's County

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

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

*[Signature]*



djmd

A 140722  
8312324

9/17/83 original mailed to Henry, Hairston & Price  
P.O. Box 838  
Easton, Md 21601

C3

RCT Benner 1

3/25/83

01918

LIBER

7 PAGE 640

RA

BENNER DATA SERVICE, INC.

A Maryland Close Corporation,  
Organized Pursuant to Title 4 of the  
Annotated Code of Maryland

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, JAMES A. BENNER, JR., whose post office address is Hollyberry Farm, Sparks Mill Road, Route 2, Centreville, Maryland 21617, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

BENNER DATA SERVICE, 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, as amended.

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

(1) To consult, sell, lease and in any other manner deal in data processing services and equipment; and to engage in any other lawful purposes 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 this Corporation in this State is located at Hollyberry Farm, Sparks Mill Road, Route 2, Centreville, Maryland 21617. The name and the post office address of the Resident Agent of the Corporation in this State are James A. Benner, Jr., Hollyberry Farm, Sparks Mills Road, Route 2, Centreville, Maryland 21617. Said Resident Agent is a

HENRY, HAIRSTON & PRICE  
ATTORNEYS AT LAW  
EASTON, MARYLAND

01919

citizen of the State of Maryland and actually resides in Maryland.

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 A. Benner, Jr.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of March, 1983, and I acknowledge the same to be my act.

WITNESS:

James A. Benner, Jr. (SEAL)  
James A. Benner, Jr.

HENRY, HAIRSTON & PRICE  
ATTORNEYS AT LAW  
EASTON, MARYLAND

LIBER 7 PAGE 641



STATE OF MARYLAND,  
CLERK OF THE CIRCUIT COURT FOR QUEEN ANNE'S COUNTY

THIS 1st day of Aug 1983 at 1103A o'clock 18th of the month of Aug 1983 I, the undersigned Clerk of the Circuit Court for Queen Anne's County, do hereby certify that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

ARTICLES OF INCORPORATION  
OF

Benner Data Service, Inc. BENNER DATA SERVICE, INC.  
RECORDED IN LIBER 2586 PAGE 01917

AUG 18-83 A 24220 \*\*\*\*\*5.00

CLERK

*Marguerite M. Martin*

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

of Maryland April 5, 1983 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2586 Page 01917, 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 \$ \_\_\_\_\_

5.00

RECEIVED  
CLERK, CIRCUIT COURT  
1983 AUG 18 AM 11:03  
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.

*D. W. Hill*



A 140377  
8311906

djmd

02252  
02256

ARTICLES OF SALE

THESE ARTICLES OF SALE entered into this 28<sup>th</sup> day of March, 1983, by and between QUEEN ANNE'S DEVELOPMENT COMPANY, a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and C-POULTRY COMPANY LIMITED, a corporation of the United Kingdom, (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 assets, consisting of real property, to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: C-Poultry Company Limited, One Central Park Plaza, Omaha, Nebraska 68102 in the United States of America and its principal office address in the place where organized is One Lygon Place, Ebury Street, London SW1 W OJR, England.

THIRD: The name and state of incorporation of each party to these Articles of Sale are as follows:

Transferor is QUEEN ANNE'S DEVELOPMENT COMPANY, a corporation organized under the laws of the State of Maryland.

Transferee is C-POULTRY COMPANY LIMITED, a corporation organized under the general laws of the United Kingdom.

Transferee was incorporated on January 13, 1931 under the general laws of the United Kingdom and qualified to do business as a foreign corporation in this State on November 14, 1980.

The name and address of the resident agent of Transferee is: James G. Fogler, Sr., 600 Cresswell Avenue, Baltimore, Maryland 21225.

FOURTH: The nature and amount of consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in NINTH herein, is Four Hundred Eighty-Five Thousand Dollars (\$485,000.00), to be paid in accordance with the Contract of Sale (hereinafter referred to as the "Contract") between Transferee and Transferor dated March 3, 1983, which Contract is incorporated by reference herein.

LIBER

7 PAGE 643

9/7/83 original mailed to Henry P. [unclear]  
10502nd Washington Street  
P.O. Box 1146 - Eastern, Md. 21001

FIFTH: The principal office of Transferor is Centreville, Queen Anne's County, 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 location of the principal office of Transferee in the State of Maryland is Brookletts Avenue, Easton, Talbot County, Maryland. Transferee owns no property in this State.

SEVENTH: The Board of Directors of Transferor, by written 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 all of the real estate assets of Transferor, they being substantially all of the assets of the corporation, as set forth herein, is advisable and directing that these Articles of Sale be submitted for action thereon by the Stockholders of Transferor at the Regular Annual Meeting of the corporation held on March 18, 1983, 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.

By the affirmative vote of two-thirds of the stockholders entitled to vote thereon these Articles of Sale were approved at said Annual Meeting on March 18, 1983 and said action is recorded in the minutes of the proceedings of the Stockholders of Transferor, all in the manner and by vote required by the Charter of Transferor and by the Corporations and Associations Article of the Annotated Code of Maryland.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale 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 United Kingdom under which Transferee is organized.

NINTH: In consideration of the payment to Transferor of One Hundred Seven Thousand Six Hundred Forty-five and 97/100 Dollars (\$107,645.97) in cash and the assumption of the principal balance of Seventy-six Thousand Four Hundred Twenty-one and 26/100 Dollars (\$76,421.26) remaining unpaid and secured by Mortgage from Transferor to The Centreville National Bank of Maryland dated September 25, 1975 and recorded among the Land Record Books of Queen Anne's County in Liber C.W.C. No. 97, folio 289; and by assumption of the principal balance of Three Hundred Thousand Nine Hundred Thirty-two and 77/100 Dollars (\$300,932.77) remaining unpaid and secured by a Deed of Trust from George Mazur Enterprises, Inc. to Meredith R. Hoffmaster, Trustee, et al. dated June 2, 1969, and recorded among said Land Record Books in Liber C.W.C. No. 41, folio 678; all in accordance with the terms and conditions of the Contract, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns all of the following described real estate, to wit:

ALL that tract or parcel of land situate, lying and being in the Fifth Election District of Queen Anne's County, in the State of Maryland, which is described by metes and bounds, courses and distances, according to a survey thereof made by William R. Nuttle, Registered Surveyor, a plat of which is recorded among the Land Records of Queen Anne's County in Liber C.W.C. No. 40, folio 508, as follows, to wit:

BEGINNING for the same at a concrete monument at the southernmost corner of the lands of Ralph L. Whaley, said point being the intersection of the northeast side of the Baltimore and Eastern Railroad lands (20 feet from the center-line of tracks) and running thence by and with said railroad lands North 59° 54' West 903.08 feet to a concrete monument and a new division line between the herein described lands and other lands of Ralph Whaley; thence by and with said new division line North 41° 30' East 678.50 feet to a concrete monument and South 48° 30' East 885.26 feet to a concrete monument and the aforementioned Bloomindale Road; thence by and with the northwest side of said road South 41° 30' West 500.00 feet to the place of beginning, containing in all 11.975 acres of land, more or less.

BEING the same and all of the land which was granted to the Queen Anne's Development Company by Homestead Operating Company, Inc., a Maryland corporation, by deed dated September 24, 1975, and recorded among the Land Records of Queen Anne's County in Liber C.W.C. No. 97, folio 287.

SUBJECT, however, to the following conveyances from Ralph Lee Whaley and wife:

1. Grant to County Commissioners of Queen Anne's County, dated December 11, 1948, and recorded in Liber N.B.W. No. 2, folio 354; and

2. Right of Way Agreement with Eastern Shore Public Service Company dated February 12, 1958, recorded in Liber T.S.P. No. 40, folio 76 (All references are to Land Record Books of Queen Anne's County.)

TOGETHER with all right, title, and interest of Queen Anne's Development Company, if any, in and to the land now or recently covered by the right of way of the Baltimore and Eastern Railroad Company adjacent to the lands hereinabove described.

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

IN WITNESS WHEREOF, Queen Anne's Development Company and C-POULTRY COMPANY LIMITED, parties to these Articles of Sale, have caused these Articles of Sale to be signed and acknowledged in the name and on behalf of said corporations, by the respective Presidents or Vice Presidents and attested by the respective Secretaries or Assistant Secretaries, this 28<sup>th</sup> day of March, 1983.

ATTEST: QUEEN ANNE'S DEVELOPMENT COMPANY  
Howard Wood BY: J. O. Pippin, Jr. (SEAL)  
Howard Wood, Secretary J. O. Pippin, Jr., President

ATTEST: C-POULTRY COMPANY LIMITED  
George E. McCabe, Jr. BY: George Haefer (SEAL)  
George E. McCabe, Jr., Assistant Secretary George Haefer, President

THE UNDERSIGNED, President of Queen Anne's Development Company, who executed on behalf of said corporation the foregoing Articles of Sale, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles 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.

J. O. Pippin, Jr.  
J. O. Pippin, Jr., President

02260

THE UNDERSIGNED, Vice President of C-Poultry Company Limited, who executed on behalf of said corporation the foregoing Articles of Sale, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale 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.

  
George Haefner, Vice President

USER

7 PAGE 647

-5-

HPT/cl

BETWEEN

QUEEN ANNE'S DEVELOPMENT COMPANY (MD. CORP) Transferor

AND

C-POULTRY COMPANY LIMITED (United Kingdom Corp) Transferee

DATE OF MARYLAND  
CIRCUIT COURT OF QUEEN ANNE'S COUNTY  
THIS Auto 140438 WAS  
RECEIVED 1800  
DAY OF Aug 83 11:03 A  
BY MWM 7, folio 643 Auto 140438  
RECORDED IN THE  
COUNTY

AUG 18-83 A 24221 \*\*\*\*\*

*Marguerite M. Manbin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 4, 1983 at 10:41 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2586, folio 10 2251, 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 Queen Anne's Co. land record office  
\$ 24.00 5.03

RECEIVED  
CLERK, CIRCUIT COURT  
1803 AUG 13 AM 11:03  
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.

*D. W. [Signature]*



A 140438

8311893

00345

ARTICLES OF INCORPORATION  
OF  
MYCO CONSTRUCTION CORPORATION

FIRST: I, Shaun F. Carrick, whose post office address is c/o Miles & Stockbridge, 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 Myco Construction Corporation (the "Corporation").

THIRD: The purposes for which the Corporation is formed are to carry on and conduct a concrete and general construction business, including but not limited to, designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work on residential, commercial or industrial structures, using any building materials and techniques now employed or to be developed; to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required therefor; to manufacture, produce, adapt and prepare, and deal in or with any materials, articles, or other 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

LIBER

7 649

9/7/83 original mailed to Miles & Stockbridge  
10 Light Street  
Baltimore, Md. 21202



in conjunction with or incidental to any of the above purposes 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 427B Queen Anne Drive, Chester, Maryland 21619. The name and address of the resident agent are Mary Jane Miller, 427B Queen Anne Drive, Chester, Maryland 21619.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares, all of one class called Common Stock. The par value of each share of Common Stock is \$4.00 and the aggregate par value of all the shares of the Common Stock is \$40,000.00.

SIXTH: The number of Directors of the Corporation shall be 6, 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 Arthur Joseph Pallotta, Frederick L. Minn, Mary I. Pallotta, Harv Bernstein, Charles W. Miller, Jr. and Dave Miller.

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.

00347

I acknowledge these Articles of Incorporation to be my act  
this 4th day of April, 1983.

  
Shaun F. Carrick (SEAL)

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

*Acts/Elm* WAS  
RECEIVED BY THE CLERK THIS *18th* ARTICLES OF INCORPORATION  
OF *Aug 8* AT *11:03A* OF

FOR *M.W.M. 7, John 6 49 Outer* MYCO CONSTRUCTION CORPORATION  
RECORDED IN THE RECORD BOOK FOR QUEEN ANNES COUNTY

CLERK

*Marguerite M. Marbin*

approved and received for record by the State Department of Assessments and Taxation AUG 18-83 A 24222 \*\*\*\*\*5.0  
of Maryland April 4, 1983 at 2:55 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2586* .00344 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  
1983 AUG 18 AM 11:03  
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.

*R.B. Quinn*



gcp

A 140264

8311777

1388

BAY COUNTRY LODGE NO. 831  
LOYAL ORDER OF MOOSE, INC.

Articles of Revival

First: The name of the corporation at the time the charter was forfeited was Bay Country Lodge No. 831, Loyal Order of Moose, Inc.

Second: The name which the corporation will use after revival is Bay Country Lodge No. 831, Loyal Order of Moose, Inc.

Third: The name and address of the resident agent are Lawrence R. Perry, Route 1, Box 516, Grasonville, Maryland 21638.

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

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, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is Route 18, Grasonville, Maryland 21638.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

*Preston A. Ruck*  
\_\_\_\_\_  
President

*Lawrence R. Perry*  
\_\_\_\_\_  
Secretary

LIBER 7 PAGE 653

9/7/83 original mailed to Patrick E. Thompson, Esq.  
109 Lawyers Row  
Centerville, Md 21017

ARTICLES OF REVIVAL  
OF

BAY COUNTRY LODGE NO. 831, LOYAL ORDER OF MOOSE, INC.

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Auto Meme WAS  
RECEIVED FOR RECORD BY THIS 1983  
OFFICE OF Aug 13 AT 11:03 A.M.  
AND RETURNED IN  
BOOK MWM 7, Folio 63 Auto Meme  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Marguerite M. Martin*  
CLERK

AUG 18-83 A 24223 \*\*\*\*\*507

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 15, 1983 at 9:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2587, folio 61387, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. 5.00

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 10.00

RECEIVED  
CLERK, CIRCUIT COURT  
1983 AUG 18 AM 11:03  
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 140820

8312501

01803

RA

ARTICLES OF INCORPORATION  
OF  
PAUL LAAVEG HOMES, INC.

FIRST: I, Paul Laaveg, whose post office address is Rt. 1, Box 2471, Queenstown, Maryland 21658, 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:

"PAUL LAAVEG HOMES, INC."

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

1. To conduct, carry on and transact for itself, or for the account of others, the business of general real estate brokers, developers and general contractors, dealing in the sale, development, construction, building and remodeling of all types of buildings, private, public or commercial, situated within the State of Maryland or in any political subdivision of the United State of America or in any foreign country.

2. To acquire by purchase, gift, lease, exchange or otherwise, real and personal property, or either, or any interest or estate therein, and any rights over or connected therewith, situated either within or without the State of Maryland, and to own, hold, buy, sell, convey, encumber, mortgage, lease, improve, dispose of or otherwise deal in real estate of every kind and description for its own account, and, also, to act as agent or broker in the purchase, sale, lease, rental and management of real estate for others,

LAW OFFICES RONALD M. NADITCH, P.A., 49 CORNHILL STREET, ANNAPOLIS, MD. 21404

9/7/83 original mailed to Ronald M. Naditch, Esq., 49 Cornhill St., Annapolis, Md 21404

including the negotiation of loans thereon; and to prepare building sites, and to construct, reconstruct, alter, improve, decorate, furnish and maintain buildings of all kinds.

3. To purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings.

4. To conduct, and carry on the business of developers, builders and contractors for the purpose of building, erecting, altering, repairing, decorating, furnishing, fitting up, improving or doing any other work in connection with any and all classes of development, construction and improvement of any kind and nature, including the locating, laying out, installing, maintaining and constructing of electric power lines and systems, street lights, water, water mains, water systems, roads, streets, alleys, sidewalks, avenues, sewers, septic systems, bridges, wells, walls, canals, docks and slips.

5. To subscribe or cause to be subscribed for, and to purchase and otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good-will, rights, assets and property of any and every kind, or any part thereof, or any other corporation or corporations, association or associations, now or hereafter existing, and whether created by the laws of the State of Maryland, or of any other state, territory or country, as far as and to the extent that the same may be permissible by the laws relating to business corporations of the State of Maryland; and to operate, manage, and control such properties, or any of them, either in the name of such

corporation or corporations, or in the name of this Corporation, and while owners of any of said shares of capital stock to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time to the same extent as natural persons might or could do.

FOURTH: The post office address of the principal office of the Corporation is Rt. 1, Box 247I, Queenstown, Maryland 21658. The name and office address of the Resident Agent of the Corporation in this State is Paul Laaveg, Rt. 1, Box 247I, Queenstown, Maryland 21658. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be three (3) or the minimum number permitted by the Corporations and Associations Article, whichever number is lower. 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 are Paul Laaveg, Ronald M. Naditch and Cynthia Anne Clark.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limited and regulating the powers of the Corporation and of the directors and stockholders thereof:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.



2. The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

4. With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other 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 transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; (5) the participation by the Corporation as a share exchange (as defined in the Corporations and Associa-

01807

tions Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired; (6) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereof, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

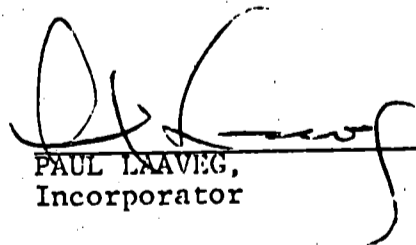
EIGHTH: The holders of the common shares shall have preemptive rights to purchase any shares of the Corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 27<sup>th</sup> day of JANUARY, 1983, and I acknowledge the same to be my act.

WITNESS:

Charles May  
my commission expires  
July 1, 1986

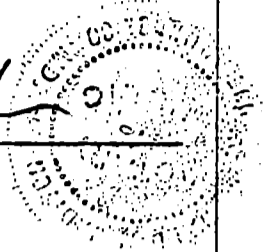
 (SEAL)  
PAUL LAAVEG,  
Incorporator

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY CERTIFY that on this 27<sup>th</sup> day of Jan, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul Laaveg, who acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

*Robert M. Hoall*  
Notary Public



My Commission Expires: 7/1/86

LAW OFFICES RONALD M. NADITCH, P.A., 49 CORNHILL STREET, ANNAPOLIS, MD. 21404

STATE OF MARYLAND  
QUEEN ANNE'S COUNTY, SOOT  
CIRCUIT COURT

*Act 1 WMC* WAS  
*1868* ARTICLES OF INCORPORATION  
*Aug 43 11:03 A* OF  
*MWM # 7, M10 65* PAUL LAAVEG HOMES, INC.

AUG 18 83 A 24224 \*\*\*\*\*5.50

*Marguerite M. Marbin*  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 29, 1983 at 9:59 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2585 01802* folio *7* 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 \$ \_\_\_\_\_

1983 MAR 29 11:03

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.

*R. B. Adams*



A 140061

8311605

LIBER

7 PAGE 662

0385

D.L.B. 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, the undersigned, ROBERT A. SCHMUHL, whose post office address is P.O. Box 8, Harwood, MD 20776, being at least eighteen years of age, do hereby declare myself as an incorporator with the intention of forming a Maryland statutory close corporation under and by virtue on the General Laws of the State of Maryland. SECOND: The name of the corporation (which is hereinafter called the Corporation) is D.L.B. 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 as follows:

a. To manufacture, buy, sell, lease, rent, import, export, store, maintain and do all other things which may be done, with aircraft, aircraft component parts, electronic navigational, video, and audio equipment and other electronic equipment of any and all kinds and makes as principal, agent, or dealer, to pilot aircraft for hire, use televideo equipment for hire, and do all and sundry other things normally required to be done by a corporation engaged in a retail, wholesale or service business. b. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of the State of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Box 247B, R.R. 1, Queenstown, MD 21658. The name and post office address of the Resident Agent of the Corporation in this State are DONALD L. BALL, Box 247B, R.R. 1, Queenstown, MD 21658. Said Resident Agent is an individual actually residing in this State.

LIBER

7 PAGE 663

10/31/83 original mailed to Robert A. Schmuhl, P.O.  
P.O. Box 8  
Harwood, Md 20776

-2-

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 DONALD L. BALL.

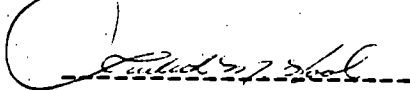
EIGHTH: (1) As used in these Articles any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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 20<sup>th</sup> day of May, 1983, and I acknowledge the same to be my act.

WITNESS:



ROBERT A. SCHMUHL

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
..... WAS  
RECEIVED FOR RECORD THIS .....  
OF 1983 AT 1:25 P.M.  
AND RECORDED IN  
BOOK NO. 7, FOLIO 63, ENTERPRISE  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
D.L.B. ENTERPRISES, INC.

CLERK

SEP 16-83 A 25227 \*\*\*\*\*5.00

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 23, 1983 at 2:09 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2595, folio 60384, 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  
1983 SEP 16 PM 1:25  
QUEEN ANNE'S COUNTY

drb 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.

*D.W. Hill*



A 142037

LIBER 7 PAGE 665



10/3/83 Original Mailed to George Zavadil, Esq.  
573 W. Chesapeake Ave  
Towson, Md 21284

19-6 Baycity  
LIBER

7 PAGE 666

09768

PA

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
NEWPORT LURES, INC.  
(A Close Corporation)

NEWPORT LURES, INC., (A Close Corporation) a Maryland Corporation, having its principal office in Stevensville, Maryland 21666 (hereinafter called the corporation) hereby certifies to the State Department of Assessment and Taxation of Maryland, that:

FIRST: The name of the Corporation is hereby changed from NEWPORT LURES, INC., to:

UPDIKE INC.

SECOND: Permission to use the name Newport Lures, Inc., is hereby granted to DAVID M. LEGGETT, who, simultaneously with the presentation of this Amendment, intends to form a Maryland Corporation using the name of Newport Lures, Inc.

THIRD: The Corporation certifies that it has met the requirements of Title II and Title IV of the Maryland Annotated Code (Corporations and Associations) in that the meeting was approved and advised by the Board of Directors and approved by all the Shareholders representing 100% of the stock outstanding by means of a RESOLUTION duly made, seconded and passed at the meeting held for that purpose on April 23, 1983.

FOURTH: The address of the Resident Agent, Frank Updike, is changed from 300 Maiden Choice Lane, Baltimore, Md., 21228 to Stevensville, \*\* Maryland 21666. (\*\*19-6 Baycity Road)

IN WITNESS WHEREOF, NEWPORT LURES, INC., has caused these presents to be signed in its name and on its behalf by its duly authorized President and attested to by its Secretary, who under penalties of perjury certify the above to be correct to the best of their knowledge, on this 27<sup>th</sup> day of April, 1983.

ATTEST:

NEWPORT LURES, INC.

Douglas J. Updike  
SECRETARY

BY: Frank Updike (SEAL)  
FRANK UPDIKE, President

GEORGE ZAVADIL, P.A.  
ATTORNEY AT LAW  
503 W. CHESAPEAKE AVE.  
TOWSON, MD. 21284  
(301) 821-0350

STATE OF MARYLAND.

... THAT ... WAS ...  
... 1983 ...  
... AT 1:29 ... M.

ARTICLES OF AMENDMENT

OF

NEWPORT LURES, INC.

Changing its name to:

UPDIKE INC.

SEP 16-83 A 25228 \*\*\*\*\*5.0

*Marguerite M. Martin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 2, 1983 at 1:29 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2594 folio 10767 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 OF COURT  
1983 SEP 16 PM 1:25  
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.

*D. W. Hill*



A 141685

LIBER 7 PAGE 667

10/3/83 signed mailed to Robert Schmuhl, Esq  
P.O. BOX 8  
Harwood, Md 20776-0008

RA

HAYES AIRCRAFT, INC.

1983 MAY -2 A 10:23

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, the undersigned, ROBERT A. SCHMUHL, whose post office address is P.O. BOX 8, HARWOOD, MD 20776, being at least eighteen years of age, do hereby declare myself as an incorporator with the intention of forming a Maryland statutory close corporation under and by virtue on the General Laws of the State of Maryland. SECOND: The name of the corporation (which is hereinafter called the Corporation) is HAYES AIRCRAFT, INC..

with agree-  
per-aw

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 as follows:

- a. To manufacture, buy, sell, lease, rent, import, export, repair, store, maintain, and do all other things which may be done with aircraft, aircraft component parts, electronic navigational and other electronic equipment of any and all kinds and makes, as principal, agent or dealer, to pilot aircraft for hire, and do all and sundry other things normally required to be done by a corporation engaged in a retail, wholesale, or service business.
- b. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of the State of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is RTE 1., Box 248C, Queenstown, MD 21658. The name and post office address of the Resident Agent of the Corporation in this State are JOSPEH B. HAYES, RTE 1, BOX 248 C, QUEENSTOWN, MD 21658. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100)

-2-

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 JOSEPH B. HAYES.

EIGHTH: (1) As used in these Articles 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 *29<sup>th</sup>* day of *April*, 1983, and I acknowledge the same to be my act.

WITNESS:

*[Signature]*

*[Signature]*

ROBERT A. SCHMUHL

STATE OF MARYLAND.

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Acct/Plan WAS

RECEIVED FOR RECORD THIS 10th

DAY OF Sept 1983 AT 1:25P M.

IN Queen Anne's AND RECORDED IN

LIBER Num 7, folio 608

RECORD BOOK FOR QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION

OF

HAYES AIRCRAFT, INC.

SEP 16-83 A 25229 \*\*\*\*\*5.00

*Marguerite M. Manbin*

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

of Maryland May 2, 1983 at 10:23 o'clock A M. as in conformity

with law and ordered recorded.

3

00310

Recorded in Liber 2590, folio 3, 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

1983 SEP 16 PM 1:25

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.

*D. W. Hill*



A 141079

03219

NAVAL MEMORIAL COMMISSION OF MARYLAND, INC.

Articles of Incorporation

FIRST: The undersigned Gloria A. Chamberlin whose post office address is Gum Thickets, Kent Point Rd, Stevensville, Maryland, 21666, 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 the NAVAL MEMORIAL COMMISSION OF MARYLAND. INC.,

THIRD: The purpose of the Corporation shall be to acquire, maintain, manage and exhibit naval memorials, and educate the public on the history of the memorials for the betterment of the community.

FOURTH: The post office address of the principal office of the Corporation in Maryland Gum Thickets, Kent Pt Rd. Stevensville, Md. The name and post office address of the resident agent of the Corporation in Maryland is G.A. Chamberlin, Gum Thickets, Kent Point Rd., Stevensville, Md 21666.

FIFTH: The Corporation shall be a <sup>non-stock</sup> non-profit corporation.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the by-laws of the Corporation, and the name of the director who shall act until the first meeting or until their successor is duly chosen and qualified is Gloria A. Chamberlin.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on April 14, 1983, and severally acknowledge the same to be my act.

*Gloria A. Chamberlin*

Gloria A. Chamberlin

10/3/83 Original mailed to G.A. Chamberlin Esq. Gum Thickets Kent Point Rd Stevensville Md 21666

THIS INSTRUMENT WAS RECORDED IN LIBER MEM 7, Folio 671 OF THE RECORD BOOK FOR QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION OF NAVAL MEMORIAL COMMISSION OF MARYLAND, INC.

SEP 16-83 A #25230 \*\*\*\*\*5.00

*Marguerite M. Martin*  
CLERK, CIRCUIT COURT  
1983 SEP 16 PM 1:25  
QUEEN ANNE'S COUNTY

approved and received for record by the State Department of Assessments and Taxation of Maryland April 29, 1983 at 11:29 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2590, folio 03218, 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.

*[Signature]*



A 141002

03580

B.L. TRUCKING, INC.  
ROUTE #2, BOX 389  
QUEENSTOWN, MARYLAND 21658

NOTICE OF CHANGE OF ADDRESS  
OF PRINCIPAL OFFICE AND RESIDENT AGENT OF  
B.L. TRUCKING, INC.

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

April 21, 1983

I, MARION R. LEAVERTON, Secretary of B.L. TRUCKING, INC., ("Corporation") do hereby certify and affirm the following resolutions were duly adopted by the Directors of B.L. TRUCKING, INC. by written unanimous consent dated April 21, 1983.

RESOLVED: That the address of the principal office and Resident Agent of the Corporation is changed from Route #1, Box 409, Queenstown, Maryland 21658 to Route #2, Box 389, Queenstown, Maryland 21658.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I further certify that the above resolutions have not been amended or modified and are in full force and effect.

Enclosed is a check for Eight Dollars (\$8.00) to cover the costs of filing and recording this notice.

  
MARION R. LEAVERTON, Secretary

1983 APR 21 4 11:57

LIBER

7 PAGE 673

10/3/83 signal mailed to Miller + Stockburger  
114 North West St.  
Easton, Md 21601



NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

B. L. TRUCKING, INC.

1513

received for record April 30, 1983

2

at 11:57 AM

and recorded on Film No. 2583

Frame No. 3579 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> 18541

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

SEP 16-83 A 25231 \*\*\*\*\*1

Mr. Clerk Mail to: Miles & Stockbridge  
111 North West Street  
Easton, Maryland 21601

RECEIVED  
CLERK, CIRCUIT COURT  
1983 SEP 16 PM 1:26  
QUEEN ANNE'S COUNTY

rc

QUEEN ANNE'S COUNTY, MD.  
I HEREBY CERTIFY THAT  
Not a Clerk WAS  
 GIVEN FOR RECORD THIS 10/16  
 ON 10/16/83 AT 1:06 P.M.  
 AND RECORDED IN  
 R num 7 file 173  
 RD BOOK FOR QUEEN ANNE'S  
 COUNTY

*Marguerite M. Martin*

02466

MINUTES OF SPECIAL MEETING  
of  
THE BOARD OF DIRECTORS  
of  
DELMARVA GRAIN EXPORTS, INC.

A meeting of the Board of Directors of Delmarva Grain Exports, Inc. was held at 108 N. Washington Street, Easton, Maryland, on April 27, 1983, commencing at 9:00 A.M. There were present the following-named persons, in the capacities respectively indicated:

James G. Dudley, Director  
Thomas J. Keating, IV, Attorney

As the first order of business the following-named persons were elected by those present and entitled to vote, to the following temporary offices:

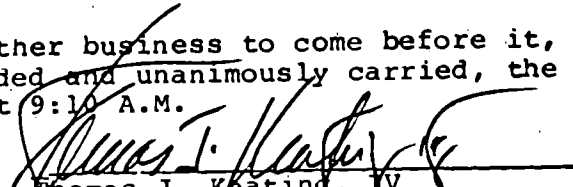
Temporary Chairman - James G. Dudley  
Temporary Secretary - Thomas J. Keating, IV

The Temporary Secretary presented and read a Waiver of Notice of this meeting, signed by all persons entitled to receive Notice thereof. The Temporary Chairman then discussed with the meeting the desirability of changing the location of the principal office of the Corporation, whereupon it was duly moved, seconded and unanimously


RESOLVED: That the principal office of the Corporation be, and it is hereby, changed from "c/o Talbot Grain, Inc., Maryland Route 309, Cordova, Talbot County, Maryland, 21625" to "c/o James G. Dudley, Bloomingdale Road, Queenstown, Queen Anne's County, 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.

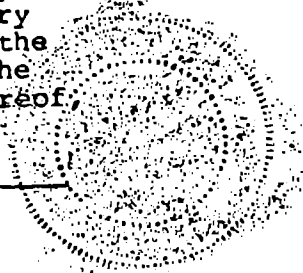
1983 MAY 23 P 2:48

There being no further business to come before it, upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 9:10 A.M.

  
Thomas J. Keating, IV  
Temporary Secretary

I, the undersigned, do hereby certify that on April 27, 1983, I was the duly elected and then acting Temporary Secretary of Delmarva Grain Exports, Inc., and that the foregoing is a true, correct and complete copy of the Minutes of the Meeting of the Board of Directors thereof, held as stated therein.

  
Thomas J. Keating, IV  
Temporary Secretary



10/3/83 original mailed to Thomas J. Keating, IV, Esq.  
108 N. Washington St.  
P.O. Box 1474  
Easton, Md 21601-1474

LIBER 7 PAGE 676  
NOTICE OF CHANGE OF PRINCIPAL OFFICE  
OF  
DELMARVA GRAIN EXPORTS, INC.

1596

received for record May 23, 1983  
and recorded on Film No. 2587

2

at 2:48 P.M.  
Frame No. 02465 one of

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

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

AA N<sup>o</sup> 18631

SEP 16-83 A 25232 \*\*\*\*\*1.25

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

Mr. Clerk Mail to: Thomas J. Keating, IV  
108 N. Washington Street  
P. O. Box 1174  
Easton, Maryland 21601-1174

RECEIVED  
CLERK, CIRCUIT COURT  
1983 SEP 16 PM 1:26  
QUEEN ANNE'S COUNTY

re

UNTY. SCR.  
IDENTIFY THAT  
Not Change WA:  
RECORDED THIS 10th  
MAY OF Sept 83 AT 1:20 P.M.  
AND RECORDED IN  
BOOK 1117. Page 675 Auto plus.  
RECORD BOOK FOR QUEEN ANNE'S

CLERK

Marguerite M. Martin

03582

WOODBURY FARM ENTERPRISES, INC.  
ROUTE #2, BOX 409  
QUEENSTOWN, MARYLAND 21658

NOTICE OF CHANGE OF ADDRESS  
OF PRINCIPAL OFFICE AND RESIDENT AGENT OF  
WOODBURY FARM ENTERPRISES, INC.

April 21, 1983

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

I, MARY JANE LEAVERTON, Secretary of WOODBURY FARM ENTERPRISES, INC., ("Corporation") do hereby certify and affirm the following resolutions were duly adopted by the Directors of WOODBURY FARM ENTERPRISES, INC. by written unanimous consent dated April 21, 1983.

RESOLVED: That the address of the principal office and Resident Agent of the Corporation is changed from Route #1, Box 409, Queenstown, Maryland 21658 to Route #2, Box 409, Queenstown, Maryland 21658.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I further certify that the above resolutions have not been amended or modified and are in full force and effect.

Enclosed is a check for Eight Dollars (\$8.00) to cover the costs of filing and recording this notice.

*Mary Jane Leaverton*  
MARY JANE LEAVERTON, Secretary

LIBER 7 PAGE 677

10/3/83 original mailed to Miles & Stockbridge  
114 N. West St  
Easton Md 21601

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

WOODBURY FARM ENTERPRISES, INC.

1513

2

received for record April 30, 1983

, at 11:18 A. M.

and recorded on Film No. 2583

Frame No. 03581 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> 18542

SEP 16-83 A 25233 \*\*\*\*\*

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

Mr. Clerk Mail to: Miles & Stockbridge  
114 North West Street  
Baltimore, Maryland 21501

RECEIVED  
CLERK, CIRCUIT COURT  
1983 SEP 16 PM 1:26  
QUEEN ANNE'S COUNTY

rs

STATE OF MARYLAND  
QUEEN ANNE'S COUNTY, MD  
I HEREBY CERTIFY THAT  
THIS Not Merged WAS  
RECEIVED FOR RECORD THIS 16th  
DAY OF Sept 1983 AT 1:26 P.M.  
RE Account # 7 file 677 Aerial view.  
LIBER Miles & Stockbridge  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK.

*Marguerite M. Marbin*

RA

Filed for Record July 4 19 83 At 2:31 O'clk P.M Same Day Recorded & Ex'd per Charles C. Keller, CLK  
BAY DISCOUNTERS, 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, 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 BAY DISCOUNTERS, INC.

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

1. To operate a retail sales operation dealing in general merchandise and all activities associated therewith.
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 101 North Commerce Street, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State are Alan L. Goldstein, 101 North Commerce Street, Centreville, Maryland 21617. Said Resident Agent is an individual actually residing in this State.

5.01

FILED 5.01  
JUL 11 1983  
CLERK OF THE COURT  
CENTREVILLE, MARYLAND

12/2/83 original mailed to J. Donald Braden, Esq. Farmers Nat'l Bank Building Centreville, Md 21617

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 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:

(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: Alan L. Goldstein and Cecelia G. Goldstein.

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.

02857  
003780

BOOK 38 PAGE 44

(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, 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.

-3-

LIBER

7 PAGE 651



IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 16th day of March, 1983, and I  
acknowledge the same to be my act.

*J. Donald Braden*  
J. Donald Braden

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

ARTICLES OF INCORPORATION

OF

BAY DISCOUNTERS, INC.

THIS Articles WAS  
RECEIVED FOR RECORD THIS 10th  
DAY OF Nov 1983 AT 10:33A.M.

RE also recorded in  
LIBER mem 7, folio 79, Article  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

*Margaret M. Martin*

NOV 16-83 A 27692 \*\*\*\*\*5.0

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 21, 1983 at 11:25 o'clock AM. as in conformity  
with law and ordered recorded.

Recorded in Liber 2599, folio 5, one of the Charter Records of the State  
2583, folio 0285-003777  
Department of Assessments and Taxation of Maryland.

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

NOV 16 10 33  
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queens Anne County

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

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

*D.W. Hill*



A 139727

8311173

LIBER 7 PAGE 853

12/12/83 Original mailed to Fred H. Loskamp, 44.5, Box 244  
Easton Md 21601

000389

LIBER 7 PAGE 654

PA

Wye Bible Church  
Articles of Incorporation

First: We, the undersigned, Adrian Bos, John Miles, Peter Carlo, Robert Farrar, Edwin Pott, John Cook, Victor Otto, Paul Widenor and Fred Loskamp, each being at least 21 years of age, do hereby associate ourselves as incorporators and trustees with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

Second: The name of the corporation (which is hereinafter called the church) is Wye Bible Church (a Religious Corporation pursuant to Article 5, Section 302 of the Annotated Code of Maryland).

Third: The purposes for which the church is formed are as follows:

1. To show Christian concern for the spiritual welfare of local Christians by providing a gathering place.
2. To provide a local outreach to various individuals in need of spiritual guidance.
3. To support the local Christians' personal growth by providing Bible studies.

000390

4. To minister to the non-Christian with the Word and with personal testimony.
5. To glorify Jesus Christ.
6. The Corporation is organized exclusively for religious, educational and charitable purposes.

Fourth: The post office address of the resident agent of the church in this state is Adrian Bos, Route 1 Box 31, Grasonville, Maryland 21638. The address of the principle place of worship of the church is: 249 K-1 Hemsley Road, Queenstown, Maryland 21658.

Fifth: The time and manner for election and succession of trustees shall be:

1. Trustees shall be elected on the first Sunday of October.
2. Nomination for trustee shall be made by a Nominating Committee.
3. Trustees shall be elected by membership vote.
4. Terms of trustees shall be 3 years with 1/3 of the total number rotating off the board annually.

Sixth: Qualification to be elected a trustee shall be:

- 1. Any adult male member of the church deemed to be in good standing.

Seventh: Qualification to vote at trustee election shall be:

- 1. Any adult member of the church deemed to be in good standing.

Eighth: The duration of the church shall be perpetual.

In Witness Whereof, we have signed this Article of Incorporation on this 10TH of APRIL 1983.

State of Maryland *Queen Anne's* County to wit:

I hereby certify that on this 10TH day of APRIL 1983, before the subscriber, a Notary Public of the State of Maryland in and for the County of *QUEEN ANNE'S*, personally appeared Adrian Bos, John Miles, Peter Carlo, Robert Farrar, Edwin Pott, John Cook, Victor Otto, Paul Widener and Fred Loskamp and severally acknowledged the foregoing Articles of Incorporation to be their act.

000392

Witness my hand and Notary Seal.

Adrian Bos  
(Adrian Bos)

John Miles  
(John Miles)

Peter Carlo  
(Peter Carlo)

Robert Farrar  
(Robert Farrar)

Edwin Pott  
(Edwin Pott)

John Cook  
(John Cook)

Victor Otto  
(Victor Otto)

Paul Widener  
(Paul Widener)

Fred Loskamp  
(Fred Loskamp)

Ray Merritt  
Witness

Constance K. Shirley  
Notary Public

My commission expires  
July, 1984.



STATE OF MARYLAND  
QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

*Act 1440* WAS ARTICLES OF INCORPORATION  
FILED FOR RECORD THIS *16th*  
OF *NOV 1983* AT *10:33A.M.* OF

AND RECORDED IN WYE BIBLE CHURCH  
*NUM 7, folio 684 Act 1440*

RECORDED BOOK FOR QUEEN ANNES'S

NOV 16-83 A 27760 \*\*\*\*\*5.0

CLERK

*Marguerite L. Green*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 13, 1983 at 10:47 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2598*, folio *5* 000388, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 10.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

RECORDED  
CLERK CIRCUIT COURT  
1983 NOV 16 AM 10:33  
QUEEN ANNES'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 143595

CLOSE CORPORATION  
ARTICLES OF INCORPORATION  
OF  
ISLAND CHARTER SERVICE, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, A. MICHAEL SIDLE, whose post office address is 80 Painters Mill Road, Suite A, Owings Mills, Maryland 21117, being of full legal age, do hereby form a close corporation, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations:

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is ISLAND CHARTER SERVICE, INC.

THIRD: The Corporation is a Close Corporation.

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

- (1) To engage in the business of boat chartering and leasing for businesses and personal trips.
- (2) To manufacture or otherwise acquire goods, wares, commodities, merchandise and personal property of every class and description, whatsoever, and to hold or sell, wholesale or retail, or otherwise dispose of, trade, deal in and deal with the same, and to maintain proper facilities for the maintenance and repair thereof.
- (3) To acquire by purchase, construction, or otherwise, all forms or real estate, improved or unimproved, to build, erect, improve, own and maintain, lease, buy, sell, mortgage, and operate office buildings, stores, factories, warehouses, houses, residences, apartment buildings, plants and related facilities.
- (4) To carry on its operation and conduct its business in any state and in the District of Columbia.
- (5) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.
- (6) To make any guarantee respecting dividends, stocks, securities, indebtedness, interest, contracts or other obligations so far as the same may be permitted to be done by corporations organized under the general laws of the State of Maryland.
- (7) To enter into and make all necessary contracts for its business with any person, entity, partnership, joint venture, association, corporation, domestic or foreign, or of any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.

12/18/83 original mailed to *Saypolstein & Sidle*  
*Painters Mill Executive Office Park*  
*80 Painters Mill Rd. Suite A*  
*Owings Mills, MD 21117*



(8) To borrow money, to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations of the Corporation from time to time as shall be necessary or incidental to accomplish the objects and purposes of the Corporation.

(9) To sell, lease, or exchange all or a part of the property and assets of the Corporation, when and as authorized by the affirmative vote of the holders of a majority of the issued and outstanding voting shares of the Corporation at a meeting duly called for that purpose, upon such terms and conditions and for such consideration as its Board of Directors shall deem expedient and for the best interests of the Corporation.

(10) To have all of the general powers granted to Corporations under the laws of the State of Maryland, whether by specific statutory authority or by construction of law.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located at is 2324 Bayside Drive, Stevensville, Maryland 21666, and the name and address of the resident agent of the Corporation is Fred Whildin, and his address is 2324 Bayside Drive, Stevensville, Maryland 21666; and the said Fred Whildin is a citizen of this State and actually resides therein.

SIXTH: The total amount of the authorized Capital Stock of the Corporation is Five Thousand (5,000) shares of no par value common stock.

SEVENTH: The Corporation shall have one (1) Director, Fred Whildin, who is a resident of the State of Maryland and resides therein, and who shall act as such until the time of the organization meeting of Directors and the issuance of at least one (1) share of stock of the Corporation is completed. Immediately after that time, the Corporation shall have no Directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act the 30<sup>th</sup> day of May, 1983.

WITNESS:

*[Handwritten signatures]* (SEAL)

STATE OF MARYLAND )  
COUNTY OF BALTIMORE) ss.

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of May, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore County, personally appeared Fred Whildin, and he acknowledged the foregoing Articles of Incorporation and the signature inscribed thereupon to be his act.

*[Handwritten signature]*  
Notary Public

My Commission Expires July 1, 1986

ARTICLES OF INCORPORATION

OF

ISLAND CHARTER SERVICE, INC.

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.

*Act 1000* WAS

*NOV 83* THIS *16th*  
AT *10:33A.M.*

AND RECEIVED IN  
LIBER *100007*, FOLIO *689* *Act 1000*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

NOV 16-83 A 27701 \*\*\*\*\*5.0

*Margaret M. Maxine*  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 6, 1983 at 9:55 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2596*, folio *3408*, 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 COURT  
1983 NOV 16 AM 10:33  
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.

*D. W. Hill*



A 143110

12/2/83 original mailed to Carl E. Tuerk, Jr.  
404 Blaustein Bldg  
Baltimore, Md 21201

ARTICLES OF INCORPORATION

OF

JANIE-MAC, 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 of the General Laws of the State of Maryland.

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

JANIE-MAC, 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 for which the corporation is formed are to engage in the business of owning, leasing and operating vessels upon navigable waters for commercial and charter fishing, and any and all allied and accessory activities and do such things as may be necessary and desirable in connection 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:

Rt. 2, Box 440  
Chester, Maryland 21619

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.

1983 JUL-2 P 11:19

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

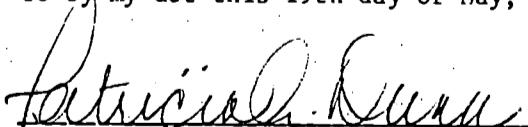
SEVENTH: Upon the completion of the organizational meeting of the Board of Directors, and the issuance of one (1) or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one (1) Director, whose name is Carl E. Tuerk, Jr.

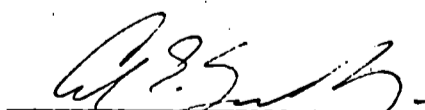
EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and its Directors (if any) and stockholders.

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 Maryland; but not 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 state 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 incorporation and having acknowledged them to by my act this 19th day of May, 1983.

  
WITNESS

  
CARL E. TUERK, JR.

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

I HEREBY CERTIFY THAT

THIS Quit Sale WAS

RECEIVED BY THE CLERK OF THIS 16th ARTICLES OF INCORPORATION

DAY OF NOV 1983 AT 10:33 A.M. OF

NUMBER 17 Johns Outskew JANIE-MAC, INC.

RECORD BOOK FOR QUEEN ANNE'S COUNTY

NOV 16-83 A 27702 \*\*\*\*\*5.0

Marquitta C. Harbin

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

of Maryland June 2, 1983 at 11:19 o'clock A. M. as in conformity

with law and ordered recorded.

3

Recorded in Liber 2596, folio 10994 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  
1983 NOV 16 AM 10 33  
QUEEN ANNE'S COUNTY

drb 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.

D. W. Hill



A: 142974

219:060383

00369

A CLOSE CORPORATION  
ARTICLES OF INCORPORATION  
OF

AMERICAN AUTOMOTIVE INDUSTRIES, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Louis J. Ulman, whose address is 16th Floor, 100 South Charles Street, Baltimore, Maryland 21202, 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:

AMERICAN AUTOMOTIVE INDUSTRIES, INC.

THIRD: The Corporation shall be a close corporation as authorized and regulated 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 purchase and sale of electrical parts, rebuilt parts, motors and mechanisms of any kind for use in or upon any type of motor vehicle; and

(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 reference to any particular purpose, object or business to exclude any other purpose, object or business authorized or permitted by law.

12/2/83 original mailed to Weinberg & Green (Janet Olsen)  
100 S. Charles Street  
Baltimore, Md 21201

FIFTH: The address of the principal office of the Corporation in this State is Route 1, Box 440A, Queenstown, Maryland 21658.

SIXTH: The Resident Agent of the Corporation is Louis J. Ulman, whose address is 16th Floor, 100 South Charles Street, Baltimore, Maryland 21202. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares, no par value, all of one class.

EIGHTH: The Corporation shall have one (1) Director, Ellen Pinder, who shall serve as such until such time as the First and Organizational Meeting of the Director and the issuance of one or more shares of stock of the Corporation have been completed. After such time the Corporation shall have no Board of Directors.

NINTH: 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 law, the powers of the Corporation and the Stockholders shall include the following:

(a) 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.

(b) Except as otherwise provided in this Charter or by the Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its Stockholders, who shall have and may exercise all the powers of the Corporation.

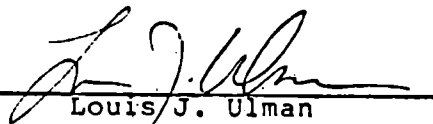
TENTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class; provided, however, that

10371

the Stockholders may, in authorizing the issuance of stock of any class, confer any preemptive right that the Stockholders may deem advisable in connection with such issuance.

ELEVENTH: The Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful, on the merits or otherwise, in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served either the Corporation or any other entity at the request of the Corporation, in any capacity, while an officer of the Corporation. Except as the Bylaws may otherwise provide, no other indemnification shall be provided for any officer or for any employee or agent of the Corporation or of any predecessor of the Corporation or any other entity.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and I acknowledge the same to be my act on this 6<sup>th</sup> day of June, 1983.

  
Louis J. Ulman



ARTICLES OF INCORPORATION  
OF

*Auto Plus* WAS AMERICAN AUTOMOTIVE INDUSTRIES, INC.

RECEIVED FROM THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

DAY OF NOVEMBER 1983 10:33 A.M.

RECORDED IN LIBER *1100M#7 folio 695 Auto Plus*  
RECORD BOOK FOR MRS. COLLEEN ANNE'S COUNTY

NOV 16-83 A 27703 \*\*\*\*\*5

CLERK.

*Margaret M. ...*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 7, 1983 at 3:29 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2597, folio 40368, 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 DISTRICT COURT  
1983 NOV 16 AM 10:33  
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.

*R.B. ...*



A 143349

bjc

002185

RA

1983 JUN 10 A 11:08

ARTICLES OF INCORPORATION  
OF  
SHORELINE COMPUTER SYSTEMS, INC.

FIRST: I, Frances Gambo, whose post office address is at 1717 York Road, Suite 1E, Lutherville, Maryland 21093, 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 referred to as "the Corporation") is

SHORELINE COMPUTER SYSTEMS, INC.

THIRD: The purposes for which the Corporation is formed are

(a) To buy and sell computers; to develop, sell and lease computer programming; and to engage in the business of performing and rendering computer services as a consultant for Governmental bodies, agencies, commissions or departments, individuals, partnerships, corporations and any other type of entity.

(b) To carry on the aforesaid business and any related or unrelated business and activity in the State of Maryland, in any state, territory, district or dependency of the United States, or in any foreign country.

(c) 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 320L, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Frances Gambo, 1717 York Road, Suite 1E, Lutherville, Maryland 21093. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the corporation has the authority to issue is one Thousand shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be one (1) which number may be increased or decreased

1818-183 Original Mailed to Elected Packer, Esq.  
1717 York Rd. #1 E  
Lutherville Md 21093

pursuant to the Bylaws of the Corporation, but shall never be fewer than three except

(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 fewer 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 Dale Martin.

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 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 any 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 be otherwise 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.

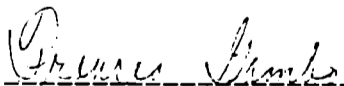
002187

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 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 the Board of Directors, such vote being a majority of those directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted stockholders' meeting, such vote being a majority of all votes entitled to be 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 11 day of May, 1983.

 (SEAL)  
Frances Gambo

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Acts Renc WAS RECEIVED FOR RECORD THIS 16th DAY OF Nov 1983 AT 10:34 AM OF Shoreline Computer Systems, Inc. MEM #17, folio 69 Acts Renc.

NOV 16-83 A #27704 \*\*\*\*\*5

*Marguerite H. ...*

approved and received for record by the State Department of Assessments and Taxation of Maryland June 10, 1983 at 11:08 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2597, folio 4 002184, 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 COURT  
1983 NOV 16 AM 10:34  
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.

*[Signature]*



A 143552

## ARTICLES OF INCORPORATION

OF

BID &amp; AWARDS, INC.

A Close Corporation

RA

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:

BID & AWARDS, 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 provide consulting services, studies, reports, analyses, surveys and advice with respect to scientific processes, forecasting and computer and mathematical applications systems;

(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;

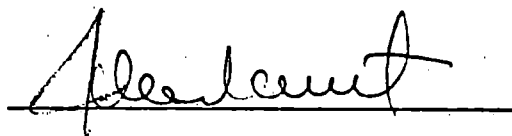
(e) To engage in any other lawful business or activity and to exercise any power now or from time to time hereafter permitted by the General Laws of the State of Maryland relating to corporations, without regard to whether such business, activity or power is appropriate to promote and/or attain the other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

FIFTH: The address of the principal office of the Corporation in this State is: Route 3, Box 180, Stevensville, Queen Anne's County, Maryland 21666. The resident agent of the Corporation is: W. Charles Mylander, III, whose address is: Route 3, Box 180, Stevensville, Queen Anne's County, Maryland, 21666. The resident agent is a citizen of the State of Maryland who resides here.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 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 W. Charles Mylander, 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 9<sup>th</sup> day of June, 1983, 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

*Adrienne* WAS

*Nov 83* *1.6.68* ARTICLES OF INCORPORATION  
*D. 317 M.*

NOV 16-83 A 27705 \*\*\*\*\*5.0

OF

*MWM #7, 703 Bldg 1* BID & AWARDS, INC.  
*Elm.*

*Marguerite L. Maxin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 13, 1983 at 11:02 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2598, folio 3, 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 \$ \_\_\_\_\_

1983 NOV 16 AM 10:34  
QUEEN ANNE'S COUNTY

drb 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.

*D. W. Hill*



A. 143614



12/2/83 original mailed to Phillips + Schwab  
207 E. Redwood St. 10th fl.  
Baltimore, Md 21202

CA

MARTINELLI AND ASSOCIATES, LTD.  
(A CLOSE CORPORATION)

ARTICLES OF INCORPORATION

FIRST: The undersigned, Lisa M. Junghans, whose post office address is Keyser Building, 207 East Redwood Street, Baltimore, Maryland 21202, being at least eighteen years of age, does hereby act as incorporator with the intention of forming a ~~professional~~ corporation under the general laws of the State of Maryland.

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

MARTINELLI AND ASSOCIATES, LTD.

THIRD: The purposes for which the Corporation is formed are as follows: to act as a management consultant company and to conduct and engage in all other lawful trades, businesses, and activities as the board of directors may from time to time determine; and the Corporation shall have all of the general powers granted by law to corporations of the State of Maryland and all other powers necessary or appropriate to such purposes not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation in this State is:

15 Thompson Creek Road  
Stevensville, Maryland 21666

FIFTH: The name and post office address of the resident agent of the Corporation in this State is Patrick A. Martinelli 15 Thompson Creek Road, Stevensville, Maryland 21666. Said

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

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000), all of which shall be common stock without par value.

SEVENTH: The Corporation shall be a close corporation under Title 4 of the Corporations and Associations Article.

EIGHTH: The Corporation hereby elects to have no board of directors. Such election shall become effective upon completion of the organization meeting of directors and the issuance of at least one share of stock. Until such time, the Corporation shall have one director whose name is Patrick Martinelli.

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

(a) The board of directors of the Corporation is hereby empowered to issue from time to time shares of the Corporation's stock of any class or classes, whether now or hereafter authorized, and securities convertible into shares of the Corporation's stock of any class or classes, whether now or hereafter authorized, and 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 or securities, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of the redemption of, and the conversion rights of such shares or securities.

(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 or officers of this Corporation is pecuniarily or otherwise interested in, or is a director or officer of, such other corporation; and directors or officers of this Corporation individually, or any firm of which any director or officer of this Corporation may be a member, may be party to,

or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation; and any director or officer 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, provided the contract or transaction is fair and reasonable to the Corporation, vote thereat to authorize any such contract or transaction.

(c) The Corporation shall indemnify any director, officer, shareholder, or employee, or former director, officer, shareholder, or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit, or proceeding, civil, criminal, or administrative, in which he is made a party by reason of being or having been such director, officer, shareholder, or employee, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty to the Corporation. The Corporation may also reimburse to any such director, officer, shareholder, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of the shareholders that it was to the interest of the Corporation that such settlement be made and that such director, officer, shareholder, or employee was not guilty of negligence or misconduct in the performance of a duty to the Corporation. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such individual may be entitled under any statute, bylaw, agreement, vote of shareholders, or otherwise.

(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 of its stock by classification, reclassification, or otherwise. Any such amendment which changes the terms of any of the outstanding stock or rights of stockholders shall be valid if authorized by the same vote and procedure as are required in the case of charter amendments not changing the terms of outstanding stock.

(e) No holder of any shares of the stock of the Corporation shall have any preemptive right to subscribe for, purchase, or otherwise acquire any shares of stock of the Corporation of any class, or any securities exchangeable for or convertible into such shares, or any warrants or other

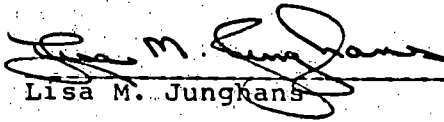
003102

instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, whether now or hereafter authorized.

(f) Notwithstanding any provision of law now or hereafter in effect 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, such action shall be valid and effective if taken or authorized upon the concurrence of a majority of the aggregate number of votes entitled to be cast thereon.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 22<sup>nd</sup> day of June, 1983, acknowledging the same to be her act.

WITNESS:

  
\_\_\_\_\_  
Lisa M. Jungkans

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

I HEREBY CERTIFY THAT THIS ... WAS OF RECEIVED FOR RECORD THIS ... MARTINELLI AND ASSOCIATES, LTD. DAY OF ... AT ... M.

RE ... AND ENTERED IN LIBER ... FOLIO ... RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

NOV 15-83 A #27706 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland June 22, 1983 at 2:56 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2598, folio 003398, 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 COURT 1983 NOV 16 AM 10:34 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.

[Signature]



A. 144580

ARTICLES OF INCORPORATION  
OF  
COMPUTER ASSETS CORPORATION

THIS IS TO CERTIFY:

First: That the undersigned, John E. Hennessey, whose post office address is Box 211, Wye Road, Queenstown, Maryland 21658, 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, ("the corporation" or "the company") is  
COMPUTER ASSETS CORPORATION.

Third: The purposes for which the corporation is formed is as follows:

To conceive, design, develop, maintain, modify, implement or adopt computer programs, hardware, software or systems, or any parts thereof, of any kind and description including the automation or collection, processing and display of data of any type whatsoever and to enter into contracts in connection therewith which may be deemed advantageous and desirable to the company.

To conduct and carry on the business of management and technical support and to perform any and all lawful services relating to the management and technical needs of persons, firms, partnerships, associations, public, quasi-public, and private corporations including any local, state or federal government agency of any kind, and including executive, legislative or judicial branches of these governments, public or private institutions of all kinds; to make contracts for the preparation of plans, drawings, specifications, reports, verbal presentations relating to the development and implementation or maintenance of automated or manual management systems or procedures of any kind and description; to enter into contracts to assist the management of any person or organization of any type or description in any manner deemed advantageous or desirable to the company.

To do any and all acts in the line of business of providing consulting, advisory, management, logistics or other services which the Corporation may deem necessary, profitable or desirable for the promotion of its business; and in connection therewith, to write, develop and publish all type of books, documents and recordings, to perform studies, examinations, analyses, audits, investigations, training, education, appraisals, valuations and

31828133

12/18/83 original mailed to John Hennessey  
Box 211 Wye Road  
Queenstown Md 21658

certifications of any nature whatsoever, including economic analysis, data analysis, mathematical analysis, planning studies, transportation studies, management analysis, organizational studies, management briefings and seminars, environmental impact studies, studies relating to the development or application of mathematical and analytical techniques, systems analyses, land use, mathematical modelling, feasibility studies, studies relating to problems of the defense of any nation, computer system studies and analyses, relating to the business of any person or organization of any kind in any and all parts of the world, and to render reports thereof.

To conduct and carry on any other similar business, consulting or otherwise, which may be capable of being profitably carried on in connection with the Company's business, or to carry on any similar business that is adapted directly or indirectly to add to the value of the company's property and the profits of its authorized business.

To buy or otherwise to acquire any other similar enterprise adapted to be carried on in connection with the company's business, together with the good-will, rights, property, and assets of all kinds thereto pertaining, and in connection therewith to assume any of the liabilities of any person, firm or corporation engaged in a similar business, and to pay for the same in cash, stock, debentures, or other securities of the Company.

To apply for, register, purchase, lease or otherwise acquire, hold, own, use, operate, introduce, develop or control, sell, assign, or otherwise dispose of, take or grant licenses or other rights with respect to, and in any and all ways to exploit or turn to account inventions, improvements, copyrights, patents, trade-marks, formulae, trade names and distinctive marks and similar rights of any and all kinds, and whether granted, registered or established by or under the laws of the United States or of any State thereof, or of any other country or place; and in connection therewith to enter into any contracts for the manufacturing, financing, marketing, selling, advertisements, promotion, distribution of goods of any and all types deemed advantageous and desirable to the company.

To act as business agent, general or special, for domestic and foreign corporations, individuals, partnerships, associations or other bodies.

To take, buy, sell, exchange, lease or otherwise acquire, real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop the same, and to construct, maintain, alter, manage, and control directly or through ownership of stock in any other corporation, any and all kinds of buildings, stores, offices, warehouses, mills, ships, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of this corporation.

To sell, assign, and transfer, convey, lease, or otherwise alienate, or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

To purchase, sell, lease, manufacture, deal in and deal with every kind of goods, wares and merchandise, and every kind of personal property, including patents and patent rights, chattels, easements, privileges and franchises which may lawfully be purchased, sold, produced or dealt in by corporations under the statutes of the State of Maryland.

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 objects or purposes of any part or parts thereof, provided that 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 and also of the resident agent, John E. Hennessey, in the State of Maryland is Box 211, Wye Road, Queenstown, Maryland 21658. The resident agent is a citizen of Maryland and resides therein.



Fifth: The corporation shall have three directors. John E. Hennessey, Joan C. Hennessey, and Theodore G. Zeh shall act as directors until the first annual meeting or until their successors are duly chosen and qualified. The need for additional directors shall be determined by the Board, but in no event shall there be more than seven directors.

Sixth: The total number of shares of common stock which the Corporation has the authority to issue is One Million (1,000,000) shares at a par value of One Cent (\$.01) per share, having an aggregate per value of TEN THOUSAND DOLLARS (\$10,000). Each holder of common stock shall be entitled to one vote for each share held.

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 stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

No contract or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation 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 so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any directors or officers of such other corporation, who are 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.

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

The 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, redemption, or otherwise, but no such amendments which change 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 simple majority of all stock, entitled to vote thereon, at the time outstanding, by vote of a meeting or in writing with or without a meeting.

Except as otherwise provided in this Charter, 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.

Notwithstanding any provision of law requiring any action except consolidation, merger, etc., 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, except as otherwise provided in this charter. In the event of consolidation, merger, sale or other transfer of substantially all the property or assets of the Corporation the provisions of Sec. 3-105 of the Corporations and Associations Article of the Annotated Code of Maryland are specifically incorporated in the Charter.

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

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

The above granted powers to the Corporation are in furtherance and not in limitation of the general powers conferred by law upon corporations as stated in Sections 2-103 and 2-602 of the Corporations and Associations Article of the Annotated Code of Maryland.

Eighth: The duration of the Corporation shall be perpetual.

In witness whereof, I have signed these Articles of Incorporation on the 10<sup>th</sup> day of June, 1983.

WITNESS: John E. Hennessey

STATE OF MARYLAND

COUNTY OF MONTGOMERY

I hereby certify that on the 10 day of June 1983, before the subscriber, a Notary Public in and for this State and County, personally appeared John E. Hennessey, who acknowledged the foregoing ARTICLES OF INCORPORATION to be his act.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of June, 1983.

Mary B. Fitch  
NOTARY PUBLIC

My commission expires: July 1, 1986

QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THE Articles WAS  
RECEIVED THIS 22nd  
DAY OF Nov 1983 AT 11:51 A.M.  
OF 11:51 A.M.  
IN LIBER num #7, folio 711 Articles  
RECORD BOOK FOR QUEEN ANNES'S  
COUNTY

ARTICLES OF INCORPORATION  
OF  
COMPUTER ASSETS CORPORATION

NOV 22-83 A 27932 \*\*\*\*\*6.00

CLERK

*Marguerite L. Franklin*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 1, 1983 at 9:56 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2600 003231  
folio 8, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$ \_\_\_\_\_

1983 NOV 22 AM 11:51  
QUEEN ANNES'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.

*D.W. Hill*



A 145036

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bw

RA

SKI 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: That I, CHARLES L. JANUSZEWSKI, whose address is 15265 Flintlock Terrace, Wood Bridge, Virginia 22191, 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 (hereafter called the "Corporation") is SKI 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:

- (a) To engage in and operate a restaurant business for the sale of food, beer, wine and all other alcoholic beverages and to do all things incidental thereto.
- (b) To rent and lease equipment necessary and incidental thereto.
- (c) To merchandise, develop, manufacture, sell and promote various mercantile products.
- (d) To buy, sell, lease and exchange real estate, to buy and sell notes, bonds, bills of exchange and other evidence of indebtedness, stocks and securities, and to lend money to construct buildings and to generally conduct such mercantile operations as may be incident to and interdependent to the corporation.
- (e) To purchase or otherwise acquire, become interested in, deal in and with, invest, hold, sell, mortgage, pledge or otherwise dispose of or turn to account or realize upon, all forms of securities, including, stocks, bonds, debentures, notes,

1983 APR 5 - 7:10 PM

31868073

12/13/83 original mailed to Andrews, School and Bongel, PA P.O. Box 696 Waldorf MD 20601

evidences of indebtedness, certificates of indebtedness, certificates of interest, participation certificates, voting trust certificates and certificates evidencing shares of or interest in common law trusts, trust and trust estates or associations, certificates of trust or beneficial interests in trust, mortgages and other instruments, securities and rights.

(f) To investigate and report with respect to, and to undertake, carry on, aid, assist, participate in the organization, liquidation or re-organization of financial, commercial, mercantile, manufacturing, industrial, or other business concerns, firms, associations and corporations.

(g) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has power to conduct; and to acquire, own, hold, manage, control real estate and personal property of every description, including its own stock or any other corporation, and to sell and convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof.

(h) To contract with, engage and employ persons or companies to exercise and carry out any and all of the foregoing objects.

(i) To borrow money, incur liabilities and execute such mortgages or deeds of trust to secure same as the corporation shall deem advisable and proper.

(j) To enter into, make, perform and carry out contracts of every kind consistent with the business of the corporation, for any lawful purpose, without limit as to amount, with any person, firm, association or body corporate.

(k) 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, colony or country.

- 3 -

(l) To issue bonds or obligations of the corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgages, pledge, deeds of trust or otherwise.

(m) In general, to carry on any other similar business in connection with the foregoing, to do any other thing that may be reasonably expected to further any of the foregoing purposes, and to have and exercise all of the powers conferred by the Laws of Maryland upon close corporations, and so far as permitted by law to do any and all of the things hereinbefore set forth to the same extent as a natural person might or could so do.

FIFTH: The post office address of the principal office of the Corporation is 162 North Lake Drive, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this state is Richard A. Jarenski, 162 North Lake Drive, 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 one thousand (1,000) shares of common stock, without par value.

SEVENTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation to the manner now and hereafter provided by law.

EIGHTH: 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 Charles L. Januszewski.

NINTH: The powers enumerated in these Articles shall not in anywise limit or restrict the powers and authorities vested in the corporation under any law by virtue of the General Laws of Maryland, and amendments thereto, relating to close corporations,



and all powers and authorities vested in this corporation under and by virtue of said General Laws and Amendments are hereby expressly reserved to this corporation.

TENTH: The said corporation shall be of perpetual existence.

IN WITNESS WHEREOF, I, the subscriber, have hereunto set my hand and seal this 27th day of June, 1983.

WITNESS:

Carole M. Wenzel

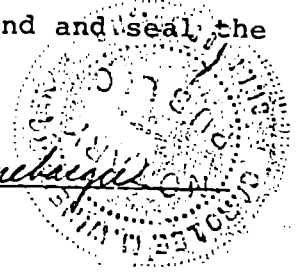
Charles L. Januszewski (SEAL)  
CHARLES L. JANUSZEWSKI

STATE OF MARYLAND :  
COUNTY OF CHARLES :

I HEREBY CERTIFY that on this 27th day of June, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared CHARLES L. JANUSZEWSKI, and acknowledged the foregoing Articles of Incorporation to be his act.

IN WITNESS whereof I have hereunto set my hand and seal the day and year last above written.

Carole M. Wenzel  
Notary Public



My Commission Expires: 7/1/86.

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

*Act 1480*

ARTICLES OF INCORPORATION

WAS

OF

*Nov 83*

*2nd*

SKI ENTERPRISES, INC.

*mem #7, folio 719 Act 1480*

RECORD BOOK FOR CERTAIN PURPOSES  
COUNTY

RECORD

NOV 22-83 A #27937 \*\*\*\*\*5.00

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 5, 1983 at 9:41 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2601, folio 000038, 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

1983 NOV 22 AM 11:51

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.

*D. W. Hill*

rw1



A. 145113

LIBER

7 PAGE 723

12/12/83 record mailed to Michael J. Maligan, Esq.  
5 Central Ave  
4400 Courville md 21061

RA

ARTICLES OF INCORPORATION  
OF  
CYNY INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Elmo Carter, whose post office address is 1311 Colony Drive, Annapolis, Maryland 21403 and Cynthia Carter, whose post office address is 1311 Colony Drive, Annapolis, Maryland 21403; both 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

CYNY INCORPORATED

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

To operate retail Grocery,  
Tavern and Restaurant

(1) To make and carry out any contract and to do any act and exercise any power which a co-partnership or individual person could lawfully do and exercise so far only as may be necessary or proper for carrying out the purposes for which the Corporation is organized, and generally, with full power to do and perform any and all acts connected therefrom or incident thereto; and any and all acts proper and necessary for the purpose of the business; but the Corporation shall not do any act or thing forbidden by law to a corporation organized under the laws of this State.

31878195

RECORDED

(2) To buy, hold, lease, sell and/or mortgage any real estate in the State of Maryland or anywhere else in the United States, for the purpose of the business of the corporation, and to build, erect, equip, operate and maintain offices anywhere in the United States for the purposes of the business of the corporation.

(3) To purchase, lease, or otherwise acquire, in whole or in part, the business, good will rights, franchises and property of any kind, and to undertake the whole or any parts of the assets or liabilities of any person, firm, association, or corporation engaged in any enterprise conducted or authorized to be conducted by this Corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this company (subject to the laws of the State of Maryland), or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired; to exercise all the powers necessary or incidental to the conduct of such business.

(4) In the purchase or acquisition of the property, business rights, or franchises, or for additional working capital or for any object in or about its business or affairs, and without limitation as to amount, to incur debts, and to raise, borrow and secure the payment of any money, in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable instruments, evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deeds of trust, or otherwise.

(5) The Corporation may conduct its business in other states, territories, and possessions of the United States, and in foreign countries, and may have one office or more than one office and keep its books outside the State of Maryland, except as may be provided by law.

(6) The objects and purposes specified herein 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 by any amendment thereto, and shall each be regarded as independent and construed as powers as well as objects and purposes.

(7) The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of 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 to granted or conferred.

FOURTH: The post office address of the principal office of the Corporation in this State shall be Route 2, Batts Neck Road, Stevensville, Maryland 21666. The resident agent of the Corporation shall be Cynthia Carter, whose post office address is 1311 Colony Drive, Annapolis, Maryland 21403. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The following shall be first directors of the Corporation: Elmo Carter and Cynthia Carter; and these directors shall serve until replaced.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares with no par value.

IN WITNESS: Whereof we have signed these Articles of Incorporation and severally acknowledge same to be our act.

*Therica Alonzo*

*Elmo Carter* (SEAL)  
ELMO CARTER

*As to Both*

*Cynthia E. Carter* (SEAL)  
CYNTHIA CARTER

COUNTY, SOVI.  
CITY THAT

ARTICLES OF INCORPORATION

*Acts Relnc.* WAS

OF

CYNY INCORPORATED

*NOV 83 11:57A M.*

IN  
*num #7, folio 724 Acts Relnc.*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

NOV 22-83 A #27936 \*\*\*\*\*50

CLERK

*Margaret M. ...*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 6, 1983 at 10:19 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber **2601**, folio **000691**, 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 \$ \_\_\_\_\_

1983 NOV 22 AM 11:51  
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.

*[Signature]*



A 145225

LIBER 7 PAGE 727

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ARTICLES OF INCORPORATION  
OF  
RIVER RUN COLLECTIONS, LTD.

FIRST: I, RICHARD W. THEIBERT, whose post office address is 929 North Howard Street, Baltimore Maryland, 21201, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the ("Corporation")) is River Run Collections, Ltd.

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

- (1) To buy, sell and distribute antiques 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 the State is Box 247, G Route No. 1, Queenstown, Maryland 21658. The name and post

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office address of the Resident Agent of the Corporation in this State is Richard W. Theibert, 929 North Howard Street, Baltimore, Maryland 21201. Said Resident Agent is a Maryland citizen 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 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 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 name of the director who shall act until the first annual meeting or until her successors are duly chosen and qualified is: Suzanne R. Middleton.

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



(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.

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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 indemnify its officers and directors in connection with a proceeding to the fullest extent permitted by and in accordance with §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time ("Indemnification Section") provided, however, that to the extent that a corporate representative successfully defends himself on the merits or otherwise in any proceeding, including attorney's fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred with the proceeding shall only be granted upon a determination and authorization in each specific case by (i) the Board of Directors by a majority vote of a quorum which consists of directors who were not parties to the proceedings, or (ii)

if the required quorum is not obtainable or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders by a majority vote.

As used in this Article NINTH, any word or words that are defined in the Indemnification Section shall have the same meaning as provided in the Indemnification Section.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and acknowledged the same to be his act this 7th day of July, 1983.

Witness: William H. Jensen Richard W. Theibert (SEAL)  
Richard W. Theibert

ARTICLES OF INCORPORATION

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

OF

RIVER RUN COLLECTIONS, LTD.

*Act's Recd* WAS

ON THE 22nd

DAY OF NOVEMBER 11, 1983 A.M.

IN THE PRESENCE OF  
MEMBERS OF THE BOARD OF SUPERVISORS  
BOARD BOOK FOR QUEEN ANNE'S COUNTY

NOV 22 83 A 27935 \*\*\*\*\*5.01

*Margaret ...*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 8, 1983 at 2:39 o'clock p.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2601, folio 001058, 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 \$ \_\_\_\_\_

1983 NOV 22 11:43  
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.

*D.W. Hill*



A 145290

LIBER 7 PAGE 733

bjc

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7 PAGE 734

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