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RA

WRIGHT - ALDER BRANCH FARM

LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

THIS AGREEMENT, made this 27th day of JUNE, 1983, by and between CAMPBELL ROSS WRIGHT and MARY ELIZABETH WRIGHT, herein called "General Partners" and DUNCAN KILLMASTER WRIGHT, THOMAS WEIR WRIGHT, and ALEXANDER CRANE WRIGHT, herein called "Limited Partners".

RECITALS

1. Joseph W. Henderson, III and Louis H. Mann, acting individually and as Trustees of the Helen Lipscomb Jennings Trusts, formed Alder Branch Realty Limited Partnership under an Agreement and Certificate dated _____, 1976.

2. The assets of said partnership consisted of Alder Branch Farm near Centreville, Maryland and certain lands, or interests therein, in Arlington, Virginia.

3. The parties to said Limited Partnership Agreement have mutually agreed to transfer Alder Branch Farm near Centreville, Maryland to a new Limited Partnership, which Partnership consists of the five (5) beneficiaries of the original Helen Lipscomb Jennings Trusts.

4. The parties hereto desire by these presents to form a Limited Partnership under the Maryland Uniform Limited Partnership Act for the purposes hereinafter stated:

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable considerations, the receipt and adequacy of which

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31788453

12/15/83 original mailed to David C. Bryan Esq. 111 Lawyers Row Centreville, Md 21617

are hereby acknowledged, the parties hereto agree as follows:

1. Formation and Name of Partnership

a. The parties hereto do hereby form a Limited Partnership pursuant to the Maryland Uniform Limited Partnership Act.

b. The Partnership name shall be Wright - Alder Branch Farm Limited Partnership.

2. Purpose and Character of the Business

This Partnership's predecessor, Alder Branch Realty Limited Partnership, consisted of Joseph W. Henderson, III and Louis H. Mann, as General Partners, and Joseph W. Henderson, III, individually, and Joseph W. Henderson, III and Louis H. Mann, as Trustees of Trusts created by Helen Lipscomb Jennings, for the benefit of Joseph W. Henderson, III, Duncan Killmaster Wright, Campbell Ross Wright, Thomas Weir Wright, Mary Elizabeth Wright and Alexander Crane Wright, children of Helen Lipscomb Jennings. The beneficiaries are contemplating changes in the management and operation of the Maryland real estate, and they desire to create a new partnership for Alder Branch Farm near Centreville, Maryland.

The purpose of this Partnership is to hold, manage, invest and reinvest the property contributed and to deal with the property of the Partnership with all of the powers hereinafter set forth.

3. Location of the Principal Office and the Name and Address of the Resident Agent.

The principal place of business of the Partnership shall be Alder Branch Farm, Route 2, Box 89, Centreville, Maryland 21617. The Resident Agent shall be

Campbell Ross Wright whose address is Alder Branch Farm, Route 2, Box 89, Centreville, Maryland 21617.

4. The Name and the Home or Business Address of Each Partner; Agreed Value of Contributions.

The name and the home or business address of each General Partner and each Limited Partner are set out below. Opposite each name is set out the percentage of interest of each Partner as a General and/or Limited Partner in the Partnership. The total of such interest for each Partner represents the total share of ownership of such partner and the assets contributed to the Partnership.

INTEREST AS:

Name and Address	General Partner	Limited Partner	Total Interest	Agreed Value
Campbell Ross Wright Route 2, Box 89 Centreville, Md 21617	20%	0		$360,000
Mary Elizabeth Wright 4618 Schenley Road Baltimore, Md 21210	20%	0		$360,000
Duncan Killmaster Wright ROUTE 2, BOX 89 CENTREVILLE, MARYLAND 21617	0	20%		$360,000
Thomas Weir Wright Route 2, Box 89 Centreville, Maryland 21617	0	20%		$360,000
Alexander Crane Wright 964 TULAROSA DRIVE LOS ANGELES, CALIFORNIA 90026	0	20%		$360,000

5. Term For Which the Partnership is to Exist

The Partnership shall commence as of the date of this agreement and shall continue until December 31, 2025. Notwithstanding the foregoing provision, the Partnership shall be dissolved and terminated upon:

a. Retirement from the Partnership, resignation, death or adjudication of insanity of a General Partner, subject to the provisions hereinafter made for the continuation of the Partnership, or

b. The mutual agreement of the General Partners to terminate the Partnership.

6. Additional Contributions and Liabilities of Partners

Limited Partners (in their capacity as Limited Partners) shall not be required under any circumstances to make any additional contributions to the capital of the Partnership and they shall have no liability for the debts or other obligations of the Partnership beyond the amount of their above mentioned contributions.

7. Return of Contributions of Partners

No Partner shall have the right to demand a return of his contribution or of his share of Partnership assets prior to dissolution of the Partnership.

8. Share of Profits and Losses of Each Partner

a. Subject to the provisions of this Agreement limiting the liability of Partners, the net profits and losses of the Partnership shall be apportioned among all the Partners pro rata in accordance with their respective percentages of interest with no distinction being drawn between interests as Limited Partners and interests as General Partners.

b. Except as hereinafter specifically provided for purposes of Section 702 and Section 704 of the Internal Revenue Code of 1954 as amended, or the corresponding provisions of any future Internal Revenue Code, or any similar tax laws of any State, the

determination of each Partner's distributive share of all Partnership items of income, gain, loss, deduction or credit for any period, shall be made in proportion to each Partner's percentage of Partnership interest. In the event any Partner contributes property to the Partnership, he or she shall be allowed a credit for such contribution equal to the then fair market value of such property. If, however, the basis of such property in the hands of such Partners is different from the amount so allowed, then, in the event of the sale or other taxable disposition of such property by the Partnership, any resultant profit or loss shall be allocated to prevent any inequity to the Partnership or to the other Partners by reason of such disparity between basis and fair market value at the time of contribution of such property to the Partnership.

c. Notwithstanding the foregoing, the amount of Partnership cash to be distributed to the Partners and the times of such distributions shall be within the discretion of the General Partners, provided only that all Partners shall share in each distribution in accordance with their respective percentage of interest as set out herein.

9. Power of a Partner to Assign His or Her Partnership Interest and Substitution of an Assignee

a. No assignee or transferee of the whole or any portion of any Limited Partnership interest shall have the right to become a Substitute Limited Partner unless the written consent of the General Partners to such substitution is obtained, granting or denial of which shall be within the sole discretion of the then existing General Partners. The aforegoing shall apply also to any

transferree who receives a share in the Partnership by will or inheritance from any deceased Partner.

b. Any failure or refusal to grant the consent required by Article 9a above, shall not affect the validity and effectiveness of the assignment or transfer as an assignment or transfer of the benefits to be derived from the Limited Partnership interests, provided, that (i) such assignment or transfer is in form and substance satisfactory to the General Partners; (ii) appropriate evidence thereof is filed with the Partnership; and (iii) the terms thereof are not in contravention of any provision of this Agreement. In no event, shall the consent of any other Limited Partner, in his capacity as a Limited Partner, be required to effectuate such substitution.

c. In the event any transferee or any purchaser of any Limited Partnership interest shall become entitled to be recognized as a Limited Partner with respect to such interest pursuant to any provision of this Agreement, all parties hereto hereby appoint any General Partner as attorney-in-fact to execute, acknowledge and record any amendment to this Partnership Agreement or any other document which may be necessary or desirable in order to effect the recognition of such transferee or purchaser of a Limited Partner with respect to such interest.

d. Notwithstanding anything herein contained to the contrary, no Partner shall sell or transfer to any one not a Partner herein, all or any part of his share as a Partner without affording first the Partnership and if it does not exercise it, then the remaining Partners (General or Limited) the opportunity to purchase such shares at the same price and upon the same terms (or all cash at

the option of the purchaser) as the proposed sale. In order to implement this provision, the selling Partner shall first give written notice to the General Partners of the proposed sale, accompanied by the written contracts of such sale, or if there be none, then accompanied by a full disclosure of the terms thereof. The partnership shall have a period of twenty (20) days from the receipt of such notice within which to elect whether or not it will exercise its right of purchase. If it desires to do so, it shall, within said twenty (20) days give written notice of such election to the selling or transferring Partner and shall make settlement for such purchase no later than forty-five (45) days after the receipt of notice of such proposed sale or transfer. If the Partnership fails to exercise its right to purchase, then the selling or transferring Partner shall give each remaining Partner, General or Limited, a copy of the notice thereof sent to the Partnership. Each such remaining Partner shall then have the right to purchase a portion of the shares so offered for sale, said portion to be in the ratio of each remaining Partner's share in the Partnership as compared with the shares, General or Limited, of all of the remaining Partners. In the event any remaining Partner does not desire to purchase his share, then the other remaining Partners shall be entitled to purchase such share in proportion to the their then existing holdings. Any such Partner not desiring to make such purchase, shall notify the other remaining Partners within twenty (20) days after the receipt of notice from the selling Partner. The selling Partner shall not be required to make sale to the remaining Partners unless the remaining Partners or some of them, elect to purchase all the shares so offered for sale. In

the event the remaining Partners or some of them desire to purchase the shares so offered for sale, they shall give written notice thereof to the selling Partner within thirty (30) days after the receipt by them of the notice from the selling or transferring Partner and shall make settlement therefor within sixty (60) days after the date of receipt of such notice. Any sale or transfer in violation of these provisions, shall be void.

e. In the event the share of any Partner shall be taken from him through legal or other proceedings or in the event any Partner shall attempt to give any such share to any person other than a Partner herein, then the remaining Partners shall have the same rights to purchase as are given pursuant to paragraph d of this article. In such case, the Transferee shall give the Partnership written notice of such attempted transfer immediately upon the making thereof and the Partnership shall have the same right to elect to purchase within twenty (20) days of the receipt of said notice and shall have forty-five (45) days from the receipt of said notice within which to make settlement for said purchase. If the Partnership fails to exercise its right to purchase, then such transferee shall give each remaining Partner, General and Limited, a copy of the notice theretofore sent to the Partnership. Each such remaining Partner shall have the right to purchase a portion of the shares so offered for sale all in the manner and within the time set forth in subparagraph d of this Article 9. In the case of a transfer by legal proceedings, the price shall be the amount received therefor in such transfer. In the case of an attempted gift or a transfer by legal proceedings when no price is paid therefor, the price shall be the fair

market value of the shares so transferred. In the event of a dispute as to the fair market value, it shall be settled by arbitration under the rules of the American Arbitration Association and the time for settlement shall be postponed until the completion of these proceedings. In case of the exercise of any of the rights of purchase given hereunder, the transferee of such shares shall be obligated to transfer the same to the purchasers at the price and in the manner set out herein. In the event of the failure of such transferee to assign such shares as herein required, then the purchasers (if other than the Partnership) shall pay the purchase price to the Partnership. Upon such payment (or without such payment if the Partnership is the purchaser), the Partnership shall credit the purchase price to the transferee on the books of the Partnership and thereupon shall transfer such shares to the purchaser or purchasers thereof, just as though the assignment had been made by the transferee and the purchaser or purchasers shall thereafter be recognized for all purposes as the owners of said shares and the transferee shall shall have no further rights in or against the Partnership except for the recovery of the purchase price which shall be paid to such transferee at any time upon demand but without any interest thereon, subsequent to the time when said shares would have been assigned to the purchasers by the transferee. The General Partners, or either of them, are hereby authorized to execute and file any and all amendments to this Partnership Agreement to carryout the foregoing provisions.

10. Continuation of Partnership

Notwithstanding any other provision of this Agreement, no Partner shall have the right to terminate this

Partnership except as herein set forth. In the event of the retirement from the Partnership, resignation, death or insanity of Campbell Ross Wright, the Partnership shall continue and shall not be dissolved provided Mary Elizabeth Wright shall determine to continue the Partnership and shall execute and record an amendment to this Agreement evidencing such determination. In the event of the retirement from the Partnership, resignation, death or insanity of Mary Elizabeth Wright, the Partnership shall continue and shall not be dissolved provided Campbell Ross Wright shall determine to continue the Partnership and shall execute and record an amendment to this Agreement evidencing such determination. In the event of the retirement from the Partnership, resignation, death or insanity of both Campbell Ross Wright and Mary Elizabeth Wright, whether concurrently or sequentially, the Partnership shall continue and not be dissolved provided all members of the Partnership shall determine to continue the Partnership, admit a new General Partner or Partners, and shall execute and record an amendment to this Agreement evidencing such change and determination.

11. Powers and Rights of General Partners

(a) The General Partners shall have sole responsibility for and control over the management of the Partnership. Whenever mention is made in this Agreement of the General Partners, it shall be deemd also to include a single General Partner if there be only one General Partner at such time. Such power shall include, but not be limited to, the right to sell, exchange, assign or convey (except as hereinafter specifically otherwise provided) all or any portion of the Partnership property at such price and on

such terms as, in their absolute discretion, they deem advisable; to lease all or any portion of the Partnership property on such terms and for such period as they deem proper even though such period extends beyond the termination of the Partnership; to borrow money with or without security; to secure repayment of any loan or loans by deed of trust, mortgage or other security instrument on all or any part of the Partnership real and/or personal proeprty; to hold any and all Partnership property either in the name of the Partnership or in the name of a nominee or nominees; to conduct all types of animal husbandry and farming operations on Alder Branch Farm; to employ from time to time persons (including Partners), firms or corporations for the operation and management of the Partnership business or any part thereof or to advise with respect thereto or perform services for the Partnership; to execute, acknowledge and deliver any and all instruments necessary or desirable to carry out Partnership business and generally to do any and every act or thing which they believe desirable in carrying on the business of the Partnership. The General Partners shall have the right to exercise, with respect to any security at any time owned by the Partnership, any right which any holder of such a security might exercise, including, but not limited to, the right to join in a reorganization, to exercise or sell options to purchase additional securities, to vote such securities and the like. The General Partners shall likewise have power to pay from Partnership funds costs, counsel fees and any damages or award incurred by them or the Partnership growing out of any claims asserted or litigation instituted with respect to any actions taken by the Partnership or by the General Partners

as Partners therein. The foregoing shall not apply to any claims or litigation in which the General Partnes are ultimately determined to have been grossly negligent or to have acted in bad faith. All of the foregoing may be done without prior approval or subsequent ratification by any court and without any requirement that any persons dealing with the Partnership determine the authority for or propriety of the actions of the General Partners and without any requrement to see to the application of any funds received by the Partnership. By way of extension of the foregoing and not in limitation thereof, the General Partners shall (except as hereinafter otherwise specifically provided) possess all powers and rights of General Partners in a Limited Partnership under the laws of Maryland as now or hereafter in force.

The only limitations on the powers of the General Partners as set out in this Article are:

(1) If the General Partners determine to sell Alder Branch Farm near Centreville, Maryland, they shall give written notice to all Partners of such determination and unless a majority in percentage interest in the Partnership shall, within twenty (20) days after the mailing of such notice, notify the General Partners in writing that they oppose the sale, the General Partners may make such sale. If a majority in interest do so notify the General Partners within said twenty (20) days in writing that they oppose such sale, then such sale shall not be made. In determining the percentage of Partnership interest for these purposes, there shall be no distinction between General Partners and Limited Partners; and

(2) Should any Partner or Partners make an offer to purchase Alder Branch Farm from the Partnership, then such Partner or Partners may use their shares in the Partnership to apply on acount of such purchase, provided all Partners, General and Limited, shall first approve such sale and shall approve the valuation of the Partnership shares for application to the purchase price.

(b) Each Limited Partner hereby appoints the General Partners his attorney-in-fact to execute in the name of such Limited Partner or in the names of the General Partners any and all amendments to this Partnership Agreement and Certificate and any additional Certificates provided such amendments do not adversely affect the interests of such Limited Partner.

(c) The General Partners shall determine and pay to themselves reasonable compensation for their services as General Partners, the amount to be within the reasonable discretion of the General Partners. Any Limited Partner shall have the right to contest by legal proceedings or by arbitration under the rules of the American Arbitration Association the amount of the compensation so determined and the final determination of such legal proceedings or such arbitration shall be binding upon all parties hereto.

12. Captions

Paragraph titles or captions contained in this Agreement are inserted only as a matter of convenience and for reference and in no way define, limit, extend or describe the scope of this Agreement nor the intent of any provision hereof.

13. Variations in Pronouns

All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identify of the person or persons may require.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

Campbell Ross Wright (SEAL)
Campbell Ross Wright

Mary Elizabeth Wright (SEAL)
Mary Elizabeth Wright

General Partners

Duncan Killmaster Wright (SEAL)
Duncan Killmaster Wright

Thomas Weir Wright (SEAL)
Thomas Weir Wright

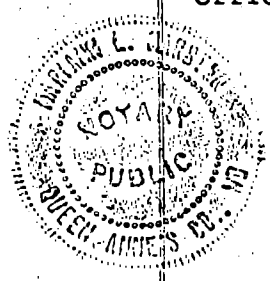
Alexander C. Wright (SEAL)
Alexander Crane Wright

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

On this the 20th day of June, in the year nineteen hundred eighty-three, before me, the subscriber, a Notary Public of the State and County aforesaid, personally

appeared Campbell Ross Wright, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.



Notary Public

My Commission Expires: 7/1/86

STATE OF MARYLAND)

) TO WIT:

QUEEN ANNE'S COUNTY)

On this the 20th day of June, in the year nineteen hundred eighty-three, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Mary Elizabeth Wright, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Notary Public

My Commission Expires: 7/1/86

STATE OF MARYLAND)

) TO WIT:

QUEEN ANNE'S COUNTY)

On this the 20th day of June, in the year nineteen hundred eighty-three, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Duncan Killmaster Wright, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Marian L. Marston

Notary Public

My Commission Expires: 7/1/86

STATE OF MARYLAND)

) TO WIT:

QUEEN ANNE'S COUNTY)

On this the 20th day of June, in the year nineteen hundred eighty-three, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Thomas Weir Wright, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Marion L. Marston

Notary Public

My Commission Expires: 7/1/86

STATE OF ~~MARYLAND~~ CALIFORNIA)

) TO WIT:

LOS ANGELES ~~QUEEN ANNE'S~~ COUNTY)

On this the 24TH day of JUNE, in the year nineteen hundred eighty-three, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Alexander Crane Wright, ~~known to me (or~~ satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Notary Public

My Commission Expires: ~~[illegible]~~

OFFICIAL SEAL
LAWRENCE H JOSEPH JR
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My comm. expires MAY 3, 1984

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

WRIGHT-ALDER BRANCH FARM LIMITED PARTNERSHIP

received for record, June 27, 1983, at 3:21 P M.

and recorded on Film No. 2600 18 Frame No. 000153 one of

the limited partnership records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Queen Annes County

AA № 2297

Fee Paid $50.00

DEC -7-83 * 28380 *****12.50
DEC -7-83 A 28380 *****12.50

bt

RECEIVED
CLERK, CIRCUIT COURT
1983 DEC -7 AM 10: 16
QUEEN ANNE'S COUNTY

MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Cert/Ltd Partnership WAS
RECEIVED FOR RECORD THIS 7th
DAY OF Dec 1983 AT 10:16 A M
AND ..... AND RECORDED IN
LIBER MWM 8, folio 1 Acts Misc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marquette W. Markin CLERK

2872

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:

ARTICLE SIXTH
MEMBERSHIP AND BOARD OF TRUSTEES

(a) The Corporation is not authorized to issue any capital stock.

(b) Those persons who are Members of the Corporation on the date when this Article Sixth is adopted shall continue as members of the Corporation. The Members of the Corporation have exclusive authority to exercise the powers of the Corporation with respect to (i) the election or removal of Members of the Corporation, (ii) the amendment of the Charter or the By Laws of the Corporation and (iii) any other powers of the Corporation reserved to the Members by the By Laws of the Corporation.

(c) The By Laws of the Corporation shall provide for the composition, authority and powers of a Board of Trustees; but the Board of Trustees shall have no power or authority reserved to the Members of the Corporation by subsection (b) of this Article or the By Laws of the Corporation. The By Laws may provide that some or all of the Members of the Corporation are also members ex officio of the Board of Trustees.

SECOND: The charter of the Corporation is hereby amended by deleting all of Article Ninth of the Articles of Incorporation and inserting in lieu thereof the following Article Ninth:

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 a least three-fourths (3/4) of all persons serving as Members of the Corporation at the time when such amendment or repeal is proposed.

THIRD: The amendment of the charter of the Corporation as hereinabove set forth was approved by the Trustees (who also constitute the members of the Corporation) at a meeting held on June 21, 1983, in the manner

32288034

2/7/84 original mailed to John W. Sause, Jr. Esq. 204 N. Commerce St. Centreville, Md 21617

and by the vote required by the Articles of Incorporation and the By Laws of the Corporation.

AS WITNESS the seal of the Corporation and the signature of its President, attested by its Secretary.

Lois S. Duffey [SEAL]
Lois S. Duffey
President

Attest:

Jane K. Bristoll
Jane K. Bristoll
Secretary

ACKNOWLEDGMENT AND CERTIFICATION

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

[redacted] [redacted] [redacted]

NO.
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts/Amend WAS
RECEIVED FOR RECORD THIS 27th
DAY OF Jan 19 84 AT 9:51 A.M.
AND RECORDED IN
LIBER Minutes, folio 19 Retained.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margaret Manbin

ARTICLES OF AMENDMENT

OF

THE GUNSTON SCHOOL, INCORPORATED

JAN 27-84 A 42 057 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland August 16, 1983 at 9:46 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2605, folio 2871, 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 $ _____

1984 JAN 27 AM 9:51
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 143783

gcp

2/7/84 signed mailed to Nicholas Kallis Esq.
150 Gorsuch St. Suite #200
Annapolis, Md 21401

LIBER 8 PAGE 22 0188

RA

ARTICLES OF INCORPORATION

OF

MALLARD HOMES, INC.

FIRST: I, Angelina DiDonato, whose post office address is Route 1, Box 151E, Queenstown, Maryland 21658, being at least eighteen (18) years of age, hereby form a corporation under and by virture of the General Laws of the State of Maryland.

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

MALLARD HOMES, INC.

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

(1) To engage in construction, development, purchases, and sales of residential and commercial property and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 151E, Queenstown, Maryland 21658. The name and post office address of the Resident Agent of the Corporation in this State is Angelina DiDonato, Route 1, Box 151E, Queenstown, Maryland 21658. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be one (1) which number may be increased 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 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

1983 JUL 29 A 9:34

32108105

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 successor is duly chosen and qualified is:

Angelina DiDonato

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 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 term of any other clause of this or any other article of the Charter of 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, 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) affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; and (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, the indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of July, 1983, and I acknowledge the same to by my act.

WITNESS:

Angelina DiDonato

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 27th
DAY OF Jan 1984 AT 9:54 AM
AND RECORDED IN
LIBER num 8, folio 22 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Margaretta E. Sparks
CLERK

ARTICLES OF INCORPORATION

OF

MALLARD HOMES, INC.

JAN 27-84 A 2 058 ******50

approved and received for record by the State Department of Assessments and Taxation of Maryland July 29, 1983 at 9:34 o'clock A M. as in conformity with law and ordered recorded.

4/

0187

Recorded in Liber 2604, 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 $

1984 JAN 27 AM 9:51
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 146217

bt

LIBER 8 PAGE 25

217184 Original mailed to Henry, Hairston & Price Easton, Md. 21601

LIPPINCOTT CHARTERS, INC.

ARTICLES OF AMENDMENT

Lippincott Charters, Inc., a close corporation under Corporation and Association Article Title 4 of the Annotated Code of Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation that:

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

"SECOND: The name of the Corporation is:

INTERNATIONAL SCHOOL OF SAILING, CHESAPEAKE, INC."

SECOND: The above amendment to the Articles of Incorporation has been approved by the Board of Directors of the Corporation and submitted to the stockholders thereof at a special meeting at which said amendment has been approved by the stockholders of the Corporation by affirmative vote, said meeting of the Board of Directors at which approval was given having been held on the 15 day of June, 1983, and by the stockholders on the same date.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 7th day of July, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of Lippincott Charters, 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.

3208821

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

ATTEST: LIPPINCOTT CHARTERS, INC.

Mary G. Ridgely
Secretary

By Richard W. Lippincott
Richard W. Lippincott
President

~~3195821~~ 5A.

ARTICLES OF AMENDMENT

OF

LIPPINCOTT CHARTERS, INC.

Changing its name to:

INTERNATIONAL SCHOOL OF SAILING, CHESAPEAKE, INC.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Amend WAS
RECEIVED FOR RECORD
DAY OF Jan 1984 AT 9:54 A.M.
AND RECORDED IN
NUMBER Misc. Folio 26 Article.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite E. Manbin

JAN 27-84 A 2 059 ******5 00

approved and received for record by the State Department of Assessments and Taxation of Maryland July 27, 1983 at 11:02 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2603, folio 1810, 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 $ _____

FILED
1984 JAN 27 AM 9:51
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 146121

LIBER 8 PAGE 27

2/7/84 original mailed to Henry, Hairston & Price Easton, Md 21601

CA

AMENDED ARTICLES OF INCORPORATION

OF

NAVAL MEMORIAL COMMISSION OF MARYLAND, INC.

(A Nonprofit, Non-Stock Corporation)

THIS IS TO CERTIFY:

FIRST: That I, Gloria A. Chamberlin, whose post office address is Gum Thickets, Kent Point Road, Stevensville, Maryland 21666, being at least eighteen (18) years of age and being the sole incorporator, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland, by filing these Amended Articles of Incorporation for a minor change in name (CA2-605) and for other purposes herein contained, before any organizational meeting of the Board of Directors, there being no outstanding membership.

SECOND: The name of the corporation, which is hereinafter called the "Corporation," is to be amended to read as follows:

THE NAVAL MEMORIAL COMMISSION OF MARYLAND, INC.

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

To take, hold, invest and reinvest any bequest heretofore given to it, and to receive, purchase or sell any other assets which shall be given, devised or bequeathed to or otherwise acquired by it, and to expend the net income and principal for the purposes acquiring, maintaining, managing, and exhibiting naval memorials, and educating the public on various facets of naval history and operations.

FOURTH: For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers:

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

10 OV 10 AM 1983

32028308

(1) To raise funds by public or private solicitation, or by obtaining governmental grants, loans and subsidies (Federal, State, County and/or municipal).

(2) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, manage or in any other manner encumber or dispose of real or personal property of every type and description.

(3) To borrow or otherwise 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.

(4) The aforegoing enumeration of the purposes, powers and objects of the Corporation is made in furtherance, and not in limitation, of the powers allowed a nonprofit corporation under the Corporations and Associations Article of the Annotated Code of Maryland as such may exist from time to time.

FIFTH: The Corporation is not authorized to issue any capital stock. Members of the Corporation shall consist of its Board of Directors; PROVIDED, HOWEVER, that said Board of Directors may, by Bylaw, provide for one or more classes of members or associate members, and the rights, powers, duties and obligations of each class.

SIXTH: The Corporation shall be a nonprofit organization and none of the moneys, funds or properties of the Corporation, or the increment therefrom, shall in any way devolve upon or be payable to any member by virtue of membership. No director or officer shall be paid any salary, fee, commission or other emolument for services to the Corporation in any respect as such director or officer. No part of the net income or principal received or managed by said Corporation shall inure to the benefit of any

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

Trustee or member thereof except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Being a director, trustee, officer or member, shall not prevent a person performing normal professional or business services for the Corporation being paid normal compensation for such services, nor shall any director, trustee, officer or member be prohibited from recovering expenses advanced on behalf of the Corporation. No director, trustee or officer shall be paid any salary, fee, commission or other emolument for services to the Corporation in any respect as such director, trustee or officer. In the event of the dissolution or winding up of said Corporation (whether voluntary or involuntary), its assets or funds remaining after the payment of its debts shall be paid over or distributed as provided by the Corporations and Associations Article of the Annotated Code of Maryland, Section CA5-208, as the Board of Directors may deem appropriate, to one or more foundations, charitable corporations, educational organizations, or organizations having similar aims and purposes, or to one or more nonprofit corporations or associations, for similar purposes, provided the recipient is recognized by the Internal Revenue Service as one, the contributions to which are deductible as charitable contributions for purposes of the United States Internal Revenue Code.

The Corporation will not, as a substantial part of its activities, attempt to influence legislation, or participate to any extent in a political campaign for or against 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

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

Section 501 (c) (3) and 509 (a) (1) 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) or 170 (b) (1) (A) (vi) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SEVENTH: The post office address of the principal office of the Corporation in this State is c/o Gloria A. Chamberlin, Gum Thickets, Kent Point Road, Stevensville, Maryland 21666. The Resident Agent is Gloria A. Chamberlin, whose address is Gum Thickets, Kent Point Road, Stevensville, Maryland 21666, and who is a citizen of the State of Maryland and actually resides therein.

EIGHTH: The business and operation of the Corporation is to be carried on in the State of Maryland.

NINTH: A. The Corporation shall be governed by a Board of Directors consisting of twenty-one (21) persons, or of such greater or lesser number (but never less than one) as the Bylaws may provide.

B. Officers and other members of the Board of Trustees shall be elected at such time and place and in such manner as the Bylaws shall prescribe.

C. The following named person shall act as the Board of Directors until the first annual meeting of members of Corporation after incorporation, or until her successor is duly chosen and qualified:

Gloria A. Chamberlin.

TENTH: This Corporation may, in its Bylaws, make any other provisions or requirement for the management or conduct of the business of the Corporation, provided the same be not inconsistent with the provisions of these

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

Articles or contrary to the laws of the State of Maryland or of the United States.

ELEVENTH: These Articles of Incorporation may be amended by affirmative action of a majority of a quorum of the Board of Directors, and a majority of the total members of the Board from time to time shall constitute a quorum thereof.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and affixed my seal to these Articles of Incorporation this 5th day of July, 1983, and acknowledged same to be my act.

WITNESS:

(SEAL)
Gloria A. Chamberlin

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Amended Arts / Inc. WAS
RECEIVED FOR RECORD THIS 27th
DAY OF Jan. 19 84 AT 9:51 A.M.
AND RECORDED IN
LIBER MWM #8, folio 28 Arts / Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK.

Marguerite M. Martin

AMENDED ARTICLES OF INCORPORATION

OF

NAVAL MEMORIAL COMMISSION OF MARYLAND, INC.

Changing its name to:

THE NAVAL MEMORIAL COMMISSION OF MARYLAND, INC.

JAN 27-84 A 2 060 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland July 21, 1983 at 10:01 o'clock A M. as in conformity with law and ordered recorded.

6

EFFECTIVE DATE: April 29, 1983 at 11:29 AM

0055

Recorded in Liber 2603, 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 $ _____

RECD JAN 27 AM 9 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 145984

bt

LIBER 8 PAGE 33

2/7/84 original mailed to H. Thomas Price
1670 Winchester Rd.
Annapolis, Md 21401

LIBER 8 PAGE 34 U3656

A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Association Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, H. THOMAS PRICE, whose post office address is 1670 Winchester Road, Annapolis, MD 21401, Anne Arundel County, being at least eighteen (18 years of age, hereby form a corporation under and by virtue of the General Laws of the State of Mayland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is KENT ISLAND TRADING CO., INC.

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

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

(a) To engage in the business of purchasing, selling and otherwise dealing in all manner and types of goods or products including groceries, meats and alcoholic beverages.

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

FIFTH: The post office address of the principal office of the Corporation in this State is Thompson Creek Road and Route 50, Stevensville, Queen Anne's County, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is H. Thomas Price, 1670 Winchester Road, Annapolis, Anne Arundel County, Maryland 21401. Said Resident Agent is an individual actually residing in this State.

32038154

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 H. THOMAS PRICE.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 16th day of July, 1983.

H. Thomas Price

ACKNOWLEDGMENT

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

H. Thomas Price

LIBER 8 PAGE 36

STATE
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS ..... WAS
RECEIVED FOR RECORD THIS 27th
DAY OF Jan. 19 84 AT 9:51 A.M.
RE ..... AND RECORDED IN
LIBER ..... Folio 34 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION

OF

KENT ISLAND TRADING CO., INC.

JAN 27-84 A 52 061 ******50

CLERK
Marguerite W. Martin

approved and received for record by the State Department of Assessments and Taxation of Maryland July 22, 1983 at 11:34 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2602 , folio 13655 , 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
1984 JAN 27 AM 9 51
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.

R. B. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS

A 145928

2782

QUEEN ANNE'S COUNTY ASSOCIATION FOR RETARDED CITIZEN'S INC.

ARTICLES OF AMENDMENTS

QUEEN ANNE'S COUNTY ASSOCIATION FOR RETARDED CITIZEN'S INC. a Maryland Corporation having it's office in Queen Anne's County, Maryland (herein 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 Corporation name set out in the Articles of Incorporation and Articles of Amendments thereof and inserting in lieu thereof the following:

Queen Anne's County Association for Handicapped Citizens, INC. 7/12/83 KCE, 7/19/83

Second : The Charter of the Corporation is hereby amended by striking out in it's entirety part "h." of Article 3 of the Articles of Incorporation and Articles of Amendment thereof.

Third : The Executive Commitee of the Board of the Corporation, at a meeting duly convened on January 17, 1983, adopted a resolution in which was set forth the foregoing amendments of the charter, declaring that the said amemdments of the charter were advisable and directing that they be submitted for action thereon at a special meeting of the members ot the Corporation to be held on February sixteenth nineteen hundred eighty three.

Fourth :Notice setting forth the said amendments of the 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 amendments. The amendments 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 votes entitles to be counted thereon.

IN WITNESS THEREOF, Queen Anne's County Association for Retarded Citizens Inc., has caused these presents to be signed in its name and on behalf by it's President or one of its Vice-presidents and its corporate seal to the hereunto affixed and attested by its Secretary on .....

31998161

Queen Anne's Association for Retarded Citzens Inc.

By: Joseph Di Crispino .....

Joseph Di Crispino President

Attest: Kathleen C. Edwards 3/25/83

Secretary--Kathleen C. Edwards

LIBER 8 PAGE 37

2/7/84 original mailed to Queen Anne's Co. Assn. for Handicapped Citizens, Inc. P.O. Box 332 Stevensville, Md 21666

2783

I HEREBY CERTIFY that on March 25, 1983 before me the subscriber, a notary public of the State of Maryland in the County of Queen Anne's, personally appeared Joseph Di Crispino, 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 forgoing Articles of Amendments to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendments with respect to the approval thereof ard true to the best of his knowledge information and belief.

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

Glorious Heath
Notary Public

GLORIUS HEATH
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986

GLORIUS HEATH NOTARY PUBLIC QUEEN ANNE'S CO.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts/Amend WAS
RECEIVED FOR RECORD THIS 27th
DAY OF Jan 1984 AT 9:54 A.M.
AND RECORDED IN
LIBER MWM 408 FOLIO 37 Arts/Amend
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite M. Manbeck

JAN 27-84 A 2 062 ******5.00

ARTICLES OF AMENDMENT

OF

QUEEN ANNE'S COUNTY ASSOCIATION FOR RETARDED CITIZENS, INC.

Changing its name to:

QUEEN ANNE'S COUNTY ASSOCIATION FOR HANDICAPPED CITIZENS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 18, 1983 at 10:22 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2607, folio 2781, 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 $ _____

1984 JAN 27 AM 9:51
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.

R.B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 145803

bt

LIBER 8 PAGE 39

2/7/84 original mailed to Michael F. Gilligan, Esq.
5 Central Ave
Glen Burnie, Md 21061

CYNY INCORPORATED
A CLOSE CORPORATION

ARTICLES OF AMENDMENT

CYNY INCORPORATED, a Maryland corporation having its principal office in Anne Arundel County, State of Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by:

(a) Adding a new paragraph to read as follows:

"The Corporation shall be a close corporation as authorized by Section 4-201 of the Corporations and Associations Article of the Annotated Code of Maryland."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on July 11th, 1983, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on July 11th, 1983.

THIRD: Notice setting forth the said amendment of charter (or a summary of the changes to be effected by said amendment of the charter) and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders of the Corporation. The amendment to the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of all outstanding stock of the Corporation.

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

IN WITNESS WHEREOF, Cyny Incorporated, has caused these presents to be signed in its name on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on July 11th, 1983.

ATTEST: CYNY INCORPORATED

ELMO CARTER BY: CYNTHIA CARTER (SEAL)

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, To Wit:

I HEREBY CERTIFY that on July 11th, 1983, before me the subscriber, a notary public of the State of Maryland, in and for the County of Anne Arundel, personally appeared CYNTHIA CARTER, President of CYNY Incorporated, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of her knowledge, information and belief.

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

VERONICA A. OHLS NOTARY PUBLIC ANNE ARUNDEL CO., MD.

Notary Public

My Commission Expires:
July 1, 1986

LIBER 8 PAGE 42

ARTICLES OF AMENDMENT

OF

CYNY INCORPORATED

PAID

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Arts/Amend WAS

RECEIVED FOR RECORD THIS 27th

DAY OF Jan. 1984 AT 9:52 A.M.

RE ..... AND RECORDED IN

LIBER Volume 8, folio 40 Arts Amend.

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK

Marguerite M. Martin

JAN 27-84 A 62 063 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland July 14, 1983 at 10:01 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2603, folio ~~2540~~ 3, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

CLERK'S OFFICE

1984 JAN 27 AM 9 51

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. Fitz

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A. 145743

LONG POINT MALL, INC.

A MARYLAND CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Christopher H. Hill, whose post office address is 836 Ritchie Highway, Suite 22, Severna Park, Maryland 21146, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is LONG POINT MALL INC.

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

(1) To own, operate and manage Long Point Mall in Pasadena, Maryland and to that purpose to engage in the business of managing a commercial professional office and retail property known as Long Point Mall and including to that purpose all management decisions regarding acquisition, financing, leasing, and/or sale of all existing and new construction, and expressly inclugin any interest in or conduct of business in the building now known and designated as the Long Point Mall on that property at the intersection of Long Point Road and Mountain Road in Pasadena, Maryland.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and in particular to make any act generally permitted of any Corporation pursuant to such Section reasonably related to the purposes above or such other purposes as the Board of Directors may subsequently select.

Law Offices of:
Christopher Harris Hill
Severna Park Business Center
836 Ritchie Hwy., Suite 22
Severna Park, MD 21146
(301) 544-3004

FOURTH: The post office address of the principal office of the Corporation in this State is Bennett Point Road, Queenstown, Maryland 21658. The name and post office address of the Resident Agent of the Corporation in this State is Kenneth Michael Smith,

31988366

LIBER 8 PAGE 43

2/7/84 signed mailed to Christopher H. Hill Esq.
836 Ritchie Hwy.
Suite 22
Severna Park Md 21146

Bennett Point Road, Queenstown, Maryland 21658. Said Resident Agent is an individual actually residing in this State and is over eighteen (18) years of age.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five hundred (500) 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, 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 Michael J. Cusimano, Isabelle Cusimano, Kenneth Michael Smith, and Nora Smith.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting owers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

Law Offices of:
Christopher Harris Hill
Severna Park Business Center
836 Ritchie Hwy., Suite 22
Severna Park, MD 21146
(301) 544-3904

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 or hereafter in force.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate

Law Offices of:
Christopher Harris Hill
Severna Park Business Center
836 Ritchie Hwy., Suite 22
Severna Park, MD 21146
(301) 544-3904

representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11 day of July, 1983 and I acknowledge the same to be my act.

WITNESS:

Nancy J. Jewett

Christopher H. Hill

Law Offices of:
Christopher Harris Hill
Severna Park Business Center
836 Ritchie Hwy., Suite 22
Severna Park, MD 21146
(301) 544-3904

ARTICLES OF INCORPORATION

OF

LONG POINT MALL, INC.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 27th
DAY OF Jan 1984 AT 9:54 AM
AND RECORDED IN
LIBER number 8 folio 43 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margaret E. Manbin

JAN 27-84 A 2 064 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland July 18, 1983 at 12:11 o'clock P.M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2601, folio 3763, 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 $ _____

1984 JAN 27 PM 3 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 145594

LIBER 8 PAGE 47

bs

2/7/84 original mailed to Charles W. Collett, Esq
Zeno, Charles & Lace
P.O. Box 827
Annapolis, Md 21404

LIBER 8 PAGE 48

3448

WATERSIDE LIVING, LTD.

ARTICLES OF INCORPORATION

FIRST: I, CHARLES W. COLLETT, whose post office address is Route 1, Box 7, 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 (hereinafter called the "Corporation") is

WATERSIDE LIVING, LTD.

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

(1) Regional sale and distributorship of Oceana Floating Homes.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 7, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Charles W. Collett, Route 1, Box 7, 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 Three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than Three (30). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles W. Collett, Virginia Ellen Ball Collett, and Charles R. Barrett.

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 9th day of JUNE, 1983, and acknowledge same to be my act.

WITNESS:

Debra Lombardo

Charles W. Collett
CHARLES W. COLLETT

CWC11cu

31950101

COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Klee WAS ARTICLES OF INCORPORATION
RECEIVED FOR RECORD THIS 27th
DAY OF Jan 19 84 AT 9:52 A.M.
OF
WATERSIDE LIVING, LTD.
AND RECORDED IN
LIBER mem 8 folio 48 Arts Klee.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.

JAN 27-84 A 2 065 ******5.00

CLERK
Margaritte Lee Manbin

approved and received for record by the State Department of Assessments and Taxation of Maryland July 14, 1983 at 10:46 o'clock A. M. as in conformity with law and ordered recorded.

2

3447

Recorded in Liber 2601, 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 $

1984 JAN 27 AM 9:52
QUEEN ANNE'S COUNTY

circuit 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. Fitts

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 145538

LIBER 8 PAGE 49

2/7/84 signed mailed to Sudlersville Bank Md
Sudlersville, Md
21668

001722

LIBER 8 PAGE 50

STATE OF
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Cert. / Exchange Share WAS
RECEIVED FOR RECORD THIS 27th
DAY OF Jan 1984 AT 9:53 A.M.
AND RECORDED IN
LIBER MCM8 folio 50 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CLERK
Marguerite M. Harper

CERTIFICATE OF Share Exchange

Clark of the Circuit Court of Queen Annes County

JAN 27-84 A 2 066 ******100

Centreville, Maryland 21617

Dear Sir

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of Share Exchange have been filed in this Office.

1) The name of each party to the Articles is

The Sudlersville Bank of Maryland (Md Bank) Acquired Corp

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

Mercantile Bankshares Corporation (Md Corp) Acquiring Corp

3) The Articles were accepted for record on June 17, 1983 at 2:10 PM

CLERK CIRCUIT COURT
1984 JAN 27 AM 9:52
QUEEN ANNE'S COUNTY

As Witness my hand and the Official seal of the said Department at Baltimore this 25th day of August, 1983.

RB Adams

076

0800

CHESAPEAKE FILM PRODUCTIONS LIMITED PARTNERSHIP

LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

This Limited Partnership Agreement and Certificate is made and entered into this 31st day of July, 1983, effective as of the 1st day of March, 1983, by and between Tara H. Moore ("Moore"), Michael Price ("Price") and Elephant's Child Productions, Incorporated ("Elephant's Child") as the General Partners, and Moore, Price, Kenneth T. Wade, Sharon S. Wade and E.H. Hawkins as the Limited Partners.

EXPLANATORY STATEMENT

The parties hereto, wishing to form a limited partnership under and pursuant to the laws of the State of Maryland, hereby constitute themselves a limited partnership for the purposes and on the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual promises of the parties hereto, each to the others, and of good and valuable considerations, receipt of which hereby is acknowledged it is mutually agreed by and between the parties hereto as follows:

SECTION I

Defined Terms

The defined terms used in this Agreement shall, unless the context otherwise requires, have the meaning specified in this Section I. The singular shall include the plural and vice versa and the use of any gender shall be deemed to be or include the other gender, whenever appropriate.

Act - means the Maryland Revised Uniform Limited Partnership Act as from time to time amended.

Additional Limited Partner - means any Person who is admitted to the Partnership as an Additional Limited Partner under the provisions of Section 6.1.

Affiliated Person - means, when used with reference to a specified Person (i) any Person that, directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control

32418041

KW

3/22/84 original mailed to Frank, Bernstein, Conaway & Goldman 1300 Mercantile-Bank of Trust Bldg - Balto, MD 21201

with, the specified Person, (ii) any Person who is an officer, partner, or trustee of, or serves in a similar capacity with respect to, the specified Person, or of which the specified Person is an officer, partner or trustee, or with respect to which the specified Person serves in a similar capacity, (iii) any Person that, directly or indirectly, is the beneficial owner of 5% or more of any class of equity securities of, or otherwise has a substantial beneficial interest in, the specified Person, or of which the specified Person is directly or indirectly the owner of 5% or more of any class of equity securities in which the specified Person has a substantial beneficial interest and (iv) any member of the Immediate Family of the specified Person.

Agreement - means this Limited Partnership Agreement and Certificate, as it may be amended from time to time.

Available Cash - means, for any taxable year of the Partnership, at the time of determination, Partnership cash, demand deposits and short-term marketable securities, reduced by such amounts as the General Partners shall deem reasonably necessary to meet reasonably anticipated expenditures or liabilities of the Partnership, including, but not limited to, debts to Partners who are creditors of the Partnership (including without limitation, the expenses referred to in Section 5.3.D) and reserves for replacements and capital improvements for which adequate provision has not otherwise been made in the reasonable judgment of the General Partners. Available Cash shall not include proceeds from Capital Contributions. Available Cash shall be determined as provided above whether any or all of the Capital Contributions shall have been returned to the Partners pursuant to this Agreement.

Capital Account - means, as to any Partner or class of Partners, the Capital Contribution actually made by such Partner or class, plus all income, gain or profits allocated to such Partner or class, and minus the sum of (i) all losses or deductions allocated to such Partner or class, (ii) all distributions to such Partner or class, and (iii) all other payments to such Partner or class not allowed as additions to the basis of Partnership property or deductions from Partnership taxable income for federal income tax purposes. Any question concerning a Partner's Capital Account shall be resolved by applying principles consistent with this Agreement and the regulations promulgated under Section 704 of the Code in order to assure that all allocations herein will have substantial economic effect.

KOW

Capital Contribution - means the total amount of cash contributed to the Partnership by each Partner. Any reference in this Agreement to the Capital Contribution of a then Partner shall include a capital contribution previously made by any prior Partner for the Interest of such then Partner except to the extent that the Interest of any prior Partner shall have been forfeited or reduced and the portion so forfeited not transferred to a successor Partner. The Capital Contribution of a Partner shall be adjusted by any additional capital contribution made by such Partner.

Code - means the Internal Revenue Code of 1954, as amended (or any corresponding provision of succeeding law).

Consent - means a writing consenting to a specified act or event.

Elephant's Child - means Elephant's Child Productions, Incorporated, a Maryland corporation.

Entity - means any general partnership, limited partnership, corporation, joint venture, trust, business trust, cooperative or association.

Film - means the narrative film concerning Chesapeake Bay wildlife which is anticipated to be produced, and sold or distributed by the Partnership.

General Partners - means the Persons originally named herein as the General Partners and any successor General Partner(s) admitted pursuant to the further terms hereof.

Immediate Family - means with respect to any Person, his spouse, parents, parents-in-law, descendants, nephews, nieces, brothers, sisters, brothers-in-law, sisters-in-law, children-in-law, and grandchildren-in-law.

Incapacity (as used in Sections VI and VII, with respect to a General Partner, and Section VI with respect to a Limited Partner) - means the bankruptcy, dissolution, death, or adjudication of incompetence (which term shall include, but not be limited to, insanity) of such Partner.

Interest - means the entire ownership interest (which may be segmented into and/or expressed as a percentage of various rights and/or liabilities) of a Partner

KOW

in the Partnership at any particular time, including the right of such Partner to any and all benefits to which a Partner may be entitled as provided in this Agreement and in the Act, together with the obligations of such Partner to comply with all the terms and provisions of this Agreement and of the Act.

Limited Partner - means the Persons originally named herein as the Limited Partners and any Additional Limited Partner(s) admitted pursuant to the further terms hereof.

Moore - means Tara H. Moore, a resident of Maryland.

Negative Capital Account of a Partner - means the excess of the sum of (i) cash and the adjusted basis of other distributions received from the Partnership by a Partner and (ii) Losses allocated to the Partner, over the sum of (x) the Capital Contributions of the Partner and (y) Profits allocated to the Partner.

Notification - means a writing, containing the information required by this Agreement to be communicated to any Person, sent in accordance with the provisions of Section 9.2 herein; provided, however, that any communication containing such information sent to such Person and actually received by such Person shall constitute Notification for all purposes of this Agreement.

Partner - means any General Partner or Limited Partner.

Partnership - means this Limited Partnership, as it may from time to time be constituted and amended.

Percentages of Interest - means the percentages of Interest of the Partners in the Partnership set forth opposite their respective names on Schedule B attached hereto and made a part hereof.

Person - means any individual or Entity, and the heirs, executors, administrators, successors and assigns of such person where the context so admits.

Price - means Michael Price, a resident of Maryland.

Positive Capital Account of a Partner - means the excess of the sum of (i) the Capital Contributions of the

KW

Partner and (ii) Profits allocated to the Partner, over (x) cash and the adjusted basis of other distributions received from the Partnership and (y) Losses allocated to the Partner.

Profit and Loss - means the profit and loss of the Partnership for federal income tax purposes, determined as of the close of the Partnership's taxable year, including, where the context requires, related federal income tax items such as capital gain or loss, tax preferences, investment interest, investment tax credits, cost recovery and cost recovery recapture.

Property - means the Film.

SECTION II

Formation and Name; Principal Office and Resident Agent; Purpose; Term

2.1. Formation and Name

The parties hereto hereby agree to form a limited partnership known as Chesapeake Film Productions Limited Partnership pursuant to the provisions of the Act.

2.2. Principal Office and Resident Agent

A. The principal office of the Partnership shall be located at Route 1, Box 147K, Queenstown, Maryland 21658. The General Partners may at any time change the location of such principal office and may establish such additional offices as the General Partners may deem desirable. Notification of the change of the principal office shall be given to the Limited Partners.

B. The name and address of the resident agent for the Partnership are Elephant's Child Productions, Incorporated, Route 1, Box 147K, Queenstown, Maryland 21658.

2.3. Purpose

The purpose of the Partnership is to produce, sell, distribute, hold, dispose of and otherwise deal with the Film and to do all things necessary, convenient or incidental to the achievement of the foregoing.

2.4. Term

The Partnership shall have a term beginning on March 1, 1983 and shall continue in full force and effect

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until December 31, 2033, unless sooner terminated pursuant to the further terms of this Agreement.

SECTION III

Partners; Capital; Capital Accounts

3.1. General Partners

The General Partners of the Partnership are those Persons listed on Schedule A attached hereto. Each General Partner shall contribute to the Partnership the cash set forth on Schedule A attached hereto. The Managing General Partner shall be that Person so designated in Section 5.1 hereof.

3.2. Limited Partners

A. The Limited Partners of the Partnership are those Persons listed on Schedule A attached hereto. Each Limited Partner has or will contribute the cash set forth on Schedule B attached hereto.

B. Each Limited Partner shall, by his execution of this Agreement and its delivery to the General Partners, as a condition of receiving any Interest in the Partnership, agree to be bound by all the terms and provisions of this Agreement.

3.3. Partnership Capital

A. An individual Capital Account shall be maintained for each Partner.

B. No Partner shall be paid interest on any Capital Contribution.

C. Except as otherwise provided in this Agreement, no Partner shall have the right to withdraw, or receive any return of, his Capital Contribution.

D. Under circumstances requiring a return of any Capital Contribution, no Partner shall have the right to receive property other than cash.

E. No Partner shall be required to contribute any additional capital to the Partnership.

KCW

F. The Percentage of Interest of each Partner shall be equal to the amount set forth for each Partner on Schedule A hereto.

SECTION IV

Profit, Loss and Distributions

4.1. Allocation of Profit or Loss and Distribution of Available Cash.

A. For any taxable year of the Partnership, Profit shall be allocated as follows:

(1) If one or more Partners has a Negative Capital Account, to such Partners, in proportion to their Negative Capital Accounts, until all such Negative Capital Accounts have been reduced to zero.

(2) Any Profit not allocated to reduce Negative Capital Accounts to zero pursuant to Section 4.1.A(1) shall be allocated to the Partners in proportion to the distribution of Available Cash pursuant to Section 4.1.C(4). In the event no Available Cash is distributable pursuant to Section 4.1.C(4), any such Profit shall be allocated to the Partners in proportion to their respective Percentages of Interest.

B. For any taxable year of the Partnership, Loss shall be allocated as follows:

(1) If one or more Partners has a Positive Capital Account, to such Partners, in proportion to their Positive Capital Accounts, until all such Positive Capital Accounts have been reduced to zero.

(2) Any Loss not allocated to reduce Positive Capital Accounts to zero pursuant to Section 4.1.B(1), shall be allocated to those Partners whose Capital Accounts are zero or were reduced to zero pursuant to Section 4.2.B(1), pro rata, until their Capital Accounts have been reduced to the level of the Partner with the smallest Negative Capital Account. All of the foregoing Partners shall then be allocated any Loss until all of their Capital Accounts have been reduced to the level of the Partner with the second smallest Negative Capital Account, and so on and so forth until the Negative Capital Accounts of all Partners are equal.

Kow

(3) Any Loss not allocated to reduce Positive Capital Accounts to zero pursuant to Section 4.1.B(1) or to balance Negative Capital ccounts pursuant to Section 4.1.B(2) shall be allocated to the Partners in accordance with their respective Percentages of Interest.

C. For any taxable year of the Partnership, Available Cash shall be distributed and applied by the Partnership in the following order of priorities:

(1) To the establishment of any reserves which the General Partners may deem reasonably necessary for contingent, unmatured, or unforeseen liabilities or obligations of the Partnership.

(2) If prior to (i) any allocation of Profit pursuant to Section 4.1.A(2), but after any allocation of Profit pursuant to Section 4.1.A(1), or prior to (ii) any allocation of Loss, one or more Partners has a Positive Capital Account, to such Partners in proportion to their Positive Capital accounts until all such Positive Capital Accounts have been reduced to zero.

(3) If, after any allocation of Profit or Loss and after any distribution of Available Cash pursuant to Section 4.1.C(2), one or more Partners has a Negative Capital Account, those Partners whose Capital Accounts are zero shall receive cash, pro rata, until their Capital Accounts have been reduced to the level of the Partner with the smallest Negative Capital Account. All of the foregoing Partners shall then be allocated any proceeds until all of their Capital Accounts have been reduced to the level of the Partner with the second smallest Negative Capital Account, and so on and so forth until the Negative Capital Accounts of all Partners are equal.

(4) Any excess shall be distributed as follows:

(i) until the Limited Partners have recouped an amount equal to their Capital Contribution to the Partnership, reduced (but not below zero) by any prior (in time and priority) cash distributions to the Limited Partners pursuant to Sections 4.1.C(2) and 4.1.C(3) and this clause (i), 100% to the Limited Partners, in proportion to their respective Percentages of Interest;

(ii) until the General Partners have recouped an amount equal to their Capital Contribu-

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tions to the Partnership, reduced (but not below zero) by any prior (in time and priority) cash distributions to the General Partners pursuant to Sections 4.1.C(2) and 4.1.C(3) and this clause (ii), 100% to the General Partners in proportion to their respective Percentages of Interest; and

(iii) the balance thereof, 96% to the Limited Partners, in accordance with their respective Percentages of Interest, and 4% to the General Partners in accordance with their respective Percentages of Interest.

4.2. Liquidation or Dissolution.

A. In the event the Partnership is liquidated or dissolved, the assets of the Partnership shall be applied in the following order of priorities:

(1) To the payment of creditors of the Partnership, including Partners who are creditors of the Partnership, for debts and liabilities of the Partnership;

(2) To the establishment of any reserves which the General Partners may deem reasonably necessary for contingent, unmatured or unforeseen liabilities or obligations of the Partnership; and

(3) Thereafter in accordance with the priorities set forth in Section 4.1.C.(2) through (4).

4.3. General

A. The timing and amount of all distributions shall be as determined by the Managing General Partner.

B. All Profit and Loss of the Partnership shall be allocated with respect to each taxable year of the Partnership as of, and within seventy-five (75) days after, the end of such taxable year, unless such period is extended by the Managing General Partner.

C. All Profit and Loss shall be allocated, and all distributions of cash shall be distributed, as the case may be, to the Persons shown on the records of the Partnership to have been Partners as of the last day of the taxable year for which such allocation or distribution is to be made, except that if a Partner sells, exchanges or otherwise disposes of all or any portion of his Interest to any Person who during such taxable year is admitted as

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an Additional Limited Partner, the Profit and Loss shall be allocated between the transferor and the transferee on the basis of the number of days of the taxable year in which each was a Partner.

D. The methods set forth hereinabove by which Profit and Loss, and distributions are allocated, apportioned and paid are hereby expressly consented to by each Partner as an express condition to becoming a Partner.

SECTION V

Managing General Partner; Rights, Powers and Duties

5.1. All General Partners shall have a percentage vote in Partnership matters equal to their respective Percentages of Interest. Whenever a vote, agreement, decision, action or determination respecting the management, operation or control of the Partnership is required to be made, it shall be made, unless otherwise provided herein, upon the concurrence of General Partners whose respective Percentages of Interest are greater than fifty percent (50%) of the total Percentages of Interest held by all General Partners. The Partners recognize, however, that is in the best interest of the Partnership and the Partners to facilitate the conduct of the day-to-day affairs of the Partnership by designating and appointing a Managing General Partner to be responsible therefor. Elephant's Child is hereby appointed the Managing General Partner of the Partnership. In addition to the powers now or hereafter granted the General Partners, including the Managing General Partner, under applicable law or which are granted the General Partners under any other provisions of this Agreement, the Managing General Partner shall have full, exclusive and complete discretion, power and authority, subject in all cases to the other provisions of this Agreement (such as, e.g., Section 5.2 hereof) and the requirements of applicable law, to manage, control, administer and operate the business and affairs of the Partnership for the purposes herein stated, to make all decisions affecting such business and affairs, and to adopt such accounting rules and procedures as it deems appropriate in the conduct of the business and affairs of the Partnership.

5.2. Restrictions on Authority

A. The General Partners shall have no authority to perform any act in violation of any applicable

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law or regulation, nor shall the General Partners, without the consent of the Limited Partners, have any authority, except as permitted in this Agreement, to do any act required to be consented to or ratified by the Limited Partners under the Act.

B. The Managing General Partner shall not have any authority to do any of the following acts without the consent of Limited Partners owning more than 50% of the Limited Partner Percentages of Interest: (1) to enter into a contract to sell, distribute or market the Film; or (2) to sell, assign or otherwise transfer any interest in, or right to, the Film.

5.3. Personal Services; Other Activities

A. The General Partners shall receive no salary or other compensation for serving as General Partner except as herein expressly provided. The General Partner shall be entitled to reimbursement for out-of-pocket expenses incurred in connection with the activities of the Partnership.

B. Any Partner may engage independently or with others in other business ventures of every nature and description and neither the Partnership nor any other Partners shall have any rights in and to such independent ventures or the income or profits derived therefrom.

C. Any Partner may lend money to and transact other business with the Partnership and, subject to applicable law, has the same rights and obligations with respect thereto as a person who is not a Partner.

D. It is the intention of the parties hereto that Moore shall be the primary writer of the narrative for the Film and Price will be the primary cameraman and photographer for the production of the Film. Price will be entitled to reimbursement for his living expenses while performing such work for the Partnership, not to exceed $1,304 per month, during the period of from March 1, 1983, until the earlier to occur of February 29, 1984, or the date on which Price's work in connection with the Film has been completed.

5.4. Business Management and Control

A. The General Partners shall have the exclusive right to manage the business of the Partnership. No Limited Partner (except one who may also be a General

Partner, and then only in his capacity as a General Partner) shall take part in the control of the business of the Partnership or have any right or authority to act for or bind the Partnership except as required by law.

B. Notwithstanding anything to the contrary otherwise contained in this Agreement, the Managing General Partner shall have the full power to execute, for and on behalf of the Partnership, any and all documents and instruments which may be necessary or desirable to carry on the business of the Partnership, including, without limitation, any and all contracts, leases, and promissory notes pertaining to the Partnership's assets or obligations. No person dealing with the Managing General Partner need inquire concerning the validity or propriety of any document or instrument executed in the name of the Partnership by the Managing General Partner, or as to the authority of such Managing General Partner executing the same. The execution by a Managing General Partner of any such document or instrument prior to the execution hereof is expressly ratified and confirmed.

5.5. Duties and Obligations

The General Partners shall be under a fiduciary duty to conduct the affairs of the Partnership in the best interests of the Partnership, including the safekeeping and use of all Partnership funds and assets and the use thereof for the benefit of the Partnership. The General Partners shall at all times act in good faith and exercise due diligence in all activities relating to the conduct of the business of the Partnership. The General Partners shall take all actions necessary or appropriate to protect the interests of the Limited Partners.

5.6. Liability of General Partners; Indemnification

A. The General Partners shall not be liable, responsible, or accountable, in damages or otherwise, to the Limited Partners for any act performed by the General Partners within the scope of the authority conferred on the General Partners by this Agreement, except for acts of malfeasance or gross negligence or for damages arising from any wilful misrepresentation or wilful breach of a warranty. In the event of a wilful misrepresentation or wilful breach of warranty, damages recoverable by any Partner shall be limited to the amount of his Capital Contribution less all Partnership distributions made pursuant to Section IV theretofore received by such Partner.

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B. Any General Partner shall be entitled to indemnity from the Partnership for any act performed by such General Partner within the scope of the authority conferred on the General Partners by this Agreement, except for acts of malfeasance or gross negligence or for damages arising from any misrepresentation or breach of warranty, provided that any indemnity under this Section shall be provided out of and to the extent of Partnership assets only, and no Limited Partner shall have any personal liability on account thereof beyond his Capital Contribution.

SECTION VI

Transferability of Partners' Interests

6.1. Admission of Successor or Additional General Partners

A. No person shall be admitted as a successor or additional General Partner unless the Consent of a majority-in-Interest of the Limited Partners (unless the Act requires the Consent of a greater percentage of the Limited Partners) to such admission has been obtained.

6.2. Transfer of General Partner's Interest

A. No General Partner shall have the right voluntarily to retire or withdraw from the Partnership unless the Consent of a majority-in-Interest of the Limited Partners to such voluntary retirement or withdrawal is obtained.

B. No General Partner shall have the right to sell, exchange, or otherwise dispose of all or any portion of his Interest unless the assignee or transferee of all or a portion of the Interest of the General Partner is admitted as a successor or additional General Partner to the Partnership pursuant to the provisions of Section 6.1.

6.3. Incapacity of a General Partner

A. In the event of the Incapacity of a General Partner who is not then the sole General Partner, (i) the remaining General Partner(s) within ninety (90) days after such event, may elect in writing to continue the Partnership and give Notification of such action to the Limited Partners or (ii) within ninety (90) days after such event, all Partners may agree in writing to continue the business of the Partnership and to the appointment, effective as of the date of such event, of one or more addi-

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tional General Partners. If the remaining General Partner(s) elects to continue the Partnership under clause (i) above or if all the Partners agree to continue the Partnership and appoint additional General Partner(s) under clause (ii) above, the General Partner(s) shall make such amendments to this Agreement and such filings as are necessary to reflect the fact such Incapacitated General Partner has ceased to be a General Partner and that the remaining General Partner(s) has elected to continue the business of the Partnership or that all the Partners have agreed to continue the business of the Partnership and to the appointment of the additional General Partner(s).

B. In the event of the Incapacity of a sole General Partner, the Partnership shall be dissolved and liquidated pursuant to the provisions of Section 7.2.A unless within ninety (90) days after such event, all Partners agree in writing to continue the business of the Partnership and to the appointment, effective as of the date of such event, of one or more additional General Partners. The additional General Partner(s) shall make such amendments to this Agreement and such filings as are necessary to reflect the fact that such Incapacitated General Partner has ceased to be a General Partner and that all the Partners have agreed to continue the business of the Partnership and to the appointment of the additional General Partner(s).

C. Upon the Incapacity of a General Partner, such General Partner shall immediately cease to be a General Partner, and his Interest as a General Partner shall be converted to a Limited Partner Interest of a new class. Such conversion shall not affect any rights or liabilities of the incapacitated General Partner, except that such General Partner shall no longer participate in the management of the Partnership.

6.4. Liability of a Withdrawn General Partner

A. Subject to the provisions of Section 5.6, any General Partner who voluntarily withdraws or retires from the Partnership shall be, and remain, liable only for all obligations and liabilities incurred by him as General Partner prior to the time such withdrawal or retirement becomes effective.

B. Any General Partner who sells, exchanges, or otherwise disposes of all or any portion of his Interest shall be, and remain, liable for all obligations and liabilities incurred by him as a General Partner prior to the

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time the admission of the assignee or transferee of all or a portion of the Interest of the General Partner as a successor or additional General Partner to the Partnership is effective.

C. The personal representatives of any Incapacitated General Partner shall be, and remain, liable for all obligations and liabilities incurred by such General Partner prior to the date of such Incapacity.

6.5. Transferability of Limited Partners' Interests

A. No Person shall be admitted as an Additional Limited Partner, transfer any or all of his Interest or assign any interest in the Profit, Loss, Available Cash or distributions from the Partnership unless the Consent of the General Partners has been obtained to such action.

B. A Limited Partner may grant the right to become an Additional Limited Partner to an assignee of all or any part of his Interest only upon the terms and conditions of this Section VI.

C. The parties hereto agree that, notwithstanding Section 6.5 above, no Partner may sell, assign or transfer his Interest without giving the other Partners the right to purchase such Interest for an agreed upon price or at the price at which it would be sold, assigned or transferred to a third party, whichever is less.

D. Nothing herein shall be construed to relieve a Limited Partner, who sells, exchanges, or otherwise disposes of all or a portion of his Interest, of any obligations or liabilities to the Partnership under this Agreement.

6.6. Incapacity of a Limited Partner

In the event of the Incapacity of a Limited Partner, his successors, assigns, or personal representatives shall have all the rights of such Limited Partner for the purpose of settling or managing his estate or property. The Incapacity of a Limited Partner shall not dissolve the Partnership.

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SECTION VII

Dissolution, Liquidation and Termination of the Partnership

7.1. Events Causing Dissolution

The Partnership shall continue in effect until the date set forth in Section 2.4 hereof, except that the Partnership shall dissolve prior to such date upon the happening of any of the following events:

(i) the Incapacity of a General Partner who is not then the sole General Partner unless an election to continue the Partnership referred to in Section 6.3.A is made;

(ii) the Incapacity of a sole General Partner unless an election to continue the Partnership referred to in Section 6.3.B is made;

(iii) the election by the General Partners to dissolve the Partnership with the Consent of Partners owning greater than 50% of the Percentages of Interest;

(iv) the sale of all of the Property; and

(v) the happening of any other event causing the dissolution of the Partnership under the laws of the State of Maryland.

Dissolution of the Partnership shall be effective on the day on which the event occurs giving rise to the dissolution, but the Partnership shall not terminate until the Partnership's Certificate of Limited Partnership has been cancelled and the assets of the Partnership have been distributed as provided in Section 7.2.

7.2. Liquidation

A. As soon as practicable after the dissolution of the Partnership, the General Partner(s) (or, in the event of the Incapacity of a sole General Partner, any Limited Partner) may give Notification to all the Limited Partners of such fact and shall prepare a plan as to whether and in what manner the assets of the Partnership shall be liquidated or transferred to a successor Entity. Upon the agreement of all the Limited Partners, the assets of the Partnership, subject to its liabilities, shall be transferred to a successor Entity upon such terms and

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conditions as have been agreed upon. All expenses incurred in the reformation, or attempted reformation, of the Partnership shall be deemed to be expenses of the Partnership.

B. Except as expressly provided by vote of the Limited Partners pursuant to Section 7.2.A, upon dissolution of the Partnership, the General Partner(s) or, in the event of the Incapacity of a sole General Partner, any Person(s) designated by a majority-in-Interest of the Limited Partners (in either event, the "Liquidator"), shall liquidate the assets of the Partnership, apply and distribute the proceeds thereof, in accordance with Section 4.3 and cause the cancellation of the Partnership's Certificate of Limited Partnership. A General Partner or an Affiliated Person may purchase such assets with the consent of a majority-in-Interest of the remaining Partners.

C. Notwithstanding the provisions of Section 7.2.B, in the event the Liquidator shall determine that an immediate sale of part or all of the Partnership assets would cause undue loss to the Partners, the Liquidator, in order to avoid such loss may, after having given Notification to all the Limited Partners, either defer liquidation of and withhold from distribution for a reasonable time any assets of the Partnership except those necessary to satisfy the Partnership's debts and obligations.

SECTION VIII

Books, Records, Accounting, Tax Elective Costs

8.1. Bank Accounts

All funds of the Partnership shall be deposited in its name (or such other name as shall be designated by the Managing General Partner) in such bank account or accounts as shall be designated by the Managing General Partner. Checks shall be drawn on the Partnership checking account for Partnership purposes only, and shall require such signature or signatures as the Managing General Partner may, from time to time, determine.

8.2. Books and Records

A. The records of the Partnership shall be kept at the principal office of the Partnership in accordance with the applicable provisions of the Act. Each Partner shall at all reasonable times and upon prior reasonable notice to the Managing General Partner have access thereto. The books shall be kept on the cash receipts and

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disbursements method or the accrual method, as the Managing General Partner may determine. The fiscal year of the Partnership shall be the calendar year.

B. Within seventy-five (75) days after the end of each taxable year, the Managing General Partner shall send to each Person who was a Partner at any time during the taxable year then ended an annual report containing: (i) a statement of financial condition of the Partnership as of the year then ended, a statement of Profit and Loss of the Partnership for the year then ended, and a statement of source and application of funds of the Partnership; (ii) such tax information as shall be necessary for the preparation by each Partner of his federal income and other tax returns; and (iii) a report summarizing the fees and other remuneration paid by the Partnership to the General Partners or any Affiliated Person in respect of such taxable year.

8.3. Special Basis Adjustment

In the case of a distribution of property made in the manner provided in Section 734 of the Code, or in the case of a transfer of a Partnership interest permitted by this Agreement made in the manner provided in Section 743 of the Code, the Managing General Partner, on behalf of the Partnership, may, at the Managing General Partner's sole option, file an election under Section 754 of the Code in accordance with the procedures set forth in the applicable Treasury Regulations. If such an election is filed, the Managing General Partner will at no time be required to provide any additional accounting or tax information with respect to any adjustment to basis for any Limited Partner.

SECTION IX

General Provisions

9.1 Assurances

A. The Limited Partners hereby agree to execute all such certificates and other documents conforming hereto and to do all such filing, recording, publishing and other acts as may be deemed by the General Partners appropriate to comply with the requirements of law for the formation and operation of a limited partnership and any amendment or cancellation of any certificate thereof.

B. Each Limited Partner hereby agrees to execute, and deliver to the General Partners within five

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(5) days after receipt of the General Partners' written request therefor, such statements of interest and holdings, designations, powers of attorney and other instruments which the General Partners shall deem necessary to comply with any laws, rules and regulations relating to the acquisition or holding of the Property.

9.2. Notifications

A. Unless specifically otherwise provided herein, all Notifications required or permitted to be given pursuant to this Agreement shall be in writing and shall be considered as properly given or made if mailed from within the United States by first class mail, postage prepaid, or if sent by prepaid telegram and addressed, if to a General Partner, at the Partnership's principal office and to such address of the General Partner shown following his name on Schedule B hereto, and if to a Limited Partner, to the address set forth following his name on Schedule B hereto. Time periods shall commence on the date of mailing of a Notification. Any Notification which is required to be given within a stated period of time shall be considered timely if postmarked before midnight of the last day of such period. Any Limited Partner may change his address by giving Notification in writing stating his new address to the General Partners and a General Partner may change such General Partner's address by giving such Notification in writing stating the new address to all Limited Partners. Commencing on the tenth day after the giving of such Notification, such newly designated address shall be such Partner's address for the purposes of all Notifications required or permitted to be given pursuant to this Agreement.

9.3. Applicable Law

This Agreement shall be governed by and construed in accordance with the laws of the State of Maryland.

9.4. Paragraph Titles

The headings herein are inserted only as a matter of convenience and reference, and in no way define, limit or describe the scope of this Agreement, or the intent of the provisions thereof.

9.5. Binding Provisions

This Agreement is binding upon, and inures to the benefit of, the parties hereto and their respective heirs,

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executors, administrators, personal and legal representatives, successors and assigns, to the extent, but only to the extent, same is provided for in accordance with, and permitted by, the provisions of this Agreement.

9.6. Amendment

Except as expressly provided otherwise herein, this Agreement may not be amended without the written consent of the General Partners and a majority-in-Interest of the Limited Partners; provided, however, that without the written consent of all Partners adversely affected thereby: (i) no such amendment may enlarge the obligations or diminish the rights of any Partner under this Agreement, modify the allocation of distributions of Profits, Losses, Available Cash, or net proceeds from a Capital Transaction, or modify the method of determining distributions of Available Cash, net proceeds from a Capital Transaction and Profits and Losses, (ii) no such amendment may modify the purposes of the Partnership or, (iii) no such amendment may modify this Section 9.6. Except as set forth in this Agreement or the Act, all voting required by law shall bind all Limited Partners if the approval of a majority-in-Interest of the Limited Partners is obtained.

9.7. Separability of Provisions

Each provision of this Agreement shall be considered separable and (a) if for any reason any provision or provisions herein are determined to be invalid and contrary to any existing or future law, such invalidity shall not impair the operation of or affect those portions of this Agreement which are valid, or (b) if for any reason any provision or provisions herein would cause the Limited Partners to be bound by the obligations of the Partnership under the laws of the State of Maryland as the same may now or hereafter exist, such provision or provisions shall be deemed void and of no effect.

9.8. Venue.

The venue for any suit involving this Agreement shall be in the State of Maryland.

9.9. Counterparts.

This Limited Partnership Agreement and Certificate may be executed in one or more counterparts, each of which

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shall be deemed an original, and, when taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the General Partners and the Limited Partners acknowledge that this Limited Partnership Agreement and Certificate in their act, and further acknowledge under penalty of perjury, to the best of their knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that they have executed this Limited Partnership Agreement and Certificate the day and year first above written.

ATTEST:

_____, Secretary

ELEPHANT'S CHILD PRODUCTIONS, INCORPORATED

By _____ (SEAL), President

- MANAGING GENERAL PARTNER -

WITNESS:

_____

_____ (SEAL)
TARA H. MOORE

_____

_____ (SEAL)
MICHAEL PRICE

- GENERAL PARTNERS -

WITNESS:

_____

_____ (SEAL)
TARA H. MOORE

_____

_____ (SEAL)
MICHAEL PRICE

KGW

WITNESS:

[illegible]	E. H. Hawkins (SEAL) E. H. HAWKINS
Bobbie L Mitchell	Kenneth T. Wade (SEAL) KENNETH T. WADE
Bobbie L Mitchell	Sharon S Wade (SEAL) SHARON S. WADE

- LIMITED PARTNERS -

7930c
2660X

0822

SCHEDULE A

Names and Addresses	Capital Contribution	Percentage of Partnership Interest
General Partners		
Tara H. Moore Box 147K, Route 1 Queenstown, Maryland 21658	$ 10.00	1%
Elephant's Child Production, Incorporated Box 147, Route 1 Queenstown, Maryland 21658	$ 10.00	1%
Michael Price Box 147, Route 2 Trappe, Maryland 21673	$ 20.00	2%
Limited Partners		
Tara H. Moore Box 147K, Route 1 Queenstown, Maryland 21658	$25,000.00	44.84%
Michael Price Box 147, Route 2 Trappe, Maryland 21673	$10,000.00	30.33%
K. T. Wade 1090 Vermont Avenue, N.W. Suite 420 Washington, D.C. 20005	$10,000.00	8.33%
Sharon S. Wade 1090 Vermont Avenue, N.W. Suite 420 Washington, D.C. 20005	$10,000.00	8.33%
E. H. Hawkins Box 520, Route 4 Easton, Maryland 21601	$ 5,000.00	4.17%

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LIBER 8 PAGE 74

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CHESAPEAKE FILM PRODUCTIONS LIMITED PARTNERSHIP

received for record August 25, 1983 24, at 3:54 P.M.

and recorded on Film No. 268 Frame No. 0799 one of

the limited partnership records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Queen Annes County

AA No. 1158

Fee Paid $50.00

MAR 13-84 * 21696 *****12.50
MAR 13-84 A 21696 *****12.50

MAR 13 ... 39
... COUNTY

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Cert. Ltd Partnership WAS
RECEIVED FOR RECORD THIS 13th
DAY OF March 1984 AT 10:39 A.M.
AND RECORDED IN
LIBER MWM 8, Folio 51 Acts Misc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite W. Maddox

gcp

CHARLES E. SMITH, P.A.

ARTICLES OF REVIVAL

Charles E. Smith, P.A., a Maryland Corporation having its principal office in Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENT AND TAXATION OF MARYLAND that:

First: The charter of the Corporation was forfeited on October 14, 1982, for failure to file a supplemental return (Form No. 25) 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 Charles E. Smith, P.A.

Third: The name which the Corporation will use after revival is Charles E. Smith, P.A.

Fourth: (a) The Post Office address of the principal office of the Corporation in the State of Maryland is P.O. Box 147, Grasonville, Queen Anne's County, Maryland 21638, and said principal office is located in the same County in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Charles E. Smith, P.O. Box 147, Grasonville, Maryland 21638, Queen Anne's County, Maryland. Said resident agent is a citizen actually residing in this State.

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

32318136

3/22/84 original mailed to Charles E. Smith, P.A.
P.O. Box 147
Grasonville, Md 21638

(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 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.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

Last Acting President

Last Acting Secretary

ARTICLES OF REVIVAL

OF

CHARLES E. SMITH, P.A.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts of Revival WAS
RECEIVED FOR RECORD THIS 13th
DAY OF Mar. 1984 AT ..... M.
E ..... AND RECORDED IN
LIBER MCM No. 8, folio 75 Arts of Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite W. Mankins
CLERK

MAR 12 ... 20
CLERK ... ANNE'S COUNTY

MAR 13-84 A #21697 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland August 25, 1983 at 9:01 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2608, folio 2532, 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 146937

LIBER 8 PAGE 77

gcp

3/22/84 Original mailed to Specialty Products Corp
U.S. Rt. 50, Box 458
Wye Mills, Md 21679

LIBER 8 PAGE 78 3696

SPECIALTY PRODUCTS CORPORATION

ARTICLES OF AMENDMENT

Specialty Products COrporation, a Maryland close corporation having its principal office in Queen Anne County, Maryland, 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 paragraph "SECOND" and inserting in lieu thereof the following:

> SECOND: The name of the corporation (which is hereinafter called the Corporation) is SPROCOR INC.

SECOND: The amendment of the charter of the Corporation as hereinafter set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF: Specialty Products Corporation has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on July 20, 1983.

ATTEST

Richard F. Bond
SECRETARY

SPECIALTY PRODUCTS CORPORATION

BY: Susan M Blauch
PRESIDENT

THE UNDERSIGNED, President of SPECIALTY PRODUCTS CORPORATION, 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 set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Susan M Blauch

32288029

~~32158162~~

COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Amend WAS
RECEIVED FOR RECORD THIS 13th
DAY OF Mar. 1984 AT 10:39 A.M.
AND RECORDED IN
LIBER MCM 8, folio 78 Arts/Amd.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite Mankins

ARTICLES OF AMENDMENT
OF
SPECIALTY PRODUCTS CORPORATION
Changing its name to
SPROCOR INC.

MAR 13-84 A 21698 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland August 16, 1983 at 10:02 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2606, folio 3695, 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 $ _____

1984 MAR 13 AM 10: 39
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen Annes County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 143973

LIBER 8 PAGE 79

gcp

3/22/84 original mailed to Cardin + Gitomer, P.A. 311 St. Paul Pl. Balto. Md 21202

ARTICLES OF INCORPORATION

OF

RITER MARKETING RESEARCH, INC.

TRADING AS

RMR

We, the undersigned residents of the State of Maryland, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

NAME	ADDRESS
Charles Riter	P.O. Box 246A56 Queenstown, Maryland 21658
David Riter	26 Ritters Ridge Court Owings Mills, Maryland 21117

ARTICLE ONE

The name of the corporation, which is hereafter called the corporation, is:

RITER MARKETING RESEARCH, INC.

The corporation also plans to conduct business under the trade name of:

RMR

ARTICLE TWO

The purpose of the corporation is to do market researching, new product development and strategy consultation under the name of Riter Marketing Research, Inc., trading as RMR, and any other lawful business whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of it's properties and to engage in other lawful activity.

ARTICLE THREE

The post office address of the principle office of the corporation doing business in the State of Maryland is P.O. Box 246A56, Queenstown, Maryland, 21658. The name and address of the resident agent of the corporation is Charles Riter,P.O. Box 246A56, Queenstown, Maryland, 21658

CARDIN & GITOMER, P. A.
311 SAINT PAUL PLACE
BALTIMORE, MARYLAND 21202
301-727-3668

32308008

ARTICLE FOUR

The total numver of shares of stock which the Corporation has the authority to issue is One Hundred shares (100) of One Dollar ($1.00) par value having an aggregate par value of One Hundred Dollars ($100.00).

ARTICLE FIVE

The Corporation shall have two (2) directors who shall be Charles Riter and David Riter, who shall act until the first annual meeting or until their successors are duly chosen and qualified.

ARTICLE SIX

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation and acknowledge them to be out act on this 17th day of August, 1983.

Witness:

Donna Schulz

Donna Schulz

CHARLES RITER

DAVID RITER

CARDIN & GITOMER, P. A.
211 SAINT PAUL PLACE
BALTIMORE, MARYLAND 21202
301-727-3868

LIBER 8 PAGE 82

STATE OF
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Incorp. WAS
RECEIVED FOR RECORD THIS 13th
DAY OF Mar 1984 AT 10:40 A.M.
RE ..... AND RECORDED IN
LIBER MWM 8, folio 80 Arts Incorp.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION

OF

RITER MARKETING RESEARCH, INC.

Marguerite L. Manlove
CLERK

MAR 13-84 A 21699 ******5.0

approved and received for record by the State Department of Assessments and Taxation of Maryland August 18, 1983 at 9:03 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 3 607, folio 1267, 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
1984 MAR 13 AM 10:40
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen Annes County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 144103

gcp

COUNTRY LAD DELI AND SPIRITS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Robert R. Price, Jr., whose post office addres is 103 Lawyers Row, Centreville, Maryland, being at least eighteen (18 years of age), hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Country Lad Deli and Spirits, Inc.

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

(1) To own and operate a retail grocery, liquor and general merchandise outlet.

(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 Sudlersville, Maryland, 21668. The name and post office address of the Resident Agent of the Corporation in this State is Donald K. Sears, Sudlersville, Maryland, 21668.

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

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

32348221

3/22/84 Original Mailed to Country Lad Deli & Spirits Inc c/o Robert R. Price, Jr. Esq. 103 Lawyers Row Centreville, Md. 21617

election to purchase such stock in proportionate amounts at the fair market value. This right of opportunity to elect to purchase granted to the remaining stockholders shall be applicable to all transfers regardless of whether transfer is by way of sale, assignment, gift, devise or operation of law.

SEVENTH: The number of directors of the Corporation shall be three (3), 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: Donald K. Sears, Gayland N. Clark and Frances C. Clark.

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

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

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

Directors shall deem to be the fair market value thereof, such purchase or pruchases 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 share 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 per cent (51%) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

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

WITNESS my hand and seal this 19 day of August, 1983.

WITNESS:

Judith C. Bennett — Robert R. Price, Jr. (SEAL)

Robert R. Price, Jr.

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

LIBER 8 PAGE 86

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

I HEREBY CERTIFY, that on this 19 day of August, 1983, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert R. Price, Jr., and acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Judith C. Bennett
Notary Public

My commission expires: 7/1/86

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

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS Arts Inc. WAS

RECEIVED FOR RECORD THIS 13th

DAY OF Mar. 1984 AT 10:40 A

AND RECORDED IN

LIBER MWM 8 folio 83 Arts Inc

RECORD BOOK FOR QUEEN ANNE'S

COUNTY

CLERK

Marguerite W. Mankins

ARTICLES OF INCORPORATION

OF

COUNTRY LAD DELI AND SPIRITS, INC.

MAR 13-84 A 21700 *****5.0

approved and received for record by the State Department of Assessments and Taxation of Maryland August 22, 1983 at 10:34 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2607, folio 1714, 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 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 144175

LIBER 8 PAGE 87 gcp

vl
KA

C & M FINANCE COMPANY, INC.

A Maryland Close Corporation
Organization Pursuant to Title 4 of
The Corporation and Association Article
Of the Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Michael Francis Zimmer, whose post office address is P.O. Box 275, Stevensville, Maryland 21666, being at least eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Law of the State of Maryland.

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

C & M FINANCE COMPANY, 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 purpose for which the Corporation is formed are:

1. To sell insurance premium financing to individuals, associations, professionals, professional associations, corporations and any other persons or legal entities; 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 275, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in this state is Michael Francis Zimmer, P.O. Box 275, Stevensville, Maryland 21666. Said resident agent is an individual actually residing in the state of Maryland.

32628050

UBER 8 PAGE 89

5/13/81 original mailed to Lange + Lindner
4653 Baltimore-Annapolis Blvd.
Glen Burnie, Md 21061

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue five thousand (5000) 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 Michael Francis Zimmer.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporation 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 subsection (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 a specific case by (a) an affirmative vote at a duly constituted meeting of the majority of the Board of Directors who were not parties to the proceeding; or (b) an affirmative vote, at a duly constituted meeting of the majority of all the votes case by stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstance.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 14Th day of SepT, 1983, and I acknowledge the same to be my act.

MICHAEL FRANCIS ZIMMER

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

I HEREBY CERTIFY, that on this 14th day of September, 1983, before me, a Notary Public of the state and county aforesaid, personally appeared MICHAEL FRANCIS ZIMMER, and made oath in due form of law, and who acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS, my hand and Notarial Seal:

My Commission Expires:

July 1, 1986

Notary Public

LIBER 8 PAGE 92

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts & Elec WAS
RECEIVED FOR RECORD THIS 17th
DAY OF Apr. 19 84 AT 12:32 P.M.
AND ..... AND RECORDED IN
LIBER MWM 8, folio 89 Arts & Elec
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite W. Manlove

ARTICLES OF INCORPORATION

OF

C & M FINANCE COMPANY, INC.

APR 11-84 A 22794 ******5.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 19, 1983 at 8:57 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2610 , folio 2461 , 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
1984 APR 11 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.

Ralph B. Atkinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
VOLVNTATIS DEI CORONA STATVS

A 147784

glw

RA
JD

1327

MEDAIRCO, INC.

Articles of Incorporation

First: The undersigned ROBERT D. JONES whose address is Rt. 4, Box 364, Chestertown, Maryland 21620 being over 18 years of age does hereby form a corporation under the general laws of the State of Maryland and serves as resident agent in Maryland.

Second: The name of the corporation is MEDAIRCO, INC.

Third: The purpose of the corporation is to purchase and resell such items as the directors may see fit 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 post office address of the principal office of the Corporation in Maryland is P. O. Box 227, Church Hill, Queen Anne's County 21623.

Fifth: The Corporation shall not be authorized to issue capital stock.

Sixth: The number of directors of the corporation shall be one, which may be changed pursuant to the bylaws of the Corporation and the name of the director who shall act until the first meeting or until successor(s) are duly chosen and qualified is Robert D. Jones.

Seventh: The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

The director(s) shall have power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated by the By-Laws or by resolution of the director(s), except as otherwise required by the laws of Maryland.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

Eighth: The duration of the Corporation shall be perpetual.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Maryland, do make, file and record these articles of incorporation and do certify that the facts herein are true. IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge same to be my act.

~~32568106~~

DATED AT: Sept. 8, 1983

State of Maryland
County of Queen Anne's

Robert D. Jones

Robert D. Jones
32698227

LIBER 8 PAGE 93

5/13/84 Original mailed to Robert Jones
P.O. Box 227
Church Hill, Md 21623

LIBER 8 PAGE 94

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts/Inc. WAS
RECEIVED FOR RECORD THIS 11th
DAY OF Apr. 1984 AT 12:32 P.M.
RE ..... AND RECORDED IN
LIBER MWM 8, folio 93 Arts/Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Marguerite M. Manlove
CLERK

ARTICLES OF INCORPORATION

OF

MEDAIRCO, INC.

APR 11-84 A #22795 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland September 26, 1983 at 10:04 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2 6 12 , folio 1326 , 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 $ _____

FILED
CLERK'S OFFICE
1984 APR 11 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.

D. W. Fitts

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 148207

glw

ARTICLES OF INCORPORATION

OF

THE WYE COMPANY

THIS IS TO CERTIFY;

FIRST: That the undersigned, James G. Nelson, whose post office address is Cheston-On-Wye, Queenstown, Maryland (21658); Vachel A. Downes, Jr., whose post office address is 115 Lawyers Row, Centreville, Maryland (21617); and William E. Tharp, whose post office address is Aspen Institute, Wye Plantation, Queenstown, Maryland (21658), all being adults over the age of 18 years are the incorporators desiring to form a corporation under the General Laws of the State of Maryland.

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

THE WYE COMPANY

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

(a) To establish own, and/or operate and maintain facilities and services for and of a conference center, and to perform all usual and customary services ancilliary thereto as necessary or convenient to achieve the intent and purposes hereof.

(b) To improve, manage, develop, sell, assign, transfer lease, mortgage, pledge or otherwise dispose of, or turn to account, or deal in, all or any part of the property or estate of the corporation, whether real, personal and mixed, wheresoever situate and from time to time vary any of the assets investments or capital of the corporation.

(c) To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, dispose of and otherwise deal in and with any land or lands, or interest therein, owned, 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 under its control, or of enhancing its value, or which may be considered necessary, advisable or convenient for promoting the general interest or welfare of the corporation.

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.

32668185

LIBER 8 PAGE 95

5/31/89 original mailed to Vachel A. Downes, Jr. Esq. Queen, Carr & Bell 118 Lawyers Row Centreville Md 21617

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located at Wye Plantation, Queenstown, Queen Anne's County, Maryland (21658), and the resident agent of the corporation is Vachel A. Downes, Jr., whose post office address is 115 Lawyers Row, Centreville, Queen Anne's County, Maryland (21617). Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have at least three, and not more than ten directors, and James G. Nelson, whose post office address is Cheston-On-Wye, Queenstown, Maryland (21658), and Vachel A. Downes, Jr., whose post office address is 115 Lawyers Row, Centreville, Maryland (21617), and William E. Tharp, whose post office address is Aspen Institute, Wye Plantation, Queenstown, Maryland (21658), shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.

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

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

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

(b) 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 more than one class or classes; and further 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.

(c) Stock certificates shall not be issued to any subscriber until fully paid, and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 12 day of SEPTEMBER 1983.

WITNESS:

Bonnie P. Messick — James G. Nelson (SEAL)
JAMES G. NELSON

Connie L. Hutson — Vachel A. Downes, Jr. (SEAL)
VACHEL A. DOWNES, JR.

Bonnie P. Messick — William E. Tharp (SEAL)
WILLIAM E. THARP

STATE OF MARYLAND

COUNTY OF Kent TO WIT:

I HEREBY CERTIFY, that on this 12th day of September, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid personally appeared James G. Nelson, and he did acknowledge the aforegoing Articles of Incorporation to be his act, that to the best of his knowledge, information and belief the matters and facts set forth above are true and correct in all material respects, and that the statements are made under the penalties of perjury.

AS WITNESS my hand and Notarial Seal.

Bonnie P. Messick
NOTARY PUBLIC
My Commission Expires: 7-1-86

STATE OF MARYLAND

COUNTY OF Caroline TO WIT:

I HEREBY CERTIFY, that on this 30th day of August, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Vachel A. Downes, Jr., and he did acknowledge the aforegoing Articles of Incorporation to be his act, that to the best of his knowledge, information and belief the matters and facts set forth above are true and correct in all material respects, and that the statements are made under the penalties of perjury.

AS WITNESS my hand and Notarial Seal.

Connie L. Hutson
NOTARY PUBLIC
My Commission Expires: 7/1/1986

CONNIE L. HUTSON NOTARY PUBLIC CAROLINE COUNTY

STATE ~~OR DISTRICT~~ OF Maryland TO WIT:

COUNTY OF Caroline

I HEREBY CERTIFY, that on this 21st day of September, 1983, before me, the subscriber, a Notary Public of the State ~~or District~~ of Maryland, in and for the County of Caroline, personally appeared William E. Tharp, and he did acknowledge the aforegoing Articles of Incorporation to be his act, that to the best of his knowledge, information and belief the matters and facts set forth above are true and correct in all material respects, and that the statements are made under the penalties of perjury.

AS WITNESS my hand and Notarial Seal.

Connie L. Hutton
NOTARY PUBLIC

My Commission Expires: 7-1-1986

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS ..... WAS
RECEIVED FOR RECORD THIS ....
DAY OF ..... 19 ..... AT ..... M.
E ..... AND RECORDED IN
IBER ..... FOLIO ..... ARTICLES OF INCORPORATION
RECORD BOOK FOR QUEEN ANNE'S OF
COUNTY THE WYE COMPANY
CLERK

APR 11-84 A 22796 ******5.0

approved and received for record by the State Department of Assessments and Taxation of Maryland September 23, 1983 at 9:05 o'clock A M. as in conformity with law and ordered recorded.

5

C819

Recorded in Liber 2612, 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 $

CLERK'S OFFICE
1984 APR 11 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 148117

glw

LIBER 8 PAGE 99

5/3/84 original mailed to Michael Sidle
80 Painters Mill Rd.
Owings Mills, Md.
21117

LIBER 8 PAGE 100 3622

CLOSE CORPORATION

ARTICLES OF INCORPORATION

OF

CONVERSATION PIECES, INC.

THIS IS TO CERTIFY:

FIRST: That I, A. Michael Sidle, whose Post Office Address is 80-A Painters Mill Road, Owings Mills, Maryland 21117, a citizen of the State of Maryland and residing therein and 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 myself with the intention of forming a Close Corporation.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is CONVERSATION PIECES, 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 and the objects to be carried on and promoted by it are:

1. To manufacture and sell picture frames and accessories, including prints, paintings and posters.

2. To act in the capacity of an agent or representative for manufacturers, suppliers, distributors, wholesalers and retailers.

3. 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.

4. To sell for cash, credit or on the installment basis.

5. To conduct its business in its Main Office and all of its branches, or any part thereof, in any state or territory of the United States, and in any foreign countries.

6. To purchase, own sell, hold mortgage, lease, improve, convey, pledge, invest in, transfer, and otherwise to acquire or dispose of and deal in property, real, leasehold and personal including land, water rights, mills and factories, and other buildings, and all other property, real, personal, and mixed, whether situate in the State of Maryland, or in any other State or Territory of the United States, and in any foreign country.

32648113

7. To carry on any transactions which may tend to directly or indirectly promote the aforesaid objects or any of them, and to facilitate the aforesaid business or any part thereof.

8. To apply for, purchase, register, or otherwise acquire any patents, patent rights, licenses, permits, franchises, trade marks, trade names, and copyrights, to hold, use, exercise or develop or grant licenses in respect to the property and rights so acquired.

9. To acquire by purchase, lease, or otherwise, the property rights, business goodwill, franchises and assets of any other corporation, association, firm, or individual, or any part thereof; and to undertake, guarantee, assure, and pay the indebtedness and liabilities thereof, and to pay for any of the property, rights, business goodwill, franchises, and assets so acquired, by cash, stocks, bonds, or other securities of the Corporation, or otherwise.

10. To purchase, hold, and reissue shares of its own capital stock in accordance with law.

11. To issue notes, bonds, or other securities, or evidence of indebtedness for the purpose of borrowing money.

12. To adopt and use a common name, insignia, seal and/or by-laws.

13. In general, to carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said general laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges granted to or conferred upon corporations of this character by said general laws now or hereafter in force; and that said corporation is formed under the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertaining to corporations which are contained in the general laws of this State.

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

FIFTH: The Post Office Address of the place at which the principal office of the Corporation in this State will be located is 2324 Bayside Drive, Stevensville, Maryland 21666. The Resident Agent of the Corporation is Phyllis Whilden, whose Post Office Address is 2324 Bayside Drive, Stevensville, Maryland 21666. Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: The Corporation shall have one (1) Director, Phyllis Whilden, 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 lease one (1) share of stock of the Corporation is completed.

SEVENTH: The total amount of the authorized capital stock of the Corporation shall consist of five thousand (5,000) shares of common stock of no par value.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of September 1983.

WITNESS:

A. Michael Sidle (SEAL)
A. Michael Sidle

STATE OF MARYLAND)
TO WIT:
COUNTY OF BALTIMORE)

I HEREBY CERTIFY that on this 19th day of September 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Baltimore aforesaid, personally appeared A. Michael Sidle, and he acknowledged the aforegoing Articles of Incorporation to be his act.

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

Notary Public

My commission expires July 1, 1986.

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
THIS Arts Inc. WAS
RECEIVED FOR RECORD THIS 11th
DAY OF Apr 1984 AT 8:32 P.M.
E ..... AND RECORDED IN
BER Num 8 folio 100 Arts Inc.
RECORD BOOK FOR QUEEN ANNE'S
OUNTY

CLERK
Marguerite M. Manbeck

ARTICLES OF INCORPORATION

OF

CONVERSATION PIECES, INC.

APR 11-84 A 22797 ******5.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 21, 1983 at 11:25 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2610, folio 362, 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
1984 APR 11 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.

Ralph B. Atkinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •
SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS

A 147982

glw

LIBER 8 PAGE 103

5/3/84 original mailed to C. W. Weis
7203 Sleep Soft Cir.
Columbia Md 21045

CA

LIBER 8 PAGE 104

3569

S & C WEIS, INC.
A Maryland Close Corporation

Articles of Incorporation

FIRST: I, Charles W. Weis, whose post office address is Route 213, Box 666, Queen Anne's County, Chestertown, Maryland 21620, being at least eighteen (18) years of age, hereby form a oorporation under and by virute of the General Laws of the State of Maryland.

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

S & C WEIS, INC.

THIRD: The Corporation shall be a olose oorporation as authorized by Title 4 of the Corporations and Associations Artiole of the Annotated Code of Maryland, as amended.

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

A. To operate a retail store for the sale of all kinds and types of beer, ale, malt liquors and alcoholic beverages, and other types and kinds of beverages.

B. To construct, own, buy, sell, lease, equip and operate hotels, restaurants, inns, tourist homes, taverns, cafes, and amusement enterprises of all kinds; to generally deal in all kinds of food, food stuffs, food products and beverages, and party accessories; to own, operate and generally deal in and with all kinds of faoilities and appurtenants oonvenient, desirable and necessary to the oonduot and operation of the foregoing; and to engage in any other lawful purpose and/or business; and

32648161

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.

FIFTH: The post office address of the principal office of the Corporation in this State is Box 666, Route 213, Queen Anne's County, Chestertown, Maryland 21620. The name and post office address of the Resident Agent of the Corporation in this State are Charles W. Weis, Box 666, Route 213, Queen Anne's County, 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 one thousand (1,000) shares of common stock, without par value.

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is Charles W. Weis.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of August, 1983, and I acknowledge the same to be my act.

Charles W. Weis

Charles W. Weis

LIBER 8 PAGE 106

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS ..... WAS
RECEIVED FOR RECORD THIS 11th
DAY OF ..... 19 89 AT ..... 12:35 P M
RE ..... AND RECORDED IN
LIBER 104
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION

OF

S & C WEIS, INC.

APR 11-84 A 22798 ******5.00

CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland September 21, 1983 at 10:37 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2610, folio 3568 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
1984 APR 11 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 147972

glw

JJ
R.A.

2523

ARTICLES OF INCORPORATION

OF

RAYMOND HARRISON & SON, INC.

A MARYLAND CLOSE CORPORATION

(Organized pursuant to Title 4 of The Corporations and Associations Article of The Annotated Code of Maryland)

The undersigned, Harry B. Harrison, whose post office address is Box 142, Church Hill, Maryland 21623, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE I

The name of the Corporation (which is hereinafter called the Corporation shall be:

RAYMOND HARRISON & SON, 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 installing, repairing and servicing septic systems, and to supply any goods, materials, parts, labor and/or services of any kind whatsoever in connection with the installation, repair and service of septic systems.

b. To engage in the business, as principal or agent, of constructing and repairing roadways, and to supply any goods, materials, parts, labor and/or services of any kind whatsoever in connection with the construction and repair of roadways.

c. To engage in any business permitted to be done by a holder of a State of Maryland Home Improvements License.

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0877

01008170

543784 signed mailed to Thompson & Thompson Centreville, Md 21617

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

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

f. To do anything permitted for Close Corporations by the Corporations and Associations Article of The Annotated Code of Maryland (1974 Ed. 1979 Cum. Supp.) as amended from time to time.

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

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

ARTICLE III

The post office address of the principal office of the Corporation is Box 142, Church Hill, Maryland 21623. The principal office of the Corporation is located at Church Hill, Maryland. The resident agent of the Corporation is Harry B. Harrison, who resides on Longfellow Drive, Chester Harbor, Maryland, and whose post office address is Box 142, Church Hill, Maryland 12623. Said resident agent is a citizen of the State of Maryland and actually resides therein.

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0877

ARTICLE IV

The total number of shares of stock which this Corporation

is authorized to issue is TEN THOUSAND (10,000) shares having a par value of TEN dollars ($10.00) each, all of which shares are of one class and are designated as common stock. The aggregate par value of all shares having par value is ONE HUNDRED THOUSAND ($100,000.00).

ARTICLE V

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 Harry B. Harrison.

ARTICLE VI

"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."

ARTICLE VII

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

IN WITNESS WHEREOF, the undersigned incorporator has signed his name this 13TH day of SEPTEMBER, 1983, and acknowledged the same to be his act.

WITNESS:

Brent T. Jarrell

Harry B. Harrison (SEAL)
HARRY B. HARRISON

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0877

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

I HEREBY CERTIFY, that on this 15th day of September, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared HARRY B. HARRISON, known to me 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.

Jean A. Anderson
Notary Public
My Commission Expires: July 1, 1986

Centreville, Md. 21617

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0577

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts. Inc. WAS
RECEIVED FOR RECORD THIS 11th
DAY OF Apr. 1984 AT 12:32 P.M.
RE ..... AND RECORDED IN
LIBER MWM #8 folio 107 Arts. Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite W. Manning

ARTICLES OF INCORPORATION

OF

RAYMOND HARRISON & SON, INC.

APR 11-84 A #22799 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland September 19, 1983 at 9:52 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2610, folio 2522, 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'S OFFICE
1984 APR 11 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 147795

glw

5/3/84 Original mailed to William S. Horne, Esq.
Stewart Bldg
Easton Md 21601

BA

ARTICLES OF INCORPORATION OF

HOMEBUYER'S ASSISTANCE CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, JOHN C. WILLIAMS, whose post office address is Box 217, Stevensville, Maryland 21666, and MARK MOLER, whose post office address is 104 East Irvin Avenue, Hagerstown, Maryland 21740, 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:

HOMEBUYER'S ASSISTANCE CORPORATION

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

(1) To offer real estate sales, rental, management, financing and construction services, as well as appraisals and advising on design for construction, renovation, financing and reproduction of improvements, and to engage in any other related businesses and any other lawful purposes 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 located at P.O. Box 217, Stevensville, Maryland 21666. The name and the post office address of the Resident Agent of the Corporation in this State are John C. Williams, P.O. Box 217, Stevensville, Maryland 21666. Said Resident Agent is a citizen of the State of Maryland and actually resides in Maryland.

WILLIAM S. HORNE
ATTORNEY AT LAW
EASTON, MARYLAND
TEL.: 822-0470

FIFTH: The number of directors of the Corporation shall be two (2), which number may be increased, or decreased pursuant

325008053

to the Bylaws 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. The names of the directors who shall act until the first annual meeting or until their successor(s) is/are duly chosen and qualified, are John C. Williams and Mark Moler.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is ten thousand (10,000) shares of common stock of the par value of Ten Dollars ($10.00) per share, all of which shares are of one class, designated common stock, with an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, 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 restrictions, if any, as may be set forth in the Bylaws of this Corporation.

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

WILLIAM S. HORNE
ATTORNEY AT LAW
EASTON, MARYLAND
TEL.: 822-0470

EIGHTH: No contract or other transaction between this Corporation and any other person, corporation or firm, and no act of this Corporation shall in any way be ineffective or invalidated by the fact that any director or officer of this Corporation is pecuniarily interested in such contract or transaction, or is the director, officer, or member of such other corporation or firm; provided the fact that such interest, office or membership exists shall be disclosed or shall have been made known to the Board of Directors prior to any vote with respect to such contract or transaction. In the event of such disclosure, a director who is so interested, or holds such an officer or membership, may be counted in determining the existence of a quorum at the meeting of the Board of Directors, and may vote thereat authorizing any such contract or transaction.

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 subsection (b) or (c) of the Indemnification Section or any claim, issue or matter

WILLIAM S. HORNE
ATTORNEY AT LAW
EASTON, MARYLAND
TEL.: 822-0470

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 2nd day of September, 1983, and we acknowledge the same to be our act.

John C. Williams

John C. Williams

Mark D. Moler

Mark Moler

WILLIAM S. HORNE
ATTORNEY AT LAW
EASTON, MARYLAND
TEL.: 822-0470

LIBER 8 PAGE 116

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Hlm. WAS
RECEIVED FOR RECORD THIS 11th.
DAY OF Apr 19 84 AT 12:32 P.M.
E ..... AND RECORDED IN
IBER MWM8, folio 112 Arts Hlm..
ECORD BOOK FOR QUEEN ANNE'S
UNTY

ARTICLES OF INCORPORATION
OF
HOMEBUYER'S ASSISTANCE CORPORATION

APR 11-84 A #22800 ******5.00

Marguerite W. Manlove
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland September 9, 1983 at 10:03 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2609, folio 2914, 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'S OFFICE
1984 APR 11 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.

Gail B. Ashman

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
NON VOLUNTATIS SED CORONA LEGIS

A 147471

glw

RP (RS HG)

ARTICLES OF INCORPORATION

OF

HARRISON YACHT SALES, INC.

FIRST: I, David E. Harrison, whose post office address is 530 Second Street, Annapolis, Maryland 21403, 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:

HARRISON YACHT SALES, INC.

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

(1) To operate and conduct a general business for the buying, selling, trading, leasing, manufacturing, producing, servicing and commissioning of every kind and nature of boat, vessel and marine accessory. The Corporation will operate and conduct this general business as a retailer, wholesaler, importer or exporter, whether as a principal, agent, trustee, or factor; and

(2) To engage in the buying, selling, trading, leasing, servicing and manufacturing of every kind and nature of goods (defined herein as defined in Section 2 105 of the Commercial Law Article of the Annotated Code of Maryland (1975)) to engage in such business as a retailer, wholesaler, importer or exporter, whether as a principal, agent, trustee or factor; to provide any and all services in connection with the sale, lease, use, installation or use of the foregoing goods; to provide educational instructions and commercial materials connected with the uses, benefits, or application of any of the goods offered for sale, trade, lease, servicing and commissioning, or manufacture; to acquire, as stock in trade or otherwise, any and all inventory, supplies, materials, merchandise or goods, or other articles as may be appropriate or incidental to engage in such a business; and to engage in any other lawful purpose and/or business, for profit; 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 Route 50 and Kent Narrows, Grasonville, Maryland 21638. The name and post office address of the resident agent of the Corporation in this State is David E. Harrison, 530 Second Street, Annapolis, Maryland 21403. 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 (1000) shares, without par value.

SIXTH: The number of Directors of the Corporation

32378119

5/13/84 original mailed to Burgmeier & Buffert & Dawes 209 Duke of Gloucester St. Annapolis, MD 21401

shall be one (1), which number may be increased or decreased pursuant to the ByLaws of the Corporation, but shall never be less than one, provided there are less than three (3) stockholders and the number of directors is not less than the number of stockholders. If the number of stockholders shall be three or more than three, then the number of directors of the Corporation shall be not less than three.

Until the first annual meeting, there shall be one(1) Director whose name is David E. Harrison, who shall act until the first annual meeting or until his successors are duly chosen and qualified.

SEVENTH: The following provisions are hereby adopte for the purpose of defining 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 or not 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 or, 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, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or

any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporation representative other than a present or former director or officer is proper in the circumstances.

NINTH: 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 24th day of August, 1983, and I acknowledge the same to be my act.

Witness:

Katherine D. Stump

David E. Harrison

David E. Harrison

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY CERTIRY that on this _____ day of _____, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David E. Harrison, known to me or sufficiently proven to me to be the subscriber to the foregoing Articles of Incorporation and he acknowledged said foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Diane Sherwood

Notary Public

My Commission Expires:

July 1, 1986

DIANE SHERWOOD
MY COMMISSION EXPIRES JULY 1, 1986

LIBER 8 PAGE 119 A

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
HIS ..... WAS
RECEIVED FOR RECORD THIS ..... DAY OF ..... 19 84 AT ..... M.
AND RECORDED IN
LIBER ..... FOLIO ..... RECORD BOOK FOR QUEEN ANNE'S COUNTY

CLERK

ARTICLES OF INCORPORATION

OF

HARRISON YACHT SALES, INC.

APR 11-84 A 22801 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland August 25, 1983 at 9:06 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2608, folio 3839, 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 $

1984 APR 11 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 147068

ms

Liber 8 Page 119 B

3/3/84 original mailed to J. Donald Braden, Esq
Farmers Nat'l Bank Bldg
Centreville, Md 21617

3467

LIBER 8 PAGE 120

NEEDWOOD FARMS, INC.
A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, J. Donald Braden, whose post office address is 102 Broadway, 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.

1983 AUG 25 A 8:34

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is NEEDWOOD FARMS, 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 perform all activities associated with farming and agriculture; and to engage in any other lawful purpose and/or business.

32378135

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

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 10, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State are Joseph S. Quimby, Sr., Route 1, Box 10, 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 one thousand (1,000) divided into five hundred (500) shares of Class A Common Stock without par value, and five hundred (500) 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, 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 stockholders.

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 S. Quimby, Sr.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of August, 1983, and I acknowledge the same to be my act.

J. Donald Braden

J. Donald Braden

4. The names and addresses of the General Partners are as follows:

Joseph S. Quimby	Needwood Farm Route 1, Box 10 Centreville, Maryland 21617
Helen L. Quimby	Needwood Farm Route 1, Box 10 Centreville, Maryland 21617

The names and addresses of the Limited Partners are as follows:

Joseph S. Quimby	Needwood Farm Route 1, Box 10 Centreville, Maryland 21617
Helen L. Quimby	Needwood Farm Route 1, Box 10 Centreville, Maryland 21617
Joseph S. Quimby, Jr.	Tanyard Road Centreville, Maryland 21617
Joan Q. Dawkins	Route 1, Box 8 A Centreville, Maryland 21617
Jay H. Quimby	Tanyard Road Centreville, Maryland 21617

5. The amount of cash and a description and statement of the agreed value of the other property or services (other than past services) contributed by each Partner and which each Partner has agreed to contribute in the future is attached hereto as Schedule A and made a part hereof.

6. The term of the Partnership commences as of September 1, 1983 and shall continue for twenty (20) years thereafter, unless previously terminated in accordance with the provisions of the Partnership Agreement.

7. No Limited Partner (in his capacity as a Limited Partner) shall be required to make any additional capital contributions, or shall be personally liable for any losses, debts, obligations or liabilities of the Partnership, beyond the amounts set forth opposite his name on Exhibit "A".

8. No time has been agreed upon when the capital account of any Limited Partner, properly adjusted to reflect his distributive share of Partnership profits and losses and distributions by the Partnership to him, shall be returned to him.

9. The share of profits or other compensation by way of income which each Limited Partner shall receive by reason of such Limited Partner's contribution shall be in proportion to such Limited Partner's Percentage of Partnership Interest reflected in Exhibit "A", except as expressly set forth in the Partnership Agreement.

10. No Limited Partner has the right to substitute an Assignee as contributor in his place, except that the undersigned Limited Partners may substitute or assign their Limited Partnership interests upon the unanimous consent of the General Partners.

11. No right is reserved to admit additional Limited Partners to the Partnership, except upon unanimous written consent of all General Partners and upon such terms as may be agreed upon between the parties. The admission of new Limited Partners may affect the share of profits and losses of Limited Partners, not the share of profits and losses of General Partners.

12. No Limited Partner shall have priority over any other Limited Partner either as to contribution to capital or as to compensation by way of income.

13. Except as set forth in the following sentence of this Paragraph 13, no Partner shall have the right to reform

5/13/84 signed mailed to J. Donald Braden, Esq
Farmers Nat'l Bank Bldg
Centreville Md 21617

CERTIFICATE OF LIMITED PARTNERSHIP

OF

QUIMBY FARMS LIMITED PARTNERSHIP

THIS CERTIFICATE is made and entered into effective for all purposes in all respects as of the 5TH day of July 1983, by and among the undersigned parties.

W I T N E S S E T H:

WHEREAS, the parties hereto desire to form a limited partnership known as the QUIMBY FARMS LIMITED PARTNERSHIP (the "Partnership"), under and pursuant to the Uniform Limited Partnership Law and other relevant laws of the State of Maryland.

NOW, THEREFORE, in consideration of the foregoing, of the mutual promises herein contained, and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree, and do hereby certify, that:

1. The name of the Partnership is "QUIMBY FARMS LIMITED PARTNERSHIP."

2. The business of the Partnership shall consist of acquiring, holding, operating, improving and leasing real property, and the general operation of farming activities, including acquiring such assets as may from time to time be contributed to, held and operated by the Limited Partnership.

3. The principal office and place of business of the Partnership shall be located at Needwood Farm, Route 1, Box 10, Centreville, Maryland 21617. The resident agent is Joseph S. Quimby, Sr., Route 1, Box 10, Centreville, Maryland 21617.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS ..... WAS
RECEIVED FOR RECORD THIS ..... 19 ..... AT ..... M
DAY OF ..... AND RECORDED IN
LIBER ..... FOLIO ..... .
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite M. Manning

ARTICLES OF INCORPORATION

OF

NEEDWOOD FARMS, INC.

APR 11-84 A 22802 ******5.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 25, 1983 at 8:34 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2608, folio 4 3466, 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'S OFFICE
1984 APR 11 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 147005

ms

LIBER 8 PAGE 123

the Partnership and continue its business on the death, incapacity or retirement of a General Partner except insofar as may be necessary to wind up and liquidate the affairs of the Partnership. On death, incapacity or retirement of a General Partner, the remaining Partners may agree to continue the Partnership business as follows: (i) the Partnership shall not be dissolved; (ii) the Partnership and the business of the Partnership shall be continued, under and pursuant to the provisions of the Agreement; (iii) the General Partnership Interest owned by the General Partner who has died, become incapacitated or retired may be purchased by the remaining General Partner upon such terms as may be agreed upon or, if not, shall thereafter be deemed to be a Limited Partnership Interest, and such General Partner (or his executors or administrators, successors or assigns, or other personal or legal representative) shall thereafter be deemed to be a Limited Partner; and (iv) this Certificate shall be amended to reflect such continuation.

14. Except as otherwise provided in the event of termination, no Limited Partner shall have any right to demand and receive property, in lieu of cash, in return for his contribution.

IN WITNESS WHEREOF, the parties have hereunto affixed their signatures and seals as of the day and year first above written.

Signed, sealed and delivered in the presence of:

GENERAL PARTNERS:

Joseph S. Quimby

Helen L. Quimby

Signed, sealed and delivered in the presence of:

LIMITED PARTNERS:

Catherine M. Higdon — Joseph S. Quimby

Catherine M. Higdon — Helen L. Quimby

Catherine M. Higdon — Joseph S. Quimby, Jr.

Catherine M. Higdon — Joan Q. Dawkins

Catherine M. Higdon — Jay H. Quimby

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

On the 5th day of July, 1983, before me personally came JOSEPH S. QUIMBY to me known, who, being by me duly sworn, did depose and say that under the penalties of perjury the facts stated therein are true and he acknowledged the same to be his act as a General Partner and as a Limited Partner.

Catherine M. Higdon
Notary Public
My commission expires: 5/1/86

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

On the 5th day of July, 1983, before me personally came HELEN L. QUIMBY to me known, who, being by me duly sworn, did depose and say that under the penalties of perjury the facts stated therein are true and she acknowledged the same to be her act as a General Partner and as a Limited Partner.

Catherine M. Higdon
Notary Public
My commission expires: 5/1/86

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

On the 5th day of July, 1983, before me personally came JOSEPH S. QUIMBY, JR. to me known, who, being by me duly sworn, did depose and say that under the penalties of perjury the facts stated therein are true and he acknowledged the same to be his act as a Limited Partner.

Catherine M. Higdon
Notary Public
My commission expires: 7/1/86

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

On the 5th day of July, 1983, before me personally came JOAN Q. DAWKINS to me known, who, being by me duly sworn, did depose and say that under the penalties of perjury the facts stated therein are true and she acknowledged the same to be her act as a Limited Partner.

Catherine M. Higdon
Notary Public
My commission expires: 7/1/86

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

On the 5th day of July, 1983, before me personally came JAY H. QUIMBY to me known, who, being by me duly sworn, did depose and say that under the penalties of perjury the facts stated therein are true and he acknowledged the same to be his act as a Limited Partner.

Catherine M. Higdon
Notary Public
My commission expires: 7/1/86

EXHIBIT "A"

CAPITAL CONTRIBUTION AND INTERESTS IN PROFIT AND LOSS

General Partners	Capital Contribution	Interest in Profit & Loss
JOSEPH S. QUIMBY	$ 8,700.00	12.5%
HELEN L. QUIMBY	$ 8,700.00	12.5%
Limited Partners		
JOSEPH S. QUIMBY	$200,000.00	31.2%
HELEN L. QUIMBY	$200,000.00	31.2%
JOSEPH S. QUIMBY, JR.	$ 20,000.00	4.2%
JOAN Q. DAWKINS	$ 20,000.00	4.2%
JAY H. QUIMBY	$ 20,000.00	4.2%

CERTIFICATE OF LIMITED PARTNERSHIP

OF

QUIMBY FARMS LIMITED PARTNERSHIP

received for record August 25, 1983 8 , at 8:34 AM.

and recorded on Film No. 1606 Frame Nd 2162 one of

the limited partnership records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Queen Annes County

AA № 1183

Fee Paid $50.00

APR 11-84 A #22803 *****12.50

bt

RECEIVED
CLERK, CIRCUIT COURT

1984 APR 11 PM 12: 33

QUEEN ANNE'S COUNTY

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Cert Ltd Partship WAS
RECEIVED FOR RECORD THIS 11th
DAY OF Apr 19 84 AT 12:33 P.M.
RE ..... AND RECORDED IN
LIBER MWM 8 Folio 29 Cert Ptnr
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite M. Manbeck

LIBER 8 PAGE 131

5/3/84 original mailed to Ford, Bernstein, Conway & Goldman 1300 Mercantile Bank & Trust Balto. Md 21201

7-20-83

LIBER 8 PAGE 132 3209

1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP

LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

This Limited Partnership Agreement and Certificate is made and entered into as of the 30th day of July, 1983, by and among LLOYD W. MOORE, as the General Partner, LLOYD W. MOORE, as the Class A Limited Partner, RICHARD G. WATKINS, HEATHER A. PIPES and BEVERLY R. WILLIAMS, as the Class B Limited Partners, and BEVERLY R. WILLIAMS, as the Class C Limited Partner.

EXPLANATORY STATEMENT

The parties hereto, wishing to form a limited partnership under and pursuant to the laws of the State of Maryland, hereby constitute themselves a limited partnership for the purposes and on the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual promises of the parties hereto, each to the others, and of good and valuable consideration, receipt of which hereby is acknowledged, it is mutually agreed by and between the parties hereto as follows:

SECTION I

Defined Terms

The defined terms used in this Agreement shall, unless the context otherwise requires, have the meaning specified in this Section I. The singular shall include the plural and vice versa and the use of any gender shall be deemed to be or include the other gender, whenever appropriate.

Accountants - means such firm of public accountants as may be engaged by the General Partner.

Act - means the Maryland Revised Uniform Limited Partnership Act as from time to time amended.

Affiliated Person - means, when used with reference to a specified Person (i) any Person that, directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with, the specified Person, (ii) any Person who is an officer, partner, or trustee of, or serves in a similar

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capacity with respect to, the specified Person, or of which the specified Person is an officer, partner or trustee, or with respect to which the specified Person serves in a similar capacity, (iii) any Person that, directly or indirectly, is the beneficial owner of 5% or more of any class of equity securities of, or otherwise has a substantial beneficial interest in, the specified Person, or of which the specified Person is directly or indirectly the owner of 5% or more of any class of equity securities in which the specified Person has a substantial beneficial interest and (iv) any relative, spouse or member of the Immediate Family of the specified Person.

Agreement - means this Limited Partnership Agreement and Certificate, as it may be amended from time to time, as the context requires. Words such as "herein", "hereinafter", "hereof", "hereto", "hereby" and "hereunder", when used with reference to this Agreement, refer to this Agreement as a whole unless the context otherwise requires.

Available Cash - means, for any taxable year of the Partnership, at the time of determination, Partnership cash, demand deposits and short-term marketable securities, reduced by such amounts as the General Partner shall deem appropriate to meet anticipated expenditures or liabilities of the Partnership, including, but not limited to, debts to Partners who are creditors of the Partnership and reserves for replacements and capital improvements for which adequate provision has not otherwise been made in the judgment of the General Partner. Available Cash shall not include proceeds from (A) Capital Contributions or (B) Capital Transactions. Available Cash shall be determined as provided above whether any or all of the Capital Contributions shall have been returned to the Partners pursuant to this Agreement.

Bankruptcy - means (1) any voluntary petition by, or involuntary petition against, a Partner filed pursuant to any chapter of the Federal Bankruptcy Code, or any proceeding involving a Partner instituted under any other law relating to the relief of debtors, (and, with respect to an involuntary petition only, such petition or proceeding shall not be dismissed within sixty (60) days thereafter), or (2) any assignment for the benefit of creditors by a Partner, or (3) the admission in writing by a Partner of his inability to pay his debts as they mature.

Capital Account - means, as to any Partner or class of Partners, the Capital Contribution actually made by such Partner or class, plus all income, gain or profits allocated to such Partner or class, and minus the sum of (i) all losses or deductions allocated to such Partner or class, (ii) all distributions to such Partner or class, and (iii) all other payments to such Partner or class not allowed as additions to the basis of Partnership property or deductions from Partnership gross income for federal income tax purposes. Any question concerning a Partner's Capital Account shall be resolved by applying principles consistent with this Agreement and the regulations promulgated under Section 704 of the Code in order to assure that all allocations herein will have substantial economic effect.

Capital Contribution - means the total amount of cash and the adjusted basis of any other assets contributed to the Partnership by each Partner. Any reference in this Agreement to the Capital Contribution of a then Partner shall include a Capital Contribution previously made by any prior Partner for the Interest of such then Partner. The Capital Contribution of a Partner shall be adjusted by any additional Capital Contribution made by such Partner.

Capital Transaction - means the sale, exchange or other disposition of all or substantially all of the assets of Georgia Avenue Associates or Wayne Avenue Associates, as the case may be, or the sale, exchange or other disposition of all or any part of the Partnership's interest in Georgia Avenue Associates or Wayne Avenue Associates, as the case may be.

Class A Limited Partner - means the Person originally named herein as the Class A Limited Partner, and any successors or assigns admitted as a Class A Limited Partner.

Class B Limited Partners - means the Persons originally named herein as the Class B Limited Partners, and any successors or assigns admitted as Class B Limited Partners.

Class C Limited Partner - means the Person originally named herein as the Class C Limited Partner, and any successors or assigns admitted as a Class C Limited Partner.

Code - means the Internal Revenue Code of 1954, as amended (or any corresponding provision of succeeding law).

Consent - means a writing consenting to a specified act or event. The Consent of a Limited Partner to a specified act or event shall be deemed to have been made by such Limited Partner if Notification of a request for such Consent is made by the General Partner and Notification of a response to the request is not given to the General Partner within seven (7) days of such request.

Disability - means the inability of a Class B Limited Partner or Class C Limited Partner to perform his functions for a period of sixty (60) days as an officer or employee of LWMDC due to injury, illness, sickness, incompetency, or other physical or mental factor.

Entity - means any general partnership, limited partnership, corporation, joint venture, trust, business trust, cooperative or association.

Georgia Avenue Associates - means 8484 Georgia Avenue Associates Limited Partnership, a Maryland limited Partnership.

General Partner - means the Person originally named herein as the General Partner and any successor General Partner(s) admitted pursuant to the further terms hereof.

Immediate Family - means with respect to any Person, his spouse, parents, parents-in-law, descendants, nephews, nieces, brothers, sisters, brothers-in-law, sisters-in-law, children-in-law, and grandchildren-in-law.

Incapacity (as used in Sections VI and VIII, with respect to the General Partner only) - means the Bankruptcy or death, permanent disability or incompetency of such Partner.

Interest - means the entire ownership interest (which may be segmented into and/or expressed as a percentage of various rights and/or liabilities) of a Partner in the Partnership at any particular time, including the right of such Partner to any and all benefits to which a Partner may be entitled as provided in this Agreement and in the Act, together with the obligations of such Partner to comply with all the terms and provisions of this Agreement and of the Act.

Limited Partner - means any Class A Limited Partner, Class B Limited Partner or Class C Limited Partner, originally admitted to the Partnership as a Limited Partner in accordance with the terms of this Agreement, any successor to him admitted as a Limited Partner or any other person subsequently admitted to this Partnership as a Limited Partner.

LWMDC - means L. W. Moore Development Company, a Maryland corporation, or L.W. Moore Management Company, a Maryland Corporation, or any other corporation or partnership which is an Affiliated Person of the General Partner.

Negative Capital Account of a Partner - means the excess of the sum of (i) cash and the adjusted basis of other distributions received from the Partnership by a Partner and (ii) Losses allocated to the Partner, over the sum of (x) the Capital Contributions of the Partner and (y) Profits allocated to the Partner.

Notification - means a writing, containing the information required by this Agreement to be communicated to any Person, sent in accordance with the provisions of Section 11.2 herein; provided, however, that any communication containing such information sent to such Person and actually received by such Person shall constitute Notification for all purposes of this Agreement.

Partner - means any General Partner or Limited Partner.

Partnership - means this Limited Partnership, as it may from time to time be constituted and amended.

Partnership Interest - means the interest that a Partner has in the Partnership, as represented by his Percentage of Interest.

Percentage of Interest - means the percentage of interest of a Partner in the Partnership set forth opposite his respective name on Schedule A attached hereto and made a part hereof.

Person - means any individual or Entity, and the heirs, executors, administrators, successors and assigns of such person where the context so admits.

Positive Capital Account of a Partner - means the excess of the sum of (i) the Capital Contributions of the Partner and (ii) Profits allocated to the Partner, over (x)

cash and the adjusted basis of other distributions received from the Parthership and (y) Losses allocated to the Partner.

Profit and Loss - means the taxable income and loss of the Partnership for federal income tax purposes, determined as of the close of the Partnership's taxable year, including, where the context requires, related federal income tax items such as capital gain or loss, tax preferences, investment interest, investment tax credits, cost recovery and cost recovery recapture.

Resignation - means, with respect to a Class B or Class C Limited Partner only, the termination of employment (as an employee or officer) with LWMDC (other than due to death, Disability, Retirement or discharge from employment with LWMDC due to dishonesty or other just cause).

Retirement - means, with respect to a Class B or Class C Limited Partner only, the termination of employment (as an employee or officer) with LWMDC (other than due to death, Disability, Resignation or discharge from employment with LWMDC due to dishonesty or other just cause), at or after age 57 of such Limited Partner, or if termination of employment with LWMDC occurs prior to age 57, if such Limited Partner has been in the employment of LWMDC for not less than fifteen (15) years.

Wayne Avenue Associates - means 1100 Wayne Avenue Associates Limited Partnership, a Maryland limited Partnership.

SECTION II

Formation and Name; Principal Office and Resident Agent; Purpose; Term

2.1. Formation and Name

The parties hereto hereby agree to form a limited partnership known as 1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP pursuant to the provisions of the Act.

2.2. Principal Office and Resident Agent

A. The principal office of the Partnership shall be located at Route 1, Box 147K, Queenstown, Maryland 21658. The General Partner may at any time change the location of such principal office and may

establish such additional offices as the General Partner may deem desirable. Notification of the change of the principal office shall be given to the Limited Partners and such change of principal office shall become effective upon such Notification and the amendment of this Agreement to reflect such change of principal office and its filing for recordation.

B. The name and address of the resident agent for the Partnership are Lloyd W. Moore, Route 1, Box 147K, Queenstown, Maryland 21658.

2.3. Purpose

The purpose of the Partnership is to act as a limited partner in Georgia Avenue Associates and/or Wayne Avenue Associates, to encumber, hold, lease, sell, dispose of and otherwise deal with its interest in Georgia Avenue Associates and/or Wayne Avenue Associates, to invest and reinvest any proceeds of any sale or other disposition of its interest in Georgia Avenue Associates and/or Wayne Avenue Associates, and to do all things necessary, convenient or incidental to the achievement of the foregoing. The Partnership shall not engage in any other business or activity.

2.4. Term

The Partnership shall have a term as a general partnership as of May 31, 1983 and as a limited partnership beginning on the date this Agreement has been accepted for filing by the Maryland State Department of Assessments and Taxation and shall continue in full force and effect until December 31, 2043, unless sooner terminated pursuant to the further terms of this Agreement.

SECTION III

Partners; Capital; Capital Accounts

3.1. Capital Contribution

A. The names, addresses, designations and Percentages of Interest of the General Partner and the Limited Partners are as set forth on Schedule A hereto.

B. The General Partner and the Limited Partners have contributed to the Partnership the cash set forth on Schedule A attached hereto.

C. In addition to the cash set forth on Schedule A, Lloyd W. Moore has contributed to the Partnership all of his right title and interest in and to a 23.0% interest as a limited partner in Wayne Avenue Associates. The Partners hereby agree that the 23.0% limited partner interest in Wayne Avenue Associates has a net fair market value of zero, and that Lloyd W. Moore's Capital Accounts as both a General and Class A Limited Partner shall be neither increased or decreased as a result of the assignment.

D. Each Limited Partner, as a condition of receiving any Interest, hereby agrees to be bound by all the terms and provisions of this Agreement. Each Limited Partner shall become a signatory hereto by signing and delivering to the General Partner a counterpart of this Agreement, and by so signing, each Limited Partner shall be deemed to have adopted and to have agreed to be bound by all the provisions of this Agreement, including, without limitation, the power of attorney referred to in Section X hereof.

3.2. Additional Capital Contributions.

A. At the call, and in the sole discretion of, the General Partner, the General Partner, the Class A Limited Partner and the Class B Limited Partners shall make additional Capital Contributions to the Partnership (which in turn shall be contributed to Georgia Avenue Associates), ten (10) days prior to the date(s) the Partnership is required to make additional capital contributions to Georgia Avenue Associates pursuant to the terms of the partnership agreement of Georgia Avenue Associates. Each additional Capital Contribution shall be contributed to the Partnership by the Partners in the following proportions: 1.00% by the General Partner, 60.703% by the Class A Limited Partner, and 38.297% by the Class B Limited Partners, prorata in accordance with their respective Percentages of Class B Limited Partner Interests.

B. At the call, and in the sole discretion of, the General Partner, the General Partner, the Class A Limited Partner and the Class C Limited Partner shall make additional Capital Contributions to the Partnership (which in turn shall be contributed to Wayne Avenue Associates), ten (10) days prior to the date(s) the Partnership is required to make additional capital contributions to Wayne Avenue Associates pursuant to the terms of the partnership agreement of Wayne Avenue Associates. Each additional Capital Contribution shall be contributed to the

Partnership by the Partners in the following proportions: 1.00% by the General Partner, 81.61% by the Class A Limited Partner, and 17.39% by the Class C Limited Partner.

C. At the call, and in the sole discretion of, the General Partner, the Class A Limited Partner and the Class B Limited Partners shall make additional Capital Contributions to the Partnership to cover Partnership administrative costs and other expenses associated with or attributable to the Partnership's interest in Wayne Avenue Associates and/or Georgia Avenue Associates. The additional Capital Contributions for such purposes shall be contributed to the Partnership by the Partners in the following proportions: 1.00% by the General Partner, 60.703% by the Class A Limited Partner, and 38.297% by the Class B Limited Partners, prorata in accordance with their respective Percentages of Class B Limited Partner Interests.

D. In the event that a Class B or Class C Limited Partner fails to contribute his additional Capital Contribution required to be made to the Partnership on or before the date when such amount is due and payable, he shall be deemed to be in default hereunder (hereinafter referred to as "Defaulting Partner"). If such default continues for more than ten (10) days, the General Partner may exercise any of the following options:

1. The General Partner may loan the amount due the Partnership on behalf of the Defaulting Partner. Such loan shall be secured by a security interest (which each Class B and Class C Limited Partner by the execution of this Agreement hereby grants and hereby agrees to execute such documents, including financing statements, to perfect such security interest) in the Limited Partner Interest of the Defaulting Partner, and, notwithstanding any language in this Agreement to the contrary, the General Partner shall have a priority right to distributions thereafter of all Available Cash and proceeds of a Capital Transaction involving Georgia Avenue Associates and/or Wayne Avenue Associates, as the case may be, until the General Partner has been paid the amount equal to all loans made to the Partnership by the General Partner plus interest thereon at three percent (3%) above the Treasury Bill rate effective at the date of the loan; or

2. The General Partner may treat the event of default in the same manner as the Resignation of a Limited Partner occurring within three years of the date

of formation of this Partnership, in which case the provisions of Section 7.4.B shall apply; or

3. In the event that the General Partner elects to loan the amount due the Partnership on behalf of the Defaulting Partner pursuant to the provisions of Section 3.2.D.1 hereinabove, the General Partner may thereafter elect, upon thirty (30) days' written notice to the Defaulting Partner, to treat the event of default in the same manner as a Resignation of a Limited Partner occurring within three years of the date of formation of this Partnership, in which case (a) the provisions of Section 7.4.B shall apply, (b) the General Partner may treat any unpaid principal or interest of such loan as an off-set to the purchase price payable under Section 7.4.B and (c) the Defaulting Partner shall remain liable for any unpaid principal and interest due on such loans after the off-set referred to in clause (b) above.

3.3. Partnership Capital

A. An individual Capital Account shall be maintained for each Partner.

B. No Partner shall be paid interest on any Capital Contribution.

C. Except as otherwise provided in this Agreement, no Partner shall have the right to withdraw, or receive any return of, his Capital Contribution.

D. Under circumstances requiring a return of any Capital Contribution, no Partner shall have the right to receive property other than cash.

E. Except as provided in Section 3.2, no Partner shall be required to contribute any additional capital to the Partnership.

F. In no event shall a Partner be required at any time to restore a Capital Account possessing a negative balance or shall such Capital Account be in any way considered a liability of such Partner or an asset of the Partnership.

G. Increases or decreases in the Capital Account of a Partner shall not affect a Partner's Percentage of Interest.

3.4. Dilution and Distribution of Interests

A. In the event that Beverly R. Williams (and/or an Affiliated Person of Beverly R. Williams) is permitted to receive a percentage interest directly in Georgia Avenue Associates pursuant to the Georgia Avenue Associates partnership agreement, and at the time of such receipt, Beverly R. Williams is a Partner of the Partnership, then (1) the Partnership shall distribute to Beverly R. Williams a one percent (1%) percentage interest in Georgia Avenue Associates for each one percent (1%) percentage interest to be received by Beverly R. Williams (and/or an Affiliated Person of Beverly R. Williams), (2) the percentage interests of the Partners with respect to profits, losses or distributions from Georgia Avenue Associates shall automatically be revised as shown on Schedule B attached hereto and made a part hereof, and (3) the Class B Limited Partner interest of the Class B Partners shall be reallocated among the Class B Partners in the same proportions as the said percentage interests are reallocated as shown on Schedule B.

SECTION IV

Profit, Loss and Distributions

4.1. Allocations of Profit or Loss and Distributions of Available Cash From Georgia Avenue Associates.

A. For any taxable year of the Partnership, the Available Cash from Georgia Avenue Associates shall be distributed and applied by the Partnership as follows (subject to any revisions in the Percentages of Interests of the Partners as provided in Section 3.4): 1.00% to the General Partner, 60.703% to the Class A Limited Partner and 38.297% to the Class B Limited Partners, prorata in accordance with their respective Class B Limited Partner Interests.

B. Except as provided in Section 4.1.C. hereinbelow, for any taxable year of the Partnership Profit or Loss allocated to the Partnership from Georgia Avenue Associates (other than Profit or Loss resulting from a Capital Transaction with respect to Georgia Avenue Associates, which Profit or Loss shall be allocated in

accordance with the provisions of Sections 4.2.A and B) shall be allocated as follows (subject to any revisions in the Percentages of Interests of the Partners as provided in Section 3.4): 1.00% to the General Partner, 60.703% to the Class A Limited Partner and 38.297% to the Class B Limited Partners, prorata in accordance with their respective Class B Limited Partner Interests.

C. Notwithstanding anything to the contrary otherwise contained in this Agreement, to the extent that the General Partner (a) makes any additional Capital Contributions or loans to the Partnership with respect to Georgia Avenue Associates or (b) becomes personally liable for any liability of the Partnership with respect to Georgia Avenue Associates (of which the Class A Limited Partner and Class B Limited Partners are not also personally liable), then any losses or deductions of the Partnership attributable to such Capital Contributions and/or loans shall be allocated solely to the General Partner.

4.2. Allocations of Profit or Loss and Distribution of Proceeds from a Capital Transaction with respect to Georgia Avenue Associates.

A. Profit from a Capital Transaction with respect to Georgia Avenue Associates shall be allocated as follows:

(1) If any of the General Partner, Class A Limited Partner, or Class B Limited Partners has a Negative Capital Account, to each of such Partners in an amount equal to each Partner's Minimum Gain attributable to Georgia Avenue Associates. For purposes of the foregoing sentence, "Minimum Gain" shall be as defined in Proposed Treasury Regulation Section 1.704-1(b)(4)(iv) (as amended and/or finally adopted), and shall be computed separately for each Partner by the Accountants.

(2) If any of the General Partner, Class A Limited Partner, or Class B Limited Partners has a Negative Capital Account (which is attributable to Losses or distributions from Georgia Avenue Associates) after the allocation of Profit pursuant to Section 4.2.A(1), to such Partners, in proportion to such Negative Capital Accounts, until all such Negative Capital Accounts have been reduced to zero.

(3) Any Profit not allocated pursuant to Sections 4.2.A(1) and 4.2.A(2) shall be allocated in proportion to net proceeds distributable and in the order of priorities set forth in Section 4.2.C(4).

B. Loss from a Capital Transaction with respect to Georgia Avenue Associates shall be allocated as follows:

(1) If any of the General Partner, Class A Limited Partner, or Class B Limited Partners has a Positive Capital Account which is attributable to Profits from or Capital Contributions to Georgia Avenue Associates, to such Partners, in proportion to such Positive Capital Accounts, until all such Positive Capital Accounts have been reduced to zero.

(2) Any Loss not allocated to reduce Positive Capital Accounts to zero pursuant to Section 4.2.B(1), shall be allocated as follows (subject to any revisions in the Percentages of Interests of the Partners as provided in Section 3.4): 1.00% to the General Partner, 60.703% to the Class A Limited Partner and 38.297% to the Class B Limited Partners, prorata in accordance with their respective Class B Limited Partner Interests.

C. The net proceeds from a Capital Transaction with respect to Georgia Avenue Associates shall be distributed and applied by the Partnership in the following order of priorities:

(1) to the payment of debts and liabilities of the Partnership attributable to Georgia Avenue Associates including loans therefore made by the Partners or any Affiliates of the Partners and attributable to Georgia Avenue Associates (including, without limitation, all expenses of the Partnership incident to the disposition of the assets of Georgia Avenue Associates or the Partnership's interest therein);

(2) to the establishment of any reserves which the General Partner may deem appropriate for contingent, unmatured, or unforeseen liabilities or obligations of the Partnership attributable to Georgia Avenue Associates;

(3) if prior to (a) any allocation of Profit pursuant to Section 4.2.A(3), but after any alloca-

tion of Profit pursuant to Section 4.2.A(2), or prior to (b) any allocation of Loss, any of the General Partner, Class A Limited Partner or Class B Limited Partners has a Positive Capital Account which is attributable to Profits from or Capital Contributions to Georgia Avenue Associates, to such Partners in proportion to such Positive Capital Accounts until all such Positive Capital Accounts have been reduced to zero; and

(4) any excess shall be distributed as follows (subject to any revisions in the Percentages of Interests of the Partners as provided in Section 3.4): 1.00% to the General Partner, 60.703% to the Class A Limited Partner and 38.297% to the Class B Limited Partners, prorata in accordance with their respective Class B Limited Partner Interests.

4.3. Refinancing of the assets of Georgia Avenue Associates.

In the event Georgia Avenue Associates refinances its assets, the net proceeds (after making provision for the items set forth in clauses (1) and (2) of Section 4.2.C hereof) shall be distributed and applied in the order of priorities set forth in Section 4.2.C(4).

4.4. Liquidation or dissolution of Georgia Avenue Associates.

A. In the event Georgia Avenue Associates is liquidated or dissolved, the assets received by the Partnership shall be applied in the order of priorities set forth in Section 4.2.C.

4.5. Allocations of Profit or Loss and Distributions of Available Cash from Wayne Avenue Associates.

A. For any taxable year of the Partnership, the Available Cash from Wayne Avenue Associates shall be distributed and applied by the Partnership as follows: 1.00% to the General Partner, 81.61% to the Class A Limited Partner and 17.39% to the Class C Limited Partner.

B. Except as provided in Section 4.5.C. hereinbelow, for any taxable year of the Partnership Profit or Loss allocated to the Partnership from Wayne Avenue Associates (other than Profit or Loss resulting from a

Capital Transaction with respect for Wayne Avenue Associates, which Profit or Loss shall be allocated in accordance with the provisions of Sections 4.6.A and B) shall be allocated as follows: 1.00% to the General Partner, 81.61% to the Class A Limited Partner and 17.39% to the Class C Limited Partner.

C. Notwithstanding anything to the contrary otherwise contained in this Agreement, to the extent that the General Partner (a) makes any additional Capital Contributions or loans to the Partnership with respect to Wayne Avenue Associates or (b) becomes personally liable for any liability of the Partnership with respect to Wayne Avenue Associates (of which the Limited Partners are not also personally liable), then any Losses or deductions of the Partnership attributable to such Capital Contributions and/or loans shall be allocated solely to the General Partner.

4.6. Allocations of Profit or Loss and Distribution of Proceeds from a Capital Transaction with respect to Wayne Avenue Associates.

A. Profit from a Capital Transaction with respect to Wayne Avenue Associates shall be allocated as follows:

(1) If any of the General Partner, Class A Limited Partner, or Class C Limited Partner has a Negative Capital Account, to each of such Partners in an amount equal to each Partner's Minimum Gain attributable to Wayne Avenue Associates. For purposes of the foregoing sentence, "Minimum Gain" shall be as defined in Proposed Treasury Regulation Section 1.704-1(b)(4)(iv) (as amended and/or finally adopted), and shall be computed separately for each Partner by the Accountants.

(2) If any of the General Partner, Class A Limited Partner or Class C Limited Partner has a Negative Capital Account (which is attributable to Losses or distributions from Wayne Avenue Associates) after the allocation of Profit pursuant to Section 4.6.A(1), to such Partners, in proportion to their Negative Capital Accounts, until all such Negative Capital Accounts have been reduced to zero.

(3) Any Profit not allocated pursuant to Sections 4.6.A(1) and 4.6.A(2) shall be allocated in

proportion to net proceeds distributable and in the order of priorities set forth in Section 4.6.C(4).

B. Loss from a Capital Transaction with respect to Wayne Avenue Associates shall be allocated as follows:

(1) If any of the General Partner, Class A Limited Partner or Class C Limited Partner has a Positive Capital Account which is attributable to Profits from or Capital Contributions to Wayne Avenue Associates, to such Partners, in proportion to such Positive Capital Accounts, until all such Positive Capital Accounts have been reduced to zero.

(2) Any Loss not allocated to reduce Positive Capital Accounts to zero pursuant to Section 4.6.B(1), shall be allocated as follows: 1.00% to the General Partner, 81.61% to the Class A Limited Partner and 17.39% to the Class C Limited Partner.

C. The net proceeds from a Capital Transaction with respect to Wayne Avenue Associates shall be distributed and applied by the Partnership in the following order of priorities:

(1) to the payment of debts and liabilities of the Partnership attributed to Wayne Avenue Associates including loans theretofore made by the Partners or any Affiliates of the Partners and attributable to Wayne Avenue Associates (including, without limitation, all expenses of the Partnership incident to the disposition of the assets of Wayne Avenue Associates or the Partnership's interest therein);

(2) to the establishment of any reserves which the General Partner may deem appropriate for contingent, unmatured, or unforeseen liabilities or obligations of the Partnership attributable to Wayne Avenue Associates;

(3) if prior to (a) any allocation of Profit pursuant to Section 4.6.A(3), but after any allocation of Profit pursuant to Section 4.6.A(2), or prior to (b) any allocation of Loss, any of the General Partners Class A Limited Partner or Class C Limited Partner has a Positive Capital Account which is attributable to Profits from or Capital Contributions to Wayne Avenue Associates,

to such Partners in proportion to such Positive Capital Accounts until all such Positive Capital Accounts have been reduced to zero;

(4) any excess shall be distributed as follows: 1.00% to the General Partner, 81.61% to the Class A Limited Partner and 17.39% to the Class C Limited Partner.

4.7. Refinancing of the assets of Wayne Avenue Associates.

In the event Wayne Avenue Associates refinances its assets, the net proceeds (after making provision for the items set forth in clauses (1) and (2) of Section 4.6.C hereof) shall be distributed and applied in the order of priorities set forth in Section 4.6.C(4).

4.8. Liquidation or dissolution of Wayne Avenue Associate.

A. In the event Wayne Avenue Associates is liquidated or dissolved, the assets received by the Partnership shall be applied in the order of priorities set forth in Section 4.6.C.

4.9. General

A. The timing and amount of all distributions shall be as determined by the General Partner.

B. If any assets of the Partnership are distributed to the Partners in kind, such assets shall be valued on the basis of the fair market value thereof, and any Partner entitled to any interest in such assets shall receive such interest as a tenant-in-common with all other Partners so entitled. The fair market value of such assets shall be determined by an independent appraiser who shall be selected by the General Partner.

C. All Profit and Loss of the Partnership shall be allocated with respect to each taxable year of the Partnership and as of the end of, and within one hundred twenty (120) days after the end of such taxable year (or as soon thereafter as is reasonably possible).

D. All Profit and Loss shall be allocated, and all distributions of cash shall be distributed, as the

case may be, to the Persons shown on the records of the Partnership to have been Partners as of the last day of the taxable year for which such allocation or distribution is to be made, except that if a Partner sells, exchanges or otherwise disposes of all or any portion of his Interest to any Person who during such taxable year is admitted as an additional Limited Partner, the Profit and Loss shall be allocated between the transferor and the transferee on the basis of the number of days in which such portion of the taxable year each was a Partner.

E. The methods set forth hereinabove by which profits, losses, and distributions are allocated, apportioned and paid are hereby expressly consented to by each Partner as an express condition to becoming a Partner.

F. Notwithstanding anything to the contrary otherwise contained in this Agreement, to the extent that depreciation, cost recovery or other deductions or distributions taken by a Partner and attributable to any nonrecourse loans of the Partnership shall cause a deficit in such Partner's Capital Account, such deficit, to the extent of the amount of any depreciation, cost recovery, or other deductions or distributions so taken, shall not be deemed an asset of the Partnership or the personal liability of any such Partner.

SECTION V

General Partner; Rights, Powers and Duties

5.1. In addition to the powers now or hereafter granted the General Partner under applicable law or which are granted the General Partner under any other provisions of this Agreement, the General Partner shall have full, exclusive and complete discretion, power and authority, subject in all cases to the other provisions of this Agreement (such as, e.g., Section 5.2 hereof) and the requirements of applicable law, to manage, control, administer and operate the business and affairs of the Partnership for the purposes herein stated, to make all decisions affecting such business and affairs, to adopt such accounting rules and procedures as it deems appropriate in the conduct of the business and affairs of the Partnership, including without limitation (whether similar or dissimilar) for Partnership purposes, the power:

A. To acquire by purchase, lease or otherwise any real or personal property which may be necessary,

convenient or incidental to the accomplishment of the purposes of the Partnership.

B. To enter into agreements and contracts with parties, including any party with whom the General Partner is an Affiliated Person, and to give receipts, releases and discharges with respect to the Partnership's business and any matters incident thereto as the General Partner may deem advisable or appropriate.

C. To encumber, mortgage, lease, sell, convey or dispose of the Partnership's interest in Georgia Avenue Assocates and/or Wayne Avenue Associates, or to consent, on behalf of the Partnership, to the sale or other transfer, mortgaging or the placing or suffering of any other encumbrance on all or any part of the assets of Georgia Avenue Associates, Wayne Avenue Associates or of the Partnership.

D. To purchase at the expense of the Partnership, liability and other insurance to protect the Partnership's properties and business and the General Partner.

E. To borrow money for and on behalf of the Partnership to cover the costs and expenses of the Partnership, and in connection with such borrowings, to give priority rights to certain creditors over other creditors.

F. To employ any one or more Persons, including any Partner or an Affiliated Person, to manage Partnership property and in all such events, to pay reasonable compensation for such services.

G. To cause the Partnership to make or revoke any of the elections referred to in Section 754 of the Code.

H. To place record title to, or the right to use, Partnership assets in the name or names of a nominee or nominees, trustee or trustees for any purpose convenient or beneficial to the Partnership.

I. To execute any and all other instruments and documents which may be necessary or, in the opinion of the General Partner, desirable to carry out the intent and purpose hereof, including, but not limited to, documents whose operation and effect extend beyond the term of the Partnership.

J. To lend money to the Partnership for such periods of time as the General Partner may determine and to receive interest payable thereon at three percent (3%) over the then prevailing short-term Treasury Bill rate.

K. To make any and all expenditures which the General Partner, in its sole discretion, shall deem necessary or appropriate in connection with the management of the affairs of the Partnership and the carrying out of its obligations and responsibilities under this Agreement, including, without limitation, all legal, accounting and other related expenses incurred in connection with the organization and financing of the Partnership.

L. To enter into any kind of activity and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Partnership, so long as said activities and contracts may be lawfully carried on or performed by a limited partnership under the laws of the State of Maryland.

M. Except as otherwise provided in this Agreement, to have all the rights and powers and to be subject to all the restrictions and liabilities of a partner in a partnership without limited partners.

5.2. Restrictions on Authority

The General Partner shall have no authority to perform any act in violation of any applicable law or regulation, nor shall the General Partner, without the Consent of a majority-in-interest of the Limited Partners, have any authority, except as otherwise permitted in this Agreement, to do any act required to be consented to or ratified by the Limited Partners under the Act.

5.3. Personal Services; Other Activities

A. The General Partner shall receive an annual management fee of $1,200.00, and shall be entitled to reimbursement for its out-of-pocket expenses incurred in connection with the activities of the Partnership. The foregoing management fee may be increased or decreased in the sole discretion of the General Partner in order to cover actual or anticipated administrative costs of the General Partner, including administrative overhead and overtime work.

B. Any Partner may engage independently or with others in other business ventures of every nature and description including, without limitation, the ownership, operation, management, syndication, subdivision, sale and development of real estate, and neither the Partnership nor any Partners shall have any rights in and to such independent ventures or the income or profits derived therefrom.

C. Any Partner may lend money to and transact other business with the Partnership and, subject to applicable law, has the same rights and obligations with respect thereto as a person who is not a Partner.

5.4. Business Management and Control

The General Partner shall have the exclusive right to manage the business of the Partnership. No Limited Partner (except one who may also be a General Partner, and then only in his capacity as a General Partner) shall take part in the control of the business of the Partnership or have any right or authority to act for or bind the Partnership except as required by law.

5.5. Duties and Obligations

The General Partner shall be under a fiduciary duty to conduct the affairs of the Partnership in the best interests of the Partnership, including the safekeeping and use of all Partnership funds and assets and the use thereof for the benefit of the Partnership. The General Partner shall at all times act in good faith and exercise due diligence in all activities relating to the conduct of the business of the Partnership. The General Partner shall take all actions necessary or appropriate to protect the interests of the Limited Partners.

5.6. Liability of General Partner; Indemnification

A. The General Partner shall not be liable, responsible, or accountable, in damages or otherwise, to the Limited Partners for any act performed by the General Partner, except for acts of malfeasance or wilful negligence or for damages arising from any wilful misrepresentation or wilful breach of a warranty. In the event of a wilful misrepresentation or wilful breach of warranty, damages recoverable by any Partner shall be limited to the amount of his Capital Contribution less all Partnership

distributions made pursuant to Section IV theretofore received by such Partner.

B. The General Partner shall be entitled to indemnity from the Partnership for any act performed by the General Partner, except for acts of malfeasance or gross negligence or for damages arising from any misrepresentation or breach of warranty, provided that any indemnity under this Section shall be provided out of and to the extent of Partnership assets only, and no Limited Partner shall have any personal liability on account thereof beyond his Capital Contribution.

SECTION VI

Transferability of General Partner's Interest

6.1. Transfer of General Partner's Interest

A. The General Partner shall have the right to sell, exchange, or otherwise dispose of all of his Interest as a General Partner without the Consent of the Limited Partners.

B. The admission of a successor General Partner shall become effective upon the amendment of this Agreement to reflect the admission of the successor General Partner and its filing for recordation.

6.2. Admission of Additional General Partners

A. No person shall be admitted as an additional General Partner unless the Consent of the General Partner and a majority-in-interest of the Limited Partners to such admission has been obtained.

B. The admission of such additional General Partner shall become effective upon (i) receipt by the Partnership of the Consent referred to in Section 6.2.A and (ii) the amendment of this Agreement to reflect the admission of the additional General Partner and its filing for recordation.

6.3. Incapacity of the General Partner

A. In the event of the Incapacity of the General Partner, the General Partner's executor, personal representative, administrator, guardian, conservator or other legal representative shall automatically become the General Partner.

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6.4. Liability of a Withdrawn General Partner

A. Subject to the provisions of Section 5.6, any General Partner who voluntarily withdraws or retires from the Partnership shall be, and remain, liable for all obligations and liabilities incurred by him as General Partner prior to the time such withdrawal or retirement.

B. Any General Partner who sells, exchanges, or otherwise disposes of all or any portion of his Interest shall be, and remain, liable for all obligations and liabilities incurred by him as a General Partner prior to the time the admission of the assignee or transferee of all of the Interest of the General Partner as a successor General Partner to the Partnership is effective pursuant to the provisions of Section 6.1.B.

C. The personal representatives of any Incapacitated General Partner shall be, and remain, liable for all obligations and liabilities incurred by such General Partner prior to the date of such Incapacity.

SECTION VII

Transferability of Limited Partners' Interests

7.1. In General.

A. No Class B or Class C Limited Partner may transfer all or any portion of his Partnership Interest to any person except as provided in this Section VII. Any transfer or purported transfer of a Limited Partner Interest shall be null and void unless made strictly in accordance with the provisions of this Section VII. The transferee of any Partnership Interest shall be subject to all the terms, conditions, restrictions and obligations of this Agreement, including the provisions of this Section VII.

B. Notwithstanding any provisions of this Section VII to the contrary, any Limited Partner may transfer all or any portion of his Partnership Interest (with and only with the Consent of the General Partner, which Consent may be given or witheld in the General Partner's sole discretion) to, or for the benefit of, himself, his spouse or his lineal descendants; provided, however, that the Partnership Interest of such transferee (and any assignees or successors-in-interest thereto) shall be sub-

ject to the status of the transferor Limited Partner, such that the provisions of this Section VII shall continue to apply to the Partnership Interest held by such transferee (and any assignees or successors-in-interest thereto) upon the Disability, death or Bankruptcy of the transferor Limited Partner, or the Retirement, Resignation or discharge of the transferor Limited Partner from the employment (as an employee or officer) of LWMDC.

C. If any Limited Partner desires to sell all of his Interest as a Limited Partner in the Partnership and receives a bona fide, arm's length offer for his Interest, he shall first offer his Interest for sale at the price set forth in the bona fide, arm's length offer to the General Partner, which offer shall be subject to acceptance by the General Partner within thirty (30) days after the delivery of the offer to the General Partner. The General Partner shall have the right at its election by written notice to the offering Partner within thirty (30) days after receipt of notice of his offer to sell, (i) to accept, in whole but not in part, the offer on the terms and conditions of the bona fide, arm's length offer, or (ii) decline to accept the bona fide, arm's length offer of the Partner, or (iii) to purchase the Interest of the Limited Partner in the same manner as if the provisions of Section 7.4.D. hereof applied. Such offer to purchase shall remain open and irrevocable until the expiration of the time for accepting offers hereunder. If the General Partner declines to accept the offer or fails to give notice of election within such period, the offering Partner shall be at liberty, within a period of ninety (90) days from the last date upon which the General Partner could have elected to purchase such Interest of the offering Partner as hereinbefore provided, to consummate the sale to the outsider at a price and upon the terms not more advantageous to the outsider than the price and terms stated in the original offer made by such outside offeror and submitted to the General Partner. In the event, however, that such sale to the outsider is not consummated within such period of three (3) months, then any subsequent sale to any outsider shall also be subject to all of the requirements of this Section VII. Notwithstanding the foregoing provisions of this Section 7.1.C, in the event of a sale or other transfer to an outsider (i.e., a person other than a Partner) pursuant to the provisions of this Section 7.1.C, such outsider shall not become a Partner of the Partnership without complying with the applicable provisions of this Agreement. Unless so admitted, such outsider shall not be considered a Partner,

but merely an assignee, and the Partnership, each Partner, and any other persons having business with the Partnership shall not be required to recognize or deal with any outsider by reason of any such assignment.

7.2. Transfer of All or an Undivided Interest in a Limited Partnership Interest

A. No Limited Partner shall have the right voluntarily to transfer or withdraw from the Partnership unless (i) such voluntary transfer or withdrawal from the Partnership will not cause the Partnership to be classified other than as a partnership for federal income tax purposes or cause the Partnership to terminate for federal income tax purposes; (ii) such voluntary transfer or withdrawal from the Partnership will not require registration of the interest of such retiring or withdrawing Limited Partner or of the interests of the remaining Partners with the Securities and Exchange Commission or a state securities agency (unless such registration has previously been made); and (iii) the Consent of the General Partner (which consent may be given or withheld in the General Partner's sole discretion) has been obtained to such voluntary retirement or withdrawal by the Limited Partner.

B. The voluntary transfer or withdrawal of a Limited Partner shall become effective upon (i) receipt by the Partnership of the Consent referred to in Section 7.2.A(iii) and (ii) the amendment of this Agreement to reflect the voluntary transfer or withdrawal of such Limited Partner and its filing for recordation.

C. No Limited Partner shall have the right to sell, exchange, or otherwise dispose of his Interest (or of an undivided portion of his Interest) or cause a security interest to be created in his Interest unless (i) the Consent of the General Partner (which Consent may be given or withheld in the General Partner's sole discretion) has been obtained to such sale, exchange, or other disposition or to the creation of such security interest; (ii) such sale, exchange, or other disposition or the creation of such security interest will not cause the Partnership to be classified otherwise than as a partnership for federal income tax purposes or cause the Partnership to terminate for federal income tax purposes; and (iii) such sale, exchange, or other disposition or the creation of such security interest will not require registration of the Interest of the Limited Partner so selling, exchanging, or otherwise disposing of his

Interest or so creating a security interest in his Interest or of the interests of the remaining Partners with the Securities and Exchange Commission or a state securities agency (unless such registration has previously been made).

7.3. Assignment of an Interest in the Profit, Loss, Available Cash, or Distributions from the Partnership.

A. No Limited Partner shall have the right to sell, exchange, encumber or otherwise dispose of all or a portion of his interest in the Profit, Loss, Available Cash, or distributions from the Partnership unless (i) the Consent of the General Partner has been obtained to such sale, exchange, encumbrance or other disposition (which Consent may be given or withheld in the General Partner's sole discretion); (ii) the assignee or transferee of all or a portion of the interest of a Limited Partner in the Profit, Loss, Available Cash, or distributions from the Partnership shall have filed with the Partnership a duly executed and acknowledged counterpart of the instrument, in form and substance satisfactory to the General Partner, effecting such sale, exchange, or other disposition; (iii) the assignee or transferee of all or a portion of the interest of a Limited Partner in the Profit, Loss, Available Cash, or distributions from the Partnership shall have agreed in writing in form prescribed by counsel to the Partnership to be bound by the terms and conditions of this Agreement; and (iv) the assignee or transferee of all or a portion of the Interest of a Limited Partner in the Profit, Loss, Available Cash, or distributions from the Partnership shall have agreed to be subject to all of the provisions of this Section 7.3, in the same manner as any Limited Partner, in the event the assignee or transferee desires to make a further sale, exchange, or other disposition.

B. The sale, exchange, or other disposition of all or a portion of the interest of a Limited Partner in the Profit, Loss, Available Cash, or distributions from the Partnership shall become effective upon (i) receipt by the Partnership of the Consent referred to in Section 7.3.A(i); (ii) receipt by the Partnership of the filing referred to in Section 7.3.A(ii); and (iii) receipt by the Partnership of the agreements referred to in Section 7.3.A(iii) and (iv).

C. Nothing herein shall be construed to relieve a Limited Partner so selling, exchanging, or otherwise disposing of all or a portion of his Interest in the Profit, Loss, Available Cash, or distributions from the Partnership of any obligations or liabilities to the Partnership under this Agreement.

7.4. Resignation, Retirement, Bankruptcy Disability or Death of Limited Partners

A. If a Class B or Class C Limited Partner is discharged from employment with LWMDC for dishonesty or any other just cause, the Limited Partner agrees to sell, and the General Partner may elect to purchase (by giving written notice to such Limited Partner within six (6) months of the date of discharge), such Limited Partner's Partnership Interest. The purchase price for said Partnership Interest shall be equal to the discharged Limited Partner's Capital Account in the Partnership at the date of discharge or One Dollar ($1.00) if such Capital Account is negative. The entire purchase price shall be payable within ninety (90) days from the date of discharge. Any loans from the Partnership or the other Partners to said Limited Partner shall be repaid by the Limited Partner within ten (10) days from the date of discharge, or shall otherwise be off-set by the purchase price to be paid hereunder, at the sole discretion of the General Partner.

B. In any case of a Class B or Class C Limited Partner's (i) Bankruptcy or (ii) Resignation within less than three (3) years after the formation of the Partnership, the Limited Partner agrees to sell, and the General Partner may elect to purchase (by giving written notice to such Limited Partner within six (6) months of the date of such Limited Partner's Bankruptcy or Resignation), the Partnership Interest of the bankrupt or resigning Limited Partner for a sum which is equal to the distribution of Available Cash to which the bankrupt or resigning Limited Partner would have been entitled with respect to the immediately following three (3) year period from the effective date of such Bankruptcy or Resignation, as if the Limited Partner had retained his interest in the Partnership for such three (3) year period. The purchase of a bankrupt or resigning Limited Partner's Partnership Interest shall be effective upon the date of the Bankruptcy or Resignation in question. The purchase price of the Partnership Interest of the bankrupt or resigning Limited Partner shall be paid pursuant to the provisions of Section 7.4.G hereof.

C. In any case of a Class B or Class C Limited Partner's (i) Bankruptcy or (ii) Resignation occurring three (3) or more years after the formation of the Partnership, the Limited Partner shall sell, and the General Partner may elect to purchase (by giving written notice to such Limited partner within six (6) months of the date of such Limited Partner's Bankruptcy or Resignation), the Partnership Interest of the bankrupt or resigning Limited Partner for a sum which is equal to the distribution of Available Cash to which the bankrupt or resigning Limited Partner would have been entitled with respect to the immediately following five (5) year period from the effective date of such Bankruptcy or Resignation, as if the Limited Partner had retained his interest in the Partnership for such five (5) year period. The purchase of a bankrupt or resigning Limited Partner's Partnership Interest shall be effective upon the date of the Bankruptcy or Resignation in question. The purchase price of the Partnership Interest of the bankrupt or resigning Limited Partner shall be paid pursuant to the provisions of Section 7.4.G hereof.

D. In any case of Disability of a Class B or Class C Limited Partner, the Limited Partner shall sell, and the General Partner may elect to purchase (by giving written notice to such Limited Partner within six (6) months of the date of Disability of such Limited Partner), the Partnership Interest of the disabled Limited Partner for a sum which is equal to the distribution of Available Cash to which the disabled Limited Partner would have been entitled with respect to the immediately following five (5) year period from the effective date of such Disability as if the Limited Partner had retained his interest in the Partnership for such five (5) year period. The purchase of a disabled Limited Partner's Partnership Interest shall be effective upon the date of the Disability in question. The purchase price of the Partnership Interest of the disabled Limited Partner shall be paid pursuant to the provisions of Section 7.4.G hereof.

E. With respect to the Retirement of any Class B or Class C Limited Partner, the retiring Limited Partner will be given the option of determining, (subject to the Consent of the General Partner, which Consent may be given or withheld in the sole discretion of the General Partner) not later than the date of his Retirement (i) whether his Retirement is to be treated as a Resignation occurring more than three (3) years after formation of the Partnership (in which case his interest may be purchased

pursuant to Section 7.4.C hereinabove) or (ii) whether he will retain his Partnership Interest until the time of his death. The retiring Limited Partner shall give notice in writing to the General Partner not later than the date of his Retirement as to which of the foregoing options he is electing. If no such notice is given, the General Partner shall, in its sole discretion, determine which of the foregoing options is deemed to be elected. If the General Partner does not Consent to either of said options with sixty (60) days, by giving written notice to such Limited Partner, the interest of such Limited Partner may be purchased by the General Partner pursuant to the provisions of Section 7.4.C.

F. In the case of the death of a Class B or Class C Limited Partner, the representatives of the estate of the deceased Limited Partner (hereinafter "Representatives") shall sell, and the General Partner may elect to purchase (by giving written notice to the Representatives within ninety (90) days of the date of death of such Limited Partner), the Partnership Interest of the deceased Limited Partner for a purchase price equal to the value of such Limited Partner's Partnership Interest, as hereinafter determined. If the General Partner and the Representatives can agree on the fair market value of the Limited Partner's Partnership Interest within thirty (30) days of notice to the Representatives, such agreed value shall be the purchase price payable at the closing (as hereinafter set forth). If the General Partner and the Representatives cannot so agree within thirty (30) days after the date of notice of exercise, then the purchase price of the Partnership Interest of the deceased Limited Partner shall be determined by an appraiser jointly selected by the General Partner and the Representatives, who shall be appointed within sixty (60) days of the date of notice, and the determination of such jointly selected appraiser as to the fair market value of the Partnership Interest of the deceased Limited Partner shall be binding and conclusive on all parties. If the General Partner and the Representatives do not agree upon the selection of an appraiser as hereinbefore provided, within the period therein stated, then, within thirty (30) days after the expiration of the period provided for hereinabove, the General Partner shall appoint an appraiser and the Representatives shall appoint a second appraiser. The two appraisers so appointed shall select a third appraiser within seven (7) days after both shall have been appointed. If either the General Partner or the Representatives shall fail to so appoint an appraiser, the appraiser duly appointed by the other shall

serve as the sole appraiser. The said three (3) appraisers so appointed (or the sole appraiser if one party fails to appoint an appraiser), shall, within thirty (30) days after the appointment of all three (3) of them determine the fair market value of the Partnership Interest of the deceased Limited Partner, and the determination of a majority of said appraisers (two of them [or the sole appraiser if only one is appointed as hereinbefore provided]) shall be determinative of the fair market value of the Partnership Interest of the deceased Limited Partner, and shall be binding on and conclusive on all parties; provided, however, that the General Partner may in his sole discretion withdraw his offer to purchase the Partnership Interest of the deceased Limited Partner by giving written notice to the Representatives within thirty (30) days of the date the General Partner is notified in writing of the determination of the fair market value by the appraisers. The closing date of any purchase pursuant to this Section 7.4.F. shall take place not earlier than six (6) months nor later than eighteen (18) months after the date of death of a Class B or Class C Limited Partner. Payment of the purchase price shall be made in ten equal annual installments of principal, with interest paid annually on the unpaid balance at the minimum rate provided under the imputed interest rules of the Code.

G. Payments on account of the purchase price of any Partnership Interest of a Limited Partner purchased pursuant to the provisions of this Section VII shall be made by the General Partner at the same time that the remaining Limited Partners are paid the distributions of Available Cash to which they are entitled under the provisions of this Agreement. Unpaid amounts of any such purchase price shall not earn any interest. Payments made with respect to the Partnership Interest of a deceased Limited Partner shall be made to the estate of the deceased Limited Partner. In the event of a purchase of a Class B and/or Class C Limited partner's interest, the General Partner may elect to convert such interest to that of a Class A Limited Partner Interest, and the parties hereto shall cooperate in all respects with the General Partner to amend this Agreement to effectuate the transfer and conversion of the purchased interest.

H. In the event that the provisions of this Section 7.4 require the General Partner to purchase the Partnership Interests of two or more Limited Partners within a period of time which may cause the Partnership to terminate for federal income tax purposes, the General

Partner shall, at the sole discretion of the General Partner, have the right to purchase all or any portion of the Partnership Interests of such Limited Partners at such later date or dates as the General Partner deems advisable or appropriate to avoid any adverse federal income tax consequences to the remaining Partners, but otherwise as soon as possible.

SECTION VIII

Dissolution, Liquidation and Termination of the Partnership

8.1. Events Causing Dissolution

The Partnership shall continue in effect until the date set forth in Section 2.4 hereof, except that the Partnership shall dissolve prior to such date upon the happening of any of the following events:

(i) the election by the General Partner to dissolve the Partnership with the Consent of all the Partners;

(ii) the sale or other disposition of all of the assets of the Partnership;

(iii) the termination of both Georgia Avenue Associates and Wayne Avenue Associates; or

(iv) the happening of any other event causing the dissolution of the Partnership under the laws of the State of Maryland.

Dissolution of the Partnership shall be effective on the day on which the event occurs giving rise to the dissolution, but the Partnership shall not terminate until the Partnership's Certificate of Limited Partnership has been cancelled and the assets of the Partnership have been distributed as provided in Section 8.2.

8.2. Liquidation

A. As soon as practicable after the dissolution of the Partnership, the General Partner may give Notification to all the Limited Partners of such fact and shall prepare a plan as to whether and in what manner the assets of the Partnership shall be liquidated or transferred to a successor Entity. Upon the agreement of

a majority in interest of all the Limited Partners, the assets of the Partnership, subject to its liabilities, shall be transferred to a successor Entity upon such terms and conditions as have been agreed upon. All expenses incurred in the reformation, or attempted reformation, of the Partnership shall be deemed to be expenses of the Partnership.

B. Upon dissolution of the Partnership, the General Partner shall liquidate the assets of the Partnership, and shall apply and distribute the proceeds thereof in accordance with the applicable provisions of this Agreement and the balance in each Partner's Capital Accounts (after all allocations of Profit and Loss, if any, and distributions of cash or property, if any, as provided in Section IV). The General Partner shall also cause the cancellation of the Partnership's Certificate of Limited Partnership. A General Partner or an Affiliated Person may purchase such assets with the consent of a majority-in-Interest of the remaining Partners.

C. Notwithstanding the provisions of Section 8.2.B, in the event the General Partner shall determine that an immediate sale of part or all of the Partnership assets would cause undue loss to the Partners, the General Partner in order to avoid such loss may, after having given Notification to all the Limited Partners, either defer liquidation of and withhold from distribution for a reasonable time any assets of the Partnership except those necessary to satisfy the Partnership's debts and obligations, or distribute the assets to the Partners in kind.

SECTION IX

Books, Records, Accounting, Tax Elective Costs

9.1. Bank Accounts

All funds of the Partnership shall be deposited in its name in such bank account or accounts as shall be designated by the General Partner. Checks shall be drawn on the Partnership checking account for Partnership purposes only, and shall require such signature or signatures as the General Partner may, from time to time, determine.

9.2. Books and Records

A. The records of the Partnership shall be kept at the principal office of the Partnership in accordance with the applicable provisions of the Act. Each Partner shall at all reasonable times and upon prior reasonable notice to the General Partner have access thereto. The books shall be kept on the cash receipts and disbursements method or the accrual method, as the General Partner may determine. The fiscal year of the Partnership shall be the calendar year.

B. Within one hundred twenty (120) days after the end of each taxable year, or as soon thereafter as is reasonably possible, the General Partner shall send to each Person who was a Partner at any time during the taxable year then ended an annual report containing: (i) a statement of financial condition of the Partnership as of the year then ended, a statement of Profit and Loss of the Partnership for the year then ended, and a statement of source and application of funds of the Partnership; (ii) such tax information as shall be reasonably necessary for the preparation by each Partner of his federal income and other tax returns; and (iii) a report summarizing the fees and other remuneration paid by the Partnership to the General Partner or any Affiliated Person in respect of such taxable year.

9.3. Special Basis Adjustment

In the case of a distribution of property made in the manner provided in Section 734 of the Code, or in the case of a transfer of a Partnership interest permitted by this Agreement made in the manner provided in Section 743 of the Code, the General Partner, on behalf of the Partnership, may, at the General Partner's sole option, file an election under Section 754 of the Code in accordance with the procedures set forth in the applicable Treasury Regulations. If such an election is filed, the General Partner will at no time be required to provide any additional accounting or tax information with respect to any adjustment to basis for any Limited Partner.

SECTION X

Power of Attorney

10.1. Each Limited Partner and any Limited Partner(s) who shall become party(ies) to this Agreement after

the date hereof, constitutes and appoints the General Partner, and any successor or additional General Partner(s), his true and lawful attorney-in-fact to the extent permitted by the Act, and in his name, place and stead, to make, execute, sign, acknowledge, and file:

A. One or more Certificates of Limited Partnership;

B. All instruments (including, e.g., Amended Certificates of Limited Partnership) which the General Partner deems appropriate to reflect any amendment, change, or modification of the Partnership in accordance with the terms of this Agreement or any transfer of Partnership Interests effectuated in accordance with the terms of this Agreement;

C. Any and all other certificates or other instruments which may be required to be filed by the Partnership under the laws of the State of Maryland or of any other state or jurisdiction;

D. One or more certificates of fictitious or assumed name;

E. Any and all other documents which may be required to effectuate the operation of this Partnership pursuant to the terms of this Agreement; and

F. All documents which may be required to effectuate the dissolution and termination of the Partnership in accordance with the foregoing provisions, and cancellation of its Certificate of Limited Partnership, as amended from time to time.

G. All documents which may be required or reasonably necessary to acquire, own, convey or dispose of the Partnership's interest in Georgia Avenue Associates and/or Wayne Avenue Associates.

10.2. The foregoing Power of Attorney is hereby declared to be irrevocable and a power coupled with an interest, and (to the extent permitted by applicable law) it shall survive the Incapacity of a Limited Partner. It shall survive the delivery of an assignment by a Limited Partner of his Interest, except that where the assignee is approved for admission as an Additional Limited Partner, the power of attorney shall survive the delivery of such assignment for the sole purpose of enabling the General

Partner(s) to execute, acknowledge and file any instrument to effectuate such substitution. Each Limited Partner hereby agrees to be bound by any representations made by the General Partner(s) acting in good faith pursuant to such Power of Attorney, and each Limited Partner hereby waives any and all defenses which may be available to contest, negate or disaffirm the action of the General Partner(s) taken in good faith under such Power of Attorney.

SECTION XI

General Provisions

11.1. Assurances

A. The Limited Partners hereby agree to execute all such certificates and other documents conforming hereto and to do all such filing, recording, publishing and other acts as may be deemed by the General Partner appropriate to comply with the requirements of law for the formation and operation of a limited partnership and any amendment or cancellation of any certificate thereof.

B. Each Limited Partner hereby agrees to execute, and deliver to the General Partner within five (5) days after receipt of the General Partner's written request therefor, such statements of interest and holdings, designations, powers of attorney and other instruments which the General Partner shall deem necessary to comply with any laws, rules and regulations relating to the acquisition or holding of the assets of the Partnership. Failure to comply with this section 11.1.B shall be deemed a default hereunder, at which time the General Partner may treat such Limited Partner as if the events contained in Section 7.4.A applied.

11.2. Notifications

A. Unless specifically otherwise provided herein, all Notifications required or permitted to be given pursuant to this Agreement shall be in writing and shall be considered as properly given or made if mailed from within the United States by first class mail, postage prepaid, or if sent by prepaid telegram and addressed, if to the General Partner, at the Partnership's principal office and to the address of the General Partner shown following his name on Schedule A hereto, and if to a Limited Partner, to the address set forth following his

name on Schedule A hereto. Time periods shall commence on the date of mailing of a Notification. Any Notification which is required to be given within a stated period of time shall be considered timely if postmarked before midnight of the last day of such period. Any Limited Partner may change his address by giving Notification in writing stating his new address to the General Partners and the General Partner may change the General Partner's address by giving such Notification in writing stating the new address to all Limited Partners. Commencing on the tenth day after the giving of such Notification, such newly designated address shall be such Partner's address for the purposes of all Notifications required or permitted to be given pursuant to this Agreement.

11.3. Applicable Law

This Agreement shall be governed by and construed in accordance with the laws of the State of Maryland.

11.4. Paragraph Titles

The headings herein are inserted only as a matter of convenience and reference, and in no way define, limit or describe the scope of this Agreement, or the intent of the provisions thereof.

11.5. Binding Provisions

This Agreement is binding upon, and inures to the benefit of, the parties hereto and their respective heirs, executors, administrators, personal and legal representatives, successors and assigns, to the extent, but only to the extent, same is provided for in accordance with, and permitted by, the provisions of this Agreement.

11.6. Amendment

Without limiting the powers granted in Section X, this Agreement may not be amended without the written consent of the General Partner and all of the Limited Partners.

11.7. Separability of Provisions

Each provision of this Agreement shall be considered separable and (a) if for any reason any provision or provisions herein are determined to be invalid and contrary to any existing or future law, such invalidity shall not

impair the operation of or affect those portions of this Agreement which are valid, or (b) if for any reason any provision or provisions herein would cause the Partners to be personally liable for the obligations of the Partnership under the laws of the State of Maryland as the same may now or hereafter exist, such provision or provisions shall be deemed void and of no effect.

11.8. Venue.

The venue for any suit involving this Agreement shall be in the State of Maryland.

11.9. Default.

In the event of a default by any Partner pursuant to the terms of this Agreement, any such Partner shall have the right to cure such default within thirty (30) days of the receipt of written notice of such default by any other Partner of the Partnership.

IN WITNESS WHEREOF, the General Partner and the Limited Partners acknowledge that this Limited Partnership Agreement and Certificate is their act, and further acknowledge under penalty of perjury, to the best of their knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that they have executed this Limited Partnership Agreement and Certificate the day and year first above written.

WITNESS:

Ann M. Parker

LW Moore (SEAL)
LLOYD W. MOORE

- GENERAL PARTNER -

WITNESS:

Ann M. Parker

LW Moore (SEAL)
LLOYD W. MOORE

- CLASS A LIMITED PARTNER -

WITNESS:

Ann M. Parker

RICHARD G. WATKINS (SEAL)

WITNESS:

Ann M. Parker

HEATHER A. PIPES (SEAL)

WITNESS:

Ann M. Parker

BEVERLY R. WILLIAMS (SEAL)

- CLASS B LIMITED PARTNERS -

WITNESS:

Ann M. Parker

BEVERLY R. WILLIAMS (SEAL)

- CLASS C LIMITED PARTNER -

7/20/83
2765X/9399c

1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP

LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

SCHEDULE A

Names and Addresses	Capital Contribution	Percentage of Partnership Interest
General Partner		
Lloyd W. Moore Route 1 Box 147K Queenstown, Maryland 21658	$1.00	1.00%
Class A Limited Partner		
Lloyd W. Moore Route 1 Box 147K Queenstown, Maryland 21658	$89.00	89.00%
Class B Limited Partners		
Richard G. Watkins 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$1.00	1.00%
Heather A. Pipes 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$1.00	1.00%
Beverly R. Williams 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$7.00	7.00%
Class C Limited Partner		
Beverly R. Williams 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$1.00	1.00%

1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP

LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

SCHEDULE B

In the event the Partnership distributes a percentage of its interest in Georgia Avenue Associates pursuant to Section 3.4 hereof, the percentages of the Partners in profits, losses and distributions from Georgia Avenue Associates for all purposes of Section IV shall be automatically revised as follows:

	If 1% is Distributed	If 2% is Distributed
General Partner	1.00%	1.00%
Class A Limited Partner	63.45%	66.45%
Class B Limited Partners:		
Richard G. Watkins	4.445%	4.65%
Heather A. Pipes	4.445%	4.65%
Beverly R. Williams	26.66%	23.25%

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP

received for record September 21, 1983 , at 3:31 P M.

and recorded on Film No. 2611 42 Frame No. 3208 one of

the limited partnership records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Queen Anne County

AA No. 1272

Fee Paid $50.00

APR 11-84 A 22804 *****12.50

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Cert/Ltd Partship WAS
RECEIVED FOR RECORD THIS 11th
DAY OF Apr. 1984 AT 12:35P M.
RE ..... AND RECORDED IN
LIBER Number 8, folio 132 Arts/Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.

CLERK

Marguerite M. Manbin

bt

RECEIVED
CLERK, CIRCUIT COURT
1984 APR 11 PM 12: 33
QUEEN ANNE'S COUNTY

3819

QUEEN ANNE'S COUNTY PRIMARY HEALTH CARE, INC.

ARTICLES OF SALE

ARTICLES OF SALE entered into this 7TH day of October, 1983, by and between Queen Anne's County Primary Health Care, Inc., a Maryland corporation (sometimes hereinafter "Transferor") and Willard F. Smith and Elizabeth Jean Smith, his wife (sometimes hereinafter "Transferees");

THIS IS TO CERTIFY:

FIRST: Transferor agrees to sell substantially all of its assets and property to Transferees.

SECOND: The Transferor is Queen Anne's County Primary Health Care, Inc. and is incorporated in Maryland.

The Transferees are Willard F. Smith and Elizabeth Jean Smith, and they are not incorporated.

THIRD: The Transferees are Willard F. Smith and Elizabeth Jean Smith, R.D. 3, Box 99A, Centreville, Maryland 21617, and their principal place of business is P.O. Box 210, Queenstown, Maryland 21658.

32848012

32878420

LIBER 8 PAGE 173

6/8/84 original mailed to David C. Bryan, Esq.
111 Lawyers Row
Centreville, Md. 21617

FOURTH: The principal office of the Transferor is in Queen Anne's County, Maryland.

The Transferees own land in Anne Arundel and Queen Anne's Counties, Maryland.

FIFTH: The sale of assets hereinafter set forth was approved by a two-thirds (2/3) majority of all directors of the Corporation and the minutes of the meeting during which said vote was conducted are filed with the Corporation. As this is a membership corporation, the directors constitute all the members of the corporation, and therefore, the manner and the vote taken complies with the Corporations Article, Annotated Code of Maryland and the charter of Transferor.

SIXTH: The assets and property being sold and transferred consists of improved real estate containing 0.415 acres of land, fronting on Kinnamon Avenue, Queenstown, Maryland, Fifth Election District, Queen Anne's County, described in a deed dated March 19, 1974, recorded among the land records of Queen Anne's County, Maryland, in Liber C.W.C. No. 82, folio 399, and personal property listed on Schedule A attached hereto as part hereof.

The sale price is One Hundred Twenty-Five Thousand Dollars ($125,000.00), of which One Hundred Thousand Dollars ($100,000.00) is allocated to real estate and Twenty-Five Thousand Dollars ($25,000.00) is allocated to personal property.

SEVENTH: In consideration of the payment above stated the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferees, their personal representatives, heirs and assigns all that improved real estate containing 0.415 acres of land, fronting on Kinnamon Avenue, Queenstown, Maryland, Fifth Election District, Queen Anne's County, described in a deed dated March 19, 1974, recorded among the land records of Queen Anne's County, Maryland, in Liber C.W.C. No. 82, folio 399, and personal property listed on Schedule A attached hereto as part hereof.

IN WITNESS WHEREOF, Queen Anne's County Primary Health Care, Inc. and Willard F. Smith and Elizabeth Jean Smith, parties to these Articles of Sale, have caused

THE UNDERSIGNED, Willard F. Smith and Elizabeth Jean Smith hereby acknowledge the foregoing Articles of Sale 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.

Willard F. Smith

Willard F. Smith

Elizabeth Jean Smith

Elizabeth Jean Smith

these Articles of Sale to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale by Transferor's president and attested by the secretary or an assistant secretary, and by the Transferees, as of this 7th day of October 1983.

ATTEST:

QUEEN ANNE'S COUNTY PRIMARY HEALTH CARE, INC.

Secretary

By: President

Willard F. Smith

Elizabeth Jean Smith

THE UNDERSIGNED, President of Queen Anne's County Primary Health Care, Inc., 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.

President

OFFICE EQUIPMENT			TOTAL	SUTTON	Foster Murray Critzman
TYPEWRITER (Electric	2	850.00 ea	850 00	525 00	
DOUBLE PEDESTAL DESK	2	332.64 ea	665 28	95 00	
Secretary's CHAIR	2	109.82 ea	219 64	45 00	
KIRKHALL DESK	2	324.64 ea	649 28	95 00	
MC KIRKHALL SWIVEL CHAIR	2	153.59 ea	307 18	90 00	
KIRKHALL SIDEARM CHAIR	2	113.16 ea	226 32		
MC SIDEARM CHAIR	6	99.06 ea	594 36	120 00	
ARMLESS CHAIRS (VINYL)	6	76.42 ea	458 52	120 00	
KIRKHALL SIDEARM CHAIRS	6	99.06 ea	594 36		
VERTICAL FILES	6	7.90 ea	47 40		
FILE CABINET } OFFICE BOOKCASE }		752.08	752 08		
UNIT SPACEFINDER	1	472.00	472 00		
MEDICAL RECORDS SPACE UNIT	1	397.48	397 48	100 00	
SMALL DESK - XRAY	1	233.10	233 10	25 00	
SAMSONITE CHAIRS	6	40.80 ea	244 80		
STOOLS W/CASTORS	5	67.05 ea	335 25	125 00	50 00
WASTE BASKETS (step-type)	5	27.00 ea	135 00	25 00	
BOOK CASES (METAL	2	90.72 ea	181 44	70 00	
DESK LIGHT	4	36.10 ea	144 40	40 00	
Typing STAND	2	180.00	360 00		
SMALL FILING CABINETS	2	75.30 ea	150 60	50 00	
STORAGE LOCKERS	3	178.10 ea	534 30		
PAPER TOWEL DISPENSERS	8	153.00	153 00	24 00	
COAT RACK 36"	2	64.00	128 00		
SMALL MAGAZINE TABLES 24x 24x18	2				
WALL MOUNTED LIGHTS	2	59.00 ea	118 00	60 00	
AM/FM CLOCK RADIO	1	30.97	30 97	15 00	
TELEPHONE ANSWERING UNIT	1	125.95	125 95		
SANYO CALCULATOR	1				
POSTING TRAYS					
DRAPES INCL BLINDS + RODS	6pr	817.10	817 10		
WALNUT CONFERANCE Table	1	89.40	89 40		
AB DICK COPIER		1895.00	1895 00		
FIRE Extinguisher (Class ABC 1 Halon (electrical equipment) X-ray	3				

11,410.31
442.04
6,000.00
33,740.27

15,132.00

				FOSTER MURRAY	SULTON
CARDICK DC 180 MONITOR/DEFIB	1	5400.00	5400.00		
CARDICK EKG MACHINE	1	1020.00	1020.00	600.00	
OXYGEN CYLINDER	1	65.00	65.00	25.00	
OXYGEN Regulator Guage	1	65.00	65.00	25.00	
TYMPANOMETER		2199.78			
STRETCHER HYFRECATOR	1	360.00	360.00		
WHEELCHAIR	1	182.00	182.00	100.00	
INCUBATOR	1	360.00	360.00	175.00	
AUTOCLAVE	1	529.00	529.00	200.00	
MICROSCOPE (AMER OPTICAL)	1	659.00	659.00		
STAT-IEK (BLOOD GLUCOSE)		337.50	337.50	190.00	
HEAD-A-CRIT CENTRIFUGE	1	277.00	277.00	150.00	
SUCTION MACHINE	1	150.00	150.00	75.00	
SIGMOIDOSCOPE (Fiberoptic)	1	193.20	193.20	75.00	
CAST CUTTER	1	200.00	200.00	100.00	
CAST SPREADER	1	62.35	62.35	35.00	
WICH/ALLEN LARYNGOSCOPE HANDLE	1	60.00	60.00		
LARYNGOSCOPE BLADES	2	106.00	106.00		
LIGHTED VISION CHART	1	57.75	57.75	20.00	
EMERGENCY DRUG BOX W/CONTENTS					
EXAMINATION TABLES	4	572.00 ea	2288.00	80.00	
WALL TRANSFORMER	4	114.47 ea	457.88	140.00	
OPHTHALMASCOPE	5	53.29 ea	266.45	125.00	
OTOSCOPE	5	31.49 ea	157.45	75.00	
WALL MOUNTED BLOOD PRESSURE	5	38.95 ea	194.95	75.00	
GOOSE NECK LAMP (HEAVY BASE)	4	31.62 ea	126.48	40.00	
BABY SCALES	1	111.95	111.95	45.00	
ADULT DETECTO SCALES	1	111.55	111.55	45.00	
IV POLE	1	33.00	33.00	12.00	
PORTABLE REFRIGERATOR	2	193.70 ea	387.40	200.00	50.00
MAYO STAND (SURGICAL)	1	64.25	64.25	30.00	
AUDIOMETER (MAICO)	1	637.00	637.00		
URINARY JAR SETS	5	16.95 ea	84.75	20.00	
OPTIVISOR HEAD LAMPS	3	13.07 ea	39.21	24.00	
BED PANS	2	5.25 ea	10.50	2.00	
Child BP Inflation system	2	16.75 ea	33.50	10.00	
Infant " " "	2	21.95	43.90	32.00	

MEDICAL EQUIPMENT

				Foster nursery
TONOMETER	1	150.00	150.00	
INSTRUMENT TRAY W/COVERS	11	12.50 ea	137.50	44.00
TUBE GLAZE APPLICATOR	1	9.50	9.50	
PAPOOSE BOARD	1	87.50	87.50	
WATER PIC		donated	— —	
SPECULUM ANASCOPE	1	60.54	60.54	
E/N/T TRAY W/CONTENTS				
EYE TRAY W/CONTENTS				
			445.04	
XRAY EQUIPMENT				
FISCHER XRAY UNIT		22,250.00		
XRAY TABLE W/Fixtures				
APRON + GLOVE RACK	1	66.00	66.00	
LEAD RUBBER BLOCKER	1	18.00	18.00	
ID PRINTER XRAY	1	154.00	154.00	
LEAD APRON	1	83.00	83.00	
LEAD GLOVES	1	100.00	100.00	
Film HOLDER (METAL)	1	71.00	71.00	
VIEW BOX 14 X 17"	2	98.00 ea	196.00	
XRAY CASSETTS (MCI OPTRONIX)				
8 X 10 INTENSI	2	N/C	—	
10 X 12 LEAD	2	N/C	—	
11 X 14 BLOCKER	2	75.00 ea	150.00	
14 X 17 SCREENS	2	90.00 ea	180.00	
Hi-Plus Screens		—		
14 X 17	2pr.	136.00 ea	272.00	
10 X 12	2pr.	69.00 ea	138.00	
UNEXPOSED Film				
8 X 10's				
10 X 12's				
11 X 14's				
14 X 17's				
PAKO COLD WATER DEVELOPER	1	4,825.00	4825.00	

Inventory (2/14/83) Dr Smith

Doctors office (left)

1) 2 metal bookcases - Adjustable shelves 35.00 each
2) 2 straight chair 20.00 each
3) 1 swivel chair on castors 45.00
4) 1 IV pole
5) 1 desk 125.00
6) 1 desk light 15.00 7) one telephone answering unit 40.00.
8) [illegible] pads

Waiting Room

1) 11 straight chairs 7 + 4 arm 25.00 each
2) one coat rack 25.00
3) 2 small tables (for magazines) 15.00 each
4) 2 wall lights 30.00 each
5) [illegible] magazines

Doctors office (right)

1) 1 desk 150.00
2) 1 desk light 10.00
3) 1 straight chair c̄ Arms 25.00
4) 1 swivel chair c̄ castors c̄ Arms 45.00
5) 1 Burdick DC 180 defibrillator
6) [illegible] pads

Board Room

1 one conference table 45.00
2 to straight chair 20.00 each
1 one small typing desk 25.00
1 one swivel type typing chair 20.00
1 one typing stand 20.00
1 one desk light 15.00
1 one typewriter (Electric 200.00
1 two small filing cabinets 100.00 2 dr.
two storage lockers 75.00 each
1 one portable type refrigerator 25.00

X ray Room

1 one Fischer Xray & developing tank
1 one Xray film holder for chest Xrays (wall unit)
1 one viewing box
2 two straight chairs 15.00 each
1 one lead apron
1 one pair lead gloves

Secretary's Office

1 one small desk 40.00
1 one large desk 95.00
1 one filing cabinet 40.00 each
1 one typing stand 45.00
1 one large filing cabinet 150.00
1 one small large filing cabinet (wall unit) 100.00
1 one calculator 35.00

1 one typing chair 15.00
1 one stool & cushion 10.00
1 [illegible] 15.00
5 Posting Trays - 10.00 each

Exam room #2

1) one exam table
2) one straight chair 10.00
3) one rollar type stool 10.00
4) one small desk 15.00
5) one tympanometer, model 35R (American Electromedics Corp.)
6) one W.A. oph. & otoscope, wall unit
7) one gooseneck light
8) one waste basket (metal) 5.00
9) one sphygmomanometer
10) one [illegible] 3.00

Exam room #1

1) one exam table
2) one rollar type stool 10.00
3) one small desk 15.00
4) one Birtcher Hyfrecator, model 733
5) one sphygmomanometer
6) one W-A oph. & otoscope
7) one surgical stand
8) one gooseneck light
9) one fiber waste basket 1.00
10) [illegible] 3.00

Exam Room # 4

1) One exam table
2) One straight chair 10.00
3) One roller-type stool 10.00
4) One small desk 15.00
5) One Burdick EKG machine (Model EK-5A)
6) One Welch-Allyn Opth & otoscope (wall unit)
7) One sphygmomanometer; wall unit, Trimline
8) One gooseneck adjustable light 9) one waste-basket (fiber).
10) Oxygen cylinder & pressure gauges
11) Scott paper-towel dispenser 3.00

Office

1) One desk 125.00
2) One swivel chair & castors 20.00
3) One filing cabinet 50.00

Exam Room # 3

1) Exam table
2) One straight chair 10.00
3) One roller-type stool 10.00
4) One small desk 15.00
5) One baby scales
6) One W-A opth. & otoscope (wall unit)
7) One sphygmomanometer, wall unit
8) One goose-neck light 9) one waste-basket (metal) $5.00

These Prices are quoted by me from past experience (14 years). These prices do not reflect new or purchase cost from retailers.

Irvin A. Sutton

Hallway

1) one wheelchair
2) one AB Dick 960 copier ?
3) one Detecto scaler
4) one incubator
5) one portable refrigerator 25.00
6) one autoclave - Pettit & Crane
7) one microscope, Amer. Optical, # 150
8) one Stat-tek blood sugar determination unit (Bio-dynamica)
9) one Ruda-crit centrifuge

3.00 10) 4-SPLIT PAPER TOWEL disp
11) 1 vision chart (lighted)

[illegible]

[illegible] unit
[illegible] units
electric
[illegible]
[illegible] refrigerator

[illegible]
[illegible]
[illegible] + Lighted
Welch Allyn + Emergency
Medicines

FOSTER LIBER 8 PAGE 186

FOSTER MEDICAL CORPORATION

Physicians and Hospital Supplies

Branch · FOSTER/Murray-Baumgartner
· 8985 Yellow Brick Road
· Baltimore, MD 21237

Phone (301)682-3800

Queen Anne Medical Center
P. O. Box 210
Routes #456 & #301
Queenstown, MD 21658

ATTENTION: Dr. Willard Smith

March 18, 1983

QUOTATION

QUANTITY	DESCRIPTION	UNIT PRICE	TOTAL
	Omni Clave, OCM	$200.00	
	Incubator, Model 200A	175.00	
	Aspirating Ring	100.00	
	Centrifuge Readacrit	150.00	
	EKG Machine	600.00	
	Examining Tables, 4 @ $200.00	800.00	
	Scales	45.00	
	Mobile Stand	50.00	
	Baby Scales	45.00	
	Examining Room Desks, 5 @ $50.00	250.00	
	Wall Transformers, 5 @ $35.00	175.00	
	Compact Refrigerator (for drugs, specimens, etc.)	100.00	
	Gooseneck Lamps, 4 @ $10.00	40.00	
	Wall-Mount Blood Pressure, 5 @ $15.00	75.00	
	Sundry Jar Sets, 5 @ $4.00	20.00	
	Illuminated Eye Chart	20.00	
	Mayo Stand with Tray and Casters	30.00	
	Opthalmoscope, 5 @ $25.00	125.00	
	Otoscope, 5 @ $15.00	75.00	
	Child Inflation Systems	5.00	
	Large Adult Inflation System, 2 @ $8.00	16.00	
	Bedpans, 2 @ $1.00	2.00	
	Optivisor Head Lamps, 2 @ $4.00	8.00	
	Stools, 5 @ $25.00	125.00	
	I. V. Pole	12.00	
	Reader Chart	1.00	
	Urinometer	1.50	
	Step Wastecans, S/S, 5 @ $10.00	50.00	
	Oxygen Cylinder Regulator	25.00	
	Tank Regulator - 02 - 15 LMP Gauge	25.00	

THIS QUOTATION IS SUBJECT TO ACCEPTANCE WITHIN 30 DAYS

FOSTER MEDICAL CORPORATION

C O N T I N U E D

By _____

Approved By _____

3833

FOSTER

PAGE 2

MEDICAL CORPORATION

Physicians and Hospital Supplies

SAME

Branch • FOSTER/Murray-Baumgartner
• 8985 Yellow Brick Road
• Baltimore, MD 21237

Phone (301)682-3800

March 18, 1983

QUOTATION

ITEM NO	DESCRIPTION	UNIT PRICE	TOTAL
	Basins, S/S, 5 @ $2.50	$ 12.50	
	Basins, Vollrath Emesis	NO VALUE	
	Utility Tray with Cover, 2 @ $10.00	20.00	
	Instrument Tray with Cover, 5 @ $4.00	20.00	
	Instrument Tray, 6 @ $4.00	24.00	
	Tube Gauze Applicator	3.00	
	Wheelchair	100.00	
	Stat TKE Machine	190.00	
	Sigmoidoscope	75.00	
	Cast Cutter	100.00	
	Plaster Spreader	35.00	
	Suction Machine	75.00	

THIS QUOTATION IS SUBJECT TO ACCEPTANCE WITHIN 30 DAYS

FOSTER MEDICAL CORPORATION

Respectfully submitted

LIBER 8 PAGE 188

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles Sale WAS
RECEIVED FOR RECORD THIS 8th
DAY OF May 19 84 AT 2:46 P.M.
RE ..... AND RECORDED IN
LIBER MWM 8, folio 173 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.

Marguerite M. Manpin
CLERK

ARTICLES OF SALE

BETWEEN

QUEEN ANNE'S COUNTY PRIMARY HEALTH CARE, INC. (MD. CORP) Transferor

AND

WILLARD F. SMITH AND ELIZABETH JEAN SMITH Transferees

MAY -8-84 A #23980 *****10.00

approved and received for record by the State Department of Assessments and Taxation of Maryland October 14, 1983 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

16

Recorded in Liber 2613, folio 3815, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ _____ Recording fee paid $ 40.00 Special Fee paid $ _____
4.00 Certif to Queen Annes Co land record office
$ 44.00

To the clerk of the Circuit Court of Queen Annes County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 149066

bt

~~1280~~
001772

RA Res.

ARTICLES OF INCORPORATION
OF
ESSEX CREDIT CORP.

FIRST: I, Austin L. Sedicum, Jr., whose post office address is Main Street, Route 2, Chester, Maryland 21619, being at least eighteen (18) years of age, hereby file these Articles of Incorporation 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 Essex Credit Corp.

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

(1) To own, operate, run and manage a business for the purpose of lending, brokerage of marine and other loans, leasing and charters, as well as all other types of loans including maritime related purposes;

(2) To carry on any other business in connection with the foregoing whether manufacturing or otherwise;

(3) To acquire (by purchase, lease, or otherwise), own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situated, within or without the State of Maryland;

(4) To organize, incorporate and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law;

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

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

(7) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in connection with any person, firm, association or corporation; and

32348269
LIBER 8 PAGE 189

~~3217805~~ CP

6/8/84 original mailed to Kaufman & Crain
222 Severn Ave.
P.O. Box 3323
Annapolis, MD 21403

(8) To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations formed under the Acts above referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business, or to limit or restrict any of the powers of the corporation, and the said corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Third of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this State is Main Street, Route 2, Box 794, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Austin L. Sedicum, Jr., Main Street, Route 2, Box 794, Chester, Maryland 21619. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand 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 Bylaws 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 directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Gene R. Schiavone, Austin L. Sedicum, Jr. and Geraldine M. Zito.

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 the stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

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

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

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

(3) To the extent that an officer or director of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article NINTH.

(4) Any indemnification under paragraph (1) or (2) of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer or director is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article NINTH. Such determination shall be made: (a) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested shareholders so directs, then by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

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

(6) Agents and employees of the Corporation who are not officers or director of the Corporation may be indemnified under the same standard and procedures set forth above, in the discretion of the shareholders of the Corporation.

(7) Any indemnification pursuant to this Article 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 an officer or director, and shall inure to the benefit of the heirs and personal representatives of such a person.

001777

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of August, 1983, and I acknowledge the same to be my act.

WITNESS:

Austin L. Sedicum, Jr.

6064C-67

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

THIS Arts Inc. WAS
RECEIVED FOR RECORD THIS 8th
DAY OF May 1984 AT 2:46 P.M.
RE ..... AND RECORDED IN
LIBER MWM 8 folio 189 Arts Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite M. Manlin

ARTICLES OF INCORPORATION

OF

ESSEX CREDIT CORP.

MAY -8-84 A 23981 ******5.5

approved and received for record by the State Department of Assessments and Taxation of Maryland August 22, 1983 at 11:11 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber ~~2608~~ 2633, folio ~~1279~~ 001771 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 146789

gcp

PILGRIM MARINE EAST CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, William F. Jones, 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: PILGRIM MARINE EAST CORPORATION.

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 sales, leasing, construction and repair of sailing and power marine vessels and to engage in any other lawful purpose and/or business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is Piney Narrows Yacht Haven, Routes 50 & 301, Chester, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is William F. Jones. Said Resident Agent is an individual 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, no par value.

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

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

The name of the Director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is: William Rauch, III.

33008109

Edward A. Worley, P.O. Box 827, Annapolis, Md 21404

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: 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.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present

or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 26th day of October, 1983.

WITNESS:

Patricia P. Fyr

William F. Jones
WILLIAM F. JONES

3ad

ARTICLES OF INCORPORATION

OF

PILGRIM MARINE EAST CORPORATION

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Inc. WAS
RECEIVED FOR RECORD THIS 8th
DAY OF May 1984 AT 2:46 P.M.
RE ..... AND RECORDED IN
LIBER MOM 8 folio 196 Arts Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

MAY -8 84 A 23982 ******5.(

CLERK

Marguerite M. Manbin

approved and received for record by the State Department of Assessments and Taxation of Maryland October 27, 1983 at 9:14 o'clock AM. as in conformity with law and ordered recorded.

4

Recorded in Liber 2616, folio 2660, 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
84 MAY -8 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.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 149614

LIBER 8 PAGE 199

tb

6/18/84 original mailed to James O. McCarthy, Jr., Esq. 150 South St., Suite 202 Annapolis, Md 21401

VA

ARTICLES OF INCORPORATION

OF

SCOTT A. DUNCAN, INC.

"A CLOSE CORPORATION"

FIRST: The undersigned, SCOTT A. DUNCAN, whose post office address is 10 Petinot Court, Stevensville, Maryland 21666, being at least twenty-one (21) years of age, does hereby act as incorporator with the intention of forming a close corporation under and by virtue of the general laws of the State of Maryland. The corporation formed herein shall be "A Close Corporation" as authorized by Title 4, Corporations and Associations Article of the Annotated Code of Maryland and Supplement.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is: "SCOTT A. DUNCAN, INC."

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

(A) To erect, install and maintain traffic control devices of every type and to act as a general contractor for the construction, repairing and remodeling of traffic control devices of all kinds and for the doing of any and all other business and contracting incidential thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidential to the furtherance or the carrying out of the powers or purposes herein mentioned.

(B) 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,

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

(D) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of or voting trust certificates for any shares of stock 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 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 of 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.

(E) 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.

(F) To loan or advance money with or without security, without limitation as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration,

and to secure the payment thereof and the interest thereon, by mortgage or any part of the property of the Corporation, real or personal, including contract rights; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

(H) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any part 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 of the aforesaid places.

(I) The aforegoing 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, objects 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. Nothing herein shall be construed as an attempt to secure powers not obtainable or exercisable by corporations organized under the laws of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 10 Petinot Court, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in this state is SCOTT A DUNCAN, 10 Petinot Court, Stevensville, Maryland 21666. The said resident agent is a citizen of this state and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of no par value, being all of one class, i.e., common stock.

SIXTH: The Corporation shall have no Board of Directors from and after the date of the first organizational meeting of the Corporation next following the acceptance of these Articles of Incorporation by the State Department of Assessment and Taxation; the name of the Director who shall act until the said organizational meeting is SCOTT A. DUNCAN, 10 Petinot Court, Stevensville, Maryland 21666.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 17 day of October, 1983.

Scott A. Duncan (SEAL)
Scott A. Duncan

STATE OF MARYLAND
ANNE ARUNDEL COUNTY, TO WIT:

I HEREBY CERTIFY that on this 17th day of October, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared SCOTT A. DUNCAN, and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and notarial seal.

JAMES D. McCARTHY, JR. NOTARY PUBLIC ANNE ARUNDEL CO., MD.

James D. McCarthy
Notary Public

My Commission Expires:
July 1986

LIBER 8 PAGE 264

ARTICLES OF INCORPORATION

OF

SCOTT A. DUNCAN, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Inc. WAS
RECEIVED FOR RECORD THIS 8th
DAY OF May 1984 AT 2:46 P.M.
RE ..... AND RECORDED IN
LIBER MWM 8 Folio 300 Arts Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite M. Martin CLERK

MAY -8-84 A #23983 ******5.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 24, 1983 at 10:50 o'clock AM. as in conformity with law and ordered recorded.

5

Recorded in Liber 2614, folio 2870, 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
1984 MAY -8 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.

Gail B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS

A 149410

tb

LA

LIFT - WALK, 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 Lift - Walk, Inc.

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

1(a) To manufacture, use, buy, sell, lease, deal in, or in any way turn to account patented and unpatented machines, apparatus, applicances, products and property;

(b) To manufacture, use, buy, sell, lease, and deal in all materials and articles required in the manufacture and use of such machines, apparatus, appliances, products and property;

(c) To undertake, conduct, manage, assist, promote, and engage or participate in every kind of research or scientific, experimental, design, or developmental work, including pure or basic research, related or incidental to the accomplishment of such purposes;

(d) To acquire by purchase, exchange, lease, bequest, or otherwise, to import, manufacture, produce, to hold, own, use, manage, improve, alter, develop, and to grant a security interest in, pledge, sell, export, assign, transfer, lease, exchange, or otherwise dispose of or deal in or with, goods, commodities, wares, machinery, supplies, merchandise, and all other personal property of every kind and description, tangible or intangible, wheresoever situate, and any and all rights, interests, or privileges therein;

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

32878171

6/8/84 original mailed to Robert R. Price, Jr. Esq. Centreville, Md 21617

(e) To establish, maintain, and conduct training schools, courses, and programs in connection with the manufacture, sale, installation, use, maintenance, improvement, or repair of machines, apparatus, appliances, products, or properties, and of articles required in the use thereof or used in connection therewith, sold, leased, or otherwise dealt in by the Corporation, either along or in association with any other persons, firms, associations, or corporations, and in any part of the world, to such extent as a corporation organized under the Laws of the State of Maryland may now or hereafter lawfully do.

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 103 Lawyers Row, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is Stephen F. Wilson, 103 Lawyers Row, 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, assignment, gift, devise or operation of law.

LAW OFFICES
ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
758-1890

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: Stephen F. Wilson and Robert R. Price, III.

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

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

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

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

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

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 aforegoing Articles of Incorporation to be my act.

WITNESS my hand and seal this ___ day of _____, 1983.

WITNESS:

_____ Robert R Price III (SEAL)

ROBERT R. PRICE, III

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

I HEREBY CERTIFY, that on this ___ day of _____, 1983, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert R. Price, III, and acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

_____

Notary Public

My commission expires: 7/1/86

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

...TE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.,
I HEREBY CERTIFY THAT
...S ...Arts/Inc..... WAS
...EIVED FOR RECORD THIS ...8th...
...Y OF May 19 84 AT 2:46 P.M.
... AND RECORDED IN
...ER ...WM 8, Pts 205 Arts/Inc.
...ECORD BOOK FOR QUEEN ANNE'S
...OUNTY

CLERK.

Marguerite E. Manbeck

ARTICLES OF INCORPORATION

OF

LIFT - WALK, INC.

MAY -8-84 A 23984 ******5.0

approved and received for record by the State Department of Assessments and Taxation of Maryland October 14, 1983 at 9:48 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2613, folio 3608, 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'S OFFICE
84 MAY -8 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 149029

LIBER 8 PAGE 209

tb

6/18/84 original mailed to Harvey Jacobs, Esq
Suite 1009, 11300 Rockville
Pike, Rockville, Md 20852

PA

3733

LIBER 8 PAGE 210

ARTICLES OF INCORPORATION

OF

MiJo's, Inc.

The undersigned, MICHAEL L. PETTY, whose post office address is 18 Bl. Kent Cove, Stevensville, Maryland 21666, and who is over twenty-one (21) years of age, does hereby present these Articles for the formation of a close corporation as set out in Title 4-201 of the Annotated Code of Maryland (1957).

ARTICLE I

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

MiJo's, Inc.

ARTICLE II

NATURE OF BUSINESS

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

1. To maintain and operate an air and land cargo service from BWI to Maryland, Virginia and Washington, for the purposes of transporting freight, express, securities, and articles of merchandise of every nature and description.

2. To compile tax returns for and act as tax advisers, financial advisors, appraisers, and engineers for all persons, firms, partnerships, corporations, banks, estates, and companies, associations and institutions of every kind, and all natural or corporate beings whatsoever.

3. To conduct and carry on the business of home improvements including building, repairing, erecting, altering, carpentry, or doing any other work in connection with any and all classes of building and improvement of any kind and nature whatsoever.

4. To carry on the business of manufacturing, purchasing, selling, trading and dealing in advertising and display signs of every kind and character.

5. To do any act or thing and exercise any power which is suitable, convenient, or proper, and which is permitted by law, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified.

32768177

7. To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland.

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, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this 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 powers, 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.

ARTICLE III

ADDRESS

The post office address of the principal office of the Corporation in Maryland is:

18 B 1. Kent Cove
Stevensville, Maryland 21666

The name and post office address of the registered agent of the Corporation in Maryland is:

Michael Louis Petty
18 B 1. Kent Cove
Stevensville, Maryland 21666

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

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares at no par value, all of one class.

ARTICLE V
DIRECTORS

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:

Michael L. Petty

ARTICLE VI

DEFINITION, LIMITATION AND REGULATION OF CORPORATE POWERS

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

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

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

ARTICLE VII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the

Board of Directors, proposed by the Board of Directors to the Stockholders, and approve at a stockholders' meeting by a unanimity of the stock entitled to a vote thereof, unless all of the Directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

ARTICLE VIII

PERPETUAL DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 11, 14 day of ~~June~~ July, 1983.

Michael L. Petty
MICHAEL L. PETTY

STATE OF MARYLAND,
COUNTY OF MONTGOMERY, to wit:

I HEREBY CERTIFY that on this 11th day of ~~June~~ July, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MICHAEL L. PETTY, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS MY HAND AND NOTARIAL SEAL the day and year above written.

Janet P. Bourdosis
NOTARY PUBLIC

JANET P. BOURDOSIS NOTARY PUBLIC MONTGOMERY COUNTY, MD.

My Commission Expires:
[illegible] 1, '86

LIBER 8 PAGE 214

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 8th
DAY OF May 1984 AT 2:46 P.M.
RE AND RECORDED IN
LIBER MWB 8 Pg 214 Jno Ritchie
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite E. Manbeck

ARTICLES OF INCORPORATION

OF

MIJO'S, INC.

MAY -8-84 A 23985 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland October 3, 1983 at 9:48 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2612, folio 3732, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

RECEIVED
CLERK, CIRCUIT COURT
1984 MAY -8 PM 2:46
QUEEN ANNE'S COUNTY

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.

Earl B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 148534

tb

1986

RAD

The Figaro Committee for the Bicentennial
of the Treaty of Paris, Incorporated

ARTICLES OF INCORPORATION

FIRST: The undersigned, Therese M. Meredith, whose post office address is Route 1, Box 272, Stevensville, MD 21666, 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 is: The Figaro Committee for the Bicentennial of the Treaty of Paris, Incorporated.

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

To organize and coordinate cultural events to celebrate the Bicentennial of the Treaty of Paris.

To conduct historical research related to these celebrations.

To sponsor educational and informative programs related to this commemoration.

To engage in any other lawful act or activity for which corporations may be organized under the general laws of the State of Maryland.

FOURTH: The post office address of the principal office of the corporation in Maryland is Route 1, Box 272, Stevensville, Queen Anne's County, MD 21666.

The name and address of the resident agent in Maryland are Therese M. Meredith, Route 1, Box 272, Stevensville, Queen Anne's County, MD 21666

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK. THIS CORPORATION SHALL BE A NON-PROFIT CORPORATION.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the by-laws of

32718226

LIBER 8 PAGE 215

6/8/84 original mailed to Jamison Meredith, Jr.
Rt. 1, Box 272-A
Stevensville, Md 21666

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the by-laws of the Corporation, and the name of the director who shall act until the first meeting or until successors are duly chosen and qualified is Therese M. Meredith.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these articles of Incorporation on August 2, 1983, and acknowledge the same to be my act.

Therese M. Meredith

Therese M. Meredith

Jamison Meredith

Witness:
Jamison Meredith

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Rec WAS
RECEIVED FOR RECORD THIS 8th
DAY OF May 1984 AT 2:46 P M
AND RECORDED IN
LIBER Mem 8, folio 215 Cels Rec
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite E. Franklin

ARTICLES OF INCORPORATION

OF

THE FIGARO COMMITTEE FOR THE BICENTENNIAL OF THE TREATY OF PARIS, INC.

MAY -8-84 A 23986 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland September 28, 1983 at 10:15 o'clock AM. as in conformity with law and ordered recorded.

3
1985

Recorded in Liber 2 6 1 2 , 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 $

CLERK'S OFFICE
1984 MAY -8 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.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS

A 148321

DM

LIBER 8 PAGE 217

6/8/84 original mailed to Corporate Agents, Inc. P.O. Box 1281 Wilmington, Del 19899

LIBER 8 PAGE 218

RA

ARTICLES OF INCORPORATION

PARKS GARAGE, 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 PARKS GARAGE, 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 R.D. #1, Box 232, Centreville, Queen Anns County, Maryland 21617. The name and post office address of the resident agent is Charles E. Parks and the above address. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares 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, and so long as there are less than two (2) stockholders, the number of directors may be less than two (2) 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: Ephraim Parks, Jr., and Charles E. Parks.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on September 15, 1983 and severally acknowledged the same to be my act.

32718034

Jacqueline N. Casper

Jacqueline N. Casper

32718033

~~32628137~~

STATE OF DELAWARE)

COUNTY OF NEW CASTLE)

I, HEREBY CERTIFY that on this fifteenth day of September, A.D. 1983, 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 notarial seal, the day and year last above written.

CAROLYN E. McKOWN
Notary Public, Delaware
Commission expires December 10, 1985

Carolyn E. McKown
Notary Public

LIBER 8 PAGE 220

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Inc. WAS
RECEIVED FOR RECORD THIS 8th
DAY OF May 1984 AT 2:46 P.M.
RE ..... AND RECORDED IN
LIBER Num 8, Folio 218 Arts Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite E. Manbeck CLERK

ARTICLES OF INCORPORATION

OF

PARKS GARAGE, INC.

MAY -8-84 A 23987 ******5.0

approved and received for record by the State Department of Assessments and Taxation of Maryland September 28, 1983 at 8:36 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2612, folio 1923, 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 $ _____

RECEIVED
CLERK OF CIRCUIT COURT
84 MAY -8 PM 2:46
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. Kilby

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONÆ VOLUNTATIS TUÆ CORONASTI NOS

A 148311

DM

ARTICLES OF INCORPORATION

LADD MARINE, INC.

(A CLOSE CORPORATION UNDER TITLE FOUR OF THE

CORPORATIONS AND ASSOCIATIONS ACT)

FIRST: I, THE UNDERSIGNED, whose post office address is 126 West Street, Annapolis, Maryland 21401, being at least twenty-one 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 LADD MARINE, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Act.

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

a. To operate a marina and a marine repair service and in connection therewith, to build, repair, design, maintain or clean, to broker and to buy and sell boats and to engage in, conduct and carry on any and all functions of a marina and marine repair service.

b. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise either along or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objectives 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 objectives and purposes.

c. To carry out all or any part of the aforesaid objectives and purposes, and to conduct its buiness in all or any of its branches, in any or all states, territories, districts and possessions of the United States

32718002

LIBER 8 PAGE 221

6/18/84 Rigond. mailed to James Nupes, Esq. 126 West St. Annapolis Md 21401

of America and foreign countries.

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

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

FIFTH: The post office address of the principal office of the Corporation in this State is Ladd Marine, Inc., Route 18, Grasonville, Maryland 21638. The name and post office address of the resident agent of the Corporation in this State is 115 Charles Street, Annapolis, Maryland 21401. Said agent is an individual actually residing in this State. Robert A. Ladd is the resident agent at the above address.

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: The Corporation shall issue shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares, only if the issuance of such shares, or such 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 of the Corporation or after the completion of the organizational meeting of the directors and the first issuance of stock, by unanimous vote of all stockholders. 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 or after the completion of the organizational meeting of the directors and the first issuance of stock, by unanimous vote of all stockholders, 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 or after the completion of the organizational meeting of the directors and the first issuance of stock, by unanimous vote of all stockholders, thereof shall deem advisable; provided that the provisions of this Article are not in conflict with Article 4-503 of the Annotated Code of Maryland.

EIGHTH: After the completion of the organizational meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are Robert A. Ladd, and Anthony T. Ladd.

NINTH: After the completion of the organizational meeting of the Board of Directors and the first issuance of stock, a consolidation, merger or transfer of Assets of the Corporation not in the ordinary course of business shall be approved by the unanimous vote of the stockholders.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 27 day of September, 1983, and acknowledge same to be my act.

WITNESS:

George Hunter

James L. Myers
JAMES L. MYERS
Incorporator

VERIFICATION:

I do solemnly declare and affirm under the penalities of perjury that the contents of the aforegoing Articles of Incorporation are true and correct to the best of my knowledge, information and belief.

DATE: 9/27/83

James L. Myers
JAMES L. MYERS
Incorporator

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Inc. WAS
RECEIVED FOR RECORD THIS 8th
DAY OF May 1984 AT 2:46 P.M.
AND RECORDED IN
LIBER MWM #8, folio 221 Arts Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite L. Manbeck

ARTICLES OF INCORPORATION

OF

LADD MARINE, INC.

MAY -8-84 A #23988 ******50

approved and received for record by the State Department of Assessments and Taxation of Maryland September 27, 1983 at 2:28 o'clock p.M. as in conformity with law and ordered recorded.

1544

Recorded in Liber 2612, 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.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 148246

LIBER 8 PAGE 225

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CONSOLIDATED BAY INVESTORS, 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, Basil Wadkovsky, whose post office address is 105 Court Street, Chestertown, Maryland, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

CONSOLIDATED BAY INVESTORS, INC.

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

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

1. To purchase, lease and 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, growing, harvesting, picking, and sorting, bosing, packing, shipping, buying, and selling, at wholesale and retail, all kinds of fruit, vegetable, farm, grain and garden products, and to carry on all other business incident thereto or connected therewith; and to do a general commission broker's business in any or all of the foregoing products.

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

FIFTH: The post office address of the principal office of the Corporation in this state is Route 4, Primrose Point, Chestertown, Maryland 21620. The name and post office address of the resident agent of the Corporation in this State is C. David Muth, Route 4, River Road, Chestertown, Maryland 21620. The said resident agent is an individual actually residing in this state.

Basil Wadkovsky
CHESTERTOWN, MD. 21620

FEB APR 16 P 2

32[illegible]32 41078323

LIBER 8 PAGE 227

6/8/84 original mailed to Basil Wadkovsky, Esq.
105 Court St.
Chestertown, Md 21620

SIXTH; The total number of shares of capital stock which the Corporation has authority to issue if 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 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 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) and (c) of the Indemnifications 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 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.

Basil Wadkovsky
CHESTERTOWN, MD. 21620

001896

~~004~~

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this _____ day of August, 1983, and I acknowledge the same to be my act.

Basil Wadkovsky

Basil Wadkovsky
CHESTERTOWN, MD. 21620

LIBER 8 PAGE 230

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts. of Inc. WAS
RECEIVED FOR RECORD THIS 18th
DAY OF May 19 84 AT 9:50 A.M.
AND RECORDED IN
LIBER MWM #8 Folio 227 Cons. Bay Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margaret Ann Hawkins

ARTICLES OF INCORPORATION

OF

CONSOLIDATED BAY INVESTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 29, 1983 at 9:35 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber ~~2608~~ 2642 ~~folio 001~~ 001893 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECEIVED
CLERK, CIRCUIT COURT
1984 MAY 18 AM 9:50
QUEEN ANNE'S COUNTY

A 147088

MAY 18-84 * 24393 *******5.00
MAY 18-84 A # 24393 *******5.00

ms

6/13/84 original mailed to Revenue, Payne & Davis, P.O. Box 949 Salisbury, Md 21801

ARTICLES OF INCORPORATION

OF

SHORE STOP OF CENTREVILLE, INC.

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Donald C. Davis, whose post office address is 212 East Main Street, Salisbury, Wicomico County, Maryland, 21801, being at least eighteen (18) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, particularly the Provisions of 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: Shore Stop of Centreville, Inc..

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

(a) To engage generally in the convenience store and dairy market business and to do and engage in all other activities directly or indirectly related thereto.

(b) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes (including specifically alcoholic beverages), and to generally deal in groceries and grocery products.

(c) To conduct the business of a service station, which business shall include dealing in gasoline and all other petroleum products, all kinds of oils and products used for motor fuel or lubrication, all manner of accessories and appliances to be used on motor vehicles of every description, and other articles and items useful to or desirable for patrons of such a service station; the washing of motor vehicles, and such other business as is usual, proper, and necessary in such enterprise.

(d) To establish, purchase, lease as lessee, or otherwise acquire, own, operate, and maintain, sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all power to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

(e) To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the

33078028

corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any persons, firm, association, or corporation, paying for the same in cash, stock, or bonds, of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount; to execute contracts of any nature whatsoever, including contracts of indemnity, suretyship and guaranty.

(f) To carry on any other businesses which may seem to the corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate the transaction of its business, or any part thereof, or in the transaction of any business that may be calculated, directly or indirectly, to enhance the value of its property or rights, provided that in the transaction of its business the corporation shall at all times be subject to the laws and statutes of each state or foreign country in which the same may be transacted, or its property may be located. The foregoing statement and purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

(g) Nothing herein contained shall be construed as authorizing the corporation to possess the power of issuing bills, notes or other evidences of debt for circulation as money, or the power of carrying on the business of receiving deposits of money, or the business of buying gold or silver bullion or foreign coins, or the business of banking or insurance.

(h) In addition to the aforegoing purposes, objects, and business, the corporation shall, at all times, have and enjoy all of the other rights, privileges, powers and immunities provided under the General Laws of the State of Maryland or any future addition thereof or enlargements thereof.

FOURTH: The post office address of the principal office of the corporation is Broadway and Liberty Streets, Centreville, Queen Anne's County, Maryland 21617. The resident agent of the corporation is Donald C. Davis, whose address is 212 East Main Street, Salisbury, Maryland 21801. Said resident agent is a citizen of 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, having a par value of Ten Dollars ($10.00) per share, all of which shares are of one class and are designated "common capital stock". The aggregate par value of all shares having a par value is One Hundred Thousand Dollars ($100,000.00).

(a) Each share holder shall be entitled to a stock certificate or certificates certifying the number and kind of shares owned by him. Said certificate shall be signed by the proper officers of the corporation as provided in the By-Laws and shall thereafter be sealed with the seal of the corporation.

(b) Shares of stock shall be transferred only on the books of the corporation by the holder thereof in person or by a duly authorized attorney and the old certificate, duly endorsed, shall be surrendered and cancelled before a new certificate is issued.

(c) Each stock certificate, upon issue, shall contain a clear reference to the fact that the Corporation is a close corporation.

SIXTH: The Corporation shall initially have one director, and Donald C. Davis shall act as such until the first annual meeting or until his successors are duly chosen and qualified. The number of directors may be changed in any lawful manner as the By-Laws may, from time to time provide, which number shall be at least one (1) but not more than nine (9).

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following, subject to such restrictions, if any, as may be set forth and included in Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland:

(a) 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 may determine, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

(b) 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 net profits of the corporation 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 in purchasing or acquiring any of the shares of the stock of the corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) 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 and the times and prices of redemption.

(d) 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 all other corporation or unincorporated business entities.

(e) May by Resolution passed by a majority of the whole Board, designate one or more committees, each to consist of one (1) or more of the Directors of the Corporation, which to the extent provided in said Resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it, and such committees shall have such names as may be stated in the By-Laws or as may be determined by Resolution adopted by the Board of Directors.

(f) When and as authorized by the affirmative vote of the holders of a majority of the voting stock issued and outstanding at any stockholders meeting duly called for that purpose, or when authorized by the written consent of the holders of the majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

(g) To adopt and carry into effect employee and officers pension, hospitalization, and other benefit plans.

EIGHTH: 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 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 was not such a director or officer of such other corporation or not so interested.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 31st day of October, 1983.

WITNESS:

Loveta Schwerer

DONALD C. DAVIS (SEAL)

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 31st day of October, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DONALD C. DAVIS and acknowledged the foregoing Articles of Incorporation to be his act.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Renée L. Lando
NOTARY PUBLIC

My Commission Expires: 7/1/86

LIBER 8 PAGE 236

ARTICLES OF INCORPORATION

OF

SHORE STOP OF CENTREVILLE, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT THIS Arts of Inc WAS
RECEIVED FOR RECORD THIS 31st
DAY OF May 1984 AT 11:57 A.M.
RE ..... AND RECORDED IN
LIBER MWM 8 Folio 231 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK.

Marguerite W. Manlove

MAY 31-84 * 24868 ******5.00
MAY 31-84 A 24868 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland November 2, 1983 at 3:07 o'clock P M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2617, folio 0347 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
FILED MAY 31 11:57
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. Kilby

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 149801

tb

2K

2961

DEPENDABLE CONTRACTING COMPANY, INC.

ARTICLES OF INCORPORATION

FIRST: I, Gabriel J. Poggi, whose post office address is 7 Central Avenue, Glen Burnie, MD 21061, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is DEPENDABLE CONTRACTING COMPANY, INC.

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

(1) To operate as an excavation and hauling contractor and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 387, Stevensville, MD 21666. The name and post office address of the Resident Agent of the Corporation in this State is Kevin Quinn, P. O. Box 387, Stevensville, MD 21666. Said Resident Agent is an individual actually residing in this State.

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

33258465

6/13/84 original mailed to Gabriel Poggi, Esq.
7 Central Ave #9
Glen Burnie Md 21061

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 and Gabriel J. Poggi.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

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

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or

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

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

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article Ninth or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorney's fees) actually and reasonably incurred by

him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article Ninth.

(4) Any indemnification under paragraphs 1 or 2 of this Article Ninth (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article Ninth. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

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

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

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

TENTH: The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby

substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all the assets of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16 day of November, 1983. and acknowledges the same to be my act.

WITNESS:

Gabriel J. Poggi

LIBER 8 PAGE 242

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Inc WAS
RECEIVED FOR RECORD THIS 31st
DAY OF May, 1984 AT 11:57 A.M.
AND RECORDED IN
LIBER MWM 8 folio 237 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite M. Manbeck

ARTICLES OF INCORPORATION

OF

DEPENDABLE CONTRACTING COMPANY, INC.

MAY 31-84 * 24869 ******5.
MAY 31-84 A # 24869 ******5.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 21, 1983 at 12:01 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2619, folio 2960, 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
1984 MAY 31 AM 11:57
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.

Gail B. Ashman

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 150700

DM

ARTICLES OF INCORPORATION

OF

C. & S. SNACK BAR, INC.

THIS IS TO CERTIFY:

FIRST: WE, THE UNDERSIGNED, GERALD E. TOPPER, whose post office address is 545 Park Avenue, Towson, Maryland, 21204, THERESA A. STORKE, whose post office address is 2214 Queensbury Drive, Fallston, Maryland, 21047, and THERESA L. DORAN, whose post office address is 545 Park Avenue, Towson, Maryland, 21204, 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. & S. SNACK BAR, INC.

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

(a) To enter into contract agreements or other documents necessary to operate and conduct a snack bar in the Queen Anne's Bowling Lanes Establishment.

(b) To purchase and sell at retail to patrons of Queen Anne's Bowling Lanes light refreshments.

(c) To do any and all things which may be deemed expedient for the advancement and promotion of the best interests of the body corporate.

FOURTH: The Post Office address of the principal office of the Corporation in this State is C. & S. Snack Bar, Inc., C/O Queen Anne's Bowling Lanes, U.S. Route 213, Queen Anne's County, Maryland. The name and address of the resident agent of the Corporation in this State is Clark E. Copenhaver, 10755 Bridlerein Terrace, Columbia, Maryland. Said resident agent is a citizen of this State and actually resides herein.

GERALD E. TOPPER
ATTORNEY AT LAW
545 PARK AVENUE
TOWSON, MARYLAND 21204
296-4268

33188650

6/13/84 original mailed to Gerald E. Topper, Esq
545 Park Ave
Towson, MD 21204

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is One Thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Gerald E. Topper, 545 Park Avenue, Towson, Maryland, 21204; Theresa A. Storke, 2214 Queensbury Drive, Fallston, Maryland, 21047 and Theresa L. Doran, 545 Park Avenue, Towson, Maryland, 21204.

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

(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 is hereby empowered to authorize the issuance of One Thousand (1,000) fully paid and nonassessable 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).

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 10th day of November, 1983.

WITNESS:

Geraldine C. Doran — Gerald E. Topper (SEAL)
GERALD E. TOPPER

Geraldine C. Doran — Theresa A. Storke (SEAL)
THERESA A. STORKE

Geraldine C. Doran — Theresa L. Doran (SEAL)
THERESA L. DORAN

GERALD E. TOPPER
ATTORNEY AT LAW
545 PARK AVENUE
TOWSON, MARYLAND 21204
296-4288

The undersigned (Incorporators) Certify under penalty of perjury that the matters and facts as set forth in these Articles of Incorporation are true and correct in all material respects; and said incorporators further acknowledge the aforegoing to be their own act.

Gerald E. Topper

Gerald E. Topper

Theresa A. Storke

Theresa A. Storke

Theresa L. Doran

Theresa L. Doran

GERALD E. TOPPER
ATTORNEY AT LAW
548 PARK AVENUE
TOWSON, MARYLAND 21204
296-4288

LIBER 8 PAGE 246

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts Inc. WAS
FILED FOR RECORD THIS 31st
DAY OF May, 1984 AT 11:57 A.M.
AND ..... AND RECORDED IN
LIBER MCG No. 8 Fol. 243 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite M. Manlen

MAY 31-84 * 24870 ******5.00
MAY 31-84 A 24870 ******5.00

ARTICLES OF INCORPORATION

OF

C. & S. SNACK BAR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 14, 1983 at 12:18 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 1618, folio 1101, 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 $ _____

1984 MAY 31 AM 11:57
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.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 150454

DM

ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S BOWLING LANES, INC.

THIS IS TO CERTIFY:

FIRST: WE, THE UNDERSIGNED, GERALD E. TOPPER, whose post office address is 545 Park Avenue, Towson, Maryland, 21204, THERESA A. STORKE, whose post office address is 2214 Queensbury Drive, Fallston, Maryland, 21047 and THERESA L. DORAN, whose post office address is 545 Park Avenue, Towson, Maryland, 21204, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is QUEEN ANNE'S BOWLING LANES, INC.

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

(a) To operate and manage bowling lanes as recreational facilities for the enjoyment of interested parties;

(b) To acquire, hold, operate and dispose of any and all privileges, rights, franchises and concessions;

(c) To buy, sell, lease, mortgage and exchange any and all real and personal property which may be necessary, advantageous or proper in the conduct of its business;

(d) This corporation will be a "Subchapter S" Corporation in accordance with provisions of section of Internal Revenue Code as the Corporation elects to have the Corporation considered as a partnership for tax purposes;

(e) To engage in any other related or unrelated lawful business or operation that may be considered in the best interests of the body corporate.

FOURTH: The Post Office address of the principal office of the Corporation in this State is Queen Anne's Bowling Lanes, U.S. Route 213, Queen Anne's County, Maryland. The name and address of the resident agent of theCorporation in this State is E. WAYNE KRAUS, whose post office address is 3923 Klausmier Road, Baltimore, Maryland, 21236.

GERALD E. TOPPER
ATTORNEY AT LAW
545 PARK AVENUE
TOWSON, MARYLAND 21204
296-4288

33118339

6/13/84 Original mailed to Gerald E. Topper, Esq. 545 Park Ave Towson, Md. 21204

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

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is One Thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three: and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Gerald E. Topper, 545 Park Avenue, Towson, Maryland, 21204; Theresa A. Storke, 2214 Queensbury Drive, Fallston, Maryland, 21047; and Theresa L. Doran, 545 Park Avenue, Towson, Maryland, 21204.

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 is hereby empowered to authorize the issuance of One Thousand (1,000) fully paid and nonassessable 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)

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 31st day of October, 1983.

WITNESS:

Geraldine C. Doran — Gerald E. Topper (SEAL)
GERALD E. TOPPER

Geraldine C. Doran — Theresa A. Storke (SEAL)
THERESA A. STORKE

Geraldine C. Doran — Theresa Lee Doran (SEAL)
THERESA L. DORAN

GERALD E. TOPPER
ATTORNEY AT LAW
545 PARK AVENUE
TOWSON, MARYLAND 21204
296-4268

The undersigned (Incorporators) Certify under penalty of perjury that the matters and facts as set forth in these Articles of Incorporation are true and correct in all material respects; and said Incorporators further acknowledge the aforegoing to be their own act.

Gerald E. Topper
GERALD E. TOPPER

Theresa A. Storke
THERESA A. STORKE

Theresa L. Doran
THERESA L. DORAN

GERALD E. TOPPER
ATTORNEY AT LAW
545 PARK AVENUE
TOWSON, MARYLAND 21204
296-4288

LIBER 8 PAGE 250

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
THIS Arts/Inc. WAS
RECEIVED THIS 31st
DAY OF May 1984 AT 11:57 A.M.
AND RECORDED IN
LIBER MWM 8 folio 247 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite M. Manders

ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S BOWLING LANES, INC.

MAY 31-84 * 24871 *******
MAY 31-84 A 24871 *******

approved and received for record by the State Department of Assessments and Taxation of Maryland November 7, 1983 at 11:15 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2617, folio 2984, 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 $

MAY 31 11:57
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 150150

tb

Name O.K. per D.K.

BAY STATE INSURANCE AGENCY, LIMITED

A Maryland Close Corporation
Organization Pursuant to Title 4 of
The Corporation and Association Article
Of the Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Michael Francis Zimmer, whose post office address is 702 Shi Lane,Stevensville, Maryland 21666, being at least eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Law of the State of Maryland.

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

BAY STATE INSURANCE AGENCY, LIMITED

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 purpose for which the Corporation is formed are:

1. To sell insurance of all kinds and for all purposes, to individuals, associations, professionals, professional associations, corporations and any other persons or legal entities; 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 702 Shi Lane, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in this state is Michael Francis Zimmer, 702 Shi Lane, Stevensville, Maryland 21666. Said resident agent is an individual actually residing in the state of Maryland.

33088091
~~32928162~~
~~32798160~~ ~~32628657~~

LIBER 8 PAGE 251

6/13/84 Original mailed to Donald F. Lentzner, Esq. 7433 Baltimore-Annapolis Blvd. Glen Burnie, Md. 21061

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5000) shares of common stock, without par value.

SEVENTH: The 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 Michael Francis Zimmer.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporation 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 a specific case by (a) an affirmative vote at a duly constituted meeting of the majority of the Board of Directors who were not parties to the proceeding; or (b) an affirmative vote, at a duly constituted meeting of the majority of all the votes cast by stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstance.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 14th day of Sept, 1983, and I acknowledge the same to be my act.

MICHAEL FRANCIS ZIMMER

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

I HEREBY CERTIFY, that on this 14th day of September, 1983, before me, a Notary Public of the state and county aforesaid, personally appeared MICHAEL FRANCIS ZIMMER, and made oath in due form of law, and who acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS, my hand and Notarial Seal:

My Commission Expires:

July 1, 1986

Notary Public

LIBER. 8 PAGE 254

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Inc. WAS
RECEIVED FOR RECORD THIS 31st BAY STATE INSURANCE AGENCY, LIMITED
DAY OF May 1984 AT 11:57A M.
AND RECORDED IN
LIBER MWM 8 Folio 251 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION

OF

MAY 31-84 * 24872 ******5.
MAY 31-84 A 24872 ******5.

CLERK

Marguerite W. Manbeck

approved and received for record by the State Department of Assessments and Taxation of Maryland November 4, 1983 at 9:33 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber 26M, folio 1440, 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 $

1984 MAY 31 AM 11:57
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. Kilby

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 149893

tb

062381

The Board of Directors of Fallon Inc., a corporation in the state of Maryland on 12/11/80 duly approved a resolution as follows:

RESOLVED: That the address of the principal office and the address of the resident agent, George M. Fallon, is changed from 12204 Madeley Lane Bowie, Md. 20715 to #4 Longpoint Rd. Box 86 Grasonville Md. 21638. The corporation has been notified in writing of the resident agent's change of address.

I, Pearline L. Fallon, Secy/Treas., certify under the penalities of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Pearline L. Fallon
Secy/Treas.

1983 DEC 27 A 9:56

33578132

LIBER 8 PAGE 255

7/18/84 orig. mailed to Fallon, Inc., 4 Longpoint Rd.
Box 86
Grasonville, Md 21638

LIBER 8 PAGE 256

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS
AND PRINCIPAL OFFICE

OF

FALLON, INC.

JUN 18-84 * 25534 *******1.25
JUN 18-84 A 25534 *******1.25

received for record December 27, 1983 , at 9:56 A. M.

and recorded on Film No. 2621 Frame No. 002380 one of

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

To the clerk of the Circuit court of Queen Annas County 67

AA Nº 19461

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

70-75

CLERK OF CIRCUIT COURT
1984 JUN 18 AM 9:54
QUEEN ANNE'S COUNTY

Return to: Fallon, Inc.
4 Longpoint Rd., Box 86
Grasonville, Maryland 21638

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Inc. WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June 1984 AT 9:54 A.M.
RE ..... AND RECORDED IN
LIBER MWM 8 folio 255 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

re

Marguerite H. Manber

AT5-070

001919

PINEY NARROWS MARINE INC.

ARTICLES OF AMENDMENT

PINEY NARROWS MARINE INC., a Maryland corporation, having its principal office in Grasonville, 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 deleting Articles Second, Third, Fourth, Fifth, Seventh and Ninth and inserting in lieu thereof respectively the following:

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

EAST 50 YACHTS, INC.
(A Close Corporation)

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

(1) Dealing, selling, leasing, repairing and financing boats and marine equipment.

(2) To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures, and other evidences of indebtedness of all kinds, and to secure the same by pledge, mortgage, or otherwise, without limit as to amount, and to provide for payment of the same by deposited cash, sinking funds or otherwise.

(3) To purchase or otherwise acquire, and to own, develop, sell, mortgage or otherwise dispose of real estate, real property, and all interests and rights therein, without limit on amount and to the same extent as natural persons might or could do, and in any part of the world.

(4) To buy or otherwise to acquire any other enterprise adapted to be carried on in connection with the Corporation's business, together with the good will, rights, property and assets of all kinds thereto appertaining, and in connection therewith to assume any of the liabilities of any person, firm or corporation, and to pay for the same in cash, stock, debentures or other securities of the Corporation.

33268149

LIBER 8 PAGE 257

7/18/84 orig. mailed to Friedman & Friedman
First Nat'l Bank Bldg.
Light & Redwood Sts.
Balto. Md 21201

(5) To contract freely with any person, firm or corporation, private or public, and to carry out and fulfill contracts of every sort and kind, and to purchase, lease or otherwise acquire any and all rights, privileges and franchises convenient or profitable to carry out in connection with the corporate purposes and corporate business of the Corporation.

In furtherance and not in limitation of the purposes aforesaid and of the general powers conferred by the laws of the State of Maryland, it is hereby expressly provided that the Corporation shall have the following further additional powers:

To do any and all other acts or things which may be necessary or incidental to the carrying out of any or all of the aforegoing powers or of the proper transaction of the business which may be incidental to or in furtherance of the said business or any branch or part thereof.

Fourth: The post office address of the principal office of the Corporation in Maryland is Route 50, Grasonville, Maryland 21638. The name and post office address of the resident agent of the Corporation in Maryland is Louis F. Friedman, 1400 First National Bank Building, Baltimore, Maryland 21202. Said resident agent is a citizen of Maryland and actually resides therein.

Fifth: The number of directors of the Corporation shall be one (1).

Seventh: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the power of the Corporation and of the director and stockholder:

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

(2) The Board of Directors of this Corporation is hereby empowered to authorize the purchase or purchases of shares of its own capital stock and the making of such contract therefor when and in the manner that the Board, in its discretion, may deem right and proper.

(3) No contract or other transaction between this corporation and any other corporation, partnership, individual or other entity 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 directors, principals, partners or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the Board of Directors or to a committee of the Board of Directors if the matter involves a committee decision, and the contract, transaction or act shall be authorized, approved or ratified by a majority of disinterested directors on the Board or on such committee, as the case may be, even if the number of disinterested directors constitutes less than a quorum or (ii) the contract, transaction or act shall be authorized, ratified or approved in any other manner permitted by the Maryland General Corporation Law.

(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 which alter the contract rights of any class of outstanding stock as expressly set forth in the charter.

(5) To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents, and employees and those persons who, at the request of the Corporation, serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities.

Ninth: The Corporation shall be a close corporation as authorized by §4-201(a) of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: By unanimous consent of the entire Board of Directors of the Corporation, dated November 18, 1983, a resolution was adopted declaring the aforesaid Amendment advisable and directed that the proposed Amendment be submitted for action thereon by the sole Stockholder of the Corporation.

THIRD: A consent in writing, setting forth approval of the aforesaid Amendment as proposed, was signed by the sole Stockholder of the Corporation entitled to vote thereon and such consent is filed with the records of the Corporation.

IN WITNESS WHEREOF, Piney Narrows Marine, 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 November 18, 1983.

ATTEST:

Gary P. Aiken, Secretary

PINEY NARROWS MARINE, INC.

BY: Jon Holmquist, President

THE UNDERSIGNED, President of Piney Narrows Marine, Inc., who executed on behalf of said Corporation the aforegoing Article of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the aforegoing Article 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 respects, under the penalties of perjury.

Jon Holmquist, President

PINEY NARROWS MARINE, INC. (SEAL) MARYLAND 19 70

STATE OF ..... QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Amd WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June 1984 AT 9:57 A M
RE ..... AND RECORDED IN
LIBER MWM #8 folio 257 Charter
RECORDS OF QUEEN ANNE'S
COUNTY
CLERK

Mary [illegible]

ARTICLES OF AMENDMENT

OF

PINEY NARROWS MARINE INC.

Changing its name to:

EAST 50 YACHTS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 22, 1983 at 8:36 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2622, folio 061918, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JUN 18-84 * 25535 ******5.00
JUN 18-84 A # 25535 ******5.00

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

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. [illegible]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 151057

7/18/84 orig. mailed to Michael R. Foster, Esq.
P.O. Box 367
Stevensville, Md 21666

LIBER 8 PAGE 262 06227

ARTICLES OF INCORPORATION

CHESAPEAKE POTTERY, INC.

FIRST: I, Michael R. Foster, whose post office address is P.O. Box 367, Margan Building, 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

CHESAPEAKE POTTERY, INC.

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

1. To engage in the wholesale and retail sales and distribution of pottery, glassware and crafts and other consumer products; 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 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 Route 50 & Kirkley Road, Queenstown, Maryland 21658. The name and post office address of the Resident Agent of the Corporation in this State is Randolph B. Knight, Route 50 & Kirkley Road, Queenstown, Maryland 21658. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital

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

33358016

stock which the Corporation has authority to issue is Five Thousand (5000) shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen or qualified are:

Randolph B. Knight

Frank M. Hardy

Luther Knight

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

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

062276

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of November, 1983, and I acknowledge the same to be my act.

WITNESS:

Kathy J. Johnson

Michael R. Foster

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

I HEREBY CERTIFY, that on this 3RD day of November, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MICHAEL R. FOSTER, and he acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Kathy J. 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

ARTICLES OF INCORPORATION

OF

CHESAPEAKE POTTERY, INC.

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SS:
I HEREBY CERTIFY THAT
THIS Arts. of Inc. WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June 84 AT 9:58 A.M.
IN ..... AND RECORDED IN
MWJM #B folio 262 Charter
CLERK OF QUEEN ANNE'S

FEES

Margaret [illegible]

approved and received for record by the State Department of Assessments and Taxation of Maryland December 1, 1983 at 10:01 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2622, folio 062273, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JUN 18-84 * 25538 ******5.00
JUN 18-84 A 25538 ******5.00

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

To the clerk of the circuit Court of Queen Annes County

CLERK'S OFFICE
1984 JUN 18 AM 9:58
QUEEN ANNE'S COUNTY

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 151116

7/18/84 rec'd. mailed to Barnes & Gregory Centreville, Md 21617

LIBER 8 PAGE 266

063818

ARTICLES OF INCORPORATION

OF

KENTMORR AIRSTRIP, INC.

THIS IS TO CERTIFY;

FIRST: That the undersigned, Robert C. Martin, whose post office address is 218 Kentmorr Road, Stevensville, Maryland (21666), being an adult over the age of 18 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

KENTMORR AIRSTRIP, INC.

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

(a) To establish, own and/or operate and maintain facilities and services for and of a landing strip or airfield for small, general aviation uses and to perform all usual and customary services ancilliary thereto as necessary or convenient.

(b) To form and operate a social and recreational club consisting of aircraft pilots and/or owners and/or other persons interested in private non-commercial aviation; to enhance the pleasures and recreational aspects of flying small aircraft through the fellowship of members having a common interest therein; and to promote recreational and sport aviation at Kentmorr Airstrip on Kent Island, Maryland; PROVIDED HOWEVER, that the membership of this social and recreational club shall not be discriminate against any person or persons on the basis of race, color or religion.

(c) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, or turn to account, or deal in, all or any part of the property or estate of the corporation, whether real, personal and mixed, wheresoever situate and from time to time vary any of the assets investments or capital of the corporation.

(d) To buy, sell, mortgage, lease, rent, build upon, improve, develop, use, dispose of and otherwise deal in and with any land or lands, or interest therein, 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 under its control, or of enhancing its value, or which may be considered necessary, advisable or convenient for promoting the general interest or welfare of the corporation.

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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 218 Kentmorr Road, Stevensville, Maryland (21666), and the resident agent of the corporation is Robert C. Martin, whose post office address is 218 Kentmorr Road, Stevensville, Maryland (21666). Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have at least three, and not more than ten directors, and Robert C. Martin, whose post office address is 218 Kentmorr Road, Stevenville, Maryland (21666), Charles W. Atwell, whose post office address is 310 Kentmorr Road, Stevensville, Maryland (21666) and Joseph Fichera, whose post office address is 11312 Marlee Avenue, Clinton, Maryland (20735), 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 Ten Thousand (10,000) shares having a par value of $10.00 per share, 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 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 more than one class or classes; and further 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.

(c) Stock certificates shall not be issued to any subscriber until fully paid, and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 20TH day of October, 1983.

WITNESS:

Anna B Ficlera

Robert C. Martin (SEAL)
ROBERT C. MARTIN

STATE ~~OR DISTRICT~~ OF Maryland
~~CITY OR~~ COUNTY OF Prince George's TO WIT:

I HEREBY CERTIFY, that on this 20TH day of October, 1983, before me, the subscriber, a Notary Public of the State ~~or District~~ of Maryland, in and for the ~~City or~~ County of Prince George's, personally appeared Robert C. Martin, and he did acknowledge the aforegoing Articles of Incorporation to be his act, that to the best of his knowledge, information and belief the matters and facts set forth above are true and correct in all material respects, and that the statements are made under the penalties of perjury.

AS WITNESS my hand and Notarial Seal.

Anna B Ficlera
NOTARY PUBLIC
My Commission Expires: July 1, 1986

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THE Arts / Incor WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June 1984 AT 9:58 A M.
RE ..... AND RECORDED IN
LIBER MWM #8 Folio 266 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margaret [illegible]

ARTICLES OF INCORPORATION

OF

KENTMORR AIRSTRIP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 5, 1983 at 10:36 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2622 003817, 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 $ ~~JUN 18-84 X 25539~~ ******5.00
JUN 18-84 A # 25539 ******5.00

CLERK
1984 JUN 18 AM 9:58
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. [illegible]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 151260

LIBER 8 PAGE 269

7/18/84 orig. mailed to Downes & Gregory
Centreville, Md 21617

PO-PAC, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 14 day of December, 1983, by and between Po-Pac, Inc., a Maryland corporation (hereinsfter sometimes referred to as the "transferor"), and Lippincott Sailing Yachts, Inc., a Maryland corporation, (hereinsfter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of Trsnsferee sre: Lippincott Sailing Yachts, Inc., whose post office address is c/o Robert C. Thompson, 8 East Goldsborough Street, Easton, Marylsnd (21601) and whose principsl place of business is Cedar Point Marina, Maryland Route 18, Kent Narrows, Grasonville, Maryland (21638).

THIRD: The nsme snd state of incorporstion of esch corporation party to these Articles of Sale and Trsnsfer are as follows:

Transferor is Po-Pac, Inc., a corporation organized under the laws of the Stste of Maryland.

Transferee is Lippincott Sailing Yachts, Inc., a corporation organized under the lsws of the State of Maryland.

FOURTH: The nature and amount of the considerstion to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is SEVEN HUNDRED TWENTY THOUSAND DOLLARS ($720,000.00).

FIFTH: The principal office of Transferor is Piney Narrows Yacht Haven, U.S. Routes 50-301, Kent Narrows, Grssonville, Maryland (21638). 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, Marylsnd.

SIXTH: The location of the principal office of Transferee in the State of Maryland is Cedsr Point Marina, Maryland Route 18, Kent Nsrrows, Grasonville, Maryland (21638).

SEVENTH: The Bosrd of Directors of Transferor, at s meeting on the 15th day of August, 1983, duly adopted a resolution declaring that the ssle, assignment snd transfer of substsntislly sll the assets of Transferor ss herein set forth is sdvisable and directing thst these Articles of Ssle and Trsnsfer be submitted for sction thereon by the stockholders of Transferor at s special meeting held on the 15th day of August, 1983, all in the manner snd by the vote required by the

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

By unanimous vote, these Articles of Sale and Transfer was approved by the stockholders of the Transferor and a resolution thereunto duly made and passed, 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: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved by unanimous vote of all stockholders and directors of Lippincott Sailing Yachts, Inc. at a special meeting held on August 15, 1983, all in the manner and by the vote required by the Charter of Transferee and by the Laws of the State of Maryland under which Transferee was organized, and a resolution thereunto duly made and passed and filed among the minutes of proceedings of stockholders and directors.

NINTH: In consideration of the payment of Transferor of Seven Hundred Twenty Thousand Dollars ($720,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, the following described lands, to wit:

ALL that tract or parcel of land situate, lying and being in the Fifth Election District of Queen Anne's County, State of Maryland, near Grasonville, and more particularly described by metes and bounds, courses and distances, according to a survey and plat thereof by William R. Nuttle, Registered Surveyor, dated May, 1971, as follows, to wit:

BEGINNING for the same at a point on the southwest side of Maryland Route 18 (40 feet wide), said point being the northeast corner of the herein described lands and the northwest corner of the lands of Herman Thompson; and running, thence, by and with said Herman Thompson lands South 16 degrees 31 minutes 10 seconds West - 10.75 feet to a marble monument and South 16 degrees 31 minutes 10 seconds West - 872.50 feet to a steel fence post beside a downed marble monument on the mean high waters of Marshy Creek; thence, by and with the mean high waters of said creek North 19 degrees 08 minutes 40 seconds West - 80.41 feet and South 70 degrees 37 minutes 40 seconds West - 218.79 feet; thence, across the mouth of a dredged boat basin, generally following the original shoreline, South 69 degrees 14 minutes 20 seconds West - 427.07 feet to a point on the mean high waters of said creek and a new division line

between the herein described lands and other lands of Walter Ellwood Thompson; thence, by and with said new division line North 15 degrees 41 minutes East - 28 feet to an iron pipe, and along the easterly side of a line of power poles North 15 degrees 41 minutes East - 1136.18 feet to an iron pipe and the aforementioned Maryland Route 18; thence, by and with the southwest side of said road South 77 degrees 30 minutes East - 582.34 feet to the place of beginning. Containing in all 12.865 acres, more or less.

RESERVING, however, unto the said Walter E. Thompson, et.ux., their heirs and personal representatives, the right to use for purposes of ingress and egress to and from their adjoining property a right of way over and across the herein described lands, as follows:

BEGINNING for the same at a point on the Southwest side of Maryland Route 18 (40 feet wide), said point being the Northwest corner of the herein described lands, and running thence by and with said Maryland Route 18 South 77 degrees 30 minutes East 50 feet to a point; thence South 15 degrees 41 minutes East 1,100 feet, more or less, to a point; thence North 77 degrees 30 minutes East 50 feet to a point; thence North 15 degrees 41 minutes East 1,100 feet, more or less, to the place of beginning.

THE AFORESAID right of way shall become null and void upon conveyance of their said adjoining lands to third parties or upon the death of the survivor of them, whichever event shall first occur.

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

IN WITNESS WHEREOF, Po-Pac, Inc., and Lippincott Sailing Yachts, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president, duly attested, on the day and year first above written.

ATTEST:

Patricia A. Layton
SECRETARY

PO-PAC, INC.

BY: A Lowell Layton
VICE President

(Place corporate seal here)

002750

LIPPINCOTT SAILING YACHTS, INC.

Richard W. Lippincott
ASST. SECRETARY

BY: Robert S. Lippincott
— President

(Place corporate seal here)

THE UNDERSIGNED, VICE President of Po-Pac, 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.

A Lamar Lyons
VICE President

SUBSCRIBED AND SWORN to before the undersigned, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, this 16 day of September, 1983.

Vachel L. Downes Jr.
NOTARY PUBLIC
My Commission Expires: 7-1-1986

THE UNDERSIGNED, — President of Lippincott Sailing Yachts, 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.

Robert S. Lippincott
President

SUBSCRIBED AND SWORN to before the undersigned, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, this 16 day of September, 1983.

Vachel L. Downes Jr.
NOTARY PUBLIC
My Commission Expires: 7-1-1986

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
THIS Arts / Lease WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June 1984 AT 9:58 A.M.
AND RECORDED IN
LIBER MWM 8 Folio 274 Charles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CLERK

Margaret [illegible]

ARTICLES OF SALE AND TRANSFER LIBER 8 PAGE 274

BETWEEN

PO-PAC, INC. (MD CORP.) Transferor

AND

LIPPINCOTT SAILING YACHTS, INC. (MD CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland December 16, 1983 at 10:28 o'clock A. M. as in conformity with law and ordered recorded.

002741

JUN 18-84 * 25540 ******5.00
JUN 18-84 A 25540 ******5.00

Recorded in Liber 2623, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

RECEIVED
CLERK OF CIRCUIT COURT
1984 JUN 18 AM 9:58
QUEEN ANNE'S COUNTY

Bonus tax paid $ _____ Recording fee paid $ 20.00 Special Fee paid $ _____
4.00 Conveyance Queen Anne Co. Land Records
4.00 Cert. of Transfer Talbot Co. Corp. Records

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. [illegible]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 151341

000577

ARTICLES OF INCORPORATION

OF

UPPER SHORE PRIVATE INDUSTRY COUNCIL, INC.

This is to certify that 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.

FIRST: The name of the corporation (which is hereafter called "the Corporation") is: UPPER SHORE PRIVATE INDUSTRY COUNCIL, INC.

SECOND: The Corporation has no authority to issue capital stock. The Members of the Corporation are also its directors and, whether meeting as directors or members, may exercise the rights and powers conferred by law upon members of a corporation not authorized to issue capital stock. The initial Members of the Corporation are: Robert E. Blades, Edward Evans II, Richard W. Howell, Barbara A. Johnson, Jerry Loux, James Lucas, Dennis S. Mesko, John E. Miller, Fred W. Pritchett, C. Daniel Saunders, Frank A. Tarbutton, Charlotte Turner, Robert L. Willey, Lee Willis, and Frank Wilson. Members may resign or be removed, vacancies may be filled and additional Members elected in a manner consistent with the hereafter-defined Job Training Acts, as provided in the Bylaws.

THIRD: The Corporation is formed solely for the following charitable, educational and public purposes:

(a) To function and exercise the powers of a "private industry council" for Caroline, Dorchester, Kent, Queen Anne's and Talbot Counties, Maryland, as referred to in the Job Training Partnership Act of 1982 (Public Law 97-300) and the Maryland Job Training Partnership Act (which laws, as they may be hereafter amended from time to time, are hereafter referred to collectively as "the Job Training Acts");

(b) To determine, in accordance with agreements with the appropriate chief elected official or officials designated pursuant the Job Training Acts, procedures for the development of job training plans, consistent with the Job Training Acts, for the area referred to in paragraph (a);

(c) To approve or disapprove proposed job training plans;

(d) To select grant recipients and entities to administer approved job training plans, in accordance with agreements with the appropriate chief elected official or officials designated pursuant the Job Training Acts;

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LIBER 8 PAGE 275

7/18/84 orig. mailed to John W. Sause, Jr.
204 N. Commerce St
Centreville, Md 21617

(e) To provide policy guidance for, and to review, monitor and evaluate, activities under job training plans, in partnership with the municipal corporations within the area referred to in paragraph (a);

(f) To review, monitor and evaluate programs conducted under job training plans;

(g) To make application for, receive and disburse Federal, State or funds in connection with any of the above purposes;

(h) 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, provided that such business, activity or power is consistent with the requirements of the Job Training Acts and is appropriate to promote and/or attain the other purposes set forth in this Article.

FOURTH: The address of the principal office of the Corporation in this State is: Chesapeake College, Wye Mills, Queen Anne's County, Maryland 21679. The resident agent of the Corporation is: Gerald W. Bilderback, Chesapeake College, Wye Mills, Queen Anne's County, Maryland 21679. The resident agent is a citizen of the State of Maryland who resides here.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of any Member or other individual; and no compensation shall be paid to any Member or officer except as a reasonable allowance for services actually rendered to the Corporation.

IN WITNESS WHEREOF I have signed these Articles of Incorporation on the 23rd day of November, 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
THIS Arts/Inc. WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June 1984 AT 9:58 A.M.
RE ..... AND RECORDED IN
LIBER MWM #8 Folio 275 Charter
RECORDS OF QUEEN ANNE'S COUNTY

ARTICLES OF INCORPORATION

OF

UPPER SHORE PRIVATE INDUSTRY COUNCIL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 7, 1983 at 10:17 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2623, folio 000576, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

1984 JUN 18 AM 9:58
QUEEN ANNE'S COUNTY

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

To the clerk of the Circuit Court of Queen Annes County

JUN 18 84 * 25541 ******5.00
JUN 18 84 * 25541 ******5.00

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 151360

cem

LIBER 8 PAGE 277

7/18/84 orig mailed to Summerfield & Wilson 110 Painters Mill Rd #6 Owings Mills Md 21117

ARTICLES OF INCORPORATION

OF

F & P TRUCK COMPONENTS, INC.

FIRST: I, the undersigned, JOSEPH PIEROSCHEK, whose post office address is Route 404 and Ned Owens Road, Wye Mills, Maryland 21679, being over 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:-

F & P TRUCK COMPONENTS, 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 to buy or lease real estate and erect thereon a building or buildings for the storage of trucks and tractors, or to buy or lease a building or buildings for that purpose and to engage in the business of storing trucks and tractors by the hour, day, week, month, or year. To buy and sell accessories and supplies for trucks and tractors and to repair and overhaul the same. To design, manufacture, buy and sell, and import and export supplies and accessories for automobiles, trucks and tractors of every make; to repair, reconstruct, and overhaul trucks and tractors of all kinds and makes; and to do any and every act or acts, thing or things necessary or incident to, growing out of, or connected with the usual conduct of such businesses, or any of them, or of any part or parts thereof, for the accomplishment of any of such purpose.

To engage in the business of buying and selling, trading in and dealing with, mortgaging and pledging and otherwise acquiring, holding, disposing of and encumbrancing, by any and all means whatsoever, all manner and form of personalty, realty and mixed property, to do and perform all other acts and deeds and to engage in all matters and things, and to enter into all other and sundry transactions and agreements, without restriction or limitation, that any and all other corporations organized under the laws of the State of Maryland may do, perform or enter into and to otherwise do anything permitted by Section 2-103 of the Corporations and

33438069

Associations Article of the Annotated Code of Maryland, as amended from time to time.

ITEM FIFTH: The post office address of the principal office of the corporation is Route 404 and Ned Owens Road, Wye Mills, Maryland 21679. The name and post office address of the Resident Agent of the corporation in this State is JOSEPH PIEROSCHEK, Route 404 and Ned Owens Road, Wye Mills, Maryland 21679. Said Resident Agent being an individual actually residing in this State.

ITEM 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, all of which are of one (1) class.

ITEM 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 thereof:

a) All shares of the stock of the corporation shall be redeemable by the corporation upon such terms and conditions and for such consideration as the Board of Directors may from time to time deem advisable. The alienation, transfer and assignment of the shares of stock of the corporation by operation of law or otherwise, shall be subject to such limitations, condition and restrictions as the Board of Directors may from time to time deem advisable.

b) A quorum, for purposes of meetings of the stockholders and of the Board of Directors, shall be as to the stockholders' meetings one hundred percent (100%) of the issued and outstanding shares of common stock, and as to the Directors, sixty-six and one hundred percent (100%) of all Directors need be present to constitute a quorum.

c) 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 Articles of Incorporation, 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.

ITEM EIGHTH: The number of directors of the corporation shall be two (2), which number may be increased or decreased pursuant to the bylaws of the corporation, but shall never be 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 qualify are:

JOSEPH PIEROSCHEK

JOSEPH A. FUERSTENBERG

ITEM 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 the present or former directors or officers of the corporation in connection with the proceeding to the fullest extent permitted by and in accordance with the indemnification section.

(3) With respect to any officer, employee, or agent other than the present or former director or officer, the corporation may indemnify such person in connection with the proceeding to the fullest extent permitted by and in accordance with the indemnification section; provided, however, that to the extent the officer, employee, or agent other than a present or former director or officer successfully defends on the merits or otherwise in a proceeding referred to in subsection (b) of the indemnification section of any claim, issue or matter raised in such proceeding, the corporation shall not indemnify such officer, employee, or agent 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 pursuant to subsection (e).

ITEM TENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto signed these Articles of Incorporation on this 7th day of December, 1983, and I acknowledge the same to be my act.

Witness _____ Joseph Pieroschek (SEAL)
JOSEPH PIEROSCHEK

MTW:mws
12/6/83

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles of Inc. WAS
RECEIVED FOR RECORD THIS 18th
DAY OF Jan. 1984 AT 9:58 A. M.
AND RECORDED IN
LIBER MLDM #8 Fol. 278 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margaret Ann Hardesty

ARTICLES OF INCORPORATION

OF

F & P TRUCK COMPONENTS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 9, 1983 at 8:50 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2623 , folio 001267 , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

1984 JUN 18 AM 9 58
QUEEN ANNE'S COUNTY

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

JUN 18-84 * 25542 ******5.00
JUN 18-84 A # 25542 ******5.00

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 151479

LIBER 8 PAGE 281 cem

7/18/84 orig. mailed to P. Marshall Long, Jr. Esq. 105 S. Commerce Centreville, Md 21617

P. MARSHALL LONG, JR., P.A.

ARTICLES OF INCORPORATION

FIRST: I, P. MARSHALL LONG, JR., whose post office address is 105 S. Commerce Street, Centreville, Maryland, 21617, being at least eighteen (18) years of age, and 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 Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is P. MARSHALL LONG, JR., P.A.

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

(1) To engage in the practice of law in the State of Maryland.

(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.

FOURTH: The post office address of the principal office of the Corporation in this State is 105 South Commerce, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is P. Marshall Long, Jr., 105 South Commerce Street, Centreville, Maryland 21617. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than Three (3). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

President: P. Marshall Long, Jr.

Vice-President: P. Marshall Long, Jr.

Treasurer: P. Marshall Long, Jr.

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 nor 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.

83 FEB 12 AM 11:46

33468468

33428107

002910

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of December, 1983, and I acknowledge same to be my act.

WITNESS:

---------- P. Marshall Long, Jr. (SEAL)
P. Marshall Long, Jr.

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

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class 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 nor 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;

(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 EIGHTH 3.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Incor. WAS
RECEIVED AND RECORDED THIS 18th
DAY OF Jun 1984 9:58 AM
RE .....
LIBER MWM #8 Folio 282 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margaret M. Mackin

ARTICLES OF INCORPORATION

OF

P. MARSHALL LONG, JR., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 12, 1983 at 11:46 o'clock PM. as in conformity with law and ordered recorded.

Recorded in Liber 2623, Folio 302 of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JUN 18 84 * 25543 ******5.00
JUN 18 84 A 25543 ******5.00

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

CLERK
1984 JUN 18 AM 9:58
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS

A 151530

cem

LIBER 8 PAGE 285

7/18/84 orig. mailed to Charles E. Smith, Esq.
P.O. Box 147
Ellicott City, Md 21638

002919

LIBER 8 PAGE 286

A+ CONCRETE REHAB, INC.
A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Association Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Jacquelynn M. Roberts, whose post office address is P.O. Box 324, Stevensville, Queen Anne's County, Maryland, being at least eighteen (18 years of age, hereby form a corporation under and by virtue of the General Laws of the State of Mayland.

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

A+ CONCRETE REHAB, INC.

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

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

(a) To engage in the business of laying, pouring, and finishing, of concrete and concrete related products

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

FIFTH: The post office address of the principal office of the Corporation in this State is P.O. Box 324, Stevensville, Queen Anne's, County, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Jacquelynn M. Roberts, P.O. Box 324, Stevensville, County, Maryland. Said Resident Agent is an individual actually residing in this State.

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

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002920

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 Jacquelynn M. Roberts.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 21stday of November, 1983.

Jacquelynn M. Roberts
Jacquelynn M. Roberts

ACKNOWLEDGMENT

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

Jacquelynn M. Roberts
Jacquelynn M. Roberts

LIBER. 8 PAGE 288

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Art. Inc. WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June 1984 AT 9:59 A.M.
RE AND RECORDED IN
LIBER MWM #8 Folio 286 Charters
CHARTER BOOK FOR QUEEN ANNE'S
COUNTY
CLERK
Marguerite M. Manahan

ARTILCES OF INCORPORATION

OF

A+ CONCRETE REHAB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 12, 1983 at 11:22 o'clock A M. as in conformity with law and ordered recorded.

002918

Recorded in Liber 2623, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

CLERK CIRCUIT COURT
1984 JUN 18 AM 9 59
QUEEN ANNE'S COUNTY

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

JUN 18-84 * 25546 ******5.00
JUN 18-84 A 25546 ******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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 151532

cem

001972

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

A MARYLAND CLOSE CORPORATION
ORGANIZED PURSUANT TO TITLE 4 OF THE
CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE
ANNOTATED CODE OF MARYLAND

Royden N. Powell, Jr., Inc., a Maryland corporation, having its principal office in Centreville, Maryland 21617 (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 elect that the Corporation be a Maryland Close Corporation from and after the date of acceptance of these Articles of Amendment by the Department, by adding a new ARTICLE EIGHTH as follows:

"EIGHTH: 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."

SECOND: ARTICLE FIFTH is deleted in its entirety and the following substituted in lieu thereof:

"FIFTH: The Corporation shall have no Board of Directors, from and after the acceptance of the Articles of Amendment by the Department."

THIRD: The Charter of the Corporation is hereby amended by deleting in their entirety paragraphs (a), (c), (d) and (e) of ARTICLE SEVENTH.

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

7/18/84 Original Mailed to David C. Bryan, Esq. -Centreville, Md 21617

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, ROYDEN N. POWELL, JR., 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, this 8th day of December 1983, and its President acknowledges that these Articles of Amendment are the act and deed of ROYDEN N. POWEll, JR., INC. and he declares, 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:

Roxanna L. Powell
Roxanna L. Powell
Secretary

ROYDEN N. POWELL, JR., INC.

BY: Royden N. Powell Jr.
Royden N. Powell, Jr.,
President

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
THIS Arts. Inc. WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June, 1984 AT 9:59 A M
AND RECORDED IN
LIBER MWM 8 folio 289 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Margaretta C. Murphy

ARTICLES OF AMENDMENT

OF

ROYDEN N. POWELL, JR., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 12, 1983 at 10:56 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2624, folio 001971 of the Charter Records of the State Department of Assessments and Taxation of Maryland.

1984 JUN 18 AM 9:59
QUEEN ANNE'S COUNTY

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

JUN 18-84 * 25547 ******5.00
JUN 18-84 A 25547 ******5.00

To the clerk of the circuit Court of Queen Annes County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 151881

7/18 184 orig. mailed to J. Donald Braden, Esq.
Centreville, Md 21617

LIBER 8 PAGE 292

003833

CENTREVILLE FORD TRACTOR CO., INC.
A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, J. Donald Braden, whose post office address is 102 Broadway, Farmers National Bank Building, P.O. Box 290, 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 CENTREVILLE FORD TRACTOR CO., 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 perform all activities associated with the sale and service of farm and agriculturally related equipment and supplies.

33558141

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

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 177, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State are Joseph R. Kaiser, Route 1, Box 177, 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 one thousand (1,000) shares, without par value.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20TH day of December, 1983, and I acknowledge the same to be my act.

J. Donald Braden

J. Donald Braden

LIBER 8 PAGE 294

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
THIS Arts / Inc. WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June 1984 AT 9:59 A M.
RE ..... AND RECORDED IN
LIBER MWM 48 folio 272 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite E. Marsden

ARTICLES OF INCORPORATION

OF

CENTREVILLE FORD TRACTOR CO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 21, 1983 at 9:29 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 624, folio 003832, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JUN 13 AM 9:59
QUEEN ANNE'S COUNTY

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

JUN 18-84 * 25548 ******5.00
JUN 18-84 A 25548 ******5.00

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. Kiel

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 152097

001655

SEVERN LEASING COMPANY

**A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland**

ARTICLES OF INCORPORATION

FIRST: I, JAMES F. ALLSOPP, whose post office address is P. O. Box 26, Thompson Creek Road, Stevensville, Maryland, 21166, 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 Severn Leasing Company.

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 purchase capital equipment of any kind for the purpose of retail leasing of same.

(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 26, Thompson Creek Road, Stevensville, Maryland, 21166. The name and post office address of the Resident Agent of the Corporation in this State are Benjamin Michaelson, Jr., Esquire, P. O. Box 11, Annapolis, Maryland, 21404. Said Resident Agent is an individual actually residing in this State.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of DECEMBER, 1983, and I acknowledge the same to be my act.

WITNESS:

Leslie R. Donaldson

James F. Allsopp
JAMES F. ALLSOPP

LAW OFFICES MICHAELSON & SIMMONS, P.A. ANNAPOLIS, MARYLAND 21404

336181-19

LIBER 8 PAGE 295

7/18/84 Original mailed to Michaelson & Simmons
P.O. Box 11
Annapolis, Md 21404

LIBER 8 PAGE 296

ARTICLES OF INCORPORATION

OF

SEVERN LEASING COMPANY

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts/ WAS
RECEIVED FOR RECORD THIS 18th
DAY OF June 1984 AT 9:55 A M.
RE ..... AND RECORDED IN
LIBER MWM 8 folio 295 Clerk
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite M. Thompson

approved and received for record by the State Department of Assessments and Taxation of Maryland December 27, 1983 at 11:45 o'clock AM. as in conformity with law and ordered recorded.

001654

Recorded in Liber 2625, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

1984 JUN 18 AM 9:59
QUEEN ANNE'S COUNTY

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

JUN 18-84 * 25549 ******5.00
JUN 18-84 A 25549 ******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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 152289

tb

000076

PHEASANT REALTY, INC.

ARTICLES OF DISSOLUTION

Pheasant Realty, Inc., a Maryland corporation having its principal office in Chaster, Md., Queen Anne County, Maryland (hereafter callad the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is es hereinabove set forth, and the post office address of the principel office of the Corporation in the State of Maryland is P.O. Box, #757, Chester, Maryland 21619, Queen Anne County.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, is

William H. Bittorf
PO Box 757
Chester, Md. 21619

Queen Anne County, Md.

Said resident agent is an individual actually rasiding in this State.

FOURTH: The name and post offica eddress of each of the directors of the Corporation are es follows:

Name	Post Office Address
William H. Bittorf	P.O. Box 757, Chester, Md. 21619
Edith H. Bittorf	P.O. Box 757, Chester, Md. 21619
Edith O. Stanfiald	Chester, Md. 21619
James H. Bittorf	P.O.Box #573, St. Michaels, Md.21663

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

Nama	Title	Post Office Address
William H. Bittorf	President	P.O. Box 757, Chester, Md. 21619
Edith H. Bittorf	Vice President	P.O. Box 757,Chester,Md. 21619
Edith O. Stanfield	Secretary	Chester, Md. 21619
Jemes H. Bittorf	Treasurar	P.O.Box 573, St. Micheels, Md. 21663

33558095

LIBER 8 PAGE 297

7/18/84 original mailed to William Bittorf
P.O. Box 757
Chester, Md 21619

SIXTH: There are no shares of stock entitled to vote on the dissolution of the Corporation either outstanding or subscribed for; and a majority of the entire board of directors, at a meeting of the Board of Directors of the Corporation duly convened and held on November 27, 1983, adopted a resolution authorizing the dissolution of the Corporation.

SEVENTH: The dissolution of the Corporation has been duly authorized by the entire board of directors.

EIGHTH: The Corporation has no known creditors.

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

NONE

IN WITNESS WHEREOF, these Articles of Dissolution are signed in the name and on behalf of Pheasant Realty, Inc. by the undersigned entire board of directors thereof on November 27 1983.

PHEASANT REALTY, INC.

By William H. Bittorf
William H. Bittorf

Edith H. Bittorf
Edith H. Bittorf

Edith O. Stanfield
Edith O. Stanfield

James H. Bittorf
James H. Bittorf

000,378

STATE OF MARYLAND,
City ~~County~~ of Baltimore, ss:

I HEREBY CERTIFY that on November 27, 1983, before me, the subscriber, a notary public of the State of Maryland in and for the County of Queen Anne, personally appeared William H. Bittorf, Edith H. Bittorf, Edith O. Stanfield and James H. Bittorf being the entire board of directors of Pheasant Realty, 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 William H. Bittorf 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, information and belief.

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

Heinz K Becker
Notary Public

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
hereby gives notice that ARTICLES OF DISSOLUTION
of the PHEASANT REALTY, INC.
were received for record on December 21, 1983
in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

Gene L. Burner
Director

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

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

PHEASANT REALTY INC.

have been paid.

WITNESS my hand and official seal this

13th day of DECEMBER A.D. 1983.

Patricia A. McKeal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Diolts WAS
RECEIVED FOR RECORD THIS 26th
DAY OF July 1984 AT 11:37 A.M.
AND RECORDED IN
LIBER MWM 8 fol. 297 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Margaretta Spencer

ARTICLES OF DISSOLUTION

OF

PHEASANT REALTY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 21, 1983 at 9:50 o'clock A M. as in conformity with law and ordered recorded.

000375

Recorded in Liber 2627, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JUN 26-84 * 25960 ******5 00
JUN 26-84 A 25960 ******5 00

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 152573

LIBER 8 PAGE 301

7/18/84 Original mailed to Turner & Thompson
109 Lawyers Row
Centreville, Md 21617

LEWIS, PIERSON ASSOCIATES, INC.

A Maryland Corporation

ARTICLES OF VOLUNTARY DISSOLUTION

LEWIS, PIERSON ASSOCIATES, INC., a Maryland corporation, having its principal office in Grasonville, Queen Anne's County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

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

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are John W. Lewis, Post Office Box 315, Route 18, Stevensville, Maryland 21666.

FOURTH: The name and address of each director of the Corporation are as follows:

John W. Lewis
P.O. Box 315
Route 18
Stevensville, Maryland 21666

T. Douglas Pierson
P.O. Box 428
Grasonville, Maryland 21638

Judith O. Lewis
P.O. Box 315
Route 18
Stevensville, Maryland 21666

Donna M. Pierson
P.O. Box 428
Grasonville, Maryland 21638

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

John W. Lewis, President
P.O. Box 315
Route 18
Stevensville, Maryland 21666

T. Douglas Pierson, Vice President
P.O. Box 428
Grasonville, Maryland 21638

Judith O. Lewis, Secretary
P.O. Box 315
Route 18
Stevensville, Maryland 21666

Donna M. Pierson, Treasurer
P.O. Box 428
Grasonville, Maryland 21638

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407 (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, LEWIS, PIERSON ASSOCIATES, 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 1st day of August, 1983, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of LEWIS, PIERSON ASSOCIATES, 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: LEWIS, PIERSON ASSOCIATES, INC.

Judith O. Lewis, Secretary

John W. Lewis, President

LIBER 8 PAGE 304

003507

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

August 10, 1983

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 Lewis, Pierson Associates, Inc. have been paid through August 10, 1983.

William H. Tolson

William H. Tolson, Treasurer
Queen Anne's County

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION

of the LEWIS, PIERSON ASSOCIATES, INC.

were received for record on December 30, 1983

in accordance with the provisions of Sec. 3-407 of the Corporations and Associations Article of the Code.

Gene L. Burner
Director

AUG. 24 003508

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

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

LEWIS, PIERSON ASSOCIATES INC.

have been paid.

WITNESS my hand and official seal this

22nd day of AUGUST A.D. 19 83

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

LIBER 8 PAGE 305

PS-409

LIBER 8 PAGE 306

ARTICLES OF DISSOLUTION

OF

LEWIS, PIERSON ASSOCIATES, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts. of Dissolution WAS
RECEIVED FOR RECORD THIS 26th
DAY OF June 1984 AT 11:37 A.M.
AND RECORDED IN
LIBER MWM 8 Folio 302 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite W. Menefee

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1983 at 4:30 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2628, folio 003504, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JUN 26-84 * 25961 ******5.00
JUN 26-84 A # 25961 ******5.00

Bonus tax paid $ _____ Recording fee paid $ 20.00 Special Fee paid $ 30.00

CLERK'S OFFICE
1984 JUN 26 AM 11:37
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.

A 152983

tb

001738

ARTICLES OF INCORPORATION

OF

COURT SQUARE ENTERPRISES, LTD.
(A Maryland Close Corporation)

(Organized pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland)

The undersigned, Lucy G. Shanahan, whose post office address is P. O. Box 207, Sudlersville, Maryland 21668, being at least eighteen (18) years of age, does hereby form a close corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE I

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

COURT SQUARE ENTERPRISES, LTD.

ARTICLE II

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

[a] To engage in the retail and wholesale restaurant and catering business, as principal or agent, including the purchase, preparation, sale and serving of food, food products and beverages.

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

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

[d] To do anything permitted for Close Corporations by the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

[e] To carry out all or any part of the aforesaid

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0877

7/18/84 original mailed to James E. Thompson, Jr., Esq. Centreville, Md 21617

purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependents of the United States of America and in foreign countries.

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

ARTICLE III

The post office address of the principal office of the Corporation is P. O. Box 207, Sudlersville, Maryland 21668. The principal office of the Corporation is located at 250 North Church Street, Sudlersville, Maryland 21668. The resident agent of the Corporation is Lucy G. Shanahan, who resides on North Church Street, Sudlersville, Maryland 21668, and whose post office address is P. O. Box 207, Sudlersville, Maryland 21668. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV

The total number of shares of stock which this Corporation is authorized to issue is one thousand (1000) shares having a par value of one hundred dollars ($100.00) each, all of which shares are of one class and are designated as common stock. The aggregate par value of all shares having par value is one hundred thousand dollars ($100,000.00).

ARTICLE V

After completion of the organization meeting of the directors and the issuance of the one or more shares of stock of the Corporation, the number of directors of the Corporation shall

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0877

be not less than one or more than five unless there shall be an election to have no Board of Directors pursuant to Section 4-302, Corporations and Associations Article, Annotated Code of Maryland (1975 edition as amended). The name of the director who shall act until there is an election to have no Board of Directors or until the first are duly chosen and qualified is Lucy G. Shanahan.

ARTICLE VI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the aforegoing 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 her name this 23 day of December, 1983, and acknowledged the same to be her act.

WITNESS:

Mary Lee Jester — Lucy G. Shanahan
LUCY G. SHANAHAN

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

I HEREBY CERTIDY, that on this 23rd day of December, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared LUCY G. SHANAHAN, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that she executed the same for the purposes therein contained.

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

MARY LEE JESTER NOTARY PUBLIC QUEEN ANNE'S CO., MD.

Mary Lee Jester
Notary Public
My Commission Expires: July 1, 1986

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0877

LIBER 8 PAGE 310

ARTICLES OF INCORPORATION

OF

COURT SQUARE ENTERPRISES, LTD.

STATE OF MARYLAND.
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Inc. WAS
RECEIVED FOR RECORD THIS 26th
DAY OF June 1984 AT 11:37 A.M.
E ..... AND RECORDED IN
LIBER MWM 8 folio 307 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite W. Hanson
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 4, 1984 at 8:34 o'clock AM. as in conformity with law and ordered recorded.

001737

Recorded in Liber 2627, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JUN 26-84 * 25962 ******5.00
JUN 26-84 A # 25962 ******5.00

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

CLERK'S OFFICE
1984 JUN 26 AM 11:37
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. Tilt

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 152677

tb

002090

THE SPA AT PROSPECT BAY, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 21st day of December, 1983, by and between The Spa At Prospect Bay, Inc., a Maryland corporation (hereinafter sometimes referred to as the "transferor"), and Charles F. Wheatley and Elaine J. Wheatley, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name and post office address are Charles F. Wheatley and Elaine J. Wheatley, Prospect Bay Drive West, Prospect Plantation, Grasonville, Maryland (21638).

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is The Spa At Prospect Bay, Inc., a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article SEVENTH herein, is FIVE HUNDRED THIRTY THOUSAND DOLLARS ($530,000.00).

FIFTH: The principal office of Transferor is 190 Rugby Road, Arnold, Maryland (21012). 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, Maryland.

SIXTH: The Board of Directors of Transferor, at a meeting on the 1st day of December, 1983, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor at a special meeting held on the 1st day of December, 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 Transferor.

By unanimous vote, these Articles of Sale and Transfer was approved by the stockholders of the Transferor and a resolution thereunto duly made and passed, 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.

7/18/84 Rig. mailed to Jared Wengerodt, Esq.
Pendle Bldg
Chestertown, Md 21620

SEVENTH: In consideration of the payment of Transferor of Five Hundred Thirty Thousand Dollars ($530,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, their heirs and assigns, the following described lands, to wit:

ALL that piece or parcel of land situate, lying and being in Queen Anne's County, Maryland, described as follows:

BEGINNING FOR THE SAME at the end of the 65th line of a survey description of Parcel No. 2 contained in Deed No. 2 from John Wesley Edel, et.ux., to Rockville Land Company, dated March 16, 1963, recorded among the Land Records of Queen Anne's County in Liber T.S.P. No. 71 folio 263, and running thence with the lands of, or formerly of, Rockville Land Company North 69 degrees 20 minutes 40 seconds West 999.65 feet, more or less, to a pipe, thence South 10 degrees 54 minutes 50 seconds West 87.99 feet to a pipe, thence South 04 degrees 28 minutes 50 seconds East 117.53 feet to a pipe, thence South 41 degrees 53 minutes 50 seconds East 46.24 feet to a post, thence South 33 degrees 36 minutes 10 seconds East 132.48 feet to a post, thence South 47 degrees 13 minutes 10 seconds East 28.12 feet to a post, thence South 35 degrees 43 minutes 50 seconds East 31.70 feet to a post, thence South 14 degrees 31 minutes 50 seconds East 178.81 feet to an iron pipe, thence South 01 degrees 08 minutes 00 seconds West 671.19 feet, more or less, to the mean high water line of Greenwood Creek and the end of the new division line between the herein described lands and the lands conveyed as aforesaid to Rockville Land Company, thence in a generally easterly and northerly direction by and with the mean high water line of Greenwood Creek to the place of beginning, containing 17.712 acres of land, more or less.

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

IN WITNESS WHEREOF, The Spa At Prospect Bay, Inc., has caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of Transferor corporation by its vice president, duly attested, on the day and year first above written.

ATTEST:

THE SPA AT PROSPECT BAY, INC.

SECRETARY

BY: _____ (SEAL)
Vice President

Bruce Henderson

Charles F. Wheatley, Jr. (SEAL)

Bruce Henderson

Elaine J. Wheatley (SEAL)

THE UNDERSIGNED, Vice President of The Spa At Prospect Bay, 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.

Vice President

SUBSCRIBED AND SWORN to before the undersigned, a Notary Public of the State of Maryland, in and for the County of Kent, this 21st day of December, 1983.

NOTARY PUBLIC

My Commission Expires: -1-1986

STATE OF MARYLAND
COUNTY OF QUEEN ANNE to wit:

I HEREBY CERTIFY that on this 21st day of December, 1983, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared CHARLES F. WHEATLEY and ELAINE J. WHEATLEY, known to me, or satisfactorily proven, to be the persons whose names are subscribed to the within Articles of Sale and Transfer and acknowledged that they executed the same for the purposes therein contained.

AS WITNESS my Hand and Notarial Seal.

NOTARY PUBLIC

My Commission Expires:

LIBER ARTICLES OF SALE AND TRANSFER 8 PAGE 314

BETWEEN

THE SPA AT PROSPECT BAY, INC. (MD CORP.) Transferor

AND

CHARLES E. WHEATLEY and ELAINE J. WHEATLEY (Individuals) Transferee

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts. Sale & Transfer WAS
RECEIVED FOR RECORD THIS 26th
DAY OF June 1984 AT 11:37 A.M.
E ..... AND RECORDED IN
LIBER MWM 8 folio 311 Land
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Margaret W. Wilson CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland December 21, 1983 at 3:02 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2628, folio 002086, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JUN 26-84 * 25963 ******5.00
JUN 26-84 A RF 25963 ******5.00

Bonus tax paid $ _____ Recording fee paid $ 20.00 Special Fee paid $ _____
Cert. of Conv. Queen Anne's Co. Land 4.00
Records 24.00

1984 JUN 26 AM 11:37
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 152815

002875

ARTICLES OF AMENDMENT
OF
GANNON & SON, INC.

(A Close Corporation Under Title 4
of the Corporations and Associations
Article of The Annotated Code of Maryland)

GANNON & SON, INC., a Maryland corporation ("Corporation") certifies that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by adding a new Article Eighth as follows:

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

SECOND: This Amendment was advised by the Board of Directors and approved by the sole stockholder of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf on this 3rd day of March, 1983 by its President who acknowledges that these Articles are the act of the Corporation and that to the best of his knowledge, information and belief and under penalties of perjury, all matters and facts contained in these Articles are true in all material respects.

ATTEST:

Pamela N. Gannon
PAMELA N. GANNON, Secretary

GANNON & SON, INC.

By Thomas N. Gannon (SEAL)
THOMAS N. GANNON, President

LIBER 8 PAGE 315

40118301

7/18/84 original mailed to Miles & Stockbridge
114 N. West St.
Easton, Md 21601

LIBER 8 PAGE 316

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts. of Amend. WAS
RECEIVED FOR RECORD THIS 26th
DAY OF June 1984 AT 11:37 A.M.
RE ..... AND RECORDED IN
LIBER MWM #8 Folio 315 Charter
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CLERK
Marguerite E. Manlove

ARTICLES OF AMENDMENT

OF

GANNON & SON, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 11, 1984 at 10:56 o'clock A M. as in conformity with law and ordered recorded.

002874

Recorded in Liber 2629, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Jun 26 84 25964 A RF ***5.00
Jun 26 84 25964* ***5.00

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

RECEIVED
84 JUN 26 AM 11:37
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen Annes County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 153195

bt

003026

ARTICLES OF INCORPORATION
OF
RICHARD J. BENNETT, INC.
(a Maryland Close Corporation)

FIRST: I, Richard J. Bennett, whose post office address is Route 1 - P 287, Prospect Bay, Graysonville, Maryland 21638, being at least twenty-one (21) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland and in accordance with rules and regulations set forth by the Maryland Real Estate Commission.

SECOND: The name of the Corporation (hereinafter referred to as "the Corporation") is Richard J. Bennett, Inc.

THIRD: The purpose for which the Corporation is formed is:

To own, hold, lease, rent, exchange, convey, purchase, manage, and otherwise deal in real and leasehold property of every kind, nature and description and personal property appurtenant thereto and to hold title to property whose equity interest might belong to someone else and specifically to engage in real estate sales in accordance with the laws of the Real Estate Board of Maryland.

FOURTH: The post office address of the principal office of the Corporation is Route 1 - P 287, Prospect Bay, Graysonville, Maryland 21638. The name and the post office address of the resident agent of the Corporation in this State is Richard J. Bennett, Route 1 - P 287, Prospect Bay, Graysonville, 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 100 shares of the par value of One Dollar ($1.00).

SIXTH: The number of directors of the Corporation shall be one (1). The name of director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Richard J. Bennett.

SEVENTH: The Corporation is to be a Maryland Close Corporation pursuant to the relevant section of the Annotated Code of Maryland, Title IV of the Maryland Code.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this day of , 1984.

WITNESS:

Gema L. Bennett 1-17-84 Richard J. Bennett (SEAL)
Richard J. Bennett

40198040

LIBER 8 PAGE 317

7/18/84 Rec. mailed to Nason & Wagner
205 S. Charles St. Ste. 1200
Balto. Md 21201

LIBER 8 PAGE 318

ARTICLES OF INCORPORATION

OF

RICHARD J. BENNETT, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Cert. Inc. WAS
RECEIVED FOR RECORD THIS 26th
DAY OF June 19 84 AT 11:37 A.M.
AND ..... AND RECORDED IN
LIBER MWM 8 Folio 317 Charters
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite W. Manlove

approved and received for record by the State Department of Assessments and Taxation of Maryland at o'clock M. as in conformity with law and ordered recorded.
January 17, 1984 4:00 P

Recorded in Liber 2630, folio 003025, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JUN 26-84 A 25965 ******5.00

1984 JUN 26 AM 11:37
QUEEN ANNE'S COUNTY

To the clerk of the Circuit Court of Queen Annes County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 153424

bt

001494

ARTICLES OF INCORPORATION

OF

DESIGN,RESEARCH AND ANALYSIS CORPORATION

THIS IS TO CERTIFY:

First: That the undersigned, Linda S. Profant, whose post office address is 8961 Centerway Road, Gaithersburg, Maryland 20879, 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

DESIGN,RESEARCH AND ANALYSIS CORPORATION (DRACO)

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 perform any and all lawful services relating to the training or educational 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 do any and all acts in the line of business of providing engineering consulting or other services which the Corporation may deem necessary, profitable or desirable for the promotion of its business; and in connection therewith, to perform studies, examinations, analyses, audits, investigations, training, education, appraisals, valuations and certifications of any nature whatsoever.

40598085

7/18/84 Dig. mailed to John Hennessey
BR 211
Queenstown MD 21658

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 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 or 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. Linda S. Profant, Richard T. Profant and John E. Hennessey 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 hundred thousand (100,000) shares at a par value of One Cent ($.01) per share, having an aggregate par value of ONE THOUSAND DOLLARS ($1,000). 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 Corporations 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.

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 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 profit.

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.

Notwithstanding any provision of law requiring any action except consolidations, 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 to 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 27 day of February, 1984.

~~WITNESS:~~ Linda S. Profant Incorporator

STATE OF MARYLAND

COUNTY OF MONTGOMERY

I hereby certify that on the 27 day of February 1984, before the subscriber, a Notary Public in and for this State and County, personally appeared Linda S. Profant, who acknowledged the aforegoing ARTICLES OF INCORPORATION to be her act.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of February, 1984.

NOTARY PUBLIC

My commission expires: 7-1-86

LIBER 8 PAGE 324

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Inc. WAS
RECEIVED FOR RECORD THIS 2nd
DAY OF July 1984 AT 11:41 A.M.
AND ..... AND RECORDED IN
LIBER MWM 8, folio 319 Arts Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Marguerite M. Harper
CLERK

ARTICLES OF INCORPORATION
OF
DESIGN, RESEARCH AND ANALYSIS CORPORATION (DRACO)

1984 JUL 2 AM 11:41
QUEEN ANNE'S COUNTY

JUL -2-84 A 26308 ******5.(

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 28, 1984 AT 09:09 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2634, FOLIO 001493 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1677400

TO THE CLERK OF THE CIRCUIT COURT OF QUEEN ANNES COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 155412

AT5-060

000283

QUEEN ANNE'S ATHLETIC CLUB, INC.
A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, J. Donald Braden, whose post office address is 102 Broadway, 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 QUEEN ANNE'S ATHLETIC CLUB, 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 operate an athletic facility within Queen Anne's County.

1984 FEB 22 A 10: 36

40538197

LIBER 8 PAGE 325

7/18/84 original mailed to J. Donald Braden, Esq.
Centreville, Md 21617

(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 154 Winchester Creek Road, Grasonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State are C. Ronald Franks, 154 Winchester Creek Road, Grasonville, Maryland 21638. 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, 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 C. Ronald Franks.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of February, 1984, 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 WAS
FILED THIS 2nd
July 84 AT 11:45 A.M.
AND RECORDED IN
Liber 8, Folio 325 Articles
OF THE QUEEN ANNE'S
Margaret E. Manbeck
CLERK.

ARTICLES OF INCORPORATION
OF
QUEEN ANNE'S ATHLETIC CLUB, INC.

JUL -2-84 A 326309 ******

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 22, 1984 AT 10:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2635, FOLIO 000282 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1674274

TO THE CLERK OF THE CIRCUIT COURT OF QUEEN ANNE'S

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 155180

7/18/84 rig. Mailed to Turner + Thompson
Centreville, Md 21617

003400

RA

LIBER 8 PAGE 328

WILLIS AND McNINCH, 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, R. Lee Willis, whose post office address is 323 Five Farms 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 hereafter called the "Corporation") is Willis and McNinch, 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 a general construction and home repair operation and to purchase, sell, improve, construct upon for profit or otherwise, and generally deal in all manner and types of real estate, improved and unimproved; to enter into and perform home repair, improvement and construction contracts of all manner and types; to build, repair, replace, improve and generally deal with construction and improvements of all manners, types, kinds and descriptions; and to engage in any and all activities related thereto; 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 323 Five Farms Drive, Stevensville, Maryland, 21666. The name and the current address of the Resident Agent of the Corporation is R. Lee Willis, 323 Five Farms 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 Two Thousand (2,000.00) 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 become effective, there shall be one (1) director, whose name is R. Lee Willis.

1984 FEB 21 A 9:32

40528098

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 16 day of Feb, 1984, and I acknowledged the same to be my act.

R. Lee Willis

LIBER 8 PAGE 330

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 2nd
DAY OF July 1984 AT 11:42 A.M.
AND RECORDED IN
LIBER MSDM #8, folio 328 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Margaurite M. Manning
CLERK

ARTICLES OF INCORPORATION
OF
WILLIS AND MCNINCH, INC.

JUL -2-84 A 26310 ****

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 21, 1984 AT 09:32 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2633 , FOLIO 003399 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1673300

TO THE CLERK OF THE CIRCUIT COURT OF QUEEN ANNE'S

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 155104

AT5-060

002691

STEVENS VILLAGE UTILITY COMPANY, INC.

ARTICLES OF REVIVAL

STEVENS VILLAGE UTILITY COMPANY, INC., a Maryland corporation having its principal office in Stevensville, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation which was forfeited on October 14, 1982.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was STEVENS VILLAGE UTILITY COMPANY, INC.

THIRD: The name which the Corporation will use after revival is STEVENS VILLAGE UTILITY COMPANY, INC.

FOURTH: The name and post office address of the resident agent of the Corporation in the State of Maryland are Earl E. Brannock, P. O. Box 7, Stevensville, Maryland 21666. Said resident agent is a citizen actually residing in this State. The address of the resident agent shall also be the address of the corporation.

FIFTH: At of 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; and

(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.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 6th day of January, 1984.

ATTEST: STEVENS VILLAGE UTILITY COMPANY, INC.

Shirley S. Brannock ..... By: Earl E. Brannock .....

Shirley S. Brannock, Last Acting Secretary — Earl E. Brannock, Last Acting President

THE UNDERSIGNED, the last acting President and Secretary, respectively, of the Corporation severally acknowledge the Articles to be their act.

Earl E. Brannock .....
Last Acting President

Shirley S. Brannock .....
Last Acting Secretary

40068321

LIBER 8 PAGE 331

7/27/84 Original mailed to Stevens Village Utility Co. P.O. Box 7 Stevensville, Md 21666

LIBER 8 PAGE 332

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts of Revival WAS
RECEIVED FOR RECORD THIS 2nd
DAY OF July 19 84 AT 11:42 A M
E ..... AND RECORDED IN
LIBER MWM 8, folio 331 Arts of Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite McManus CLERK

ARTICLES OF REVIVAL

OF

STEVENS VILLAGE UTILITY COMPANY, INC.

JUL -2-84 A 26311 ******5.0

approved and received for record by the State Department of Assessments and Taxation of Maryland January 6, 1984 at 12:00 o'clock NOON M. as in conformity with law and ordered recorded.

002690

Recorded in Liber 2629, 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 $ $30.00

CLERK OF CIRCUIT COURT
1984 JUL 2 AM 11:42
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.

Ralph B. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS

A 153151

bt

003045

ARTICLES OF INCORPORATION

OF

CENTURY 21 EASTLAND ASSOCIATES, INC.

A Close Corporation Under Title 4, Corporations and Associations Article of the Maryland Code

FIRST: I, the undersigned, Collette E. Baker, 120 Queens Colony High Road Stevensville, Md. 21666, being at least twenty-one (21) years of age, do hereby declare as incorporator the intentions of forming a corporation.

SECOND: 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 an 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 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

40188048

LIBER 8 PAGE 333

2/27/84 original mailed to
Collette Baker
120 Queens Colony High Rd.
Stevensville, Md 21666

laws of Maryland.

FOURTH: The post office address of the principal office of this Corporation in the State is No. 4 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 & Association 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 Collette E. Baker.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of January, 1984 and acknowledged the same to be my act.

Robin D. Nash
WITNESS

Collette E. Baker
COLLETTE E. BAKER

ARTICLES OF INCORPORATION

OF

CENTURY 21 EASTLAND ASSOCIATES, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Adel UNC WAS
RECEIVED FOR RECORD THIS 2nd
DAY OF July 19 84 AT 11:42 AM
TE ..... AND RECORDED IN
LIBER MWM #8, folio 333 Adel UNC.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CLERK
Marguerite M. Manbeck

JUL -2-84 A 26312 ******

approved and received for record by the State Department of Assessments and Taxation of Maryland January 17, 1984 at 3:00 o'clock P M. as in conformity with law and ordered recorded.

003044

Recorded in Liber 2630, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

CLERK
1984 JUL 2 PM 11:42
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.

Dean W. Pritchard

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS

A 153427

bt

LIBER 8 PAGE 335

7/27/84 original mailed to Mary Turner
Pt. 1, 18 Sep 84
Queenstown, Md 21658

003603

ARTICLES OF INCORPORATION
EASTERN SHORE ACTIVITY CLUB, INC.

THIS IS TO CERTIFY that the undersigned, acting as incorporators, each being twenty-one years of age or older, do hereby mutually agree to unite and associate themselves into a corporation under and by virtue of the provisions of an Act of the Legislature of the State of Maryland entitled "An Act to Incorporate Associations Not for Pecuniary Profit" and the several supplements thereto and acts mandatory thereof.

ARTICLE I

The name of the corporation (hereinafter called "the ORGANIZATION") shall be EASTERN SHORE ACTIVITY CLUB, Inc.

ARTICLE II

The ORGANIZATION shall be a nonprofit, nonsectarian entity whose members shall have sole right to govern and control all activities through their members and duly elected officers.

ARTICLE III

The period of existence and duration of the life of the ORGANIZATION shall be perpetual.

ARTICLE IV

The location of the principal office of the ORGANIZATION is the home of the secretary, Tilghman Neck Road (Post Office Box 68), Queenstown, Maryland 21658, and the agent therein and in charge thereof upon whom process against the corporation may be served is the secretary, Martha R. Reynolds.

ARTICLE V

The purposes for which the ORGANIZATION is formed shall be:

To unite in one organization persons who are interested in planned leisure/recreation activities; and

To encourage the promotion of and participation in such activities; and

To do everything necessary, proper and advisable to improve the leisure/recreation activities of its members;

And do all other things incidental or connected with the foregoing purposes which may appear desirable to enhance

40258242

and promote the overall interests and betterment of the ORGANIZATION that are not forbidden by law or by the Constitution and Bylaws of the ORGANIZATION.

The foregoing enumeration of the purposes; powers and objects of the ORGANIZATION is made in furtherance and not in limitation of the powers conferred upon the ORGANIZATION by law, and is not intended by the mention of any particular purpose or object in any manner to limit or restrict the generality of any of the powers of the ORGANIZATION except that the ORGANIZATION shall at all times adhere to the general purpose of operating a nonprofit organization.

ARTICLE VI

The ORGANIZATION is not authorized to issue any capital stock. Persons may become members of the ORGANIZATION and resign or be removed as provided in the Bylaws which may prescribe one or more classes of members and the rights, powers, duties and obligations of each class.

ARTICLE VII

The ORGANIZATION shall be governed and managed by a Board of Directors consisting of its officers, a past president, and four additional members. The size of the Board of Directors may be regulated by the Bylaws, but shall never consist of less than three persons.

The following named persons shall act as the Board of Directors until the first annual meeting after incorporation, or until their successors are duly chosen and qualified:

Linda Hortmann
P.O. Box 85
Grasonville, Maryland 21638

Maurice Pollard
2835 Carrollton Road
Annapolis, Maryland 21403

Vikki Bamber
229 Wye Avenue
Easton, Maryland 20601

George W. Weber, Jr.
Route 1 - Box 145
Easton, Maryland 21601

Royce A. Herman
207 Kidwell Avenue
Centreville, Maryland 21617

Officers and other members of the Board of Directors shall be elected at such time and place, in such manner, and for such term as the Bylaws prescribe.

ARTICLE VIII

The names of the executive officers that have been presently selected for this corporation are: Mary Suzanne

Turner, Linda F. Niesz, William Zerr, and Martha R. Reynolds who will serve until their successors are duly chosen and qualified, they having been authorized and directed by the membership to sign and file this certificate on behalf of the ORGANIZATION.

Mary Suzanne Turner	Route 1 - Box 184 Queenstown, Maryland 21658
Linda F. Niesz	17 Woodmoor Stevensville, Maryland 21666
William Zerr	P.O. Box 1679 Easton, Maryland 21601
Martha R. Reynolds	P.O. Box 68 Queenstown, Maryland 21658

ARTICLE IX

These Articles of Incorporation may be amended upon recommendation of the Board of Directors and affirmative vote of a majority of all members of each class of members of the ORGANIZATION entitled to vote thereon.

ARTICLE X

Upon dissolution of the ORGANIZATION, all residual funds and property, after payment of debts and expenses, shall be awarded to Queen Anne's County Department of Recreation and Parks, Centreville, Maryland.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 20 day of December AD 1983.

Witness:

Kathy M. Alley

Linda Hortman

J. P. Vitek

Thomas T. Pollard

Mary Suzanne Turner

Mary Suzanne Turner

Linda F. Niesz

William Zerr

Martha R. Reynolds

Martha R. Reynolds

003606

STATE OF MARYLAND)
)SS
QUEEN ANNE's COUNTY)

BE IT REMEMBERED that on this day of 1983, before me the subscriber, a Notary Public of Maryland, personally appeared Mary Suzanne Turner, Linda F. Niesz, William Zerr, and Martha R. Reynolds, who I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation, and I having first made known to them the contents thereof they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

SEAL

George W. Weber Jr.

My commission expires 1983

July 1, 1986

LIBER 8 PAGE 340

ATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
HIS Arts/Inc WAS
ECEIVED FOR RECORD THIS 2nd
AY OF July 19 84 AT 11:43 A.M.
E ..... AND RECORDED IN
BER MUM 8, folio 336 Arts Inc.
ECORD BOOK FOR QUEEN ANNE'S
OUNTY
CLERK
Marguerite M. Manbeck

ARTICLES OF INCORPORATION

OF

EASTERN SHORE ACTIVITY CLUB, INC.

JUL -2 '84 A 26313 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland January 25, 1984 at 10:43 o'clock AM. as in conformity with law and ordered recorded.

003602

Recorded in Liber 2 6 3 2, 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 $

1984 JUL 32 AM 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONÆ VOLUNTATIS TUÆ CORONASTI EOS

A 153793

cem

000296

QUEEN ANNE'S COUNTY ARTS COUNCIL, INC.
Articles of Revival

FIRST: The name of the corporation at the time the charter was forfeited was QUEEN ANNE'S COUNTY ARTS COUNCIL, INC.

SECOND: The name which the corporation will use after revival is QUEEN ANNE'S COUNTY ARTS COUNCIL, INC.

1984 JAN 31 A 6:25

THIRD: The name and address of the resident agent are Elizabeth H. Bukowsky, 303 Congressional Drive, Stevensville, Maryland 21666.

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 213 Nichols Manor Drive, Stevensville, Maryland 21666.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

Witness

Betty McCullough
Last Acting President

Witness

Catherine S. Vaughn
Last Acting Secretary

40318023

LIBER 8 PAGE 341

7/18/84 original mailed to Q A's County Arts Council, Inc.
P.O. Box 486
Stevensville, Md 21666

LIBER 8 PAGE 342

ARTICLES OF REVIVAL

OF

THE QUEEN ANNE'S COUNTY ARTS COUNCIL, INC.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Revival WAS
RECEIVED FOR RECORD THIS 2nd
DAY OF July 19 84 AT 11:45 A M.
AND RECORDED IN
LIBER MWM 8, folio 341 Arts Rec.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CLERK
Marguerite W. Manders

JUL -2-84 A # 26314 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland January 31, 1984 at 11:45 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2633, folio 000295, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

CLERK'S OFFICE
32 PM 11:43
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 153873

bt

ARTICLES OF REVIVAL

Grasonville Community Center, Inc., a Maryland Corporation having its principal office in Queen Anne's County, Maryland, hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was Grasonville Community Center, Inc.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be Grasonville Community Center, Inc., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is Grasonville, Maryland, 21638, and said principal office is located in Queen Anne's County, Maryland, the same county in which the principal office of the Corporation was located at the time of the annulment of its charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Leon Anderson, Melvins Lane, Grasonville, Maryland, 21638. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which would have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its

40408174

7/18/84 rcd. mailed to Miles, Breton & Wilmer
Christopher Drummond, Esq.
P.O. Box 589
Annapolis, Md 21404

behalf by its last acting President and its corporate seal to be hereunto affixed, and attested by its last acting Secretary all as of this 1st day of November, 1983.

ATTEST: GRASONVILLE COMMUNITY CENTER, INC.

Phyllis M. Brown — Robert M. Pritchett, Sr.

PHYLLIS BROWN, Last Acting Secretary — R. PRITCHETT, Last Acting President

BARBARA J. BORDLEY NOTARY PUBLIC Queen Annes Co., Md.

THE UNDERSIGNED, the last acting President and Secretary of Grasonville Community Center, Inc., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge the foregoing Articles of Revival to be their act.

Robert M. Pritchett, Sr.
R. PRITCHETT

Phyllis M. Brown
PHYLLIS BROWN

STATE OF MARYLAND
COUNTY OF Queen Annes ss:

SOWRN TO before me this 1st day of November, 1983.

Barbara J. Bordley
Notary Public

My Commission Expires:

7/1/86

ARTICLES OF REVIVAL

OF

GRASONVILLE COMMUNITY CENTER, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
THE Arts/Revival WAS
RECEIVED FOR RECORD THIS 2nd
DAY OF July 19 84 AT 11:43 A M
AND RECORDED IN
LIBER MWM #8, folio 343 Arts/Rec.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite W. Manlove CLERK

JUL -2-84 A 26315 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland February 9, 1984 at 9:57 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2633, folio 000772, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ _____ Recording fee paid $ ~~20.00~~ Special Fee paid $ ~~10.00~~

84 JUL 32 AM 11:43
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 153966

bt

LIBER 8 PAGE 345

7/18/84 original mailed to Michael R. Foster, Esq.
P.O. Box 367
Stevensville, Md
21666

ARTICLES OF INCORPORATION

FOR

LOWER QUEEN ANNE'S COUNTY LIBRARY FOUNDATION, INC.

FIRST: I, Michael R. Foster, whose post office address is P.O. Box 367, Morgan Building, 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

LOWER QUEEN ANNE'S COUNTY LIBRARY FOUNDATION, INC.

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

A. To aid, encourage, advise and correlate all activities, fund raising and otherwise, dedicated to the establishment of a public branch facility of the Queen Anne's County Free Library to serve the Fourth and Fifth Election Districts of Queen Anne's County, Maryland.

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

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

40308482

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 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 Incorporaton, 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

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for the foregoing purposes, or someof them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent that exercise of such powers are in furtherance of exempt purposes.

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 for 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

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office of the Corporation in this State is P.O. Box 880, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Michael R. Foster, P.O. Box 367, Stevensville, Maryland 21666. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no 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 Fifteen (15). 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 five (5). Until the first annual meeting or until their successors are duly chosen and qualified, there shall be fifteen Directors, the names as follows: Michael R. Foster, Jack Broderick, Mary Lou Rosendale, Rick Hirschauer, J. Thomas Rhodes, Jr., Emily Russell, Claudia Jewell, Mary White, C. Ronald Franks, Carolyn Thompson, Jane Sparks, Jerry Pierson, Betty Baker, Randolph B. Knight, Thomas Sullivan.

SEVENTH: In the event of the dissolution of the Corporation, all assets of the Corporation, after payment of outstanding obligations, shall pass to the Queen Anne's County Free Library, 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 the said Queen Anne's County Free Library is unwilling or unable to accept such payment, or fails to qualify as a charitable organization herein defined, then, and in that event, all

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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 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

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in force or afterwards amended.

B. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for the public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

B. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

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E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of January, 1984, and I acknowledge the same to be my act.

WITNESS:

Kathy J. Johnson

Michael R. Foster

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

I HEREBY CERTIFY, that on this 23rd day of January, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MICHAEL R. FOSTER, and he acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Kathy J. Johnson
Notary Public
My commission expires: 7/1/86

KATHY J. JOHNSON NOTARY PUBLIC MARYLAND

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

ARTICLES OF INCORPORATION
OF
LOWER QUEEN ANNE'S COUNTY LIBRARY FOUNDATION, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 2nd
DAY OF July 1984 AT 11:44 A.M.
RE ..... AND RECORDED IN
LIBER Mun 8, folio 346 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite M. Martin

JUL -2-84 A 26316 ******

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY , 30 1984 AT 09:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2630 , FOL 000951 , ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

6.00

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 24 SPECIAL FEE PAID $

D1659887

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 DEPARTMENT AT BALTIMORE.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 154380

LIBER 8 PAGE 353

AT5-060

7/18/84 original mailed to Miles & Stockbridge
114 N. West St.
Easton, Md 21601

ARTICLES OF TRANSFER

WYE INSTITUTE, INC., a Maryland non-stock corporation ("Transferor"), and CHESTON LIMITED PARTNERSHIP, a Maryland Limited Partnership ("Transferee"), certify as follows:

FIRST: The Transferor agrees to sell to the Transferee that real property of the Transferor located in the Fifth Election District of Queen Anne's County, Maryland, being a portion of "Cheston-On-Wye", and more particularly described on Exhibit "A" attached hereto, which real property constitutes substantially all of the property and assets of the Transferor. Such sale shall be effective on March 16, 1984, 1984. The aforesaid real property shall be conveyed by the Transferor to the Transferee subject to the following restrictions:

1. That portion of the property designated as Parcel 2 on Exhibit "A" shall not be subdivided into more than nine (9) separate parcels.

2. No portion of the property shall be used for Conference Center purposes as defined under the zoning ordinance for Queen Anne's County, Maryland.

3. The foregoing restrictions shall run with the property for all purposes and shall be binding upon and inure to the benefit of the Transferee and its successors in interest.

SECOND: The Transferee's address, principal place of business and principal office in Maryland is The Bullitt House, Dover and Harrison Streets, Easton, Talbot County, Maryland 21601. Other than the real property being transferred to the Transferee pursuant to these Articles of Transfer, the Transferee owns no interests in land.

THIRD: The principal office in Maryland of the Transferor is located in Queen Anne's County, Maryland. The Transferor owns an interest in land in Queen Anne's County, Maryland.

FOURTH: The amount of the consideration to be paid by the Transferee for the assets of the Transferor transferred hereby is One

Million Eight Hundred Fifty Thousand Dollars ($1,850,000.00) which will be paid as follows: Two Hundred Thousand Dollars ($200,000.00) will be paid simultaneously with the effective date hereof by the Transferor in cash or by certified or bank cashier's check and the balance of the purchase price will be paid by the execution and delivery to the Transferor of the Transferee's promissory note in the amount of One Million Six Hundred Fifty Thousand Dollars ($1,650,000.00).

FIFTH: The terms and conditions of the transaction set forth in these Articles of Transfer were advised, authorized and approved by the Transferor in the manner and by the vote required by the Charter of Transferor and the laws of Maryland. The manner of approval by the Transferor of the transaction set forth in these Articles is as follows: A meeting of the Board of Trustees of the Corporation was held on December 5, 1983, notice of such meeting having been waived in writing by all of the Trustees of the Corporation. At such meeting, the Trustees of the Corporation, acting in their capacity as Trustees and, pursuant to §5-204 of the Corporations and Associations Article of the Annotated Code of Maryland, as the only members of the Corporation, adopted a resolution advising, authorizing and approving the terms and conditions of the transaction set forth in these Articles of Transfer by the affirmative vote of two-thirds of all votes entitled to be cast on the matter.

IN WITNESS WHEREOF, the Transferor and the Transferee have caused these Articles of Transfer to be signed in their respective names and on their behalf by the President of the Transferor and the authorized officer of the General Partner of the Transferee, who acknowledged respectively that these Articles of Transfer are the act of the Transferor and the Transferee and that to the best of their knowledge, information and belief and under the penalties of perjury, all

matters and facts contained in these Articles of Transfer are true in all material respects.

ATTEST:

Pamela H. Poore
Assistant Secretary

WYE INSTITUTE, INC.

By _____ (SEAL)
JAMES G. NELSON, President

"Transferor"

CHESTON LIMITED PARTNERSHIP

Pamela H. Poore

By _____ (SEAL)
WILLIAM T. HUNTER, Vice President
The Jasper Corporation,
General Partner

"Transferee"

MCRONE

Engineers • Land Planners • Land Surveyors

REPLY TO: 107 N. West Street
Easton, MD. 21601

DESCRIPTION OF A PART OF THE LAND OF CHESTON-ON-WYE, IN THE FIFTH ELECTION DISTRICT OF QUEEN ANNES COUNTY, MARYLAND, IN FIVE PARCELS:

PARCEL 1: Beginning for the same at a Point on the line of the land of Aspen Institute for Humanistic Studies (Liber MWM 153, Folio 377), said Point being at the southwesterly corner of the herein described land and bearing North 14 degrees 06 minutes 45 seconds West 516.77 feet from a Concrete Monument found, and from said Place of Beginning running by and with the Aspen Institute for Humanistic Studies land the following two courses and distances: (1) North 14 degrees 06 minutes 45 seconds West 715.00 feet to a Concrete Monument found; thence (2) continuing North 14 degrees 06 minutes 45 seconds West 28 feet, more or less, to the waters of Quarter Creek; thence by and with the mean high-water line of said Quarter Creek and the many meanderings thereof, generallY, the following thirty-five courses and distances: (3) North 76 degrees 55 minutes 28 seconds East 217.36 feet; thence (4) South 77 degrees 16 minutes 40 seconds East 114.30 feet; thence (5) South 05 degrees 03 minutes 39 seconds West 140.75 feet; thence (6) South 70 degrees 26 minutes 50 seconds East 152.48 feet; thence (7) North 83 degrees 05 minutes 40 seconds East 57.68 feet; thence (8) North 20 degrees 15 minutes 49 seconds East 253.98 feet; thence (9) North 63 degrees 45 minutes 29 seconds West 65.98 feet; thence (10) North 06 degrees 30 minutes 01 seconds West 208.55 feet; thence (11) North 10 degrees 02 minutes 57 seconds East 302.73 feet; thence (12) North 75 degrees 50 minutes 11 seconds East 114.53 feet;

ANNAPOLIS Annapolis 267-8621 Baltimore 269-0531 Washington 261-2605
CENTREVILLE 758-2237
CHESTERTOWN 778-3272 Balto. 269-5488
DENTON 479-3608
EASTON 822-3322 Baltimore 269-7676 Cambridge
ELKTON 398-1550
LEONARDTOWN 475-5522 Washington Area 870-2262
PRINCE FREDERICK 535-4510 Washington 855-1798

thence (13) North 53 degrees 50 minutes 29 seconds East 263.90 feet; thence (14) South 41 degrees 41 minutes 40 seconds East 160.03 feet; thence (15) South 22 degrees 22 minutes 41 seconds East 316.72 feet; thence (16) South 02 degrees 15 minutes 11 seconds East 125.51 feet; thence (17) South 67 degrees 23 minutes 08 seconds East 102.76 feet; thence (18) South 47 degrees 59 minutes 08 seconds East 282.80 feet; thence (19) South 77 degrees 34 minutes 04 seconds East 55.39 feet; thence (20) North 54 degrees 32 minutes 45 seconds East 64.55 feet; thence (21) North 32 degrees 58 minutes 45 seconds West 330.38 feet; thence (22) North 03 degrees 17 minutes 30 seconds East 87.80 feet; thence (23) North 39 degrees 33 minutes 37 seconds West 122.05 feet; thence (24) North 08 degrees 34 minutes 24 seconds West 135.21 feet; thence (25) North 26 degrees 06 minutes 18 seconds East 156.72 feet; thence (26) North 51 degrees 09 minutes 51 seconds East 173.47 feet; thence (27) North 70 degrees 56 minutes 32 seconds East 365.82 feet; thence (28) North 51 degrees 13 minutes 19 seconds East 156.55 feet; thence (29) North 74 degrees 14 minutes 18 seconds East 306.65 feet; thence (30) South 14 degrees 48 minutes East 210.87 feet; thence (31) South 65 degrees 29 minutes 39 seconds East 92.63 feet; thence (32) North 68 degrees 18 minutes 40 seconds East 133.02 feet; thence (33) North 22 degrees 15 minutes 30 seconds East 125.41 feet; thence (34) North 04 degrees 15 minutes 14 seconds East 105.01 feet; thence (35) North 51 degrees 05 minutes 52 seconds East 201.57 feet; thence (36) North 62 degrees 16 minutes 36 seconds East 232.38 feet; thence (37) North 28 degrees 07 minutes 50 seconds East 187.43 feet to the land of Chesapeake College (Liber CWC 42, Folio 107); thence by and with

the said Chesapeake College land the following two courses and distances: (38) South 47 degrees 55 minutes East 22 feet, more or less, to a Point; thence (39) continuing South 47 degrees 55 minutes East 814.32 feet; thence by and with a new division line between the herein described land and other land of Cheston-on-Wye the following fifteen courses and distances: (40) South 51 degrees 30 minutes West 5.07 feet to the side of a Proposed Road; thence by and with the side of said Proposed Road the following thirteen courses and distances: (41) continuing South 51 degrees 30 minutes West 641.64 feet; thence (42) by and with the arc of a curve deflecting to the right, which has a radius of 579.98 feet, the chord of which bears South 70 degrees 45 minutes West 382.43 feet; thence (43) Due West 290.00 feet; thence (44) by and with the arc of a curve deflecting to the left, which has a radius of 551.12 feet, the chord of which bears South 70 degrees 45 minutes West 363.40 feet; thence (45) by and with the arc of a curve deflecting to the left, which has a radius of 412.81 feet, the chord of which bears South 25 degrees 45 minutes West 358.69 feet; thence (46) by and with the arc of a curve deflecting to the right, which has a radius of 403.09 feet, the chord of which bears South 37 degrees 56 minutes 38 seconds West 495.71 feet; thence (47) South 75 degrees 53 minutes 15 seconds West 155.00 feet; thence (48) by and with the arc of a curve deflecting to the right, which has a radius of 430.00 feet, the chord of which bears North 68 degrees 18 minutes 22 seconds West 503.14 feet; thence (49) North 32 degrees 30 minutes West 170.00 feet; thence (50) by and with the arc of a turn circle at the end of a cul-de-sac which has a radius of 60.00 feet, the chord

of which bears South 17 degrees 34 minutes 55 seconds West 92.04 feet; thence (51) by and with the arc of a fillet curve deflecting to the right, which has a radius of 25.00 feet, the chord of which bears South 72 degrees 25 minutes 04 seconds East 32.08 feet; thence (52) South 32 degrees 30 minutes East 86.33 feet; thence (53) by and with the arc of a curve deflecting to the left, which has a radius of 480.00 feet, the chord of which bears South 68 degrees 18 minutes 22 seconds East 561.64 feet; thence (54) South 75 degrees 53 minutes 15 seconds West 1382.02 feet to the Place of Beginning, containing 67.273 Acres of Land, more or less;

PARCEL 2: Beginning for the same at a Point on the shore of Wye River, said Point being at the most northerly corner of the herein described land and the most westerly corner of the land of Aspen Institute for Humanistic Studies (Liber MWM 153, Folio 377), and from said Place of Beginning running by and with the said Aspen Institute for Humanistic Studies land the following three courses and distances: (1) South 71 degrees 24 minutes 39 seconds East 35.00 feet, more or less, to a Concrete Monument found; thence (2) continuing South 71 degrees 24 minutes 39 seconds East 570.89 feet to a Concrete Monument found; thence (3) North 85 degrees 29 minutes 38 seconds East 520.00 feet; thence by and with a new division line between the herein described land and other land of Cheston-on-Wye the following eight courses and distances: (4) South 04 degrees 30 minutes 22 seconds East 400.00 feet; thence (5) South 63 degrees 32 minutes 58 seconds East 688.06 feet; thence by and with the side of a Proposed Road the following five courses and distances: (6) by and with the arc of a curve of a turn

circle at the end of a cul-de-sac, which has a radius of 60.00 feet, the chord of which bears South 36 degrees 55 minutes 03 seconds East 92.04 feet; thence (7) by and with the arc of a fillet curve deflecting to the right, which has a radius of 25.00 feet, the chord of which bears North 53 degrees 04 minutes 56 seconds East 32.08 feet; thence (8) South 87 degrees 00 minutes East 66.33 feet; thence (9) by and with the arc of a curve deflecting to the left, which has a radius of 853.07 feet, the chord of which bears North 79 degrees 00 minutes 55 seconds East 412.31 feet; thence (10) North 65 degrees 01 minutes 50 seconds East 310.73 feet; thence (11) leaving said Proposed Road, South 24 degrees 58 minutes 10 seconds East 915.00 feet, more or less, to the waters of the aforementioned Wye River; by and with the mean high-water line of said Wye River and the many meanderings thereof, generally, the following twenty-seven courses and distances: (12) South 78 degrees 50 minutes 52 seconds West 210.44 feet; thence (13) South 65 degrees 58 minutes 19 seconds West 357.41 feet; thence (14) South 18 degrees 36 minutes 51 seconds East 59.22 feet; thence (15) South 54 degrees 18 minutes 51 seconds West 149.54 feet; thence (16) South 00 degrees 14 minutes 07 seconds East 358.22 feet; thence (17) North 74 degrees 31 minutes 29 seconds West 365.06 feet; thence (18) South 49 degrees 03 minutes 33 seconds West 209.18 feet; thence (19) South 62 degrees 04 minutes 48 seconds West 179.27 feet; thence (20) North 53 degrees 28 minutes 40 seconds West 477.11 feet; thence (21) South 62 degrees 09 minutes 35 seconds West 202.42 feet; thence (22) North 48 degrees 26 minutes 17 seconds West 226.69 feet; thence (23) South 73 degrees 17 minutes 46 seconds West 84.55 feet; thence (24)

North 35 degrees 26 minutes 15 seconds West 109.88 feet; thence (25) North 57 degrees 04 minutes 54 seconds West 349.60 feet; thence (26) North 40 degrees 37 minutes 55 seconds West 161.32 feet; thence (27) North 24 degrees 47 minutes 51 seconds West 528.85 feet; thence (28) North 07 degrees 32 minutes 47 seconds West 114.81 feet; thence (29) North 80 degrees 58 minutes 32 seconds East 231.26 feet; thence (30) North 31 degrees 06 minutes 23 seconds East 276.36 feet; thence (31) North 19 degrees 23 minutes 31 seconds East 55.45 feet; thence (32) North 26 degrees 39 minutes 03 seconds East 68.61 feet; thence (33) South 83 degrees 25 minutes 37 seconds East 107.97 feet; thence (34) North 05 degrees 33 minutes 41 seconds West 177.32 feet; thence (35) South 68 degrees 48 minutes 01 seconds West 317.93 feet; thence (36) North 46 degrees 13 minutes 46 seconds West 319.02 feet; thence (37) North 48 degrees 26 minutes 38 seconds West 440.37 feet; thence (38) North 66 degrees 36 minutes 09 seconds East 218.17 feet to the Place of Beginning, containing 82.064 Acres of Land, more or less;

PARCEL 3: Beginning for the same at a Point on the shore at the head of DeCoursey Cove, and from said Place of Beginning running by and with a new division line between the herein described land and other land of Cheston-on-Wye the following eight courses and distances: (1) North 39 degrees 38 minutes 27 seconds East 22.40 feet; thence (2) South 64 degrees 43 minutes 48 seconds East 538.52 feet to the side of a Proposed Road; thence by and with the side of said Proposed Road the following six courses and distances: (3) South 22 degrees 00 minutes West 679.64 feet; thence (4) by and with the arc of a curve deflecting to the left, which has a radius of 496.29 feet, the chord

of which bears South 45 degrees 55 minutes East 919.76 feet; thence (5) North 66 degrees 10 minutes East 1280.97 feet; thence (6) by and with the arc of a fillet curve deflecting to the right, which has a radius of 25.00 feet, the chord of which bears South 73 degrees 54 minutes 56 seconds East 32.08 feet; thence (7) by and with the arc of a turn circle at the end of a cul-de-sac, which has a radius of 60.00 feet, the chord of which bears North 16 degrees 05 minutes 04 seconds East 92.04 feet; thence (8) North 59 degrees 02 minutes 39 seconds East 785.70 feet, more or less, to the waters of Wye Narrows; thence by and with the mean high-water line of said Wye Narrows and the aforementioned DeCoursey Cove and the many meanderings thereof, generally, the following twenty-eight courses and distances: (9) South 23 degrees 56 minutes 52 seconds East 293.71 feet; thence (10) South 39 degrees 23 minutes 27 seconds East 315.30 feet; thence (11) North 74 degrees 24 minutes 56 seconds East 152.61 feet; thence (12) North 21 degrees 41 minutes 23 seconds East 126.29 feet; thence (13) North 77 degrees 12 minutes 11 seconds East 75.20 feet; thence (14) South 40 degrees 32 minutes 40 seconds East 218.45 feet; thence (15) South 32 degrees 34 minutes 41 seconds West 657.44 feet; thence (16) North 73 degrees 28 minutes 21 seconds West 504.35 feet; thence (17) South 51 degrees 31 minutes 20 seconds West 62.61 feet; thence (18) South 25 degrees 55 minutes 04 seconds West 220.72 feet; thence (19) North 81 degrees 08 minutes 31 seconds West 467.58 feet; thence (20) South 77 degrees 25 minutes 44 seconds West 294.05 feet; thence (21) South 56 degrees 32 minutes 09 seconds West 253.21 feet; thence (22) South 72 degrees 27 minutes 43 seconds West 356.33 feet; thence (23)

South 51 degrees 45 minutes 24 seconds West 709.20 feet; thence (24) North 49 degrees 34 minutes 01 seconds West 545.03 feet; thence (25) North 51 degeees 37 minutes 09 seconds West 95.86 feet; thence (26) South 79 degrees 47 minutes 37 seconds West 936.82 feet; thence (27) North 47 degrees 42 minutes 29 seconds West 209.54 feet; thence (28) North 04 degrees 16 minutes 14 seconds West 308.86 feet; thence (29) North 46 degrees 31 minutes 51 seconds East 483.10 feet; thence (30) North 55 degrees 22 minutes 42 seconds East 104.99 feet; thence (31) North 29 degrees 38 minutes 57 seconds East 317.21 feet; thence (32) North 07 degrees 32 minutes 12 seconds West 210.92 feet; thence (33) North 39 degrees 58 minutes 05 seconds East 406.91 feet; thence (34) North 23 degrees 40 minutes 03 seconds East 242.32 feet; thence (35) North 02 degrees 33 minutes 17 seconds West 176.29 feet; thence (36) North 41 degrees 30 minutes West 37.10 feet to the Place of Beginning, containing 80.406 Acres of Land, more or less;

PARCEL 4: Beginning for the same at a Point on the shore of Wye Narrows, said Point being at the southwesterly corner of the herein described land, and from said Place of Beginning running by and with a new division line between the herein described land and other land of Cheston-on-Wye the following nine courses and distances: (1) North 07 degrees 06 minutes 09 seconds East 128 feet, more or less; thence (2) continuing North 07 degrees 06 minutes 09 seconds East 431.78 feet to a Concrete Monument found; thence (3) North 73 degrees 23 minutes 39 seconds East 256.07 feet to the end of a Proposed Road; thence (4) crossing said end of a Proposed Road, continuing North 73 degrees 23 minutes 39 seconds East 127.86 feet; thence by and with the side of

said Proposed Road the following three courses and distances: (5) North 50 degrees 22 minutes 29 seconds East 416.77 feet; thence (6) North 77 degrees 20 minutes 59 seconds East 160.77 feet; thence (7) South 13 degrees 57 minutes 21 seconds East 29.10 feet; thence (8) continuing South 13 degrees 57 minutes 21 seconds East 301.04 feet to a Concrete Monument found; thence (9) still continuing South 13 degrees 57 minutes 21 seconds East 30 feet, more or less, to the waters of DeCoursey Cove; thence by and with the mean high-water line of said DeCoursey Cove and the aforementioned Wye Narrows and the many meanderings thereof, generally, the following five courses and distances: (10) South 88 degrees 01 minutes 26 seconds West 73.29 feet; thence (11) South 13 degrees 38 minutes 36 seconds West 537.55 feet; thence (12) South 59 degrees 55 minutes 04 seconds West 572.50 feet; thence (13) North 50 degrees 11 minutes 39 seconds West 356.96 feet; thence (14) South 44 degrees 00 minutes 09 seconds West 44.37 feet to the Place of Beginning, containing 15.495 Acres of Land, more or less;

PARCEL 5 (ROADS): Beginning for the same at a Concrete Monument found on the northerly side of Cheston Lane, said Monument being at the northeasterly corner of the herein described land,and from said Place of Beginning running (1) crossing said Cheston Lane, South 46 degrees 51 minutes East 60.00 feet; thence (2) South 43 degrees 09 minutes West 493.47 feet; thence (3) North 46 degrees 41 minutes 51 seconds West 6.26 feet; thence (4) South 43 degrees 07 minutes 23 seconds West 1023.16 feet; thence (5) by and with the arc of a fillet curve deflecting to the left, which has a radius of 25.00 feet, the

chord of which bears South 01 degrees 52 minutes 37 seconds East 35.36 feet; thence (6) South 46 degrees 52 minutes 37 seconds East 155.97 feet; thence (7) by and with the arc of a curve deflecting to the right, which has a radius of 449.84 feet, the chord of which bears South 26 degrees 18 minutes 49 seconds East 316.01 feet; thence (8) South 05 degrees 45 minutes East 1180.00 feet; thence (9) by and with the arc of a curve deflecting to the right, which has a radius of 859.68 feet, the chord of which bears South 08 degrees 07 minutes 30 seconds West 412.31 feet; thence (10) South 22 degrees 00 minutes West 679.64 feet; thence (11) by and with the arc of a curve deflecting to the left, which has a radius of 446.29 feet, the chord of which bears South 45 degrees 55 minutes East 827.10 feet; thence (12) North 66 degrees 10 minutes East 1364.64 feet; thence (13) by and with the arc of a turn circle at the end of a cul-de-sac, which has a radius of 60.00 feet, the chord of which bears South 16 degrees 05 minutes 04 seconds West 92.04 feet; thence (14) by and with the arc of a fillet curve deflecting to the left, which has a radius of 25.00 feet, the chord of which bears North 73 degrees 54 minutes 56 seconds West 32.08 feet; thence (15) South 66 degrees 10 minutes West 1280.97 feet; thence (16) by and with the arc of a curve deflecting to the right, which has a radius of 496.29 feet, the chord of which bears North 45 degrees 55 minutes West 919.76 feet; thence (17) North 22 degrees 00 minutes East 679.64 feet; thence (18) by and with the arc of a curve deflecting to the left, which has a radius of 809.68 feet, the chord of which bears North 08 degrees 07 minutes 30 seconds East 388.33 feet; thence (19) North 05 degrees 45 minutes West 1180.00 feet;

thence (20) by and with the arc of a curve deflecting to the left, which has a radius of 399.84 feet, the chord of which bears North 26 degrees 18 minutes 49 seconds West 280.89 feet; thence (21) North 46 degrees 52 minutes 37 seconds West 155.97 feet; thence (22) by and with the arc of a fillet curve deflecting to the left, which has a radius of 25.00 feet, the chord of which bears South 88 degrees 07 minutes 23 seconds West 35.36 feet; thence (23) South 43 degrees 07 minutes 23 seconds West 59.57 feet; thence (24) by and with the arc of a curve deflecting to the left, which has a radius of 735.90 feet, the chord of which bears South 33 degrees 04 minutes 23 seconds West 256.84 feet; thence (25) South 23 degrees 01 minutes 22 seconds West 1449.51 feet; thence (26) North 13 degrees 57 minutes 21 seconds West 29.10 feet; thence (27) South 77 degrees 20 minutes 59 seconds West 160.77 feet; thence (28) South 50 degrees 22 minutes 29 seconds West 416.77 feet; thence (29) South 73 degrees 23 minutes 39 seconds West 127.86 feet; thence (30) North 50 degrees 22 minutes 29 seconds East 546.44 feet; thence (31) North 77 degrees 20 minutes 59 seconds East 168.65 feet; thence (32) North 23 degrees 01 minutes 22 seconds East 966.78 feet; thence (33) North 42 degrees 02 minutes 45 seconds West 156.96 feet; thence (34) by and with the arc of a curve deflecting to the right, which has a radius of 3874.79 feet, the chord of which bears South 56 degrees 29 minutes 33 seconds West 1150.57 feet; thence (35) South 65 degrees 01 minutes 50 seconds West 1500.00 feet; thence (36) by and with the arc of a curve deflecting to the right, which has a radius of 853.07 feet, the chord of which bears South 79 degrees 00 minutes 55 seconds West 412.31 feet; thence (37) North 87 degrees 00

minutes West 66.33 feet; thence (38) by and with the arc of a fillet curve deflecting to the left, which has a radius of 25.00 feet, the chord of which bears South 53 degrees 04 minutes 56 seconds West 32.08 feet; thence (39) by and with the arc of a turn circle at the end of a cul-de-sac, which has a radius of 60.00 feet, the chord of which bears North 36 degrees 55 minutes 03 seconds West 92.04 feet; thence (40) South 87 degrees 00 minutes East 150.00 feet; thence (41) by and with the arc of a curve deflecting to the left, which has a radius of 803.07 feet, the chord of which bears North 79 degrees 00 minutes 55 seconds East 388.14 feet; thence (42) North 65 degrees 01 minutes 50 seconds East 260.73 feet to the westerly side of a Right-of-Way; thence (43) continuing North 65 degrees 01 minutes 50 seconds East 50.00 feet to the easterly side of said Right-of-Way; thence (44) still continuing North 65 degrees 01 minutes 50 seconds East 1189.27 feet; thence (45) by and with the arc of a curve deflecting to the left, which has a radius of 3824.79 feet, the chord of which bears North 54 degrees 04 minutes 37 seconds East 1453.55 feet; thence (46) North 43 degrees 07 minutes 23 seconds East 1238.70 feet; thence (47) North 47 degrees 55 minutes West 532.03 feet; thence (48) by and with the arc of a curve deflecting to the left, which has a radius of 288.90 feet, the chord of which bears North 88 degrees 12 minutes 30 seconds West 373.65 feet; thence (49) South 51 degrees 30 minutes West 354.32 feet; thence (50) by and with the arc of a curve deflecting to the right, which has a radius of 629.98 feet, the chord of which bears South 70 degrees 45 minutes West 415.40 feet; thence (51) Due West 290.00 feet; thence (52) by and with the arc of a curve deflecting to

the left, which has a radius of 501.12 feet, the chord of which bears South 70 degrees 45 minutes West 330.43 feet; thence (53) by and with the arc of a curve deflecting to the left, which has a radius of 362.81, the chord of which bears South 25 degrees 45 minutes West 315.24 feet; thence (54) by and with the arc of a curve deflecting to the right, which has a radius of 453.09 feet, the chord of which bears South 37 degrees 56 minutes 38 seconds West 557.20 feet; thence (55) South 75 degrees 53 minutes 15 seconds West 155.00 feet; thence (56) by and with the arc of a curve deflecting to the right, which has a radius of 480.00 feet, the chord of which bears North 68 degrees 18 minutes 22 seconds West 561.64 feet; thence (57) North 32 degrees 30 minutes West 86.33 feet; thence (58) by and with the arc of a fillet curve deflecting to the left, which has a radius of 25.00 feet, the chord of which bears North 72 degrees 25 minutes 04 seconds West 32.08 feet; thence (59) by and with the arc of a turn circle at the end of a cul-de-sac, which has a radius of 60.00 feet, the chord of which bears North 17 degrees 34 minutes 55 seconds East 92.04 feet; thence (60) South 32 degrees 30 minutes East 170.00 feet; thence (61) by and with the arc of a curve deflecting to the left, which has a radius of 430.00 feet, the chord of which bears South 68 degrees 18 minutes 22 seconds East 503.14 feet; thence (62) North 75 degrees 53 minutes 15 seconds East 155.00 feet; thence (63) by and with the arc of a curve deflecting to the left, which has a radius of 403.09 feet, the chord of which bears North 37 degrees 56 minutes 38 seconds East 495.71 feet; thence (64) by and with the arc of a curve deflecting to the right, which has a radius of 412.81 feet, the chord of which bears North 25 degrees 45

minutes East 358.69 feet; thence (65) by and with the arc of a curve deflecting to the right, which has a radius of 551.12 feet, the chord of which bears North 70 degrees 45 minutes East 363.40 feet; thence (66) Due East 290.00 feet; thence (67) by and with the arc of a curve deflecting to the left, which has a radius of 579.98 feet, the chord of which bears North 70 degrees 45 minutes East 382.43 feet; thence (68) North 51 degrees 30 minutes East 641.64 feet; thence (69) South 47 degrees 55 minutes East 820.26 feet; thence (70) North 43 degrees 07 minutes 23 seconds East 4.93 feet; thence (71) North 46 degrees 52 minutes 47 seconds West 3.84 feet to a Concrete Monument found; thence (72) North 43 degrees 09 minutes East 708.78 feet to the Place of Beginning, containing 21.167 Acres of Land, more or less.

Ralph A. Porter

McCrone, Inc.
By: Ralph A. Porter
Property Line Surveyor
(Maryland 19)

March 9, 1984

Parcel 4 is subject to the life estate of Leon A. Andrus under the terms and conditions of a Deed dated January 24, 1964 from Marion D. Andrus and Leon A. Andrus, her husband, to Wye Institute, Inc. and recorded among the Land Records of Queen Anne's County, Maryland in Liber 5, folio 582.

Parcel 5 is subject to the right of other parties to use the roadways located thereon, including, without limitation, Leon A. Andrus, Aspen Institute for Humanistic Studies, a Colorado not for profit corporation, Wye Institute, Inc., a Maryland corporation, Chesapeake College, a governmental corporation and body politic established under the laws of the State of Maryland, and the State of Maryland to the Use of the Board of Regents of the University of Maryland, their respective heirs, successors, assigns and personal representatives.

ARTICLES OF TRANSFER

BETWEEN

WYE INSTITUTE, INC. (MD CORP.) TRANSFEROR

AND

CHESTON LIMITED PARTNERSHIP (MD LIMITED PARTNERSHIP) TRANSFEREE

approved and received for record by the State Department of Assessments and Taxation of Maryland March 16, 1984 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

000396

Recorded in Liber 2638, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

JUL -2-84 A 26317 *****11.50

11.50

Bonus tax paid $ _____ Recording fee paid $ 46.00 Special Fee paid $ _____
Cert. of Conv. - Queen Anne's Co.-Land Records 4.00
50.00

84 JUL 32 11:44

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND:
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts/Articles A AS 154174
RE 2nd
D July 1984 at 11:44 A.M.
RE ... IN
LIBER MWM 8, folio 354 Arts/Artic.
RECORD BOOK FOR QUEEN ANNE'S COUNTY
Marguerite W. Manlove CLERK

LIBER 8 PAGE 371

003675

ARTICLES OF AMENDMENT
OF
KING LAND, INC.

A Close Corporation

King Land, Inc., a Maryland corporation (hereafter referred to as "the Corporation") does hereby certify that:

FIRST. Articles Fifth, Sixth and Seventh of the Charter of the Corporation are amended by deleting all of the present provisions of Articles Fifth, Sixth and Seventh and inserting the following in lieu thereof:

FIFTH: The Corporation is a close corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

SIXTH: From and after the time when the Charter document containing this Article becomes effective, the Corporation shall have no board of directors; the stockholders shall exercise the powers of directors; and the business and affairs of the Corporation shall be managed under their direction. A stockholder may vote at any meeting in person or by written proxy signed by the stockholder or by his duly authorized attorney in fact. The right to vote at any meeting of stockholders shall be as set forth in Article Seventh of these Articles, except (a) as required by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland with respect to matters which require the affirmative vote or assent of every stockholder or subscriber for stock of the Corporation or (b) as otherwise required by a unanimous stockholders agreement.

SEVENTH: The Corporation may issue stock as follows:

(a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is one million (1,000,000) shares, of which three hundred thirty thousand (330,000) shares shall be class "A" common stock and shall be issued at a par value of $1.00 each; ninety thousand (90,000) shares shall be class "B" common stock which shall be issued at a par value of $1.00 each; and five hundred eighty thousand (580,000) shares shall be class "C" preferred stock which shall be issued at a par value of $1.00 each. The provisions of this paragraph are, however, subject and subordinate to the requirements of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland and any unanimous stockholders agreement as there defined

(b) The voting power of the shares of stock in this Corporation shall be vested wholly in the holders of the shares of the class "A" stock. The class "B" stock shall have no voting power, except that in the event all of the class "A" stock shall be redeemed and retired by the Corporation, the class "B" stock shall be convertible to voting

40678187

LIBER 8 PAGE 373

8/29/84 original mailed to John W. Sause, Jr., Esq
204 N. Commerce St
Centreville, MD 21617

stock. The class "C" preferred stock shall be non-voting.

(c) Dividends paid by either class "A" stock, by class "B" stock or by class "C" stock shall be non-cumulative only.

(d) The class "A" stock shall have a maximum annual yield of five percent (5%) of its par value.

(e) The class "B" stock shall have no stated yield.

(f) The holders of the class "C" preferred stock shall be entitled to receive an annual dividend yield of six percent (6%), but only when and as authorized by the Board of Directors of the Corporation, out of the assets of the Corporation legally available for dividends, before any sum or sums shall be set aside for or applied to the purchase or redemption of any class of stock, and before any dividends shall be paid or declared, or any other distribution shall be ordered or made upon any other class of stock; provided, however, that no dividends shall be paid on the class "C" preferred stock which would violate Maryland law.

(g) In the event of any voluntary or involuntary liquidation (in whole or in part) dissolution, or winding up of the Corporation, the holders of the stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its stockholders in the order established by any unanimous stockholders agreement (as defined in Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland) or, in the absence of such agreement or the failure of such agreement to provide for the order of distribution in the following order of priority:

(1) First, to the holders of the class "C" preferred stock, an amount equal to all unpaid declared, accumulated dividends, if any, thereon, without interest.

(2) Second, to the holders of the class "C" preferred stock, an amount equal to the par value of the said stock.

(3) Third, thereafter, to the holders of the class "B" common stock, an amount equal to the par value of said stock.

(4) Fourth, thereafter, to the holders of the class "A" common stock, an amount equal to the par value of the said stock.

(5) Fifth, thereafter, the remaining assets of the Corporation, if any, available for distribution to its stock-

holders shall be distributed among and paid to the holders of class "B" stock, in proportion to their respective stock holdings.

A sale, lease, exchange, or transfer of all or any part of the assets of the Corporation shall be subject to all provisions of this paragraph.

(h) Assets received by class "A" shareholders in any liquidation shall not exceed the aggregate restricted value of the class "A" stock.

(i) Class "A" and class "C" stock may be redeemed by the Corporation at its par value.

(j) Should the Corporation redeem and retire the class "A" stock for any reason, the maximum amount to be distributed in redemption shall be the par value of such class "A" stock.

(k) The holders of class "A" shares cannot sell their class "A" stock for greater than its par value.

SECOND. The amendment was unanimously advised by the Board of Directors of the Corporation.

THIRD. The amendment was unanimously approved by the affirmative vote of every stockholder of the Corporation; and there are no subscribers for stock of the Corporation.

FOURTH. The amendment does not increase the authorized stock of the Corporation.

AS WITNESS the seal of the Corporation and the signature of its President, attested by its Secretary.

John L. King [SEAL]
John L. King, Jr.
President

ATTEST:

Roberta M. King
Roberta M. King
Secretary

ACKNOWLEDGMENT AND AFFIDAVIT

John L. King, Jr., President of King Land, Inc., does hereby acknowledge these Articles of Amendment to be the act of the Corporation and, further, does solemnly declare and affirm under the penalties of perjury that the contents of the Articles of Amendment with respect to authorization and approval of the Articles are true in all material respects to the best of his knowledge, information and belief.

John L. King
John L. King, Jr.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts/Inc WAS
FILED FOR RECORD THIS 15th
OF Aug 1984 AT 2:14 P.M.
AND RECORDED IN
LIBER MWM #8 Folio Arts/Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite W. Manbeck

LIBER 8 PAGE 376

ARTICLES OF AMENDMENT

OF

KING LAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 7, 1984 at 10:39 o'clock A M. as in conformity with law and ordered recorded.

003674

Recorded in Liber 2639, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

RECEIVED
CLERK CIRCUIT COURT
1984 AUG 15 PM 2:14
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

AUG 15-84 * 28027 ******5.00
AUG 15-84 A 28027 ******5.00

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

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

D. W. Tilghman

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 164340

bt

3K

000790

ARTICLES OF INCORPORATION

LANDS END YACHT SERVICES, INC.

1. The name and address of each incorporator is as follows:

Charles F. Wheatley, III
232 West Prospect Bay Drive
Grasonville, Maryland 21638

Charles F. Wheatley, Jr.
232 West Prospect Bay Drive
Grasonville, Maryland 21638

Each incorporator is over 18 years of age, and is forming a corporation under the general laws of the State of Maryland.

2. The name of the corporation is LANDS END YACHT SERVICES, INC.

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

To own, operate and maintain boats to provide charter services to the public; to provide charter services on boats owned by others to the public; to provide cleaning, maintenance and repair services on boats; to sell boat supplies, equipment and accessories; to provide dock facilities; and to buy, sell, lease boats and to act as broker for such transactions.

4. The address of the principal office of the corporation is:

Lands End
232 West Prospect Bay Drive
Grasonville, Maryland 21638

5. The name and address of the resident agency of the corporation is:

Charles F. Wheatley, III
Lands End
232 West Prospect Bay Drive
Grasonville, Maryland 21638

40968248

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8/29/84 original mailed to Charles F. Wheatley III
232 W. Prospect Bay Dr
Grasonville, Md 21638

6. (i) The corporation is authorized to issue 10,000 shares of stock.

(ii) The shares shall be all common stock with voting rights.

(iii) The shares shall be without par value.

7. The corporation shall have three directors. The names of those who will serve as directors until the first annual meeting and until their successors are elected and qualify are:

Charles F. Wheatley, III
232 West Prospect Bay Drive
Grasonville, Maryland 21638

Charles F. Wheatley, Jr.
232 West Prospect Bay Drive
Grasonville, Maryland 21638

Elaine J. Wheatley
232 West Prospect Bay Drive
Grasonville, Maryland 21638

Wherefore, the above named incorporators do execute these Articles of Incorporation, this 5th day of April, 1984.

Charles F. Wheatley, III

Charles F. Wheatley, Jr.

ACKNOWLEDGMENT AND VERIFICATION

After having first been duly sworn under oath, the incorporators, Charles F. Wheatley, III and Charles F. Wheatley, Jr.,

acknowledge the articles of incorporation herein to be their acts and that to the best of their knowledge, information, and belief, these matters and facts are true in all material respects, and that the statement is made under the penalties for perjury.

Charles F. Wheatley III
Charles F. Wheatley, III

Charles F. Wheatley, Jr.
Charles F. Wheatley, Jr.

Subscribed and sworn to before me, a notary public, this 5th day of April, 1984.

Nancy Z. Buck

My commission expires My Commission Expires September 30, 1984

LIBER 8 PAGE 380

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts / Inc. WAS
RECEIVED FOR RECORD THIS 15th
DAY OF Aug. 1984 AT 2:14 P.M.
AND RECORDED IN
LIBER MWM #8 folio arts / Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.
CLERK
Marguerite M. Mansberger

ARTICLES OF INCORPORATION
OF
LANDS END YACHT SERVICES, INC.

RECEIVED
CLERK. CIRCUIT COURT
1984 AUG 15 PM 2:14
QUEEN ANNE'S COUNTY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 05, 1984 AT 12:18 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2641, FOLIO 000789 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 40 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1695097

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 DEPARTMENT AT BALTIMORE.

AUG 15-84 * 28028 ******5.00
AUG 15-84 A 28028 ******5.00

D. W. Fitts

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 156815

000764

ARTICLES OF INCORPORATION

OF

CROSSROADS COMMUNITY, INC.

(A non-stock, non-profit Corporation)

FIRST: I, Wendy Margolis, whose address is 7 Monroe Court, Stevensville, Maryland 21666, 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 CROSSROADS COMMUNITY, 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

40938152

40878401

LIBER 8 PAGE 381

8/29/84 original mailed to David Williams, Esq. P.O. Box 269 Chestertown, Md 21620

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, education, 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 this 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, is the purpose to rehabilitate persons with psychiatric problems by providing and maintaining a meeting place for them, by preparing them for self-support, by providing and managing supervised apartment living arrangements, by assisting in building morale, by providing job readiness and training and transitional employment, and doing anything reasonable or proper in connection with or incidental to any of the foregoing.

FOURTH: The post office address of the principal office of the Corporation in this State is c/o Wendy Margolis, 206 North Commerce Street, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is Wendy Margolis, 7 Monroe Court, 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 set forth in the by-laws of the Corporation.

SIXTH: The management and direction of the Corporation shall be vested in a Board of Directors who shall be the members of the Corporation. The number of directors of the Corporation shall be not less than three (3) and not more than twenty (20), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3). The officers and directors of the Corporation shall be elected in the manner prescribed by the by-laws and shall hold office for a period of one (1) year or more as the by-laws may provide. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are as follows: Reverend Robert Brown, Mrs. Anne Mills and Wendy Margolis. The aforementioned directors shall be members of the first Board of Directors.

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, after paying or making provision for the payment of the Corporation's liabilities, in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization or organizations (as hereinafter defined), then qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, of this or any other State, having a similar or analagous 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 (i) shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States, and (ii) shall not result in the Corporation's failing to qualify as a "charitable organization" as defined in Article NINTH hereof.

NINTH: In these Article of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trust, 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, chartable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (1) As used in this Article TENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall 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 an affirmative vote at a duly constituted meeting of a majority of the Board of Directors 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 day of March, 1984, and I acknowledge same to be my act.

WITNESS:

Wendy Margolis

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts / Inc. WAS
FILED FOR RECORD THIS 15th
Aug 84 2:14 P.M.
AND RECORDED IN
LIBER MWM No 8 Folio Art/Inc
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite W. Manders

ARTICLES OF INCORPORATION
OF
CROSSROADS COMMUNITY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 30, 1984 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2641, FOLIO 000760 OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1695055

RECEIVED
CLERK, CIRCUIT COURT
1984 AUG 15 PM 2:14
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

D. W. Kilb

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

AUG 15-84 * 28029 ******5.00
AUG 15-84 A 28029 ******5.00

A 156811

LIBER 8 PAGE 385

8/29/84 original mailed to Richard Cooper, Esq. 103 Court St. Chestertown, Md 21620

001545

8 386

FAITH FELLOWSHIP, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, all being adults at least eighteen (18) years of age duly elected by the Members (as hereinafter defined) of the congregation of the FAITH FELLOWSHIP, INC. (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Subtitle 3 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is FAITH FELLOWSHIP, INC..

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

(a) To glorify God in all we do as individual believers and

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40888167

as a church exulting the Savior in every aspect of our lives including our worship, actions and words. The Church serves as a medium for the equipping of the saints for living today, serving Christ, evangelizing individuals in the community, supporting evangelism throughout the world, and providing support for individuals in our Church and community as they have need.

(b) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes of 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 Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(c) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Included among the religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by paragraphs (b) and (c) of this Article "Third", Section (1), are the following:

(i) to establish and maintain a church and to provide a place of worship and prayer in accordance with Christian traditions including but not limited to:

1. Receiving the Holy Spirit who is from God that we might know the very thoughts of God (1 Cor. 2:10-13) and be under the control of the Holy Spirit at all times.
2. Studying the Bible to increase our knowledge of God and to allow God to speak to us, pray that we may praise, thank, and ask God, and be obedient to God in all aspects of our lives.

3. Encouraging others in the faith through words and actions.

4. Being useful workers for God and employ our Spiritual gifts to the ministry God has called us to.

5. Sharing Christ with others as we have opportunity that others may receive eternal life.

(ii) to establish, maintain and conduct a school for religious instruction of children and adults;

(iii) to further all religious and charitable work consistent with the preambles of (e)(i); and

(iv) for such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(e) In this Plan:

(i) references to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, 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 stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, (including the publishing or distributing of statements), in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(2) The time and manner for election and succession of Trustees is as follows: The Trustees shall be elected and their successors continued at a time and place ordinarily used for public meanings of the Religious Corporation, by the individuals who, according to the custom and usage of the Religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A majority of all the votes cast by adult Members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Trustee.

(3) (a) A person shall be a Member of the Religious Corporation and, as such, shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) Such person is a Member of the Religious Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"); or

(ii) such person shall be designated, as such, by the affirmative vote of a majority of the entire membership.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) all rules, regulations, and the By-Laws of the Religious Corporation, as determined by the Trustees, are substantially complied with by such Member; and

(ii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such Member may be disqualified and removed as a Member by a majority vote of the entire membership.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is Route 1, Box 18C, Roe Road, Sudlersville, Maryland 21668. The name and address of the resident agent of the Religious Corporation is John Myers. Said resident agent is a citizen of the State of Maryland and actually resides therein. His address is Route 1 Box 18C, Roe Road, Sudlersville, Maryland 21668.

SIXTH: The initial number of Trustees of the Religious Corporation is four (4), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than four (4), nor more than nine (9). The names and addresses of the persons serving as initial Trustees are:

John Myers, Route 1, Box 18C, Sudlersville, Maryland 21668

Mark Pantle, 372 Cypress Street, Millington, Maryland 21651

Miles Hoelzel, P.O. Box 216, Market Street, Crumpton, Maryland 21628

Kathie Hoelzel, Market Street, Crumpton, Maryland 21628

SEVENTH: The Religious Corporation is not organized for profit; it shall have no captial stock and shall not be authorized to issue capital stock. The number, qualification of, and other matters relating to, its Members shall be as set forth in these Articles of Incorporation and the By-Laws of the Religious Corporation.

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any

future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located (if not then located in Baltimore City), or by the Superior Court of Baltimore City if such principal place of worship is then located in Baltimore City, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

NINTH: The Religious Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Religious Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 3rd day of March, 1984, and we acknowledge the same to be our acts.

John E. Myers
JOHN MYERS

Mark Pantle
MARK PANTLE

Miles Hoelzel
MILES HOELZEL

Kathie Hoelzel
KATHIE HOELZEL

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Articles of Inc. WAS
FILED ON 15th
Aug 84 AT 2:14 P.M.
AND RECORDED IN
Min Bk 18 Folio Articles
LAND BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite M. Manbeck

ARTICLES OF INCORPORATION
OF
FAITH FELLOWSHIP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 28, 1984 AT 09:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2640, FOLIO 001544 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 10 SPECIAL FEE PAID $

D1692417

RECEIVED
CLERK, CIRCUIT COURT
1984 AUG 15 PM 2:14
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE

AUG 15-84 * 28030 ******2.50
AUG 15-84 A 28030 ******2.50

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 156595.

8/29/84 original mailed to Richard Cooper, Esq.
103 Court St.
Chestertown, Md 21620

001538

LIBER 8 396

ARTICLES OF INCORPORATION

A Close Corporation

of

CHESTER RIVER JOINT VENTURE, INC.

THIS IS TO CERTIFY THAT:

That I, Richard R. Cooper, whose post office address is 103 Court Street, Chestertown, Maryland 21620, being at least twenty-one (21) years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland.

ARTICLE I

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

"CHESTER RIVER JOINT VENTURE, INC."

ARTICLE II

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

(a) To own, conduct, operate, maintain and carry on the business of a hunting club and lodge.

(b) To enter into partnerships, joint ventures, or other businesses, associations for any lawful purpose;

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40888174

(c) To purchase, lease or otherwise acquire, hold, mortgage, or otherwise dispose of all kinds of property, real, personal, and mixed, both in this State and any part of the world;

(d) To do anything permitted by the Corporation article of the State 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 it is not intended by the mention of any particular purpose, object or business to exclude any other purpose, object or business authorized or permitted by law.

ARTICLE III

The address of the principal office of the Corporation in this State is Post Office Box 184, Crumpton, Maryland 21628.

ARTICLE IV

The Resident Agent of the Corporation is Richard R. Cooper, Esq., whose address is 103 Court Street, Chestertown, Maryland 21620. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE V

The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares, no par value, all of one class.

ARTICLE VI

The Corporation shall have a Board of three (3) Directors. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than the minimum number required by the provisions of Maryland general corporation laws. The names of the Directors who shall act as such until the first annual meeting of Stockholders and until their successors are duly elected and qualify are: Marion Coleman, Allan Bennett and Paul Bakker.

ARTICLE VII

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 of the Directors and 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 Board of Directors

which shall have and may exercise all the powers of the Corporation except such as are by law or this Charter or the Bylaws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

1) To authorize the issurance or sale from time of 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 restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation;

2) By articles supplimentary to this Charter, to classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE VIII

No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, deem advisable in connection with such issuance.

ARTICLE IX

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 or Director of the Corporation. Except as the Bylaws may otherwise provide, no other indemnification shall be provided for any officer or Director of the Corporation or of any predecessor of the Corporation, and no indemnification shall be provided for any employee or agent of the Corporation or any other entity unless the Board of Directors shall, in its discretion, subject to the Bylaws, so direct.

ARTICLE X

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and acknowledge the same to be my act this 6 day of October, 1983.

RICHARD R. COOPER, ESQ.

"ATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Inc. WAS
RECEIVED FOR RECORD THIS 15th
DAY OF Aug. 1984 AT 2:14 P. M.
AND RECORDED IN
LIBER MWN No. 8 folio Art, Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CLERK.
Marguerite M. Manbeck

ARTICLES OF INCORPORATION
OF
"CHESTER RIVER JOINT VENTURE, INC."

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 28, 1984 AT 10:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2640, FOLIO 001537 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AUG 15-84 * 28031 ******5.00
AUG 15-84 A 28031 ******5.00

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 140 SPECIAL FEE PAID $

D1692409

RECEIVED
CLERK. CIRCUIT COURT
1984 AUG 15 PM 2:14
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 156594

LIBER 8 PAGE 401

8/29/84 original mailed to Carol Craig, Esq. 208 Duke of Gloucester St. Annapolis, Md 21401

PA

DIHERCO, INC.
A Maryland Close Corporation
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland
ARTICLES OF INCORPORATION

FIRST: I, the undersigned, Carol S. Craig, whose post office address is 208 Duke of Gloucester Street, Annapolis, Maryland, 21401, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Diherco, 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 engage in the restaurant business, including the sale of beer, on and off premises; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of

the Corporation in this State is Route 50 West, Wye Mills, Maryland, 21679. The name and post office address of the Resident Agent of the Corporation in this State is Carol S. Craig, 208 Duke of Gloucester Street, Annapolis, Maryland, 21401. 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 hereby elects to be a close corporation in accordance with Section 4-201 of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

EIGHTH: The Corporation hereby 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 Lorraine M. Diamond.

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 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 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 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 officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of March, 1984, and I acknowledge the same to be my act.

WITNESS:

Noreen Craven

Carol S. Craig
CAROL S. CRAIG

ATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
IS Arts / Inc. WAS
CEIVED FOR RECORD THIS 15th
AY OF Aug. 19 84 AT 2:15 P.M.
AND RECORDED IN
ER Md M 48 Folio Arts Inc.
ECORD BOOK FOR QUEEN ANNE'S
OUNTY

CLERK.

Marguerite M. Manbeck

ARTICLES OF INCORPORATION
OF
DIHERCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 23, 1984 AT 09:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2658, FOL 001711, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1689900

RECEIVED
CLERK, CIRCUIT COURT
1984 AUG 15 PM 2:15
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

W. Tilt

AUG 15-84 * 28032 ******5.00
AUG 15-84 A 28032 ******5.00

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 156415

8/24/84 original mailed to Henry, Hairston & Price P.O. Box 838 Easton, Md 21601-0838

LIBER 8 PAGE 416

CORP5 WHP Can-Am 1 1/31/84 **002440**

ARTICLES OF INCORPORATION OF

CAN-AM CONSULTANTS, LTD.

THIS IS TO CERTIFY:

FIRST: That I, WILLIAM H. PRICE, II, whose post office address is Maryland National Bank Building, Easton, Maryland 21601, 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:

CAN-AM CONSULTANTS, LTD.

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

(1) To act as an engineering consultant to businesses, governments and individuals in all engineering matters, and particularly in connection with communciation facilities, radio and television, audio and video tapes, cable television, satellite communications, licensing requirements of goverment, and all other aspects of engineering consultation.

(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 this Corporation in this State is located at Main and Melvin Streets, Queenstown, Maryland 21658. The name and the post office address of the Resident Agent of the Corporation in this State are respectively, Donald B. Williamson, Prospect Bay Road, Grasonville, Maryland 21638. The Resident Agent is an individual residing in the State of Maryland.

1984 MAR -3 A 11:00

1984 MAR 21 A 11:29

~~40888191~~

40818324

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

FIFTH: The number of Directors of the Corporation shall be six (6), which number may be increased, or decreased, pursuant to the Bylaws of the Corporation, but shall never be less than three (3), unless otherwise permitted by Statute. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are Donald B. Williamson, Margaret L. Williamson, Stephen D. Williamson, David L. Williamson, Andrew D. Williamson and Catherine M. Hortop.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is five hundred thousand (500,000) shares of common stock without par value, all of which are one class.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, 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 restrictions, if any, as may be set forth in the Bylaws of this Corporation.

(2) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation out of its surplus, at such time or times, and in such amounts as it shall deem advisable, of shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock,

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: No contract or other transaction between this Corporation and any other person, corporation or firm, and no act of this Corporation shall in any way be ineffective or invalidated by the fact that any director or officer of this Corporation is pecuniarily interested in such contract or transaction, or is the director, officer, or member of such other corporation or firm; provided the fact that such interest, office or membership exists shall be disclosed or shall have been made known to the Board of Directors prior to any vote with respect to such contract or transaction. In the event of such disclosure, a director who is so interested, or holds such an office or membership, may be counted in determining the existence of a quorum at the meeting of the Board of Directors, and may vote thereat authorizing any such contract or transaction.

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

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

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 proceedings, 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 or 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 MARCH, 1984, and I acknowledge the same to be my act.

William H. Price, II

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

LIBER 8 PAGE 410

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Art. of Inc. WAS
RECEIVED FOR RECORD THIS 15th
DAY OF Aug. 1984 AT 2:15 P.M.
AND RECORDED IN
LIBER MWM No. 8 Folio 406
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite C. Manchas

ARTICLES OF INCORPORATION
OF
CAN-AM CONSULTANTS, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 21, 1984 AT 11:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2638, FOLIO 002439, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AUG 15-84 * 28033 ******5.00
AUG 15-84 A 28033 ******5.00

BONUS TAX PAID $ 490 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1688951

RECEIVED
CLERK, CIRCUIT COURT
1984 AUG 15 PM 2:15
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

Dean W. Pritchard

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 156314

Res:

003658

ARTICLES OF INCORPORATION

OF

"ANOTHER " LARK, INC.

A Close Corporation

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, JOE V. FRITSCH and BARBARA P. FRITSCH, whose post office address is 806 Bay Drive, Stevensville, Queen Annes County, Maryland 21666, both being of full legal age, under and by virtue of the provisions of Title 4, Close Corporations of the Corporations and Associations Article of the Annotated Code, do execute and file these Articles of Incorporation with the intent to become a Close Corporation in accordance with the provisions of Section 4-201(b)(1) of the above-mentioned title.

SECOND: The name of the corporation is:

" ANOTHER " LARK, INC.

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

To conduct and carry on the business of buying, selling and dealing in firewood of any and all kinds; to generally engage in the business of catering; and to own and operate a commercial boat for hire for crabbing and other related purposes; and to provide lawn and landscaping services of any and all kinds.

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

To purchase, lease, hire or otherwise acquire, hold, own, develop, improve, and in any manner dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property, and rights and privileges therein, suitable or convenient for any of the business of the corporation.

To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and

40808196

8/29/89 original mailed to Smith & Smith 17 W. Jefferson St. Rockville, Md 20850

subscribe toward the acquisition, construction or improvement of plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the corporation.

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

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

To borrow or raise money for any of the purposes of the corporation, and to issue bonds, debentures, notes or to issue other obligations of any nature, and in any manner permitted by law, for monies 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 or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the corporation for its corporate purposes.

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 evidence 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 any or all of its branches in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

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

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

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

FOURTH: The post office address of the principal office of the corporation will be 806 Bay Drive, Stevensville, Maryland 21666.

The Resident Agent of the corporation is Joe V. Fritsch of full legal age, whose post office address is 806 Bay Drive, Stevensville, Maryland 21666. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have two directors; Joe V. Fritsch and Barbara P. Fritsch, whose post office address is 806 Bay Drive, Stevensville,

Maryland 21666, and they shall act as such until the first meeting, or until a successor is duly chosen.

SIXTH: The total number of authorized shares of stock of the corporation is 1,000 shares of the class of common voting stock, without nominal or par value, all of one class.

Common stock shall not be assessable for any purposes. The holders of common stock shall be entitled to one (1) vote for every share recorded on the stock records in the holder's name, and to receive all dividends, whether stock or cash, declared and distributed out of the profits earned by the corporation.

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

The Board of Directiors 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, subject to the provisions of Section 4-501 of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

The corporation reserves the right from time to time to make any amendments of its Charter or Articles of Incorporation 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; subject to the provisions of Title 4 of the corporations and Associations Article of the Annotated Code of Maryland, 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 vote at a meeting or in writing with or without a meeting.

The Board of Directors shall be empowered to make, alter, amend and rescind the By-Laws of the corporation, and to fix, determine from time to time and vary the amount to be reserved as working capital; to determine the

times for the declaration any payment and the amount of each dividend on stock; to determine and direct the use and disposition of any surplus or net profits and to authorize and cause to be executed mortgages, deeds of trust and loans upon the real and personal property of the corporation, provided always a majority of the whole Board of Directors concur therein.

The corporation shall be empowered, pursuant to the affirmative vote of the holders of at least fifty-one percent (51%) of the stock issued and outstanding, at a stockholders' meeting duly convened, to sell, assign, transfer or otherwise dispose of the property, including the franchises of the corporation as an entity, provided always that a majority of the whole Board of Directors concur therein.

EIGHTH: In the absence of fraud, no contract or other transaction between this corporation or any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or otner transaction or any way connecter with any person or persons, firms, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested or were not a director of such other corporation, firm, association or partnership.

NINTH: The private property of the stockholders of the corporation shall not be subject to the payment of the corporate debts in any matter or extent whatsoever.

TENTH: The duration of the corporation shall be perpetual.

423600

003663

LIBER 8 PAGE 416

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 7 day of March 1984.

WITNESS:

Joe Martin

Joe V Fritsch
JOE V. FRITSCH

Joe Martin

Barbara P. Fritsch
BARBARA P. FRITSCH

STATE OF MARYLAND, County of , to wit:

I, Lauren S. Gillham, a Notary Public in and for the State and County aforesaid, hereby certify that JOE V. FRITSCH and BARBARA P. FRITSCH, who are personally well known to me (or satisfactorily proven) to be the persons who executed the foregoing ARTICLES OF INCORPORATION, personally appeared before me in said State and County and did under the penalties of perjury acknowledge the said ARTICLES OF INCORPORATION to be their act and deed, that they did further acknowledge and make oath in due form of law that the matters and things herein contained are true.

AS WITNESS my hand and Notarial seal this 7 day of March 1984.

Lauren S. Gillham
Notary Public

My Commission Expires January 1, 1986

GALLAUDET COLLEGE, WASHINGTON, D.C.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts/Inc. WAS
RECEIVED FOR RECORD THIS 15th
DAY OF Aug 84 AT 2:15 P M.
AND ..... AND RECORDED IN
LIBER MWM #8 Folio 411 Arts/Inc
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite M. Manpin

ARTICLES OF INCORPORATION
OF
" ANOTHER " LARK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1984 AT 02:24 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2638, FOL 003657, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AUG 15-84 X 28034 ******5.50
AUG 15-84 A 28034 ******5.50

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 22 SPECIAL FEE PAID $

D1688981

RECEIVED
CLERK, CIRCUIT COURT
1984 AUG 15 PM 2:15
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 156257

8/29/84 Original mailed to Thompson & Thompson Centreville, Md. 21617

LIBER 8 PAGE 418

001005

ARTICLES OF INCORPORATION
OF
OURS AND YOURS PLACE, INC.

The undersigned, Jo Ann Ware, whose post office address is P. O. Box 43, Templeville, Maryland 21670, being at least eighteen (18) years of age, does hereby form a coporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE I

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

OURS AND YOURS PLACE, INC.

ARTICLE II

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

a. To engage in the retail and wholesale tavern and restaurant business as principal or agent, including the purchase, preparation, sale and serving of food, food products and beverages, including alcoholic beverages.

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

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

d. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland (1974 Ed. 1979 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 aforegoing enumeration of purposes, objects and

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0677

1984 AUG 14 A 9:12

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

ARTICLE III

The post office address of the principal office of the Corporation is P. O. Box 43, Templeville, Maryland 21670. The principal office of the Corporation is located on Maryland Route 300, Sudlersville, Maryland 21668. The resident agent of the Corporation is Jo Ann Ware, who resides on Maryland Route 302, Templeville, Maryland 21670. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV

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

ARTICLE V

After completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the number of the directors of the Corporation shall be not less than two (2) nor more than five (5). The names of the directors who shall act until the first are duly chosen and qualified are: Jo Ann Ware, Arthur T. Ware and John Ware.

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:

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0677

LIBER 8 PAGE 420

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

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the aforegoing 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 her name this 8th day of March, 1984, and acknowledged the same to be her act.

WITNESS:

Jane A. Anthony

Jo Ann Ware (SEAL)
JO ANN WARE

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0877

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

I HEREBY CERTIFY, that on this 8th day of March, 1984, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared JO ANN WARE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that she executed the same for the purposes therein contained.

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

Joan A. Anthony
Notary Public
My Commission Expires: July 1, 1984

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0877

LIBER 8 PAGE 422

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Inc WAS
RECEIVED FOR RECORD THIS 15th
DAY OF Aug. 1984 AT 2:15 P M
E ..... AND RECORDED IN
IBER MW m 45 fo/ 348 Arts/Inc
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite M. Masters

ARTICLES OF INCORPORATION
OF
OURS AND YOURS PLACE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 14, 1984 AT 09:12 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2637, FOL 001004, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AUG 15-84 * 28036 *******5.00
*******5.00

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1685148

RECEIVED
CLERK. CIRCUIT COURT
1984 AUG 15 PM 2: 15
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 155998

~~000875~~
003501

Res.

ARTICLES OF INCORPORATION

OF

THE MARYLAND STANDARDBRED BREEDERS ASSOCIATION, INC.

FIRST: I, ROBERT M. CATTANEO, 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 The Maryland Standardbred Breeders Association, Inc. ("Corporation").

THIRD: The purposes for which the Corporation is formed are to promote and advance the standard bred horse industry, to improve the conditions in the standard bred horse industry and to engage in any other lawful activity. 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 Corporation is not organized for profit. The Corporation shall have no capital stock and shall not be authorized to issue capital stock. Qualifications and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

FIFTH: The number of Directors of the Corporation shall be seven (7) until changed as provided by the By-Laws of the Corporation. The names of those who will serve as the Directors until the first annual meeting of the members of the Corporation and until

40758329

LIBER 8 PAGE 423

8/29/84 Original mailed to Jules & Stoodley 114 N. West St. Easton, Md 21601

their successors are elected and qualify are Philip Callahan, B. Eugene Ewing, Hubert Jackson, William Edward Leager, George Thomas Starkey, Jr., James Britton Steele, Jr., and Orren F. Stein.

SIXTH: 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.

SEVENTH: The address of the principal office of the Corporation is c/o William Edward Leager, General Delivery, Price, Maryland 21656. The name of the Resident Agent of the Corporation is William Edward Leager and his address is U. S. Route 301, General Delivery, Price, Maryland 21656.

I HEREBY ACKNOWLEDGE these Articles of Incorporation to be my act this 13th day of March, 1984.

Robert M Cattaneo
ROBERT M. CATTANEO

ATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
HIS Arts/Incr WAS
CEIVED FOR RECORD THIS 15th
Y OF Aug 1984 AT 2:15 P.M.
AND RECORDED IN
BER MWJN #8 Folio 423 Arts/Incr
ECORD BOOK FOR QUEEN ANNE'S
OUNTY
Marguerite M. Clerk
CLERK

ARTICLES OF INCORPORATION
OF
THE MARYLAND STANDARDBRED BREEDERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 14, 1984 AT 12:50 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2637 2650 , FOLIO 000877 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

3500

AUG 15-84 * 28037 ******5.00
AUG 15-84 A EE6037 ******5.00

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1684935

RECEIVED
CLERK. CIRCUIT COURT
1984 AUG 15 PM 2:15
QUEEN ANNE'S COUNTY

TO THE CLERK OF THE CIRCUIT COURT OF QUEEN ANNES COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 155977

LIBER 8 PAGE 425

LIBRARY 8 AUG 426

003259

SENEY OIL CO., INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER, entered into this 28th day of March, 1984, by and between SENEY OIL CO., INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor") and THE HOUSEWARMERS, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY THAT:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee.

SECOND: The name, post office address and principal place of business of Transferee are: The Housewarmers, Inc., 315 Lake Street, Salisbury, Maryland 21801.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Seney Oil Co., Inc., a corporation organized under the laws of the State of Maryland.

Transferee is The Housewarmers, Inc., a corporation organized under the general laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article Eighth herein, is Three Hundred Seventy-Six Thousand and Ninty-Nine Dollars and Twenty-Eight Cents ($376,099.28) to be paid to Transferor in accordance with the terms and conditions set forth in the Purchase Agreement dated March 26, 1984 (hereinafter referred

LAW OFFICES OF
MELNICOVE, KAUFMAN,
WEINER & SMOUSE, P.A.
36 S. CHARLES STREET
BALTIMORE, MD
21201-3060

40908330

032884-09

LIBER 8 PAGE 427

9/5/84 original mailed to Melnicove, Kaufman & Weiner & Smouse, P.A. 36 South Charles St Balto Md 21201

to as the "Agreement") between Diamond Industries Inc. and Transferor. Transferee is the assignee of Diamond Industries' rights and obligations under the Purchase Agreement.

FIFTH: The principal office of Transferor is Commerce Street, Centreville, Maryland 21617. The only county in which Tranferor owns property, the title to which could be affected the recording of an instrument among the Land Records, is Queen Anne's County. The principal office of the Transferee is in the City of Salisbury, Wicomico County, State of Maryland.

SIXTH: 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 Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

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

SEVENTH: As to Transferee, the sale, assignment and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the

LAW OFFICES OF
MELNICOVE, KAUFMAN,
WEINER & SMOUSE, P.A.
36 S. CHARLES STREET
BALTIMORE, MD
21201-3060

manner and by the vote required by the Charter of Transferee and by the laws of the State of Maryland under which Transferee was organized.

EIGHTH: In consideration of the payment to Transferor of Three Hundred Seventy-Six Thousand and Ninty-Nine Dollars and Twenty-Eight Cents ($376,099.28) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, substantially all of its property and assets, consisting of the properties described in the Confirmatory Deeds of Assignment between the parties as well as the property set forth on Exhibit A attached hereto. The Transferee assumes no liabilities of the Transferor other than those set forth on Exhibit B.

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

IN WITNESS WHEREOF, Seney Oil Co., Inc. and The Housewarmers, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its President or Vice President and was attested by the Secretary or Assistant Secretary, as of this 28th day of March, 1984.

LAW OFFICES OF
MELNICOVE, KAUFMAN,
WEINER & SMOUSE, P.A.
36 S. CHARLES STREET
BALTIMORE, MD
21201-3060

ATTEST:

SENEY OIL CO., INC.

Secretary

By: _____ (SEAL)
President

THE HOUSEWARMERS, INC.

Secretary

By: _____ (SEAL)
President

THE UNDERSIGNED, THE PRESIDENT OF SENEY OIL CO., 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.

President

THE UNDERSIGNED, THE PRESIDENT OF THE HOUSEWARMERS, 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

LAW OFFICES OF
MELNICOVE, KAUFMAN,
WEINER & SMOUSE, P.A.
36 S. CHARLES STREET
BALTIMORE, MD
21201-3060

EXHIBIT A

All of Transferor's petroleum business assets including real estate, fixtures, inventory, customer lists, equipment, machinery, supplies, radios, telephones, automotive parts, tires, batteries, burner service parts, service equipment and other tangible personal property, all franchise agreements, branding agreements, lease agreements, options, tradenames, trademarks, service marks, restrictive covenants, licenses, permits and all contract rights and intangibles of Transferor not otherwise specific in this Purchase Agreement dated March 26, 1984. Excluded from the Sale and Transfer are accounts receivable, cash and cash equivalents, the convenience store business of Transferor and any assets associated therewith.

LAW OFFICES OF
MELNICOVE, KAUFMAN,
WEINER & SMOUSE, P. A.
36 S. CHARLES STREET
BALTIMORE, MD
21201-3060

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.

President

0270a

LAW OFFICES OF
MELNICOVE, KAUFMAN,
WEINER & SMOUGE, P. A.
36 S. CHARLES STREET
BALTIMORE, MD
21201-3060

EXHIBIT B TO ARTICLES OF TRANSFER AND SALE

~~EXHIBIT xxxx~~

LEASES, OPTIONS AND CONTRACTS TO BE ASSUMED AND ASSIGNED, SUBJECT TO COURT APPROVAL

Party	Description	Approximate Date
Towne Toyota	Field Equipment Agreement	1982
Logan's Store	Field Equipment Agreement	9/83
Willie Hunter & Sons	Field Equipment Agreement	4/73
Jolley Mem. Home	Field Equipment Agreement	8/78
M&M Market	Field Equipment Agreement	7/82
Citizens Gas Co.	Field Equipment Agreement	9/81
D&S Electronics	Field Equipment Agreement	10/80
Supersoda Center	Field Equipment Agreement	4/83
Eastern Shore Ref.	Field Equipment Agreement	10/73
Geo. L. Elliott & Son	Field Equipment Agreement	3/78
Green Acres	Field Equipment Agreement	10/82
J.R. Dashiell & Sons	Field Equipment Agreement	5/76
Salisbury Datsun	Field Equipment Agreement	1982
Outpost	Field Equipment Agreement	1982 and 1983
Coopers Market	Field Equipment Agreement	1983
Dover Datsun	Field Equipment Agreement	1983
Adkins Hardware	Field Equipment Agreement	Unknown

Party	Description	Approximate Date
A&W Hardware	Field Equipment Agreement	Unknown
Bahia Marina	Field Equipment Agreement	Unknown
Bishopville Fire Department	Field Equipment Agreement	Unknown
Megee Farms	Field Equipment Agreement	Unknown
S&S Market	Field Equipment Agreement	Unknown
Berlin AG Supply	Field Equipment Agreement	Unknown
Lester's Getty	Field Equipment Agreement	Unknown
Doughties Market	Field Equipment Agreement	7/81
Melson's Market	Field Equipment Agreement	5/83
Webb's Market	Field Equipment Agreement	Unknown
U.P.S.	Field Equipment Agreement	10/79
J&B Market	Field Equipment Agreement	8/82
Seaside Chevy Olds	Field Equipment Agreement	7/83
Willie's Fair	Field Equipment Agreement	7/81
Green Hill Yacht & Country Club	Field Equipment Agreement	8/78
Bill Hall Ford	Field Equipment Agreement	12/83
Concrete Block Systems	Field Equipment Agreement	4/82
Mills Communication, Inc.	Radio Tower Lease and Service Contract	1971 1981
Town of Greensboro	Real Property Lease	9/78
John and Augusta Williams	Berlin Supersoda Lease	1/83

003267

Party	Description	Approximate Date
Charles W. Lord	Berlin Supersoda Lease	4/83
Claude Collins	Outpost Lease	6/83
Last Outpost, Inc.	Outpost Sublease	6/83
Edwin B. Jarrett	Jarrett Station Lease	12/79
Joe J. Nulf	Jarrett Station Sublease	10/80

LIBER 8 PAGE 430

ARTICLES OF SALE AND TRANSFER

OF

SENEY OIL CO., INC. (a Maryland Corporation)-Transferor

and

THE HOUSEWARMERS, INC. (a Maryland Corporation)-Transferee

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articl Sale WAS
RECEIVED FOR RECORD THIS 24th
DAY OF Aug 1984 AT 2:41 P.M.
RE ..... AND RECORDED IN
LIBER mun 8 folio 430 Arts Rec.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CLERK
Marguerite W. Martin

AUG 24 84 A 28372 ******7.00

approved and received for record by the State Department of Assessments and Taxation of Maryland March 30, 1984 at 10:48 o'clock A. M. as in conformity with law and ordered recorded.

003253

Recorded in Liber 2642, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ _____ Recording fee paid $ 28.00 Special Fee paid $ _____

1984 AUG 24 PM 2:

4.00-Cert. of Transfer Wicomico County Corp. Rec.
4.00- " " Conveyance Queen Anne County Land Records

$36.00

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.

djmd

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

Dean W. Kitchen

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 164603

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION

of the UPDIKE INC.

were received for record on March 21, 1984

in accordance with the provisions of Sec. 3-407 of the

Corporations and Associations Article of the Code.

Gene L. Burner

Director

LIBER 8 PAGE 437

9/5/84 original mailed to George Bayrak, P.A.
523 W. Chesapeake Ave.
Towson, Md 21204

003218

ARTICLES OF DISSOLUTION

OF

UPDIKE INC.

THESE ARTICLES OF DISSOLUTION, made this 19th day of December, 1983, by a majority of the Board of Directors of the Corporation, in accordance with the Provisions of Article 3, Subtitle 4 (Dissolution) of the Annotated Code of Maryland (Corporations and Associations), WITNESSETH:

RECITAL

The Corporation was incorporated May 23, 1979 under the name "NEWPORT LURES, INC."; the name was changed to UPDIKE INC. on May 2, 1983, all of the above being duly recorded in the State Department of Assessment & Taxation. The Corporation, in a manner approved by a majority of the Shareholders and Directors of the Corporation at a meeting called for that purpose, voted for a voluntary dissolution, effective October 1, 1983. The items listed below are in compliance with the Articles of Dissolution set forth in Subtitle 4, Section 3-401-419 of the Annotated Code of Maryland.

1. The name of the Corporation is "UPDIKE INC.", formerly "NEWPORT LURES, INC.", whose address is 19-6 Baycity Road, Stevensville, Maryland 21666.

2. Frank Updike, the present Resident Agent, and a resident of the State of Maryland, will serve for one year after dissolution and until the affairs of the Corporation are wound up. The address of the Resident Agent is the same as the Corporation's office address.

3. The Directors of the Corporation are:

Frank Updike -19-6 Baycity Rd.,Stevensville, Md. 21666
Mark Updike - 300 Maiden Choice Lane, Balto., Md. 21228
Ralph Updike, M.D. - 9316 Rock Meadow Dr., Ellicott City 21043

4. The officers of the Corporation are:

Frank Updike	President-19-6 Baycity Rd.Stevensville,Md.21666
Ralph Updike	Vice President -9316 Rock Meadow Dr. El.Cty.
Ralph Updike	Secretary " " 21043
Frank Updike	Treasurer 19-6Bay City Rd.Stevensville,Md.21666
George Zavadil	Assistant Secretary 503 W. Chesapeake Ave. Towsn, Md. 21204

The Corporation's Dissolution was approved in the manner and by vote required by law and the By-Laws of the Corporation, by Special Meeting convened on May 1, 1983, consisting of Board of Directors and Shareholders.

6. There are no known creditors of the Corporation.

7. In accordance with the Authority provided in Article 3, and 3-408 of the Annotated Code of Maryland (Corporations and Associations) the Corporation is dissolved effective with the date of acceptance by the

GEORGE ZAVADIL, P.A.
ATTORNEY AT LAW
503 W. CHESAPEAKE AVE.
TOWSON, MD. 21204
(301) 821-3550

40818251

~~40828171~~

Department of Assessment and Taxation or upon the completion of the "winding up" of its business and affairs, whichever last occurs.

IN WITNESS WHEREOF, FRANK UPDIKE, President of the Corporation, and acting in its behalf, acknowledges these Articles of Dissolution to be his act, intendint the Corporation to be bound thereby, and declares under penalties of perjury that the contents are true and correct to the best of his knowledge, information and belief.

ATTEST:

Assistant Secretary

UPDIKE INC.

By: (SEAL)
FRANK UPDIKE, President

GEORGE ZAVADIL, P.A.
ATTORNEY AT LAW
503 W. CHESAPEAKE AVE.
TOWSON, MD. 21204
(301) 321-8530

LIBER 8 PAGE 440

003220

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

March 15, 1984

THIS IS TO CERTIFY that all corporation taxes due and owing to the State of Maryland and Queen Anne's County to Newport Lures, Inc. have been paid through March 15, 1984.

William H. Tolson

William H. Tolson, Treas.
Queen Anne's County

003221

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

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

UPDIKE INC.

have been paid.

WITNESS my hand and official seal this

6th day of JANUARY A.D. 19 84

Patricia A. Mebeal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PB-400

LIBER 8 PAGE 441

LIBER 8 PAGE 442

A TE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
IS ..... WAS
CEIVED FOR RECORD THIS 24th
Y OF Aug 19 84 AT 3:41 P M
E ..... AND RECORDED IN
IBER Num 8 folio 437 Ann Rene
RECORD BOOK FOR QUEEN ANNE'S
OUNTY

CLERK
Marguerite M. Martin

ARTICLES OF DISSOLUTION

OF

UPDIKE INC.

AUG 24-84 A #28373 ******5

approved and received for record by the State Department of Assessments and Taxation of Maryland March 21, 1984 at 11:21 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2642, folio 003217, 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.

AUG 24 PM 2:41 1984

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 164597

002180

ARTICLES OF INCORPORATION

OF

TUTTLE & SON, INC.

A Close Corporation

This is to certify:

FIRST: That I, the subscriber, David C. Bryan, whose Post Office Address is Box 418, Centreville, Maryland 21617, being at least eighteen (18) years of age, am forming a corporation under the general laws of the State of Maryland.

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

TUTTLE & SON, INC.

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

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

(a) To engage in the business of home improvements and general residential construction for the purpose of building, erecting, altering, remodeling, repairing, wrecking or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever.

(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

41178097

1984 APR 26 A 10:15

LIBER 8 PAGE 443

9/5/84 original mailed to David C. Bryan, Esq. Centreville, Md 21617

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 other 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.

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

(d) The aforegoing 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.

(e) 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.

FIFTH: The Post Office address of the place at which the principal office of the Corporation in this state will be located is Box 113, Queenstown, Maryland 21658. The

resident agent of the Corporation is W. Irving Tuttle, IV, whose post office address is Post Office Box 113, Queenstown, Maryland 21658. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have no directors, but W. Irving Tuttle, IV shall act as director until the organization meeting of the director and the issuance of some stock by the Corporation has been completed.

SEVENTH: The total number of shares of all classes which the Corporation is authorized to issue is Five Thousand (5,000) shares, which are without par value, all of which shares are of one class and are designated common stock.

EIGHTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by Maryland Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

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

WITNESS my hand and seal this 23RD day of APRIL, 1984.

TEST:

Marion L. Mawton David C. Bryan (SEAL)
David C. Bryan

LIBER 8 PAGE 446

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 24th
DAY OF Aug 19 84 AT 2:41 P.M.
AND RECORDED IN
LIBER MWM 8 folio 443 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite M. Manbeck

ARTICLES OF INCORPORATION
OF
TUTTLE & SON, INC.

AUG 24-84 A #28374 ******5

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 26, 1984 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2645, FOLIO 002179 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1705649

1984 AUG 24 PM 2:41

TO THE CLERK OF THE CIRCUIT COURT OF QUEEN ANNES

IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 158415

000634

QUEEN ANNE'S COUNTY EXTENSION ADVISORY COUNCIL, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Marie Y. Mabrey, whose post office address is Rt. 1 Box 48A, Sudlersville, Maryland 21668; Marie Brown, whose post office address is 408 N. Commerce Street, Centreville, Maryland 21617; Tom Rider, whose post office address is Rt. 2, Centreville, Maryland 21617 and Twaun Oakes, whose address is Rt. 2, Centreville, Maryland 21617, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation is:

QUEEN ANNE'S COUNTY EXTENSION ADVISORY COUNCIL, INC.

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

1. The Council will serve in an advisory capacity to the County Extension faculty of the University of Maryland in developing and coordinating the total unified agricultural-related program planning process.

2. The Council will assist and advise the County faculty on problems or opportunities existing in the County which the University of Maryland Cooperative Extension Service could address.

3. The Council will assist and advise in establishing program priorities--including new initiatives in agriculture, horticulture, 4-H and Youth, Extension home economics, marine science, community resources and energy development and other agricultural-related programs and activities that would be beneficial to the citizens of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Rt. 1 Box 48A, Sudlersville, Maryland 21668. The resident agent is Twaine Oakes at the same address.

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

SIXTH: The number of directors of the Corporation shall be seven (7) 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 meeting or until their successors are duly chosen and qualified are:

1. Francis Glasgow
2. Charles A. Haymaker, Jr.
3. Charles R. Patterson, III
4. Anna L. Rogers
5. Nancy R. Schmidt
6. Melinda Davis
7. Tommy Dodd

9/5/84 original mailed to B. L. Coffindaffer
C.E.S. - University of Md
- College Park, Md 20742

QUEEN ANNE'S COUNTY EXTENSION ADVISORY COUNCIL

ARTICLES OF INCORPORATION continued:
The corporation shall also be subject to the provisions contained in the addendum attached hereto and incorporated by reference.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on June 2, 1982, and severally acknowledge the same to be our act.

Marie Y. Mabrey
MARIE Y. MABREY

Marie Brown
MARIE BROWN

Tom Rider
TOM RIDER

Twaun Oakes
TWAUN OAKES

QUEEN ANNE'S COUNTY EXTENSION ADVISORY COUNCIL, INC.

ARTICLES OF INCORPORATION

ADDENDUM

The following provisions are added to the basic Articles of Incorporation dated June 2, 1982 in accordance with the General Laws of the State of Maryland and pursuant to Title 5, Subtitle 2 of the Maryland Corporations and Associations Code Annotated, Section 5-201 et seq.

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

NINTH: 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 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

TENTH: 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 TENTH 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 any public charitable purposes under the laws of the United States, any state or territory, the District of Columbia or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

ELEVENTH: All provisions in these Articles of Incorporation shall be subject to amendment, consistent with the provisions of the Maryland Corporations and Associations Code Annotated and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any other United States Internal Revenue Law) by the affirmative vote of all of the members entitled to vote in respect thereof.

TWELFTH:

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 4942 (c) 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 Coroporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws.

IN WITNESS WHEREOF, we have signed this addendum to the Articles of Incorporation this 1st day of December, 1982, and severally acknowledge same to be our act.

Marie G. Mabrey

Marie J. Brown

Susan Coker

Thomas R. Rider

LIBER 8 PAGE 452

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Incor. WAS
RECEIVED FOR RECORD THIS 24th
DAY OF Aug 1984 AT 2:41 P.M.
RE ..... AND RECORDED IN
LIBER MJM 8 folio 447 Arts Incor.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite M. Manning

ARTICLES OF INCORPORATION
OF
QUEEN ANNE'S COUNTY EXTENSION ADVISORY COUNCIL, INC.

AUG 24-84 A 28375 ******5.0

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 17, 1984 AT 09:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2645, FOLIO 000633 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

84 AUG 24 PM 2:41

D1703115

TO THE CLERK OF THE CIRCUIT COURT OF QUEEN ANNES COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Ralph B. Acker

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 158259

Res

ARTICLES OF INCORPORATION

OF

TALBOT TRANSPORT, INC.

(A Maryland Corporation)

SECTION 1 - INCORPORATOR: The undersigned, Thomas J. Keating, IV, whose post office address is 117 Lawyers Row, P.O. Box 416, Centreville, Maryland, 21617, being at least eighteen (18) years of age and acting as incorporator, hereby forms a corporation under and by virtue of the General Corporation Laws of the State of Maryland.

SECTION 2 - NAME AND ADDRESS: The name of the corporation (which is hereafter called the "Corporation") is TALBOT TRANSPORT, INC., and the post office address of the principal office of the Corporation in this State is c/o James G. Dudley, Bloomingdale Road, Queenstown, Queen Anne's County, Maryland, 21658.

SECTION 3 - GOVERNING LAW: The Corporation is a corporation as defined in and authorized by Title Two of the Corporations and Associations Article of the Code of Public General Laws of Maryland, as amended from time to time.

SECTION 4 - PURPOSES AND POWERS: The purposes for which the Corporation is formed, and the powers which it shall have, are as follows:

A. To engage in the hauling or transporting of any and all goods, products, supplies and/or commodities by motor truck or other vehicle; and to engage in any and all other lawful occupations, activities and/or businesses; and

B. To do any and all other acts or things which may be permitted by Section 2-103 of the Corporations and Associations Article of the Code of Public General Laws of Maryland, as amended from time to time.

SECTION 5 - RESIDENT AGENT: The name and post office address of the Resident Agent of the Corporation in this State is James G. Dudley, Bloomingdale Road, Queenstown, Queen Anne's County, Maryland, 21658. Said Resident Agent is an individual actually residing in this State.

SECTION 6 - CAPITALIZATION: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par

41248265

9/5/84 Signed mailed to Thomas J. Keating, IV, Esq 117 Lawyers Row P.O. Box 416 Centreville, Md 21617

value of One Dollar ($1.00) per share, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars ($100,000.00).

SECTION 7 - BOARD OF DIRECTORS: The Corporation shall initially have one Director. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; provided however, that:

A. If there is no stock outstanding the number of Directors may be less than three but not less than one; and

B. If there is stock outstanding and there are fewer than three stockholders, the number of Directors may be less than three but not less than the number of stockholders.

The name of the initial Director, who shall act as such until the first annual meeting of stockholders, or until his respective successor(s) are duly elected and qualified, is as follows:

James G. Dudley

SECTION 8 - STOCK ISSUANCE MATTERS: 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 may from time to time authorize the issuance 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 aforegoing enumeration of powers of the Board of Directors shall not be limited or restricted by reference to or inference from the terms of any other provision of this Charter, 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.

SECTION 9 - NEGATION OF PRE-EMPTIVE RIGHTS: 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.

SECTION 10 - INDEMNIFICATION: The Corporation shall or may indemnify a Director or Officer or other representative in accordance with the following provisions:

A. 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.

B. The Corporation may indemnify a corporate representative, other than a present or former Director or Officer, 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 specifically determined by

(i) an affirmative vote, at a duly constituted meeting, or 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 under the circumstances.

C. As used in this Section, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Code of Public General Laws of Maryland (herein called the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 1st day of May, 1984, and hereby acknowledges the same to be his act.

Witness

THOMAS J. KEATING, IV
"Incorporator"

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

ARTICLES OF INCORPORATION
OF
TALBOT TRANSPORT, INC.

HIS ..... WAS
CEIVED FOR RECORD THIS 24th
Y OF Aug 19 84 AT 2:41 P.M.
..... AND RECORDED IN
BER Mun 8 folio 453 Arts Rec
CORD BOOK FOR QUEEN ANNE'S
UNTY
CLERK

AUG 24 84 A 28376 ******5.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 03, 1984 AT 11:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2646, FOLIO 002405 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

1984 AUG 24 PM 2:41

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1707991

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 158109

LIBER 8 PAGE 457

9/5/84 original mailed to Donna Pierson
Saddler Service Rd.
Grasonville, Md 21638

002519

LIBER 8 PAGE 458

ARTICLES OF AMENDMENT

SINCERELY YOURS, INC., a Maryland corporation having its principal 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 FIFTH, and inserting in lieu thereof the following:

"SECOND: The name of the corporation (hereinafter called the 'Corporation') is: PIERSONS, INC."

"FIFTH: The post office address of the principal office of the Corporation in this State is Saddler Service Road, Grasonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State is Donna Pierson, Saddler Service Road, Grasonville, Maryland 21638. Said Resident Agent is an individual residing in this State."

SECOND: 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.

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

1984 AUG 27 P 1:02

40878596

002520

IN WITNESS WHEREOF, Sincerely Yours, 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 12th day of March, 1984.

ATTEST:

T. Douglas Pierson
T. Douglas Pierson, Secretary

SINCERELY YOURS, INC.

Donna M. Pierson
Donna M. Pierson, President

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

Donna M. Pierson
Donna M. Pierson, President

LIBER 8 PAGE 460

TATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Amend WAS
RECEIVED FOR RECORD THIS 24th
DAY OF Aug 19 84 AT 2:41 P M
RE ..... AND RECORDED IN
LIBER NUMBER 8, FOLIO 458 Arts Amend
RECORD BOOK FOR QUEEN ANNE'S
OUNTY
CLERK
Marguerite W. Manlin

ARTICLES OF AMENDMENT

OF

SINCERELY YOURS, INC.

Changing its name to:

PIERSONS, INC.

AUG 24-84 A 28377 ******50

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1984 at 1:02 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2641, folio 002518, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

1984 AUG 24 PM 2:41

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.

djmd

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

A 164511

000168

E.S.P., INC.

ARTICLES OF INCORPORATION

FIRST: I, Patrick E. Thompson whose 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 E.S.P., INC.

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

(1) To manufacture, produce, purchase, or otherwise acquire, and to deal in, distribute, sell and otherwise dispose of fixed and/or removable dental prosthetics, for the dental profession or others to likewise deal with or trade in, and all articles or materials necessary or useful in connection 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 address of the principal office of the Corporation in this State is: Farmer's National Bank Building, 102 Broadway Street, Centreville, Maryland 21617. The name and address of the Resident Agent of the Corporation in this State is Patrick E. Thompson, 109 Lawyers Row, 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 TWO THOUSAND (2,000.00) share of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be THREE (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be more than SEVEN (7), 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 their successor is duly chosen and qualified is: James J. Lucas.

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.

41158450

41098117

LIBER 8 PAGE 461

9/5/84 original mailed to Lusner & Thompson
109 Lawyers Row
Centreville, Md 21617

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

(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 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 2-148 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 other wise 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 of former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of April, 1984, and I acknowledge the same to be my act.

Patrick E. Thompson

LIBER 8 PAGE 464

ARTICLES OF INCORPORATION
OF
E.S.P., INC.

STATE OF MARYLAND.
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts/Inc. WAS
RECEIVED FOR RECORD THIS 24th
DAY OF Aug 19 84 AT 2:42 P M.
RE ..... AND RECORDED IN
LIBER num 8, folio 461 Arts/Inc
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite W. Manlove

AUG 24-84 A 28378 ******5

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 18, 1984 AT 12:06 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2644, FOLIO 000463 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

1984 AUG 24 PM 2:42

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1702414

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 DEPARTMENT AT BALTIMORE.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 158933

002185

ARTICLES OF INCORPORATION

OF

J. C. WARNER CO., INC.

A Close Corporation

This is to certify:

FIRST: That I, the subscriber, David C. Bryan, whose Post Office Address is Box 418, Centreville, Maryland 21617, being at least eighteen (18) years of age, am forming a corporation under the general laws of the State of Maryland.

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

J. C. WARNER CO., 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 manufacture, construct, process, build, assemble, install, buy, sell and otherwise handle and deal in sheet metal, ornamental, bronze, copper and other kinds of metallic materials and to engage in blanking, drawing, forming, punching, shearing and tooling metals of all kinds and types.

(b) To engage in the business of purchasing, selling, distributing and installing, at wholesale or retail, air conditioning equipment, appliances, fixtures, and supplies, including equipment for the cooling, heating and circulating of air.

(c) To acquire by purchase, lease or otherwise, lands and interests in lands; and to own, hold,

1984 APR 26 1/2 A 10:19

41178266

LIBER 8 PAGE 465

9/5/84 original mailed to David C. Bryan, Esq.
111 Lawyers Row
Centreville, Md 21617

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 other parts of any buildings or other structures at any time owned by the Corporation.

(d) To enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose.

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

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

(g) The aforegoing 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.

(h) The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges, granted to or conferred upon, corporations of a similar character by the Public General Laws of the State of Maryland, now or hereafter in force, and the enumeration of

the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted and conferred.

FIFTH: The Post Office address of the place at which the principal office of the Corporation in this state will be located is Del Rhodes Avenue, Queenstown, Maryland 21658. The resident agent of the Corporation is James C. Warner, whose post office address is Route 2 Box 754, Stevensville, Maryland 21666. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have no directors, but James C. Warner shall act as director until the organization meeting of the director and the issuance of some stock by the Corporation has been completed.

SEVENTH: The total number of shares of all classes which the Corporation is authorized to issue is Five Thousand (5,000) shares, which are without par value, all of which shares are of one class and are designated common stock.

EIGHTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by Maryland Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

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

WITNESS my hand and seal this 23RD day of APRIL, 1984.

TEST:

Marian L. Marston David C. Bryan (SEAL)
David C. Bryan

LIBER 8 PAGE 468

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

ARTICLES OF INCORPORATION
OF
J. C. WARNER CO., INC.

THIS Arts/Corp WAS
RECEIVED FOR RECORD THIS 24th
DAY OF Aug 19 84 AT 2:48 P.M.
RE ..... AND RECORDED IN
LIBER Mun 8 Folio 465 Arts Corp.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

AUG 24-84 A 28379 ******5

CLERK
Marguerite E. Franklin

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 26, 1984 AT 10:19 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2645, FOL 002184, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

1984 AUG 24 PM 2:42

D1705656

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 DEPARTMENT AT BALTIMORE.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 158416

001981

ARTICLES OF AMENDMENT

OF

EAST 50 YACHTS, INC.
(A CLOSE CORPORATION)

1. The name of the aforesaid corporation shall be changed to : E.F.Y. INC.

2. The amendment was advised and unanimously approved by the board of directors of the aforesaid corporation.

3. The amendment was unanimously approved by the stockholders of the aforesaid corporation.

IN WITNESS WHEREOF, I have signed these Articles of Amendment this 23 day of April, 1984, and acknowledge the same to be my act.

WITNESS

Secretary

President (SEAL)

STATE OF MARYLAND

SS:

COUNTY OF ANNE ARUNDEL

I HEREBY CERTIFY that on this 23 day of April, 1984, before me, the subscriber, a notary public of the State and County aforesaid, personally appeared Jon Holmquist and acknowledged the foregoing Articles of Amendment to be the act of the aforesaid corporation and stated under penalties for perjury, that, to the best of his or her knowledge, information and belief, the matters and facts set forth in the articles with respect to authorization and approval are true in all material respects.

WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:
7-1-86

~~41218425~~

41328132

LIBER 8 PAGE 469

9/5/84 signed mailed to Friedman & Friedman
First Nat'l Bank Bldg
Balto. Md 21202

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts/Amend WAS
RECEIVED FOR RECORD THIS 24th
DAY OF Aug 19 84 AT 2:42 P.M.
RE ..... AND RECORDED IN
LIBER MWM 8 Folio 469 Arts/Amend
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite W. Manlove

LIBER 8 PAGE 470

ARTICLES OF AMENDMENT

OF

EAST 50 YACHTS, INC.

Changing its name to:

E.F.Y. INC.

AUG 24-84 A 328380 ******

approved and received for record by the State Department of Assessments and Taxation of Maryland May 11, 1984 at 9:13 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2646, folio 001980, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

1984 AUG 24 PM 2:42

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.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165091

001570

ARTICLES OF AMENDMENT

FLOTILLA 04-03, INC.
(a non-stock corporation)

Flotilla 04-03, Inc., a Maryland non-stock corporation, having its principal office at Route 1, Box 231, Queenstown, Queen Anne's County, Maryland 21658, 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 to change the name of the Corporation from Flotilla 04-03, Inc. to Flotilla 19-3, Inc. to comply with the change of the Flotilla designation by the United States Coast Guard Auxilliary.

SECOND: The Charter of the Corporation is hereby amended by deleting in its entirety Article Second and substituting therefor the new Article Second.

ARTICLE SECOND

"The name of the Corporation (which is hereinafter called the Corporation is Flotilla 19-3, Inc."

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 the members of the Corporation, in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the members duly approved said amendment.

IN WITNESS WHEREOF, FLOTILLA 04-03, 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 24th day of March, 1984,

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0877

41158453

~~40938243~~

LIBER 8 PAGE 471

9/5/84 Original Mailed to Thompson & Thompson Centreville Md 21617

and its president acknowledges that these Articles of Amendment are the deed and act of Flotilla 04-03, 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:

John W Farnolf Jr
Sec.

FLOTILLA 04-03, INC.

BY: Edward L. Taylor (SEAL)
President

(PLACE CORPORATE SEAL HERE)

Thompson & Thompson
Centreville, Md 21617

THOMPSON & THOMPSON
ATTORNEYS AT LAW
CENTREVILLE, MARYLAND 21617
758-0877

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts/Amend WAS
RECEIVED FOR RECORD THIS 24th
DAY OF Aug 1984 AT 2:42 P.M.
AND RECORDED IN
LIBER MWM 8, FOLIO 471 Arts Amd.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Marguerite W. Marbury
CLERK

ARTICLES OF AMENDMENT

OF

FLOTILLA 04-03, INC.

Changing its name to

FLOTILLA 1903, INC.

approved and received for record by the State Department of Assessments and Taxation AUG 24-84 A 28381 ******5
of Maryland April 24, 1984 at 2:03 o'clock P. M. as in conformity
with law and ordered recorded.

001569

Recorded in Liber 2646, folio , one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

AUG 24 PM 2:42

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

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 164985

LIBER 8 PAGE 473

CA

000875

ARTICLES OF INCORPORATION

OF

DELLKAS, INC.

I. Incorporator: The incorporator is Columbus Vincent Sbardella, an adult individual and resident of Queen Anne's County, Maryland, residing at Route 1, Box 247-Z, Queenstown, Maryland 21658. Said incorporator is hereby forming a corporation under the general laws of the State of Maryland.

II. Name: The name of the corporation, hereinafter sometimes referred to as "Company," shall be Dellkas, Inc.

III. Purpose: The objects and purposes for which the Company is formed are as follows:

A) To purchase, sell, and hold commercial and residential real estate property.

B) To rent and manage the rental of real estate property.

C) To finance the purchase and sale of commercial and residential real estate.

D) The Company shall have all other objects, purposes, powers, rights and duration permissible to ordinary business corporations under the laws of the State of Maryland now in effect or as the same may hereinafter be amended.

IV. Address: The post office address of the place at which the principal office of the Company in this state will be located is Route 1, Box 247-Z, Queenstown, Maryland 21658.

V. Registered Agent: The name and post office address of the resident agent of the Company is Columbus Vincent Sbardella, Route 1, Box 247-Z, Queenstown, Maryland 21658.

VI. Capital Stock: There shall be one class of stock. The total number of shares which the Company has authority to issue is one thousand (1,000) shares, each without par value. The Company may from time to time issue and dispose of shares without par value for such consideration and in such manner as the Board of Directors may determine.

1984 APR 25 A 9:15 ~~41168181~~ 41328227

LIBER 8 PAGE 475

10/24/84 original mailed to Bruce Krain Esq
125 Cathedral St
Annapolis Md 21401

VII. Limitation on Transfer: No stock in the Company may be transferred to a person not already a stockholder unless such stock shall have been first offered, in writing, for sale to each stockholder then of record at the same price and under the same terms as would govern upon a transfer to a person not a stockholder.

VIII. Directors/Officers: There shall be three directors of the Company, whose names and addresses appear below and who shall serve as officers as indicated until such time as new officers are elected and qualify.

COLUMBUS VINCENT SBARDELLA Route 1, Box 247-Z Queenstown, MD 21658	President
ROSALIE A. SBARDELLA Route 1, Box 247-Z Queenstown, MD 21658	Secretary
JOHN F. SBARDELLA Route 1, Box 247-Z Queenstown, MD 21658	Treasurer

IX. By-Laws and Corporate Management: The Company may, in its By-Laws, make provisions for the management and conduct of the business, provided the same is not inconsistent with Articles or the laws of the State of Maryland or of the United States.

X. Meetings: Meetings of the shareholders of the Company may be held at the principal place of business of the Company and the conduct thereof be governed as set out in the By-Laws of the Company.

XI. Duration: The duration of the Company is perpetual.

IN WITNESS WHEREOF, I have signed and affixed my seal to these Articles of Incorporation this 18th day of April, 1984, and I acknowledge the same to be my act.

Ben A. Ka[illegible]
WITNESS

Columbus Vincent Sbardella (SEAL)
COLUMBUS VINCENT SBARDELLA

ARTICLES OF INCORPORATION
OF
DELLKAS, INC.

OCT 15-84 * 2 371 ******5.00
OCT 15-84 A #2 371 ******5.00

E OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts. / Inc. WAS
IVED FOR RECORD THIS 15th
OF Oct. 1984 AT 11:04 P M.
..... AND RECORDED IN
ER M.W.M. & folio 475 Arts/Inc.
RD BOOK FOR QUEEN ANNE'S
UNTY

CLERK

Marguerite

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 11, 1984 AT 09:48 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2650, FOLIO 374 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1714682

TO THE CLERK OF THE CIRCUIT COURT OF QUEEN ANNES COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

D. W. Fitts

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 15 AM 11:04
QUEEN ANNE'S COUNTY

A 157066

3

AT5-060

LIBER 8 PAGE 477

1/18/84 original mailed to Choyce Yarns & Crafts, Ltd. Rt 1, Box 177-B Rutledge Rd. Queenstown, Md 21658

RA

LIBER 8 PAGE 478

CHOYCE YARNS AND CRAFTS, LTD.

ARTICLES OF INCORPORATION

FIRST: That Kathleen Jane Choyce and Richard Charles Choyce whose post office address is RD 1 Box 177-B Rutledge Road, Queenstown, Maryland 21658 and Lois Anne Wheeler whose post office address is 212 Locust Lane, Kittanning, Pennsylvania 16201, being at least eighteen years old 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 CHOYCE YARNS AND CRAFTS, LTD.

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

A. To provide management and executive administrative assistance and services in, the development and operation of both retail and wholesale business operations, and to transact any and all business and to perform all acts which are deemed useful or necessary in the management and conduct of retail and wholesale business.

B. The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of a similar nature by the General Laws of the State of Maryland, now or hereafter in force and 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.

C. To hold, invest, reinvest in stock or securities as a holding company and to redeem or purchase shares of it's own stock as provided by Section 2-310 and 2-311(b) of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

D. To engage in any other lawful act or activities permitted by the laws of the State of Maryland, and the By-Laws as adopted, as this Corporation is organized under the laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is RD 1, Box 177-B Rutledge Road, Queenstown, Maryland, Queen Annes County, 21658. The name and post office address of the resident agent of the Corporation in Maryland are Kathleen Jane Choyce, RD 1, Box 177-B Rutledge Road, Queenstown, Maryland, Queen Annes County, 21658.

41380247

1984 APR -4 P 1:19

~~40958260~~

FIFTH: The total number of authorized stock which the Corporation has authority to issue is Five thousand (5,000) shares divided into separate classes of Common Stock with different voting rights, consisting of Two thousand, five hundred (2,500) shares of Class A Common Stock without par value and Two thousand, five hundred (2,500) shares Class B Common Stock without par value.

The following is a description of each class of stock of the Corporation with their separate preferences and other rights, restrictions, voting powers, limitations as to dividends and qualifications of each class of stock:

A. Except as hereinafter specifically provided by these Articles of Incorporation and the Nineth Paragraph in particular on the limited voting rights of Class B Common Stock, Class A Common Stock and Class B Common Stock of the Corporation shall be identical in all respects.

B. With respect to the election of the Board of Directors of the Corporation, only the holders of Class A Common Stock:(i) shall nominate and elect all members to the Board of Directors, and (ii) shall have the right to remove any Director with or without cause at any time, and (iii) in the event of the death, disability,removal, resignation or refusal to act of any Director, only the holder(s) of Class A Common Stock, to the exclusion of the holders of all other classes of stock of the Corporation, shall nominate and elect one or more Director(s) to fill the vacancy (or vacancies) so created by such death, disability,removal, resignation or refusal to act.

C. Subject to the provisions of the Nineth Paragraph, only holders of Class A Common Stock are entitled to vote on any matter requiring ordinary action as provided by Title 3 (13-101, etc. seq) of the Corporations and Associations Article of the Annotated Code of Maryland.

D. With respect to the conversion rights of Class B Common Stock of the Corporation, the shares of Class B Common Stock will be convertible at any time and from time to time, at the option of the holder thereof, into Class A Common Stock, at the rate of one(1) share of Class A Common Stock for the one (1) share of Class B Common Stock upon the following terms and conditions:

(1) Upon the first to occur of the following events: (a) the death or total permanent physical or mental disability of Kathleen Jane Choyce, (b) the cessation of Kathleen Jane Choyce as Chief Executive Officer of the Corporation, (c) the bankruptcy or insolvency of Kathleen Jane Choyce, (d) the continuance of an insufficient capital surplus under Maryland law to allow the purchase of the Class B Common Stock upon the exercise of the sale/purchase option with respect to said Class B Common Stock, which insufficiency is not eliminated by appropriate action of the

Board of Directors and Stockholders of the Corporations within forty-five (45) days of the notice exercising said option, or (e) the disapproval or failure to approve by the Corporation's bank or financial institution or any other person, firm or governmental body then having said right of approval or disapproval of the sale/purchase of the Class B Common Stock of the Corporation provided such refusal or disapproval occurs not less than the duration of dates in conjunction with the original borrowing on behalf of the Corporation with the bank or financial institution.

(2) In order to exercise the conversion priviledge, the holder of any shares of the Class B stock shall surrender the certificates for such shares of Class B stock accompanied by a written notice to the effect that the holder elects to convert such shares of Class B stock and stating the name or names in which the certificate or certificates for shares of Class A stock which shall be issuable on such conversion shall be issued. Immediately after the receipt of such notices and instruments, and the surrender of such shares of Class B stock, the Corporation shall issue and deliver to such holder or to the written order of such holder a certificate or certificates for the number of shares of Class A stock issuable upon conversion of such shares of Class B stock. Such conversion shall be deemed to have been effected on the date on which such notice shall have been received by the Corporation and such Class B stock shall have been surrendered as hereinabove provided. The shares of Class B stock so converted shall not be reissued and shall be retired and cancelled as provided by law. All shares of Class A stock which may be issued upon conversion of the Class B stock shall, upon issuance, be validly issued, fully paid, and nonassessable by the Corporation.

Each stockholder shall offer to the Corporation or to other stockholders of the Corporation a thirty (30) day "first refusal" option to purchase his or her stock should he or she elect to sell his or her stock.

SIXTH: The number of persons to serve on the Board of Directors shall be fixed by the By-Laws at three (3), which 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 directors who shall act until the first meeting or until their successors are duly chosen and qualified are Kathleen Jane Choyce, Richard Charles Choyce and Lois Anne Wheeler.

SEVENTH: PRIVATE PROPERTY: The private property of the Stockholders, Directors, Officers, employees and/or agents of the Corporation shall be forever exempt from all corporate debts of any kind whatsoever.

EIGHTH: INDEMNIFICATION OF OFFICERS AND DIRECTORS:

A. The Corporation shall indemnify every Director and Officer or his or her heirs, executors and administrations against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be a party by reason of his or her being or having been a Director or Officer of the Corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used by this Article, expenses shall include amounts of judgements, penalties or fines rendered or levied against such officer or director and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation.

B. Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him or her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

NINETH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and the Directors and Stockholders thereof:

A. With respect to the voting rights of Class B Common Stock, the holder of Class B Common Stock shall have the right to vote only on the following specified actions concerning:

(1) the acquisition, purchase, sale or lease by the Corporation or real or personal property (a) not in the ordinary course of business, or (b) used in the ordinary course of it's business for capital improvements in excess of Fifteen thousand (15,000) dollars per year; and

(2) the amendment of charter, the declaration of dividends or other distributions, whether out of the capital surplus of the Corporation which are

legally available therefore to be made in accordance with Section 2-309 of the Corporations and Associations Article of the Annotated Code of Maryland, or otherwise, and the existence of this or any other dividend restriction provision shall be conspicuously noted on the face or back of every certificate or shares of the Corporation or as otherwise provided under Section 2-211(c) of the Corporations and Associations Article of the Annotated Code of Maryland; and

(3) any managerial or business decision to invest in any business or to engage in any other business, or to discontinue by sale, liquidation, or otherwise, or to commence the operation of any retail or business, owned and operated by the Corporation or controlled group of corporations as defined under § 1563 of the Internal Revenue Code.

(4) guarantees or loans by the Corporation or any of it's subsidiaries to other than the Corporation or any wholly-owned subsidiary; and

(5) the merger, consolidation, liquidation or sale of all or a substantial portion of the assets of the Corporation or any of it's wholly-owned subsidiaries.

B. Amendment of By-Laws: The Board of Directors shall have the power and authority to amend, alter or repeal the By-Laws or any provision thereof, and may from time to time make additional By-Laws.

C. The Board of Directors of the Corporation and other stockholders, shall have the pre-emptive right to purchase, subscribe for or otherwise acquire any number of shares 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.

D. POWERS: The board of directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the corporation, subject to the provisions of the Statutes, the Certificate of Incorporation and the By-Laws. The board of directors shall have power:

(1) To purchase or otherwise acquire property, rights or privileges for the corporation, which the corporation has power to take, at such prices and on such terms as the board of directors may deem proper.

(2) To pay for such property, rights or privileges in whole or in part with money, stock, bonds debentures or other securities of the corporation, or by the delivery of other property of the corporation.

(3) To create, make and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every act and thing necessary to effectuate the same.

(4) To appoint agents, clerks, assistants, factors, employees and trustees, and to dismiss them at its descretion, to fix their duties and emoluments and to change them from time to time and to require security as it may deem proper.

(5) To confer on any officer of the corporation the power of selecting, discharging or suspending such employees.

(6) To determine by whom and in what manner the corporation's bills, notes acceptances, endorsements, checks, releases, contracts, or other documents shall be signed.

TENTH: The duration of the Corporation shall be perpetual.

In Witness Whereof, I have set my hands this 12th day of March 1984

CHOYCE YARNS AND CRAFTS, LTD.

By: Kathleen J. Choyce
Kathleen J. Choyce, President

State of Maryland, County of ss:

On this the 12th day of March 1984, before me, the undersigned Notary Public, personally appeared Kathleen J. Choyce known to me to be the person whose name is described to the foregoing Articles of Incorporation and acknowledge that they execute the same for the purposes therein contained.

In Witness Whereof, I hereunto set my hand and official seal.

Jack L. Furnsby
Notary Public

July 1, 1986
My commission expires:

In Witness Whereof, I have this 15 day of MAY 1984, signed these Articles of Incorporation.

Richard C. Choyce Sr
Richard C. Choyce

State of Maryland, County of ss:

On this the day of 1984, before me, the undersigned Notary Public, personally appeared

known to me to be the person whose name is described in the foregoing Articles of Incorporation and acknowledge that they execute the same for the purposes therein contained.

In Witness Whereof, I hereunto set my hand and official seal.

Loreen Trent
Notary Public

My commission expires: July 1, 1986

OFFICIAL SEAL
LOREEN I. TRENT
NOTARY PUBLIC
QUEEN ANNES, MARYLAND
COMM. EXPIRES JULY 1, 1986

In Witness Whereof, I have this 7th day of May 1984, signed these Articles of Incorporation.

Lois A. Wheeler Cramer
Lois A. Wheeler

State of Maryland, County of ss:

On this the 7th day of May 1984, before me, the undersigned Notary Public, personally appeared

known to me to be the person whose name is described in the foregoing Articles of Incorporation and acknowledge that they execute the same for the purposes therein contained.

In Witness Whereof, I hereunto set my hand and official seal.

Alfonso Brochetti
Notary Public

ALFONSO BROCHETTI, NOTARY PUBLIC
EAST FRANKLIN TWP., ARMSTRONG COUNTY
MY COMMISSION EXPIRES MARCH 20, 1987
Member, Pennsylvania Association of Notaries

My commission expires:

ARTICLES OF INCORPORATION
OF
CHOYCE YARNS AND CRAFTS, LTD.

ATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
IS Arts/Inc. WAS
CEIVED FOR RECORD THIS 15th
Y OF Oct. 1984 AT 11:04 P.M.
..... AND RECORDED IN
ER MWM #8 folio 478 Arts/Inc
ORD BOOK FOR QUEEN ANNE'S
OUNTY
CLERK.
Marguerite E. Thompson

OCT 15-84 * 2 372 ******5.00
OCT 15-84 A 2 372 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 17, 1984 AT 10:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2650, FOLIO [redacted] ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 24 SPECIAL FEE PAID $

D1715390

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 DEPARTMENT AT BALTIMORE.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECEIVED
CLERK. CIRCUIT COURT
1984 OCT 15 AM 11:04
QUEEN ANNE'S COUNTY

A 157137

AT5-060

LIBER 8 PAGE 485

11/8/84 original mailed to Franch, Earnest & Cowdery
P.O. Box 1747
Easton, Md 21601

001516

LIBER 8 PAGE 486

PA

ANIMAL CLINIC OF DORCHESTER, INC.

ARTICLES OF INCORPORATION

FIRST: I, PAUL J. JONES, JR., whose post office address is P. O. Box 1747, 130 North Washington Street, Easton, Maryland 21601 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

ANIMAL CLINIC OF DORCHESTER, INC.

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

(1) To engage in practice of veterinary medicine 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 3, Box 98, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is Edward Proctor Coulston, Rt 3, Box 98, Centreville, Maryland 21617. 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 shares, no par value.

SIXTH: The number of Directors of the Corporation shall be two, which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

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

(2) If there is stock outstanding and so long as there are less than two stockholders, the number of directors may be less than two but not less than the number of stockholders.

The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Edward Proctor Coulston, and Susan Armour Coulston.

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.

1984 MAY 18 A 9:45

41393199

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 17th day of May, 1984.

WITNESS:

Betty Rothers

Paul J. Jones, Jr.

PJJ6F

LIBER 8 PAGE 488

ARTICLES OF INCORPORATION
OF
ANIMAL CLINIC OF DORCHESTER, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts/Inc. WAS
RECEIVED FOR RECORD THIS 15th
DAY OF Oct 1984 AT 11:04 P M
AND RECORDED IN
LIBER MWM & folio 486 Arts/Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Margaurite E. Hanson
CLERK

OCT 15-84 * 2 373 ******5.0
OCT 15-84 A 2 373 ******5.0

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 18, 1984 AT 09:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2650 , FOLIO 601515, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1715721

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 DEPARTMENT AT BALTIMORE.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 15 AM 11:04
QUEEN ANNE'S COUNTY

A 157170

3

AT5-080

003122

ARTICLES OF INCORPORATION
OF
SATELLITE ENGINEERING AND ENTERTAINMENT, INC.

FIRST: I, P. MARSHALL LONG, JR., whose post office address is 116 S. Commerce Street, Centreville, Maryland, 21617, being at least eighteen (18) years of age, do hereby act as incorporator for the purpose of forming a corporation pursuant to Title 2 of the Corporations and Associations Article of the Annotated Code of the State of Maryland

Second: The name of the corporation is:

SATELLITE ENGINEERING AND ENTERTAINMENT, INC.

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

(1) To own, install, lease, operate, manage, invest in and conduct any and all branches and phases of all forms of television transmission.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 116 South Commerce, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is P. Marshall Long, Jr., 116 South Commerce Street, Centreville, Maryland 21617. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than Three (3). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

President: Douglas A. Nace

Vice-President: Wayne T. Pappalla

Treasurer: Terry D. Lee

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

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

c. 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

1984 MAY -4 A 10:12

LIBER 8 PAGE 489 41258095

10/24/84 original mailed to P. Marshall Long, Jr., Esq. Centreville, Md 21617

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.

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 nor 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 any person who is serving or has served as a director or officer of this corporation or, at its request, as a director or officer of another corporation in which this corporation owns shares of stock or in relation to which it is a creditor against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer of this corporation or of such other corporation, except in relation to matters as to which he is adjudged therein to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any 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 person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of , 1984, and acknowledge the same to be my act.

WITNESS:

P. Marshall Long

P. Marshall Long, Jr. P.A.
116 South Commerce Street
Centreville, Maryland 21617
Incorporator

ARTICLES OF INCORPORATION
OF
SATELLITE ENGINEERING AND ENTERTAINMENT, INC.

OCT 15-84 * 2 374 *******5.(
OCT 15-84 A 2 374 *******5.(

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts/Inc. WAS
RECEIVED FOR RECORD THIS 15th
DAY OF Oct. 1984 AT 11:04 P.M.
AND RECORDED IN
LIBER MWM #8 Fol. 489 Arts/Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

Marguerite E. Manlove

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 04, 1984 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2647, FOLIO 603131 OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1709252

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 DEPARTMENT AT BALTIMORE.

D. W. Tilk

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 15 AM 11:04
QUEEN ANNE'S COUNTY

A 157776

AT5-060

10/24/84 original mailed to Downes & Gregory 115 Lawyers Row Centreville, Md 21617

LIBER 8 PAGE 492

003313

1984 MAY 29 P 3:27

ARTICLES OF INCORPORATION

OF

WELLS COVE DEVELOPMENT COMPANY, INC.

THIS IS TO CERTIFY;

FIRST: That the undersigned, Vachel A. Downes, Jr, whose post office address is 115 Lawyers Row, Centreville, Maryland (21617), being an adult over the age of 18 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

WELLS COVE DEVELOPMENT COMPANY, INC.

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

(a) To carry on, conduct and generally to engage in the business of developing and subdividing lands and the construction thereon of residential and/or commercial improvements.

(b) To conduct a general contracting, sub-contracting and home improvement business in connection with the construction of buildings of all types and, in general, the performance of all phases of construction work of every kind and description.

(c) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, or turn to account, or deal in, all or any part of the property or estate of the corporation, whether real, personal and mixed, wheresoever situate and from time to time vary any of the assets investments or capital of the corporation.

(d) To buy, sell, mortgage, lease, rent, build upon, improve, develop, use, dispose of and otherwise deal in and with any land or lands, or interest therein, 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 under its control, or of enhancing its value, or which may be considered necessary, advisable or convenient for promoting the general interest or welfare of the corporation.

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

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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 11 Saddler Road, Grasonville, Maryland (21638), and the resident agent of the corporation is W. Ellwood Thompson, whose post office address is Cedar Point, Grasonville, Maryland (21638). Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have at least three, and not more than ten directors, and W. Ellwood Thompson, whose post office address is Cedar Point, Grasonville, Maryland (21638), J. Michael Waring, whose post office address is 11 Saddler Road, Grasonville, Maryland (21638) and Vachel A. Downes, Jr., whose post office address is 115 Lawyers Row, Centreville, Maryland (21617), shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock which the corporation has authority to issue is Ten Thousand (10,000) shares having a par value of $10.00 per share, 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 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 more than one class or classes; and further 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.

(c) Stock certificates shall not be issued to any subscriber until fully paid, and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this _____ day of _____, 1984.

WITNESS:

Connie L. Hutson

Vachel A. Downes Jr. (SEAL)
VACHEL A. DOWNES, JR.

STATE OF Maryland
~~CITY OR~~ COUNTY OF Queen Annes, TO WIT:

I HEREBY CERTIFY, that on this 25th day of May, 1984, before me, the subscriber, a Notary Public of the State of Maryland, in and for the ~~City or~~ County of Caroline, personally appeared Vachel A. Downes, Jr., and he did acknowledge the aforegoing Articles of Incorporation to be his act, that to the best of his knowledge, information and belief the matters and facts set forth above are true and correct in all material respects, and that the statements are made under the penalties of perjury.

AS WITNESS my hand and Notarial Seal.

Connie L. Hutson
NOTARY PUBLIC
My Commission Expires: 7/1/1986

ARTICLES OF INCORPORATION
OF
WELLS COVE DEVELOPMENT COMPANY, INC.

OCT 15-84 * 2 375 ******5.00
OCT 15-84 A # 2 375 ******5.00

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts./Inc. WAS
RECEIVED FOR RECORD THIS 15th
DAY OF Oct 1984 AT 11:04 P.M.
AND RECORDED IN
MWM 8 Folio 492 Arts/Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite L. Dickerson
CLERK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 29, 1984 AT 03:27 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2651, FOLIO 003312 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1719616

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 15 AM 11:04
QUEEN ANNE'S COUNTY

A 159023

LIBER 8 PAGE 495

AT5-060

10/24/84 original mailed to Kentmorr Marina Inc.
P.O. Box 148
Stevensville, Md 21666

001236

LIBER 8 PAGE 416

KENTMORR MARINA, INC.

ARTICLES OF REVIVAL

KENTMORR MARINA, INC., a Maryland corporation having its principal office at Stevensville, Maryland 21666, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forefeiture of its Charter was KENTMORR MARINA, INC.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be KENTMORR MARINA, INC., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is P.O. Box 148, Stevensville, Maryland, and said principal office is located in Queen Anne's County, the same county as that which the principal office of the Corporation was located in at the time of the forfeiture of its Charter.

FIFTH: The post office address of the principal office of the Corporation in the State of Maryland at the time of forfeiture of its Charter was P.O. Box 148, Stevensville, Maryland, located in Queen Anne's County, Maryland.

SIXTH: The name and address of the resident agent of the Corporation in the State of Maryland is John E. Pepe, P.O. Box 148, Stevensville, Maryland 21666. Said resident agent is a citizen actually residing in the State of Maryland.

SEVENTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which could have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by

41380271

its last acting Secretary all as of this 16 day of May, 1984.

ATTEST:

Mildred McCown Steele

Mildred McCown Steele,
Last Acting Secretary

KENTMORR MARINA, INC.

By: J. E. Pepe III

John Pepe, III
Last Acting President

THE UNDERSIGNED, the last acting President and Secretary of KENTMORR MARINA, INC., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their acts.

Dated May 16, 1984.

J. E. Pepe III

John Pepe, III
Last Acting President

Mildred M. Steele

Mildred McCown Steele
Last Acting Secretary

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LIBER 8 PAGE 498

ARTICLES OF REVIVAL

OF

KENTMORR MARINA, INC.

OCT 15-84 * 2 376 ******5.00
OCT 15-84 A 2 376 ******5.00

...AND,
...ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
... Arts / Revival ... WAS
VED FOR RECORD THIS 15th
OF Oct 1984 AT 11:04 P M.
..... AND RECORDED IN
...MWM No. 1 496 Arts / Inc
ED BOOK FOR QUEEN ANNE'S
TY
Marguerite E. Harrison
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland May 16, 1984 at 3:30 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2648, folio 001235, 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

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 15 AM 11:04
QUEEN ANNE'S COUNTY

A 165113

001245

KENTMORR MARINA, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 15 day of May, 1984, by and between KENTMORR MARINA, INC. (hereinafter sometimes referred to as the "Transferor"), and QUEEN ANNE RESEARCH AND DEVELOPMENT CORPORATION (hereinafter sometimes referred to as "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of Transferee are: QUEEN ANNE RESEARCH AND DEVELOPMENT CORPORATION, P.O. Box 387, Stevensville, Maryland 21666.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is KENTMORR MARINA, INC., a corporation organized under the laws of the State of Maryland.

Transferee is QUEEN ANNE RESEARCH AND DEVELOPMENT CORPORATION, a corporation organized under the general laws of the State of Maryland and incorporated on December 15, 1978.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property hereby transferred to it as set forth in Article NINTH herein, is Two Hundred Fifty Thousand Dollars ($250,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Settlement Agreement (hereinafter "Agreement") between, inter alia, Transferor and Transferee and dated April 6, 1984.

FIFTH: The principal office of Transferor is Kentmorr Marina, Inc., P.O. Box 148, Stevensville, Maryland 21666. 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 Stevensville, Maryland. The only county in which Transferee owns property, the title to which could be affected by the recording of an instrument among the land records is Queen Anne's County.

10/24/84 signed mailed to Free State Title
2301 Holiday Drive
Annapolis, Md. 21401

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

An 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 corporate documents 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: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Maryland as set forth in the Corporations and Associations Article of the Annotated Code of Maryland. (This included approval by the Board of directors). RS

NINTH: In consideration of the payment to Transferor of Two Hundred Fifty Thousand Dollars ($250,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns all that land located in Kentmorr Airpark subdivision referred to in Exhibit 1 attached hereto.

TENTH: Transferor hereby agrees to indemnify and hold harmless Transferee for any corporate debts of Transferor which may be asserted against Transferee as a result of the sale of the aforementioned property to Transferee as set forth herein.

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

IN WITNESS WHEREOF, KENTMORR MARINA, INC. and QUEEN ANNE RESEARCH AND DEVELOPMENT CORPORATION, parties to these Articles of Sale and Transfer, have caused these Articles to be signed and acknowledged in the name and on behalf of each corporation party to these Articles by its

001247

president and attested by secretary, as of this 15 day of May, 1984.

ATTEST:

Mildred McCown Steele

Mildred McCown Steele, Secretary

KENTMORR MARINA, INC.

By: J. E. Pepe

John E. Pepe, III, President

ATTEST:

Gabriel J. Poggi, Secretary

QUEEN ANNE RESEARCH AND DEVELOPMENT CORPORATION

By: Kevin Quinn

Kevin Quinn, President

THE UNDERSIGNED, President of KENTMORR MARINA, 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 materials respects, under the penalties of perjury.

J. E. Pepe

John E. Pepe, III, President

THE UNDERSIGNED, President of QUEEN ANNE RESEARCH AND DEVELOPMENT CORPORATION, who executed on behalf of said corporation the aforegoing 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.

Kevin Quinn, President

RETURN TO:
Gabriel J. Poggi
7 Central Ave.
Glen Burnie, MD 21061

8vee

EXHIBIT 1
~~SCHEDULE "A"~~

ALL THOSE LOTS, lying and being on Kent Island, in the Fourth Election District of Queen Anne's County, State of Maryland, as shown and designated on a Plat entitled "A Composite Map of Kentmorr Air Park," dated July, 1954, by Walter E. Woodford, Jr. and Wirt D. Bartlett, registered surveyors, and recorded among the Land Records of Queen Anne's County in Liber T.S.P. No. 17, folio 225, said lots being known and designated as follows:

Block 1-A	Lot Nos. 5 and 7
Block 1-B	Lot Nos. 1, 2, and 3
Block 1-E	Lot Nos. 6, 8, and 23
Block 1-F	Lot Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, the residue of 25, the residue of 26, 27, and 28.
Block 1-G	Lot Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, and 20.
Block 1-H	Lot Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, the residue of 29, the residue of 30, and 32.
Block G	Lot No. 2
Block J	Lot Nos. 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, and 20
Block K	Lot Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20
Block L	Lot Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20.
Block M	Lot Nos. 17, 18, 20 and 22.
Block O	Lot Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20.
Block P	Lot Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20.

EXHIBIT 1
SCHEDULE "A" CONTINUED

Block T	Lot Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20.
Block U	Lot Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20.
Block W	Lot Nos. 1, 3, 5, 7, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20.
Block X	Lot Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20.
Block Y	Lot Nos. 1, 2, 3, 4, 5, 6 and 7.
Block Z	Lot Nos. 1 and 3
Block 1-G	Lot Nos. 21,22,23,24 25,26,28 and the residue of Lot 27 and the residue of Lot 30.
Block W	Lot Nos. 2,4,6 and 8.
Block 1-A	Lot Nos. 1,2,3,4,9,10, 11,12,13,14,15,16,17,18,19 and 20.
Block Z	Lot Nos. 5,6,7,8,9,10,11,12,13,14,15,16,17,18,19 and 20.

In addition, the party of the first part grants and conveys to the party of the second part any and all right, title or interest it may have in and to the tracts, parcels, roadways and beds, beach areas and waterfronts, pathways and outparcels not previously conveyed, all as shown on a plat entitled "A Composite Map of Kentmorr Air Park," dated July 1954 and recorded among the Land Records of Queen Anne's County in Liber T.S.P. No. 17, folio 225, which areas included but are not limited to the parcels designated on said Plat as BEACH AREA, 20 FOOT WAY, outparcel on the south side of Annette Avenue, the roadways, street-beds, and right-of-ways designated as Bonnett Avenue, Reynolds Avenue, Lane Avenue, Allen Avenue, Annette Avenue, Marina Drive, Kent Avenue, Chesapeake Avenue, Kentmorr Road, Orchid Street, Lilac Street, Azalea Street and Dogwood Street.

Subject, however, to the operation of a certain Articles of Sale and Transfer between Kentmorr Marina, Inc. and The Yacht Company dated May 15, 1984 and intended to be recorded in the State Department of Assessments and Taxation prior hereto.

Being part of the property described in Liber 26, folio 156 of the Land Records of Queen Anne County, Maryland.

LIBER 8 PAGE 504

ARTICLES OF SALE AND TRANSFER

BETWEEN

KENTMORR MARINA, INC. (MD CORP.) TRANSFEROR

AND

QUEEN ANNE RESEARCH AND DEVELOPMENT CORPORATION (MD CORP.) TRANSFEREE

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts. of Sale WAS
RECEIVED FOR RECORD THIS 15th
DAY OF Oct. 1984 AT 11:04 P M
AND RECORDED IN
LIBER MWM 5 Folio 499 Arts/Inc.
RECORD BOOK FOR QUEEN ANNE'S.
CLERK

OCT 15-84 * 2 377 ******
OCT 15-84 A 2 377 ******

approved and received for record by the State Department of Assessments and Taxation of Maryland May 16, 1984 at 3:31 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2648 001239, 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 $ _____
Cert. of Conv.-Q. A. Co. Land Records 4.00
24.00

RECEIVED
CLERK OF CIRCUIT COURT
1984 OCT 15 AM 11:04
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165114

001256

KENTMORR MARINA, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 15 day of May, 1984, by and between KENTMORR MARINA, INC. (hereinafter sometimes referred to as the "Transferor"), and THE YACHT BASIN COMPANY (hereinafter sometimes referred to as "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of Transferee are: THE YACHT BASIN COMPANY, P.O. Box 168, Annapolis, Maryland 21404.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is KENTMORR MARINA, INC., a corporation organized under the laws of the State of Maryland.

Transferee is THE YACHT BASIN COMPANY, a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property hereby transferred to it as set forth in Article NINTH herein, is Five Thousand Dollars ($5,000.00) to be paid to Transferor in cash, or by check, on May 15, 1984.

FIFTH: The principal office of Transferor is Kentmorr Marina, Inc., P.O. Box 148, Stevensville, Maryland 21666. 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 Annapolis, Maryland. Transferee owns property, the title to which could be affected by the recording of an instrument among the land records, in Queen Anne's County and Anne Arundel County.

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

1/18/84 recorded mailed to Free State Title
230 Rates Ave
Annapolis, Md 21401

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 corporate documents 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: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Maryland as set forth in the Corporations and Associations Article of the Annotated Code of Maryland. (This included approval by the board of Directors) CS

NINTH: In consideration of the payment to Transferor of Five Thousand Dollars ($5,000.00), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

> All those lots, parcels or tracts of ground, situate, lying and being in the Fourth Election District of Queen Anne's County, Maryland known as Lots 1-20 (both numbers inclusive), Block "S," and Lots 1-20 (both numbers inclusive), Block "N,", and all that portion of "Allen Avenue" lying between "Orchid Street" and "Lilac Street" as shown on a plat entitled "A Composite Map of Kentmorr Air Park" dated July 1954 and recorded among the plat records of Queen Anne's County, Maryland, in Plat Book T.S.P. No. 17, folio 225, being the property shown and designated as "PARCEL CONVEYED TO THE YACHT BASIN CO." on the copy of said Plat attached hereto and made a part hereof.

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

ELEVENTH: Transferee shall not be liable for any debts or obligations of Transferor.

TWELFTH: Transferor covenants that it has not done or suffered to be done any act, matter or thing whatsoever, to encumber the property hereby conveyed; that it will warrant specially the property hereby granted; and that it will execute such further assurances of the same as may be requisite.

IN WITNESS WHEREOF, KENTMORR MARINA, INC. and THE YACHT BASIN COMPANY, parties to these Articles of Sale and Transfer, have caused these Articles to be signed and acknowledged in the name and on behalf of each corporation party to these Articles by its president and attested by secretary, as of this 15 day of May, 1984.

001258

UPON RECORDATION,
RETURN TO:

RICHARD E. RICE
P.O. BOX 589
ANNAPOLIS, MD. 21404

ATTEST:

Mildred McCown Steel, Secretary

KENTMORR MARINA, INC.

By: John E. Pepe, III, President

ATTEST:

ASST. Secretary

THE YACHT BASIN COMPANY

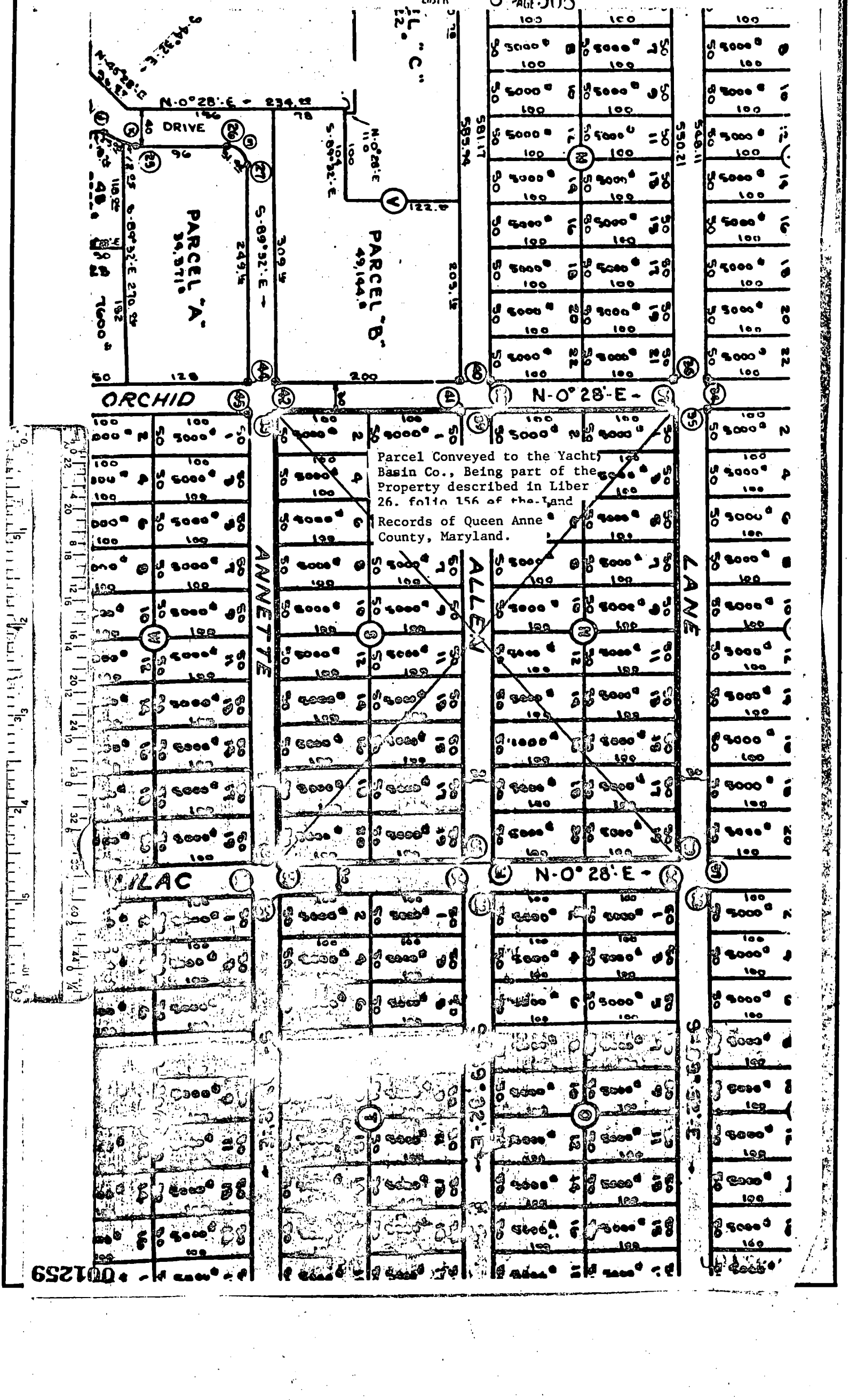
By: Louis N. Phipps, Jr., President

THE UNDERSIGNED, President of KENTMORR MARINA, 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.

John E. Pepe, III, President

THE UNDERSIGNED, President of THE YACHT BASIN COMPANY, who executed on behalf of said corporation the aforegoing 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.

Louis N. Phipps, Jr., President


PARCEL "A"
34,371.0
PARCEL "B"
49,144.0
"C"
DRIVE
N-0°28'-E - 234.82
S-89°32'-E - 309.15
S-89°32'-E 270.94
N-0°28'-E
122.0
ORCHID
N-0°28'-E -
ANNETTE
ALLEN
LANE
Parcel Conveyed to the Yacht Basin Co., Being part of the Property described in Liber 26, folio 156 of the Land Records of Queen Anne County, Maryland.
N-0°28'-E -
S-0°28'-E

ARTICLES OF SALE AND TRANSFER

BETWEEN

KENTMORR MARINA, INC. (MD CORP.) TRANSFEROR

AND

THE YACHT BASIN COMPANY (MD CORP.) TRANSFEREE

STATE OF MARYLAND
QUEEN ANNE'S COUNTY
I HEREBY CERTIFY THAT
THIS Arts/Sale WAS
RECEIVED FOR RECORD THIS 15th
DAY OF Oct 1984 AT 11:04 P M.
RE AND RECORDED IN
LIBER MWM 8 folio 505 Arts/Sale
RECORDS HOME FOR QUEEN ANNE'S
Marguerite M. Mueller
CLERK

OCT 15-84 * 2 378 ******6.0
OCT 15-84 A 2 378 ******6.0

approved and received ~~for record~~ by the State Department of Assessments and Taxation of Maryland May 16, 1984 at 3:32 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2648, folio 001251, 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 $ _____
Cert. of Conve. Queen Anne's Co.- Land Records 4.00
Cert. of Transfer-A. A. CO.-Corporate Records 4.00
28.00

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.

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 15 AM 11:04
QUEEN ANNE'S COUNTY

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165115

11/8/84 Original Mailed to French, Earnest & Quiney P.A.
P.O. Box 747
Easton, Md 21601

000457

LIBER 8 PAGE 510

ARTICLES OF MERGER

1984 JUN 14 A 11:21

MERGING

ANIMAL CLINIC OF TALBOT, INC.

INTO

ANIMAL CLINIC OF DORCHESTER, INC.

ARTICLES OF MERGER entered into this 1st day of June, 1984, by and between ANIMAL CLINIC OF TALBOT, INC., a Maryland corporation and ANIMAL CLINIC OF DORCHESTER, INC., a Maryland corporation.

THIS IS TO CERTIFY:

FIRST: Animal Clinic of Dorchester, Inc., a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes referred to as the "Parent Corporation"), and Animal Clinic of Talbot, Inc., a corporation organized and existing under the laws of the State of Maryland, (hereinafter sometimes referred to as the "Subsidiary Corporation") agree that the Subsidiary Corporation shall be merged into the Parent Corporation. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: The Parent Corporation shall survive the merger and shall continue under the name of Animal Clinic of Dorchester, Inc..

THIRD: The parties to the Articles of Merger are Animal Clinic of Dorchester, Inc., a corporation organized and existing under the laws of the State of Maryland, and Animal Clinic of Talbot, Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the Charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which the Parent Corporation has authority to issue is Five Thousand (5,000) shares of common stock without par value (hereinafter referred to as the "Common Stock").

The total number of shares of stock of all classes which the Subsidiary Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of Ten Dollars ($10.00) per share (hereinafter referred to as the "Subsidiary Common Stock"), of the aggregate par value of One Hundred Thousand Dollars ($100,000.00).

SIXTH: THe number of outstanding shares of the Subsidiary Corporation owned by the Parent Corporation, being more than ninety per cent (90%) of the issued shares, is as follows:

	Total Shares Outstanding	Shares Owned by Parent Corporation
Common Stock Five Thousand Dollars ($5,000) par value	500	500

SEVENTH: All issued shares of the Subsidiary Common Stock which are owned by the Parent Corporation, and all shares of the Subsidiary Common Stock held in its treasury, on the date of the merger shall be cancelled without consideration on the effective date of the merger.

EIGHTH: The principal office of the Subsidiary Corporation, organized under the laws of the State of Maryland, is located in the Town of Easton, Talbot County, State of Maryland.

41668154

Neither of the constituent corporations parties to this merger own any real property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The location of the principal office of the Surviving Corporation in the State of Maryland is Rt. 3, Box 98, Centreville, Maryland County of Queen Anne, 21617 and the name and post office address of a resident agent of said Surviving Corporation in Maryland, service of process upon whom shall bind such Corporation in any action, suit or proceeding pending at the time of filing these Articles of Merger or thereafter instituted or filed against it are EDWARD P. COULSTON, D.V.M., Rt. 3, Box 98, Centreville, Maryland 21617.

TENTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Subsidiary Corporation on June 1, 1984, and thus the merger was authorized and approved by the Subsidiary Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

ELEVENTH: The board of directors of Parent Corporation, on May 31, by unanimous written consent of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders. A meeting of the stockholders of the Parent Corporation was held on June 1, 1984, and the sole stockholder, by his unanimous written consent approved these Articles of Merger as required by the laws of the State of Maryland and in accordance with the Articles of Incorporation and By-Laws of the Parent Corporation.

Susan Coulston ..... Susan Coulston, Secretary

Edward P. Coulston ..... Edward P. Coulston, President

ATTEST:

ANIMAL CLINIC OF DORCHESTER, INC.

Susan Coulston ..... Susan Coulston, Secretary

By: Edward P. Coulston ... Edward P. Coulston, President

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

Edward P. Coulston ...
Edward P. Coulston

THE UNDERSIGNED, President of Animal Clinic of Animal Clinic of Dorchester, Inc. executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth

therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Edward P. Coulston

Edward P. Coulston

PJJ6F

ARTICLES OF MERGER

MERGING

ANIMAL CLINIC OF TALBOT, INC. (MD CORP.)

INTO

ANIMAL CLINIC OF DORCHESTER, INC. (MD CORP.) SURVIVOR

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
WAS
RECEIVED FOR RECORD THIS 16th
DAY OF Oct 1984 AT 12:00 M.
AND RECORDED IN
LIBER MWM 8, FOLIO 510 &c
AND BOOK TO BE KEPT IN QUEEN ANNE'S
COUNTY
CLERK

OCT 16-84 A 12 514 ******5.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 14, 1984 at 11:01 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2656 000456, 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
1984 OCT 16 PM 12:00
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165580

LIBER 8 PAGE 513

10/24/84 Signed mailed to Mr. Brent Marsh
Box 207, Centreville, Md 21617

LIBER 8 PAGE 514

0:0994

PERSONAL COMPUTER THINGS, INC.

ARTICLES OF AMENDMENT

Personal Computer Things, Inc., a Maryland corporation having its principal office in Queen Anne's County (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 making the following change on the first line of the ARTICLES OF INCORPORATION and in the Second Article:

Strike out the phrase "PERSONAL COMPUTER THINGS, INC." and replace it with "PCTools, Inc."

SECOND: The sole purpose of this amendment is to simply change the name of the Corporation to PCTools, Inc.

THIRD: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and there is no stock entitled to vote on the matter either outstanding or subscribed for at the time of approval.

IN WITNESS WHEREOF: Personal Computer Things, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on June 6, 1984.

ATTEST: Personal Computer Things, Inc.

Jon W Marsh
Jon W. Marsh
Secretary

Brent L. Marsh
Brent L. Marsh
President
Personal Computer Things, Inc.
[new name after this amendment:
PCTools, Inc.]
P.O. Box 207
Centreville, Maryland 21617

THE UNDERSIGNED, President of Personal Computer Things, 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.

Brent L Marsh

41608213

ARTICLES OF AMENDMENT

OF

PERSONAL COMPUTER THINGS, INC.

Changing its name to

PCTOOLS, INC.

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts/Amend WAS
RECEIVED FOR RECORD ON THE 16th
DAY OF Oct 19 84 AT 12:00 noon
IN LIBER mvm 8, folio 514 Arts Rec.
AND RECORDED IN
THE RECORDS OF ARTICLES OF INCORPORATION
AND RECEIPT IS HEREBY ACKNOWLEDGED
Margaret Ann Merchin
CLERK

OCT 16-84 A 12 515 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland June 8, 1984 at 12:37 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2653, folio 000993, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 16 PM 12: 00
QUEEN ANNE'S COUNTY

Bonus Tax paid $ _____ Recording fee paid $ 20.00 Special Fee paid $ _____

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165409

LIBER 8 PAGE 515

1824/84 original mailed to Wm. F. Gerhardt, Bennett Point Rd. Box 147H Queenstown MD 21658

003717

LIBER 8 PAGE 516

1984 JUN 14 P 2:0

THE AMERICAN LEGION

BENEDICT A. ANDREW POST 296, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William F. Gerhardt whose Post Office address is Box 147-H, Bennett Point Road, Queenstown, Maryland 21658, Michael L. Tyler, whose Post Office address is Route 1, Box 87, Grasonville, Maryland 21638, and HAROLD C. MEISSNER, whose Post Office address is P.O. Box 224, Queenstown, Maryland 21658; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intentions of forming a corporation.

SECOND: The name of the corporation (which is hereinafter referred to as the Corporation) is The American Legion, Benedict A. Andrew Post 296, Inc.

THIRD: The objects and purposes for which this corporation is formed is to receive, hold and operate under a Charter issued by the American Legion as a post and to unite its membership in the bonds of fraternity, benevolence and charity; and to further the mutual welfare of its members and their families; and, more specifically, to receive and

~~41668183~~

1984 JUN 29 A 11:1

41818137

administer funds for charitable 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 beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than the members of this Corporation, or as shall in the opinion of the Board of Trustees, jeopardize

the federal income tax exemption of the Corporation pursuant to Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for fraternal, educational, and charitable purposes, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributitions in furtherance of the purposes set forth in Article THIRD hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the

Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is Grasonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State is Joseph P. Andrew, 206 Utah Road, 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 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:

William F. Gerhardt

Michael L. Tyler

Harold C. Meissner

SEVENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the

same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 6th day of June, 1984.

TEST:

Joseph Fahner Bochew

William F. Gerhardt

Michael L. Tyler

Harold C. Meissner

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.

William F. Gerhardt

Michael L. Tyler

Harold C. Meissner

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Articles WAS
FILED THIS 11th
Oct 84 AT 12:01 P M.
IN
num 8, folio 516 Articles
QUEEN ANNE'S
COUNTY

ARTICLES OF INCORPORATION
OF
THE AMERICAN LEGION, BENEDICT A. ANDREW POST 296, INC.

OCT 16-84 A 82 516 ******5.0

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 29, 1984 AT 11:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDER IN LIBER 2655, FOLIO 013716, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 16 PM 12:01
QUEEN ANNE'S COUNTY

D1733955

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 160186

LIBER 8 PAGE 521

AT5-060

10/24/84 signed mailed to Wm. F. Jones
P.O. Box 827
Annapolis, Md 21404

003653

LIBER 8 PAGE 522

C. AND K. MASONRY, INC.
ARTICLES OF INCORPORATION

1984 JUN 26 A 10 2

FIRST: I, William F. Jones, whose post office address is 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:

C. and K. Masonry, 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 contracting for the performance of construction work and the sale of brick and concrete and to engage in any other lawful purpose and/or business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is Rt. 50 and 213 ~~Ye~~ Wye Mills, ~~Ye~~ Wye Mills, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Helen Beaulieu of Rt. 50 and 213 ~~Ye~~ Wye Mills, ~~Ye~~ Wye Mills, Maryland. Said Resident Agent is an individual residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 (5,000) shares, no par value.

SEVENTH: The number of Directors of the Corporation shall be three, which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, 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 numbers of stockholders.

The name of the Director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Cyndy Greenwell

41788191

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: 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.

TENTH: (1) As used in this Article TENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "indemnification Section"), as amended from time to time, shall 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 Corpo-

ration shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 21st day of June, 1984.

WITNESS:

Patricia S. Zier

William F. Jones
WILLIAM F. JONES, ESQUIRE

3pm

ARTICLES OF INCORPORATION
OF
C. AND K. MASONRY, INC.

...COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts/Inc ..... WAS
FILED THIS 16th
DAY OF Oct 1984 AT 12:01 P.M.
AND RECORDED IN
LIBER MWM 8, folio 522 Arts/Inc.
OF THE ARTICLES OF QUEEN ANNE'S
Margaretta M. Martin
CLERK.

OCT 16-84 A 2 517 ******5.(

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 26, 1984 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2655, FOLIO 003652, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 16 PM 12:01
QUEEN ANNE'S COUNTY

D1733864

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 DEPARTMENT AT BALTIMORE.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 160177

LIBER 8 PAGE 525

AT5-060

10/24/84 original mailed to Goodman, Cohen & Bennett 156 South St Annapolis, Md 21404

ck

080741

LIBER 8 PAGE 526

1984 JUN 22 A 11:20

ARTICLES OF INCORPORATION

OF

FRYE, INC.

FIRST: The undersigned, Douglas Clark Hollmann, whose post office address is 156 South Street, Annapolis, Maryland 21404, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

FRYE, INC.

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

(1) To engage in the business of the sale, distribution, wholesaling and marketing of food and food services and related products from fixed and mobile locations to the general public and various sectors of the government, construction, utility and other industries; and to engage in any other lawful purpose and/or business.

(2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment or to own real or personal property necessary for the conduct of any business as described above.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 53, Grasonville, Queen Anne's County, Maryland

GOODMAN, COHEN & BENNETT, P.A.
ATTORNEYS AT LAW
156 SOUTH STREET
ANNAPOLIS, MARYLAND
268-4500

41748153

21638. The name and post office address of the Resident Agent of the Corporation In Maryland is Jane M. Frye, Route 1, Box 53, Queen Anne's County, Maryland 21638. Said Resident Agent is a citizen of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time by By-Laws adopted by the Stockholders, to the extent permitted by law, but shall not be less than the number of stockholders; and the name of the director who shall act until the first annual meeting, or until his successor is duly chosen and qualified is Maxwell V. Frye, Jr..

SEVENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Amendment be made. All rights of stockholders are subject to this reservation.

EIGHTH: (1) As used in the 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.

GOODMAN, COHEN
& BENNETT, P.A.
ATTORNEYS AT LAW
156 SOUTH STREET
ANNAPOLIS, MARYLAND
268-4500

(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 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.

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 21st day of June, 1984.

GOODMAN, COHEN & BENNETT, P.A.
ATTORNEYS AT LAW
156 SOUTH STREET
ANNAPOLIS, MARYLAND
268-4500

WITNESS:

Joan E. Kenney

Douglas Clark Hollmann

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, TO WIT:

I HEREBY CERTIFY that on this 21st day of June, 1984, before me, the undersigned officer, personally appeared DOUGLAS CLARK HOLLMANN, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and notarial seal.

JOAN E. KENNEY NOTARY PUBLIC ANNE ARUNDEL CO., MD.

Joan E. Kenney
Notary Public

GOODMAN, COHEN
& BENNETT, P.A.
ATTORNEYS AT LAW
156 SOUTH STREET
ANNAPOLIS, MARYLAND
268-4500

LIBER 8 PAGE 530

ARTICLES OF INCORPORATION
OF
FRYE, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 16th
DAY OF Oct 1984 AT 12:01 P.M.
RE ..... AND RECORDED IN
LIBER MSMS No. 526 Articles
RECORD BOOK FOR QUEEN ANNE'S
Marguerite M. Martin
CLERK.

OCT 16-84 A 2 518 *******

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 22, 1984 AT 11:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2655, FOLIO 000740, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 16 PM 12:01
QUEEN ANNE'S COUNTY

D1731686

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 DEPARTMENT AT BALTIMORE.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 159920

5

ATB-060

1984 JUN -8 A 10:27

BUD SMITH & ASSOCIATES, INC.

ARTICLES OF INCORPORATION

FIRST: I, WILLIAM A. SMITH, JR., whose post office address is 1248 Hilltop Drive, Annapolis, Maryland 21401, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is BUD SMITH & ASSOCIATES, INC.

THIRD: The Corporation is formed for the following purposes:

(1) to buy, sell and generally deal in yachts and boats of every kind, shape and size; to buy, sell and generally deal in engines, electric motors, and all other equipment and accessories necessary for the successful operation of any of the above yachts and boats; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Box 545-B, Grasonville, Maryland 21638. The name and post office address of the Resident Agent of the Corporation in this State is William A. Smith, Jr., 1248 Hilltop. Drive, 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 four thousand five hundred (4,500) 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 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: William A. Smith, Jr., Sally B. Smith and Albert Diederichs.

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

Sinclair, Chapelaine & Kalb
Chartered
Attorneys and
Counsellors at Law
Parole Station
2301 Katcef Ave.
Annapolis, MD 21401
(301) 266-6161

41608231

10/24/84 original mailed to Sinclair, Chapelaine & Kalb
2301 Katcef Ave
Annapolis, MD 21401

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

(2) The Board of Directors may cause to be accumulated all or any part of that portion of the net earnings accruing to the benefit of common stockholders for use in the furtherance of the business of the Corporation, and the Board of Directors may declare and distribute stock dividends of common stock converting all or any part of said earnings into capital.

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

(4) The Board of Directors shall be empowered to make, alter, amend and rescind the By-Laws of the Corporation, and 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 the amount of each dividend on stock; to determine and direct the use and disposition of any surplus or net profits and to authorize and cause to be executed mortgages, deeds of trust and loans upon the real and personal property of the Corporation, provided always a fifty-one percent (51%) majority of the whole Board of Directors concur therein.

(5) The Corporation shall be empowered, pursuant to the affirmative vote of the holders of at least fifty-one percent (51%) of the stock issued and outstanding, at a stockholders' meeting duly convened, to sell, assign, transfer or otherwise dispose of the property, including the franchises of the Corporation as an entity, provided always that a fifty-one percent (51%) majority of the whole Board of Directors concur therein.

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

The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a present or former director or officer of the Corporation in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

The Corporation shall not indemnify or advance expenses to an employee, agent or corporate representative of the Corporation, other than a present or former director or officer, in connection with a proceeding, unless and until such indemnification shall have been determined and authorized in the specific

Sturlaitz, Chapelsky & Kolb
Chartered
Attorneys and
Counsellors at Law
Parole Station
2301 Katcef Ave.
Annapolis, MD 21401
(301) 266-6161

case by an affirmative vote, at a duly constituted meeting of a majority of the votes entitled to be cast thereon by stockholders who were not parties to the proceeding.

NINTH: Except as may otherwise be provided by the Board of Directors of the Corporation subject to the provisions of Article Seven, 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 now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments ~~evi~~dencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7 day of JUNE, 1984, and I acknowledge the same to be my act.

WITNESS:

William A. Smith, Jr.

Sinclair, Chapelsteur
& Kalb
Chartered
Attorneys and
Counsellors at Law
Parole Station
2301 Katcef Ave.
Annapolis, MD 21401
(301) 266-6161

LIBER 8 PAGE 534

ARTICLES OF INCORPORATION
OF
BUD SMITH & ASSOCIATES, INC.

THIS IS TO CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 16th
DAY OF Oct. 1984 AT 12:01 P.M.
RE ..... AND RECORDED IN
LIBER MWB No. 531 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite W. Murphy
CLERK

OCT 16-84 A 2 519 ******5.0

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 08, 1984 AT 10:27 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2654 , FOLIO 00037.1 , ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 16 PM 12:01
QUEEN ANNE'S COUNTY

D1726488

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 DEPARTMENT AT BALTIMORE.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 159423

AT5-060

4

003236

WIRE IS REALLY ESSENTIAL, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, JOHN ROGER DOVE, JR. and WILLIAM RICHARD RUSSELL, JR., whose post office addresses are:

John R. Dove Jr.
Rt. #1 Box 139
Queenstown, Maryland 21658

William Richard Russell, Jr.
Rt. #1 Box 141
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 WIRE IS REALLY ESSENTIAL, INC.

1984 MAY 15 AM 10 40

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

Sale, Installation and Service of Wire Facilities for Telecommunications and Computers.

Sale, Lease or Rental of Telecommunications Equipment and Apparatus.

FOURTH: The Post Office address of the principal office of the Corporation in Maryland is Route #1, Post Office Box 139, 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 139, 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.

41508265

LIBER 8 PAGE 535

10/24/84 signed mailed to John R. Dove, Jr. Rt. 1, Box 139 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 the successors are duly chosen and qualified are John R. Dove, Jr. and William R. Russell, Jr.

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

> 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 the Articles of Incorporation on May 9th, 1984, and severally acknowledge the same to be our act.

John Roger Dove, Jr.

William Richard Russell, Jr.

STATE OF MARYLAND
QUEEN ANNE'S COUNTY
I HEREBY CERTIFY THAT
THIS Arts/Incs. WAS
RECEIVED FOR RECORD THIS 16th
DAY OF Oct 1984 AT 12:01 P.M.
AND RECORDED IN
LIBER mem 8, folio 535 Arts/Incs.
THE RECORDS OF QUEEN ANNE'S
Marguerite E. Mankins
CLERK

ARTICLES OF INCORPORATION
OF
WIRE IS REALLY ESSENTIAL, INC.

OCT 16-84 A 12 520 ******5.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 29, 1984 AT 11:32 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2651, FOLIO 003235 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 16 PM 12:01
QUEEN ANNE'S COUNTY

D1719467

TO THE CLERK OF THE CIRCUIT COURT OF QUEEN ANNE'S

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Gal B. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 159008

LIBER 8 PAGE 537

10/24/89 signed mailed to Treas. Earnest & Coudray P.A. P.O. Box 893 Annapolis, Md 21404

ARTICLES OF INCORPORATION
RITTER AND BOURJAILY, INC.

FIRST: I, William F. Jones ,whose post office address is 7 King Charles Place, Annapolis, Maryland 21401, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

Ritter and Bourjaily, 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 provisions of consulting public relations other technical administrative services to businesses dealing with all branches of the United States government and foreign governments and to engage in any other lawful purpose and/or business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 307 Queens Court, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is William O. Ritter, 307 Queens Court, Stevensville, Maryland 21666. Said Resident Agent is an individual 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, no par value.

(B) The number of Directors of the Corporation shall be three, which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the numbers of stockholders.

The name of the Director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is: William O. Ritter

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: 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.

TENTH: (1) As used in this Article TENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "indemnification Section"), as amended from time to time, shall 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 Corpo-

ration shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 5th day of June, 1984.

WITNESS:

Patricia P. [illegible] William F. Jones

William F. Jones

3ccw

ARTICLES OF INCORPORATION
OF
RITTER AND BOURJAILY, INC.

ATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
HIS Arts/Incor WAS
CEIVED FOR RECORD THIS 16th
AY OF Oct 1984 AT 12:01 P.M.
E AND RECORDED IN
BER Mun 8, folio 538 Arts/Incor.
CORD BOOK FOR QUEEN ANNE'S
OUNTY
Marguerite Dimberlin

OCT 16-84 A 2 521 ******5.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 06, 1984 AT 10:56 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2655, FOLIO 000287 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 OCT 16 PM 12:01
QUEEN ANNE'S COUNTY

D1730951

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 DEPARTMENT AT BALTIMORE.

D. W. Fitt

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 157940

LIBER 8 PAGE 541

AT5-060

4

Rec

ARTICLES OF INCORPORATION

FOR

BAY DEVELOPERS INVESTORS, INC.

ARTICLE ONE: Incorporator. The undersigned, John M. Conroy, Sr. of Bethesda, Maryland, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE TWO: Name. The name of the corporation will be Bay Developers Investors, Inc.

ARTICLE THREE: Purposes. The purposes for which the corporation is formed are:

a. To establish a service organization for home construction, improvements, commercial building, and contracting with the necessary professional associates in connection therewith and the ultimate sale thereof.

b. To lease, rent, sell, purchase, mortgage, assign, encumber and deal with in any manner or form all types of real and personal property.

c. To have and to exercise any and all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized herein, and any and all acts amendatory thereof and/or supplemental thereto.

d. The above enumerated powers shall not be construed as limiting or restricting in any manner the powers of this corporation which shall always have such incidental powers as may be connected with or related to any specific powers enumerated herein.

ARTICLE FOUR: Principal Office and Resident Agent. The post office address of the principal office of the corporation in Maryland is Box No. 637, Stevensville, Maryland 21666 and the post office address of the resident agent in Maryland is 4809 St. Elmo Avenue, Bethesda, Maryland 20814. The resident agent is J. Michael Conroy, who is a citizen of Maryland and actually resides therein.

ARTICLE FIVE: Authorized Shares. The corporation has authority to issue 1,000 (one thousand) shares of no par common stock.

CONROY, FITZGERALD & BALLMAN CHARTERED

1984 JUL -5 P 12:2

41878211

12/3/84 original mailed to Conroy, Fitzgerald & Ballman Attn: L.C. Boynton 782 Russell Avenue Gaithersburg, Md 20877

ARTICLE SIX: Directors. 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 take office are:

a. James N. Sparks

b. James N. Sparks, III

c. John M. Conroy, Sr.

ARTICLE SEVEN: Duration. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 28th day of June 1984.

John M. Conroy, Sr.

ACKNOWLEDGEMENT

STATE OF MARYLAND
COUNTY OF MONTGOMERY, to wit:

I hereby certify that on this 28th day of June 1984, before me, the undersigned officer, a notary public of the State of Maryland and for the county of Montgomery, personally appeared John M. Conroy, Sr. who is known to me, to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the foregoing Articles of Incorporation as his act and deed.

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

Karen M. Thompson
Notary Public

My Commission Expires: 7/1/86

CONROY, FITZGERALD & BALLMAN CHARTERED

ARTICLES OF INCORPORATION
OF
BAY DEVELOPERS INVESTORS, INC.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
..... Arts Inc. ..... WAS
RECEIVED FOR RECORD THIS 9th
DAY OF Nov 19 84 AT 10:39 A.M.
E ..... AND RECORDED IN
IBER mem 8, folio 543 Arts Inc.
ECORD BOOK FOR QUEEN ANNE'S
OUNTY
Marguerite L. Maxson CLERK

NOV -9-84 A #21622 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 05, 1984 AT 12:20 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2657, FOLIO 1983, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 NOV -9 AM 10: 39
QUEEN ANNE'S COUNTY

D1736115

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 DEPARTMENT AT BALTIMORE.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 160427

LIBER 8 PAGE 545

ATS-060

12/3/84 original mailed to James W. Yates, Esq. P.O. Box 921 Annapolis, Md 21404-0921

RX

061995

LIBER 8 PAGE 546

THE MADD HATTER COMPANY
A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, JAMES W. YATES, whose post office address is P. O. Box 5, Queenstown, Maryland 21658, 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 hereafter called the "Corporation") is THE MADD HATTER COMPANY.

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 are formed are:

(1) To engage in a general merchantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and

LAW OFFICES
MANIS,
WILKINSON, SNIDER, &
GOLDSBOROUGH
CHARTERED
P. O. BOX 921
ANNAPOLIS, MD. 21404
AREA CODE (301) 263-0859

41878224

1984 JUL -5 P 12:01

by-products thereof, 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 5, Queenstown, Maryland 21658. The name and post office of the Resident Agent of the Corporation in this State is JAMES W. YATES, P. O. Box 5, Queenstown, Maryland 21658. Said Resident Agent is an individual actually residing in this state.

SIXTH: The total number of sharesof 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 WILLIAM PANTALL.

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

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WILKINSON, SNIDER, &
GOLDSBOROUGH
CHARTERED
P. O. BOX 981
ANNAPOLIS, MD. 21404
AREA CODE (301) 263-9555

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 consituted 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 under the circumstances.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of June, 1984, and I acknowledge the same to be my act.

WITNESS:

Pamela J. Young — James W. Yates
JAMES W. YATES

LAW OFFICES
MANIS,
WILKINSON, SNIDER, &
GOLDSBOROUGH
CHARTERED
P. O. BOX 521
ANNAPOLIS, MD. 21404
AREA CODE (301) 263-[illegible]

ARTICLES OF INCORPORATION
OF
THE MADD HATTER COMPANY

...S COUNTY, SS: I HEREBY CERTIFY THAT
THIS ... Arts Inc. ..... WAS
RECEIVED FOR RECORD THIS 9th
DAY OF Nov. 1984 AT 10:40 A.M.
RE ..... AND RECORDED IN
LIBER MWM 8, folio 546 Arts Inc.
RECORD BOOK ... QUEEN ANNE'S
COUNTY
Marguerite L. Martin
CLERK

NOV -9-84 A 21623 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 05, 1984 AT 12:00 O'CLOCK NOON M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2657, FOLIO 199, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 NOV -9 AM 10:40
QUEEN ANNE'S COUNTY

D1736131

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 160429

LIBER 8 PAGE 549

AT5-060

12/3/84 original mailed to John W. Mitchell, Esq. 14336 Old Marlboro Pike Upper Marlboro, Md 20772

003202

LIBER 8 PAGE 550

PK

1984 JUL 11 A 10 30

ARTICLES OF INCORPORATION

OF

HARDWOOD MILLS, INC.

FIRST: The undersigned, John W. Mitchell, whose post office address is P.O. Box 279, 14336 Old Marlboro Pike, Upper Marlboro, Maryland, 20772, 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 hereafter called the Corporation is:

HARDWOOD MILLS, INC.

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

The operation of a lumber mill, the manufacture, sale and distribution of lumber products produced and manufactured by others, and any and all lawful businesses which might be in any way related or incidental thereto.

The operation or engagement in any lawful business in which corporations formed under the general corporation laws of Maryland are permitted to engage in.

FOURTH: The post office address of the principal office of the Corporation is Maryland's Route 313, Millington, Maryland, 21651. The name and post office address of the resident agent of the Corporation in Maryland are: Earl R. Carrick, 6335 Hillmeade Road, Glenn Dale, Maryland, 20769.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1000) shares of no par value all of one class.

SIXTH: The Corporation shall have five (5) directors and Earl F. Carrick, Earl Wayne Carrick, Carlyle Walter Carrick, Stephen Wade Carrick, and Roy Goad will serve as directors until the first annual meeting and until their successors are elected and qualify.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 6th day of July, 1984.

WITNESS

Susan Lemos Bruce

John W. Mitchell

John W. Mitchell

41938154

063203

STATE OF MARYLAND)
) SS:
COUNTY OF PRINCE GEORGES)

I HEREBY CERTIFY that on the 6TH day of July, 1984, before me the subscriber, a Notary Public of the State of Maryland in and for the County of Prince George's, personally appeared John W. Mitchell, and acknowledged the foregoing Articles of Incorporation to be his act.

GERALYN SCHMIDT BUELL NOTARY PUBLIC HOWARD COUNTY, MD.

Notary Public

My Commission Expires 7/1/86

LIBER 8 PAGE 552

ARTICLES OF INCORPORATION
OF
HARDWOOD MILLS, INC.

NNE'S COUNTY, SCT.
HEREBY CERTIFY THAT
Articles WAS
FILED FOR RECORD THIS 9th
OF Nov. 1984 AT 10:40 A.M.
AND RECORDED IN
Liber 8, folio 550 Articles
BOOK FOR QUEEN ANNE'S

CLERK
Marguerite L. Manlin

NOV -9 84 A 21624 ******5

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 11, 1984 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2657, FOLIO 003201, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK. CIRCUIT COURT
1984 NOV -9 AM 10: 40 D1736966
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

R.B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 160512

AT5-G60

063693

BOLD HORIZONS, 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: The undersigned, Dr. Lawrence Sperling and Robert R. S. Federico, both having the office address of 6303 Ivy Lane, Suite 400, Greenbelt, Maryland 20770, all 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 BOLD HORIZONS, INC.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

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

(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, as per license requirements.

(2) To acquire, own, develop, and manage income-producing real properties either alone or in conjunction with other persons, firms, or corporations for long-term investment rather than early resale. Such properties shall be located within the territorial limits of the United States of America.

The Corporation is authorized to acquire fee, leasehold, and equitable interest in income-producing real properties and non-income producing properties, provided the non-income producing properties are purchased for development so as to become income-producing properties; mortgages, constituting first liens on properties, and first deeds of trust; and to sell, exchange, or otherwise deal with such properties

~~41748130~~ ~~41748131~~ ~~41748132~~
41918292

LIBER 8 PAGE 553

12/13/84 Original mailed to Gay, Clerk Associates, Inc.
P.O. Box 709
College Park, Md 20740

as in the best interests of the partnership and as is not inconsistent with specific provisions of this agreement limiting the same.

The Corporation may also engage in any general business activities related to or incidental to the specific purposes set forth above.

The Corporation is not specifically precluded from acquiring any interest in what is commonly known as raw land or undeveloped land to be held for speculation. The Corporation may, however, acquire interest in undeveloped properties in conjunction with binding agreements that will be entered into with licensed builders pursuant to which such properties shall be developed and thereby become income producing.

(3) To invest in, acquire, hold, maintain, operate, improve, develop, sell, exchange, lease, and otherwise use real property and interests therein, including buildings and improvements on land owned by others and to engage in any and all activities related or incidental thereto. Corporation may make its investments and otherwise conduct its operations in such areas as may be selected by a general partner.

(4) The development of agricultural land the production, distribution, and sale of agricultural products. The initial and principal business will be the development of lands for production and to dispose of such products or otherwise turn the same to account; the leasing, acquisition, development, ownership, and disposition or other turning to account, of property, real, personal and mixed, that is necessary or convenient for the production, disposal, or turning to account of such products; the acquisition and ownership of water supplies and facilities for irrigating the land owned or leased by the Corporation and, to the extent the supply of water is surplus to the needs of the Corporation, to dispose of or otherwise turn such surplus to account; and other activities related either directly or indirectly to the foregoing as may be necessary, advisable, or convenient in the promotion or conduct of the business of the Corporation.

(5) To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the pruchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash

or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

(6) The corporation hereby formed shall have power to purchase, lease, or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any of the states, districts, or territories of the United States, and in any and all foreign countries, subject to the laws of any such states, districts, territories, or countries.

(7) To take, buy, exchange, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.

(8) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections that may at any time be necessary, useful, or advantageous for the purposes of the corporation.

(9) The business of the Corporation shall be to invest in, acquire, operate, own, lease, and improve interests in real estate that is developed or in the process of being developed into multi-unit apartment projects. Pending initial investment or future reinvestment of its funds, or to provide a source from which to meet contingencies, the Corporation may invest in government obligations, bank certificates of deposit, short-term debts securities, and short-term commercial paper.

(10) To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with, at wholesale and retail, merchandise of every kind and nature of exportation from, and importation into, the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic and foreign merchandise in domestic markets and domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

(11) Act as public relations and research counsellors and promotion, merchandising, and industrial counsellors and business consultants, and in connection therewith to render management, negotiation, research, technical, and advisory services to persons, firms, corporations, and others in connection with their relations with employees, associates, stockholders, government officials and agencies, and the general public and any person or special group.

To serve in an advisory, managerial, and consultative capacity to corporations, associations, partnerships, individuals, and others, and to establish and maintain bureaus, departments, and laboratories for industrial, financial, statistical, inventory, and other research work, and to engage generally in the business of providing, promoting, and establishing systems, methods, and controls for industrial and managerial efficiency and operations.

To investigate systems, methods, and controls of manufacturing, plant operations, packing, storing, shipping, marketing, inventories, accounting, and other operations integral to any and all types of businesses and to make recommendations, revise, adapt, modernize, and establish economies to effect industrial and managerial efficiency and in connection therewith to take over the entire operation and business of any type of industry or other forms of endeavor and to do all such things and to perform all such services as may be necessary to carry out the foregoing purposes.

To devise, develop, create, inaugurate, and contract for the establishment, installation, and sale and rental of systems, methods, and controls of efficient operation and management of industrial manufacturing, mercantile, commercial, or other business concerns, firms, partnerships, associations, and corporations and to provide, make available, and furnish maintenance and supervision and to train and instruct individuals in the operation, installation, and maintenance of such systems, methods, and controls.

So far as authorized by the law under which this certificate is drawn: to examine and inspect the books and accounts of others, to devise and install financial, checking, correspondence, filing, and other office and business systems; to take inventories; to make appraisals; to compile statistics as an aid to the officers of the corporations and other persons in the making of reports and statements; to do all such things and perform or supply all such services as are commonly done, performed, or supplied by business management experts; to warrant the accuracy of the work done or services performed by it, but not to engage in the practice of accounting.

(12) To engage in the radio or television broadcasting, communicating, and receiving business, and in the business of communicating, transmitting, and receiving by any other method now in use or hereafter discovered; and to buy, sell, trade in, at wholesale and retail, import, export, manufacture, rent, handle, and use instruments of precision, transmitting and receiving apparatus for broadcasting or other purposes, recording and reproducing instruments of any kind or nature used in conjunction therewith or incidental or necessary thereto, and to conduct the business of rendering service in the installation, operation, supply of parts, repair, maintenance, and upkeep of such apparatus, instrument, or accessories.

(13) To manufacture, construct, fabricate, buy, sell, import, export, design, develop, establish, set-up, and otherwise deal in and with the manufacturing of costumes, garments, material, shoes, stockings and other clothing and the retail and wholesale sale of same and to develop, patent, copyright, or otherwise protect and exploit new investions, designs, and systems in the manufacturing, equipment designs, patents, styles as to the manufacturing industry primarily related to garment and clothing wear.

(14) To acquire, preserve, and coordinate information on markets, developing potentials, opportunities, resources, business, industries and their needs, and to provide facilities for trade and the exchange of products, services, ideas and statistical business information between companies and individuals in and between communities and trade centers throughout the State of Maryland, and other states and nations, when and as authorized by law.

(15) To carry on research in theorectical and applied electronics; to develop and design electrical components under contracts; to tender bids and execute contracts as necessary for the above activities; and to carry on all activities and business necessary or incidental to such research and development, radio, television, (public and private, open and restricted), computers and any related electronics.

(16) To provide a means and method of evaluating, examining, financing, licensing, purchasing, promoting, expediting, developing, testing producing, and marketing in whole or in part all inventions, formulae, machines, scientific instruments, and any other product or service of any kind and character for clients; to employ technicians, experts, and engineers in every branch of scientific skill and endeavor, and to initiate, direct, and supervise their efforts in research, surveys, and investigations in any and all branches and fields of science and technology and in connection with any matter or thing, enterprise, or project conducted by or under the supervision of this corporation; and to assemble data and findings, and to compile reports, papers, pamphlets, and books based thereon, practical and theoretical, in connection with any field of science or technology.

(17) To print, publish, distribute, buy, sell, acquire rights to, and generally deal in technical books, periodicals, and other publications dealing in or having to do with technical subjects of all kinds, character, and description and in connection therewith to do any and all acts or things as may be deemed necessary or required.

(18) To enter into partnerships, joint ventures, syndicates, and other business associations for any lawful purpose.

(19) To engage in the publication of books and/or other printed material, and to perform all necessary and proper related services and activities.

(20) To engage in the training, education, development, and placement of persons or personnel in the field of manufacturing, research, radio, television, development, inventions, sales, design, education and real estate, and that which related to the general business of the Corporation.

(21) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell and let,

lend, export, mortgage, pledge, deed in trust, mortgage, encumber, transfer, assign and in all other ways dispose of, promote, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or coporation, foreign or domestic, or of any government or subdivision or agency thereof, and every character of interest therein and appurtenance thereof, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchise, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect there of all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

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

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

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

(25) To improve, manage and operate real property; the building, construction and alteration of houses and other structures thereon, and the development of real property generally; the buying selling and exchanging of real property, the renting and leasing of real

property, improved and unimproved; to make all mortgages of real property and borrow money thereon by mortgage or otherwise, the loaning money upon real property and the taking of mortgages and the assignments of mortgages of the same; the buying, selling and dealing in bonds and loans secured by mortgages or other liens on real property; the purchasing, manufacturing, acquiring, holding, owning, mortgaging, pledging, leasing, selling, assigning and transferring, investing in, trading in and dealing in goods, wares, merchandise and property of every kind and description, the carrying on of any of the above buisnesses or any other business connected therewith, where the same may be permitted by law and to the same extent as the laws of this state will permit, and as full and with all the powers that the laws of this state confer upon corporations and organizations under said act, and to do any and all of the business above mentioned and set forth to the same extent as natural persons might or could do.

(26) To purchase or otherwise acquire, lease as lessee, invest in, hold, use, lease as lessor, encumber, sell, exchange, transfer, and dispose of property of any description of any interest therein.

(27) To buy, sell, lease and hold real estate, collect rents, make loans on real estate, and conduct allied and interdependent lines of business.

(28) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in Corporation and Association Article of the Annotated Code of Maryland (1975) and amendments, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons,

firms, associations, or corporations, and in any part of the world, and to engage in any other lawful purpose and business, permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland (1975), as amended.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 25-5 Zaidee Lane, Stevensville, Maryland 21666 ----------.

The name and post office address of the resident agent of the Corporation in Maryland are Leon O. Gunn, Jr. 25-5 Zaidee Lane, Stevensville, Maryland 21666----------.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1000) shares of the par value of One Dollar ($1.00) a share, all of one class, and having an aggregate par value of One Thousand Dollars ($1,000.00).

SEVENTH: 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 names of the director(s) who shall act until the first annual meeting or until his successor is duly chosen and qualified is Leon O. Gunn, Jr.

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

(1) 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.

(4) The Corporation may indemnify a 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 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 under the Indemnification Section unless case by (i) an affirmative vote at a duly constituted meeting of a majority of the stockholders not parties to the proceeding, that indemnification of such corporate representative is proper in the circumstances.

(5) The Corporation borrow from the Bank funds up to but not exceeding the principal amount of $100,000.00 ("Loan or Loans"), and that the President and Secretary be and such officers are hereby

authorized and empowered in the name of and on behalf of this Corporation (a) to execute, seal and deliver to the Bank the promissory note or notes of this Corporation evidencing any such Loan or Loans or any extensions or renewals thereof, maturing upon such date or dates, bearing interest at such rate or rates, in such form, and containing such terms and conditions as may be agreed upon by the Bank and said officers, (b) to execute, seal, procure and deliver to the Bank any other instruments, agreements or financial statements of this Corporation which may at any time or from time to time be required by the Bank in connection with such Loan or Loans, and (c) to receive or endorse on behalf of and in the name of this Corporation any checks, drafts or credits representing the proceeds of such Loan or Loans.

(6) That said officers by and are hereby authorized and empowered in the name of and on behalf of this Corporation to execute, seal and deliver to the Bank a loan agreement in connection with such Loan or Loans containing such terms, conditions, covenants and agreements of this Corporation as may be agreed upon by the Bank and said officers.

(7) That said officers be and are hereby authorized and empowered at any time and from time to time in the name of and on behalf of this Corporation to mortgage, pledge, assign, hypothecate or grant a security interest in any or all of the assets or properties of this Corporation, now owned or hereafter acquired, to secure any such Loan or Loans or any extensions and renewals thereof and in connection therewith said officers be and are hereby authorized and empowered at any time and from time to time in the name of and on behalf of this Corporation to execute, seal and deliver to the Bank any instruments and agreements including without limitation, mortgages, deeds of trust, pledges, assigns and security agreements, containing such terms, conditions, covenants and agreements of this Corporation as may be agreed upon by the Bank and said officers.

(8) That any indebtedness heretofore contracted and any contracts, agreements or notes heretofore made with the Bank on behalf of the Corporation, and all acts of officers or agents of this

Corporation in connection with said indebtedness or said contracts, agreements or notes, are hereby ratified and confirmed.

(9) That for action of the Bank in reliance thereon, the Secretary of this Corporation be and is hereby authorized and empowered to certify to the Bank a copy of these resolutions and the specimen signatures of the said officers (referred to in these resolutions), and that the Bank may consider such officers to continue in office and these resolutions to remain in full force and effect until written notice to the contrary shall be received by an officer of the Bank.

(10) Nothing herein contained shall be construed as giving the Corporation or officers, directors, and stockholders any rights, powers, or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power, or object prohibited by the laws of the State of Maryland or of any other state or of any district, territory, colony, dependency, or foreign country in which the corporation may carry on business shall not invalidate any other purpose, power, or object not so prohibited, by reason of contiguity or apparent association therewith; to engage in any other lawful activities; and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland (1975), as amended from time to time.

NINTH: The duration of the Corporation shall perpetual .

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on 13th day of June, 1984, and severally acknowledge the same to be our act.

Dr. Lawrence Sperling

Robert R.S. Federico

LIBER 8 PAGE 566

ARTICLES OF INCORPORATION
OF
BOLD HORIZONS, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
THIS Arts/Corp WAS
RECEIVED FOR RECORD THIS 9th
DAY OF Nov 1984 AT 10:46 A.M.
RE ..... AND RECORDED IN
LIBER Num 8, Folio 553 Arts/Corp
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.

Marguerite W. Murphy

NOV -9-84 A #21625 ******9.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 09, 1984 AT 10:25 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

14

RECORDER IN LIBER 2658, FOLIO 063692, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 36 SPECIAL FEE PAID $

RECEIVED
CLERK. CIRCUIT COURT
1984 NOV -9 AM 10:40
QUEEN ANNE'S COUNTY

D1740778

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 DEPARTMENT AT BALTIMORE.

A 160664

AT5-060

062513

1984 JUL -9 A 10:5

CHARIOTS FOR HIRE, LTD.
A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, NOEL G. WILKINSON, whose post office address is P. O. Box 921, Annapolis, Maryland 21404, 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 hereafter called the "Corporation") is CHARIOTS FOR HIRE, LTD.

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 are formed are:

(1) To repair, purchase, exhibit, demonstrate, sell, let, lease and deal in automobiles, motor trucks, trailers, motorcycles, boats, and all kind of vehicles, machines, and contrivances for the transfer, carriage, or transportation of goods, passengers, or mails, whether propelled by gas, electricity, steam, or other power; motors, engines, chassis, bodies, tires, lighting and starting systems, and all parts, accessories, and supplies for motor vehicles and boats of all kinds and to engage in any other lawful purpose and/or business.

LAW OFFICES
MANIS,
WILKINSON, SNIDER, &
GOLDSBOROUGH
CHARTERED
P. O. BOX 921
ANNAPOLIS, MD. 21404
AREA CODE (301) 263-8888

41918289

12/3/84 original mailed to Manis, Wilkinson, Snider & Goldsborough P.O. Box 921 Annapolis, Md 21404

(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 5, Queenstown, Maryland 21658. The name and post office of the Resident Agent of the Corporation in this State is JAMES W. YATES, P. O. Box 5, 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 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 WILLIAM PANTALL.

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.

LAW OFFICES
MANIS,
WILKINSON, SNIDER, &
GOLDSBOROUGH
CHARTERED
P. O. BOX 921
ANNAPOLIS, MD. 21404
AREA CODE (301) 263-6555

(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 under the circumstances.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of July, 1984, and I acknowledge the same to be my act.

WITNESS:

Pamela J. Young

Noel G. Wilkinson

NOEL G. WILKINSON

LAW OFFICES
MANIS,
WILKINSON, SNIDER, &
GOLDSBOROUGH
CHARTERED
P. O. BOX 921
ANNAPOLIS, MD. 21404
AREA CODE (301) 263-6655

LIBER 8 PAGE 570

ARTICLES OF INCORPORATION
OF
CHARIOTS FOR HIRE, LTD.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
Articles/Inc WAS
RECEIVED FOR RECORD THIS 9th
DAY OF Nov 1984 AT 10:40 A.M.
AND RECORDED IN
Num 8, folio 567 Articles,
AND EXAMINED BY QUEEN ANNE'S
Marguerite M. Martin
CLERK

NOV -9-84 A 21626 ******50

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 09,1984 AT 10:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2659, FOLIO 002512 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 NOV -9 AM 10:40
QUEEN ANNE'S COUNTY

D1740877

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 DEPARTMENT AT BALTIMORE.

A 160674

AT5-060

000037

JONES MECHANICAL SERVICES, INC.

1984 JUL 11 P 12:46

ARTICLES OF INCORPORATION

FIRST: I, TIMOTHY E. MERING, whose post office address is 200 The Blaustein Building, One North Charles Street, Baltimore, Maryland 21201, 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 JONES MECHANICAL SERVICES, INC.

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

(1) To engage in the installation and fabrication of heating, plumbing, air conditioning and refrigeration equipment; 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, and to engage in any other lawful purpose.

FOURTH: The post office address of the principal office of the Corporation in this State is 143 Worcester Road, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State are ROBERT R. JENKINS, 200 Blaustein Building, One North Charles Street, Baltimore, Maryland 21201. 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.

JENKINS & BLOCK
COUNSELLORS AT LAW
200 THE BLAUSTEIN BLDG.
CHARLES AND FAYETTE STS.
BALTIMORE, MARYLAND 21201
(301) 837-4023

41030206

12/3/84 Original mailed to Jenkins & Block 200 Blaustein Bldg 1 N. Charles St., Balto 21201

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.

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:

WINFIELD S. JONES
WAYNE R. COX

SEVENTH: Except as may be otherwise provided by the Board of Directors, no holder of any shares of the capital 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 or, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of July, 1984, and I acknowledge the same to be my act and that to the best of my knowledge, information, and belief, these matters and facts are true in all material respects, and that the statement is made under the penalties of perjury.

WITNESS:

E. Lawrence Zolt

Timothy E. Mering

TIMOTHY E. MERING

JENKINS & BLOCK
COUNSELLORS AT LAW
300 THE BLAUSTEIN BLDG.
CHARLES AND FAYETTE STS.
BALTIMORE, MARYLAND 21201

(301) 837-4022

ARTICLES OF INCORPORATION
OF
JONES MECHANICAL SERVICES, INC.

COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 9th
DAY OF Nov. 1984 AT 10:40 A.M.
AND RECORDED IN
LIBER num 8, folio 573 Arts / Corp.
QUEEN ANNE'S
CLERK
Marguerite M. Manlove

NOV-9-84 A 21627 ******5

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 11, 1984 AT 12:48 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2660, FOLIO 00036, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 NOV -9 AM 10:40
QUEEN ANNE'S COUNTY

D1742667

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 160852

LIBER 8 PAGE 573

AT5-060

12/3/84 original mailed to Eaton + Widdowson, P.A.
P.O. Box 41
Salisbury, Md 21801

000438

LIBER 8 PAGE 574

1984 JUL 17 A 11:0

ARTICLES OF INCORPORATION
OF
BRAMBLE BEVERAGES, INC.

FIRST: I, ROBERT A. EATON, whose post office address is 118 East Main Street, P. O. Box 41, Salisbury, Maryland 21801, 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 BRAMBLE BEVERAGES, INC.

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

(1) To buy, sell, lease, deal in and deal with, store and otherwise prepare for sale beverages and other merchandise and/or food products and to acquire by purchase or otherwise and to market, sell and distribute same; and to engage in any other lawful purpose and business.

(2) To buy, sell, lease, deal in and deal with, store and otherwise prepare for sale alcoholic beverages and to market, sell and distribute same.

(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 Ford's Landing, 86 Squires Court, Millington, Maryland 21651. The name and post office address of the Resident Agent of the Corporation in this State are Robert Lee Bramble, Ford's Landing, 86 Squires Court, Millington, Maryland 21651. 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, provided that:

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

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

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

Robert Lee Bramble
Christine Fleetwood Bramble
Mario James Gangemi

LAW OFFICES
EATON & WIDDOWSON, P.A.
118 East Main Street
P.O. Box 41
Salisbury, MD. 21801
(301) 749-1530

41998194

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 authority 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 qualification 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 including 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 capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

(3) With respect to any corporate representative, other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were

LAW OFFICES
EATON & WIDDOWSON, P.A.
118 East Main Street
P.O. Box 41
Salisbury, MD. 21801
(301) 749-1530

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 13th day of July, 1984, and I acknowledge the same to be my act.

WITNESS:

Janie E. Dawson

Robert A. Eaton

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 13th day of July, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ROBERT A. EATON, and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

JANIE E. DAWSON NOTARY PUBLIC WICOMICO COUNTY, MD.

Janie E. Dawson
Notary Public

My Commission Expires: 7/1/86.

LAW OFFICES
EATON & WIDDOWSON, P.A.
118 East Main Street
P.O. Box 41
Salisbury, MD. 21801
(301) 749-1530

[redacted] [redacted] [redacted]

...LAND,
...ANNE'S COUNTY, SS:
I HEREBY CERTIFY THAT
...S ..... WAS
...ND FOR RECORD THIS 9th
...Y OF Nov 19 84 AT 10:40 A.M.
..... AND RECORDED IN
...ER num 8, folio 574 Liber Rexc
...DED LOOK FOR QUEEN ANNE'S

Marguerite M. Marlow

ARTICLES OF INCORPORATION
OF
BRAMBLE BEVERAGES, INC.

NOV -9-84 A 621628 *****5100

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 17, 1984 AT 11:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2661, FOL 000437, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK, CIRCUIT COURT
1984 NOV -9 AM 10:40
QUEEN ANNE'S COUNTY

D1745561

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 DEPARTMENT AT BALTIMORE.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 161072

LIBER 8 PAGE 577

AT5-060

12/3/84 signed mailed to Perdue, Rayne & Davis 212 E. Main St Salisbury, Md 21801

BA

LIBER 8 PAGE 578

003035

SHORE STOP OF CENTREVILLE, INC.
(A Close Corporation)
ARTICLES OF AMENDMENT

1984 JUN 25 P 2:5

Shore Stop of Centreville, Inc., a Maryland close corporation, (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 change the name of the Corporation from SHORE STOP OF CENTREVILLE, INC. to SHORE STOP OF CHERRY STREET, INC.,

SECOND: The charter of the Corporation is hereby amended by deleting paragraph FOURTH thereof and substituting the following in lieu thereof:

> FOURTH: The post office address of the principal office of the Corporation is N. Salisbury Blvd. and Cherry St., Salisbury, Wicomico County, Maryland 21801. The resident agent of the Corporation is Donald C. Davis, whose address is 212 East Main Street, Salisbury, Maryland 21801. Said resident agent is a citizen of the State 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 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, Shore Stop of Centreville, 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 14th day of June, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Shore Stop of Centreville, 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.

1984 JUN -5 A 10:29

ATTEST:

Terry W. Springle, Secretary

SHORE STOP OF CENTREVILLE, INC.

By: Terry W. Springle, President

41888194

~~41778524~~ B

LAW OFFICES, PERDUE, RAYNE & DAVIS, PROFESSIONAL ASSOCIATION

ARTICLES OF AMENDMENT

OF

SHORE STOP OF CENTREVILLE, INC.

Changing its name to

SHORE STOP OF CHERRY STREET, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts/Amend WAS
RECEIVED FOR RECORD THIS 9th
DAY OF Nov 1984 AT 10:42 A.M.
AND RECORDED IN
LIBER Num 8, Folio 578 Arts/Amd.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite W. Murphy

NOV -9-84 A 21629 ******5.0

approved and received for record by the State Department of Assessments and Taxation of Maryland July 6, 1984 at 10:29 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 260 Folio 003034, 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
1984 NOV -9 AM 10:40
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.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165784

LIBER 8 PAGE 579

12/13/84 original mailed to David C. Bryan, Esq. Centreville, Md 21617

LIBER 8 PAGE 580 π 003130

1984 JUL -9 A 11:4

WYE BIBLE CHURCH

ARTICLES OF AMENDMENT

WYE BIBLE CHURCH, a Maryland Religious Corporation, having its principal office at 249 K-1 Hemsley Road, Queenstown, Maryland, 21658, (hereinafter referred to as the "Corporation"), hereby certifies to the State Departament of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by adding an Article SIXTH as follows:

"Sixth: Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then lcoated, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes."

IN WITNESS WHEREOF, WYE BIBLE CHURCH has caused these presents to be signed in its name and on its behalf by its Trustees, and they acknowledge that these Articles of

41918276

Amendment are the act and deed of WYE BIBLE CHURCH, 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 their knowledge, information and belief.

WITNESS:

WYE BIBLE CHURCH

By: _____
Adrian Bos

_____
John Miles

_____
Peter Carlo

_____
Robert Farrar

_____
Victor Otto
Trustees of Wye Bible Church

Dated: July 1, 1984

LIBER 8 PAGE 582

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles Amend WAS
FILED FOR RECORD THIS 9th
DAY OF Nov 1984 AT 10:40 A.M.
RE ..... AND RECORDED IN
LIBER mum 8 folio 580 Articles Amend
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite W. Martin
CLERK

ARTICLES OF AMENDMENT

OF

WYE BIBLE CHURCH

NOV-9-84 A 21630 ******20.00

approved and received for record by the State Department of Assessments and Taxation of Maryland July 9, 1984 at 11:43 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2660 003129, folio , 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
1984 NOV -9 AM 10:40
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.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165804

002978

ARTICLES OF MERGER

The following Articles of Merger were adopted by North Sails, Inc., a Nevada Corporation and North Sails Chesapeake, Inc., a Maryland Corporation.

FIRST. Pursuant to the Plan of Merger, a copy of which is attached hereto and incorporated herein as Exhibit A, North Sails, Inc., and North Sails Chesapeake, Inc. each agree to merge so that

(a) North Sails Chesapeake, Inc. will be merged into North Sails, Inc. by the transfer of all of the assets of North Sails Chesapeake, Inc. to North Sails, Inc. subject to all of its obligations and liabilities which North Sails, Inc. shall assume.

(b) All of the capital stock of North Sails Chesapeake shall be cancelled and the capital stock of North Sails, Inc. shall be unaffected.

(c) The surviving corporation shall be North Sails, Inc.

SECOND. There are 100 shares of stock of North Sails Chesapeake, Inc. authorized, issued and outstanding. All of the shares are owned by North Sails, Inc. The Plan of Merger has been approved by the Board of Directors of North Sails Chesapeake, Inc. in accordance with §3.106 of the Annotated Code of Maryland and the Articles of Incorporation and By-Laws of North Sails Chesapeake, Inc.

THIRD: The Plan of Merger has been approved by the Board of Directors of North Sails, Inc. in accordance with Chapter 78 of the Nevada Revised Statutes and the Articles of Incorporation and ByLaws of North Sails, Inc.

FOURTH: North Sails, Inc. is a Nevada Corporation incorporated under general corporate law in Nevada on January 24, 1973. Its registered agent's office in Nevada is the Corporation Trust Company, 1 East First Street, Reno, Nevada. Its principal place of business is 189 Pepe's Farm Rd., Milford, Connecticut 06460.

41938038

41918020

~~41918021~~

LIBER 8 PAGE 583

12/03/84 original mailed to Phillips & Ellettsland 735 N. Water St. #612 Milwaukee, WI 53202

~~North Sails, Inc. is applying to qualify to do business in Maryland contemporaneously with the filing of these Articles and Plan of Merger.~~

The name and address of its registered agent in Maryland is James Allsopp, Box 460, Thompson Creek Rd., Stevensville, Maryland 21666.

FIFTH: North Sails Chesapeake, Inc. is a Maryland corporation incorporated under the general laws of Maryland on December 22, 1977. Its principal place of business is Box 460, Thompson Creek Rd., Stevensville, Queen Anne County, Maryland 21666. It does not own any real estate.

SIXTH: This merger shall be effective as of 12:01 a.m. July 1, 1984, or at the filing of these Articles of Merger with the Department of Assessment and Taxation for the State of Maryland and a Certificate of Merger with the Secretary of State of Nevada.

SEVENTH: North Sails, Inc. hereby:

(a) Agrees that it may be served with process in the State of Maryland in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation;

(b) irrevocably appoints the Secretary of State of Maryland as its agent to accept service of process in any such proceeding;

(c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Maryland Business Corporation Act with respect to the rights of dissenting shareholders, and

(d) Copies of all such notices shall be sent to North Sails, Inc., 189 Pepe's Farm Rd., Milford, Connecticut 06460.

EIGHTH: The authorized, issued and outstanding stock for each of the constituent corporations is as follows:

002980

	Authorized Shares	Class	Par Value Per Share	Issued	Aggregate Per Value
North Sails, Inc.	1,500,000	Common	$1.00	17,056	$17,056
	500,000	Pfd.	$1.00	-0-	-0-
North Sails Chesapeake, Inc.	100	Common	$1.00	100	$100

IN WITNESS WHEREOF, the undersigned officers and directors of North Sails Chesapeake and the officers of North Sails, Inc. have hereunto set their hands and each has caused their corporate seals to be affixed this 30th day of June, 1984.

NORTH SAILS CHESAPEAKE, INC.

[Corporate Seal]

By: _____ (SEAL)
James Allsopp, President

Attest: _____ (SEAL)
Peter J. Barrett, Secretary

NORTH SAILS, INC.

[Corporate Seal]

By: _____ (SEAL)
James R. Crane, Executive Vice President

Attest: _____
Peter J. Barrett, Secretary

VERIFICATION

I, Peter J. Barrett, Secretary of North Sails Chesapeake, Inc., being duly sworn, verify that the Articles of Merger were approved and authorized by the Board of Directors of the corporation as of June 30, 1984.

Peter J. Barrett, Secretary

STATE OF WISCONSIN
MILWAUKEE COUNTY

Subscribed to and sworn to before me this 30th day of June, 1984

John R. Nelson
Notary Public, wisconsin
My commission is permanent

I, Peter J. Barrett, Secretary of North Sails, Inc., being duly sworn, verify that the Articles of Merger were adopted and approved by the Board of Directors of the corporation as of June 30, 1984.

Peter J. Barrett, Secretary

STATE OF WISCONSIN
COUNTY OF MILWAUKEE

Subscribed to and sworn to before me this 30th day of June, 1984

John R. Nelson
Notary Public, Wisconsin
My commission is permanent

EXHIBIT A

PLAN AND AGREEMENT OF MERGER
OF THE NORTH SAILS GROUP OF CORPORATIONS

WHEREAS, NORTH SAILS, INC., a Nevada Corporation ("North Nevada") owns all of the issued and outstanding stock of:

1. North Sails, Ltd. (BVI), a British Virgin Islands Corporation ("North BVI"), 100 shares authorized issued and owned by North Nevada;

2. North Sails East, Inc., a Delaware Corporation ("East"), 1,000 shares of $1.00 par value common stock authorized of which 100 shares are issued, all to North Nevada;

3. North Sails Chesapeake, a Maryland Corporation ("Chesapeake"), 100 shares without par value authorized, issued and owned by North Nevada;

4. North Sails Midwest, Inc., a Wisconsin Corporation ("Midwest"), 20,000 shares $1.00 par value Common Stock authorized of which 2,000 are issued, all to North Nevada;

5. North Sails, Inc., a California Corporation ("San Diego"), 100,000 shares $1.00 par value common stock authorized, 15,000 of which are issued, all to North Nevada;

6. North Sails Company of Newport Beach, a California Corporation ("Newport Beach"), 25,000 shares $1.00 par value common stock authorized of which 2,000 are issued, all to North Nevada;

7. North Sails Incorporated of San Francisco Bay ("San Francisco"), 75,000 shares of $1.00 par value common stock authorized, 100 of which are issued, all to North Nevada.

WHEREAS, BVI owns 48% of the issued and outstanding stock of North Sails Detroit, Inc. ("Detroit") and North Nevada owns the remaining 52% of Detroit so that North Nevada is the beneficial owner of all of the issued and outstanding stock of Detroit, 50,000 shares $1.00 par value common stock authorized of which 1,000 shares are issued, 480 to BVI and 520 to North Nevada.

WHEREAS, BVI owns 45% of the issued and outstanding stock of North Sails Seattle, Inc., a Washington Corporation ("Seattle") and North Nevada owns the remaining 55% of the issued and outstanding stock of Seattle so that North Nevada is the beneficial owner of all of the issued and outstanding stock of Seattle; 50,000 shares $1.00 par value common stock authorized of which 1,000 are issued, 450 to BVI and 550 to North Nevada.

WHEREAS, North Nevada desires to merge East, Chesapeake, Detroit, Midwest, San Diego, San Francisco, Newport Beach and Seattle (individually sometimes called "Subsidiary" and collectively called "Subsidiaries") with and into itself;

NOW, THEREFORE, the following Plan of Merger is hereby adopted:

PLAN OF MERGER

FIRST:

(A) East shall be merged with and into North Nevada in accordance with the laws of the States of Delaware and Nevada.

(B) Chesapeake shall be merged with and into North Nevada in accordance with the laws of the States of Maryland and Nevada.

(C) Detroit shall be merged with and into North Nevada in accordance with the laws of the States of Michigan and Nevada.

(D) Midwest shall be merged with and into North Nevada in accordance with the laws of the States of Wisconsin and Nevada.

(E) San Diego shall be merged with and into North Nevada in accordance with the laws of the States of California and Nevada.

(F) San Francisco shall be merged with and into North Nevada in accordance with the laws of the States of California and Nevada.

(G) Newport Beach shall be merged with and into North Nevada in accordance with the laws of the States of California and Nevada.

(H) Seattle shall be merged with and into North Nevada in accordance with the laws of the States of Washington and Nevada.

SECOND: At the effective time of the merger, the separate existence of each of the Subsidiaries shall cease and North Nevada shall be the surviving corporation.

THIRD: The Articles of Incorporation and By-Laws of North Nevada as in effect immediately prior to the effective time of the Mergers shall continue as the Articles of Incorporation and By-Laws of North Nevada as the surviving corporation until the same shall be amended in accordance with law.

FOURTH: Immediately after the Merger and until they resign or are replaced the officers and directors of North Nevada shall be the officers of North Nevada immediately prior to the Merger.

FIFTH: Upon the effective time of the Mergers, North Nevada shall possess all rights, privileges, powers, immunities, purposes and franchises, both public and private, of each of the subsidiaries. All real and personal property, tangible and intangible, of every kind and description, belonging to each of the subsidiaries shall be vested in North Nevada as the surviving corporation, without further act or deed; and the title to any real estate or any interest therein, vested in any such entities shall not revert or be in any way impaired by reason of the Mergers. North Nevada, as the surviving corporation, shall be liable for all of the obligations and liabilities of each of the subsidiaries; and any claim or action or proceeding pending by or against any such corporations may be enforced as if the Merger had not taken place. Neither the rights of creditors nor any liens upon, or security interest in, the property of any such corporations shall be impaired by the Mergers.

SIXTH: Upon the effective time of the Mergers:

(i) Each share of stock of each of the Subsidiaries, outstanding immediately prior to the Mergers shall, by virtue of the Mergers and without any action on the part of the holder thereof, be cancelled.

(ii) The capital stock of North Nevada shall be unchanged.

(iii) The capital stock of North BVI shall be unchanged.

SEVENTH: The Mergers shall be effective as of 12:01 a.m. on July 1, 1984, or the close of business on the date the Plan of Merger, Articles of Merger and/or Certificates of Merger are filed with the Secretaries of State of the various constituent corporations if such filings are required in order to effect the Mergers.

Adopted by the Board of Directors of North Nevada as of the 30th day of June, 1984.

Peter J. Barrett, Secretary

Lowell O North, Chairman

Adopted by the Board of Directors of North Sails Chesapeake as of June 30, 1984.

James Allsopp, Sole Director

Peter J. Barrett, Secretary

ARTICLES OF MERGER

MERGING

NORTH SAILS, CHESAPEAKE, INC. (MD CORP.)

INTO

NORTH SAILS, INC. (NV CORP.) SURVIVOR

...LAND,
...S COUNTY, SCT.
I HEREBY CERTIFY THAT
Articles Merger WAS
...VED FOR RECORD THIS 9th
OF Nov. 19 84 AT 10:40 A.M.
... AND RECORDED IN
... num 8, folio 583 Arts Merc.
...RD BOOK FOR QUEEN ANNE'S
... CLERK

NOV -9-84 A #21631 ******6.00

approved and received for record by the State Department of Assessments and Taxation of Maryland July 9, 1984 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

002977

Recorded in Liber 2661, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ ____ Recording fee paid $ 26.00 Special Fee paid $ ____

RECEIVED
CLERK, CIRCUIT COURT
1984 NOV -9 AM 10:40
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165809

LIBER 8 PAGE 591

12/13/84 original mailed to Jamie Lynley P.O. Box 682 Chestertown, Md 21620

LIBER 8 PAGE 592

003185

1984 JUL 10 A 9:1

ARTICLES OF AMENDMENT

OF

CROSSROADS COMMUNITY, INC.

(A non-stock, non-profit Corporation)

Crossroads Community, Inc., a Maryland non-stock, non-profit Corporation, having its principal office in Queen Anne's County, Maryland, and 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 FOURTH Article thereof and inserting in lieu thereof the following:

> The post office address of the principal office of the Corporation in this State is Crossroads Community, Inc., 205 N. Liberty Street, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is Wendy Margolis, 7 Monroe Court, Stevensville, Maryland 21666. Said Resident Agent is an individual actually residing in this State. Crossroads Community, Inc., is an equal opportunity employer and does not discriminate in its hiring practices nor in its membership due, but not limited to, race, religion, national origin, sex, age, or handicap.

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors at the organizational meeting and there is no stock entitled to vote on the matter either outstanding or subscribed for at the time of approval.

THIRD: Wendy Margolis, whose address is 7 Monroe Court, Stevensville, Maryland 21666, being at least eighteen (18) years of age, has hereby formed this corporation under and by virtue of the General Laws of the State of Maryland.

FOURTH: The name of the Corporation (which is hereafter called the "Corporation") is CROSSROADS COMMUNITY, INC.

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

(a) The Corporation is organized exclusively for educational and charitable purposes including, for such puroses, 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 specificially, 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 limitations as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of

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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, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust 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 the Article TENTH 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 the federal income tax exemption, 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, ingeneral, 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, education, 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 the 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 this Article FIFTH 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, is the purpose to rehabilitate persons with psychiatric problems by providing and maintianing a meeting place for them, by preparing them for self-support, by providing and managing supervised apartment living arrangements, by assisting in building morale, by providing job readiness and training and transitional employment, and doing anything reasonable or proper in connection with or incidental to any of the foregoing.

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 set forth in the by-laws of the Corporation.

SEVENTH: The management and direction of the Corporation shall be vested in a Board of Directors who shall be the members of the Corporation. The number of directors of the Corporation shall be not less than three (3) and not more than twenty (20), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3). The officers and directors of the Corporation shall be elected in the manner prescribed by the by-laws and shall hold office for a period of one (1) year or more as the by-laws may provide. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are as follows: Reverend Robert Brown, Mrs. Anne Mills and Wendy Margolis. The aforementioned directors shall be members of the first Board of Directors.

EIGHTH: 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, after paying or making provision for the payment of the Corporation's liabilities, in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization or organizations (as hereinafter defined), then qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, 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.

NINTH: 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 (i) shall not be inconsistent with these Articles of Incorporation not contrary to the laws of the State of Maryland or of the United States, and (ii) shall not result in the Corporation's failing to qualify as a "charitable organization" as defined in Article TENTH hereof.

ELEVENTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or"charitable organization" mean corporations, trust 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 ELEVENTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TWELFTH: (1) As used in this Article TWELFTH, 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 exten 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 an affirmative vote at a duly sonstituted meeting of the majority of the Board of Directors 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: Crossroads Community, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested to by its Secretary on July , 1984.

ATTEST: Crossroads Community, Inc.

Peter Watson
Peter Watson
Secretary

THE UNDERSIGNED, President of Crossroads Community, 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.

Robert Brown
President

[redacted] [redacted] [redacted]

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
Articles Amend. WAS
FILED FOR RECORD THIS 9th
DAY OF Nov. 1984 AT 10:40 A.M.
AND RECORDED IN
LIBER MWM 8, FOLIO 592 Articles.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.
Marguerite C. Martin
CLERK

ARTICLES OF AMENDMENT

OF

CROSSROADS COMMUNITY, INC.

NOV -9-84 A 21632 *****5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland July 10, 1984 at 9:15 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2661, folio 093184, 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
1984 NOV -9 AM 10:40
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.

Gal B. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS

A 165861

12/13/84 Deposited mailed to John W. Sause, Jr. Esq. 204 N. Commerce St. Centreville, Md 21617

LIBER 8 PAGE 598

003200

THE GUNSTON SCHOOL, INCORPORATED

1984 JUN 19 P 1:

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 Articles First, Second, Third and Fourth of the Articles of Incorporation and inserting in lieu thereof the following Article One and Article Two:

ARTICLE ONE
CORPORATE NAME

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

THE GUNSTON SCHOOL, INCORPORATED

ARTICLE TWO
CORPORATE PURPOSES

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

(a) The organization and operation of a private school for secondary education in accordance with the philosophy and principles established in the Bylaws.

(b) In addition to the business or activity referred to in paragraph (a), the Corporation may engage in any other lawful business or activity and may exercise any power now or from time to time hereafter permitted by the general laws of the State of Maryland relating to corporations, provided that the Corporation may not engage in any trade or business which is not substantially related to the purposes set forth in paragraph (a) hereof.

SECOND: Article Fifth of the charter of the Corporation is hereby amended by correcting the post office address of the principal office and resident agent of the Corporation and renumbering such Article as Article Three to read as follows:

ARTICLE THREE
PRINCIPAL OFFICE AND RESIDENT AGENT

The post office address of the place at which the principal office of the Corporation in this State will be located is Post Office Box 200, Centreville, Queen Anne's County, Maryland 21617.

The Corporation's resident agent, who is a citizen of the State of Maryland and actually resides therein, is Paul M. Long, whose post office address is Post Office Box 200, Centreville, Queen Anne's County, Maryland 21617.

~~41718470~~ B

41938245

THIRD: Article Sixth of the charter is hereby amended and renumbered as Article Four to read as follows:

ARTICLE FOUR
MEMBERSHIP AND BOARD OF TRUSTEES

(a) The Corporation is not authorized to issue any capital stock.

(b) The Members of the Corporation have exclusive authority to exercise the powers of the Corporation with respect to (i) the election or removal of Members of the Corporation, (ii) the amendment of the Charter or the Bylaws of the Corporation and (iii) any other powers of the Corporation reserved to the Members by the Bylaws of the Corporation.

(c) The Bylaws of the Corporation shall provide for the composition, authority and powers of a Board of Trustees, which shall have all powers conferred by law upon directors of corporations having capital stock except powers or authority reserved to the Members of the Corporation by subsection (b) of this Article or the Bylaws of the Corporation. The Bylaws may provide that some or all of the Members of the Corporation are also members ex officio of the Board of Trustees.

FOURTH: Article Seventh and Article Eighth of the Articles of Incorporation are renumbered, respectively, as Article Five and Article Six and a new paragraph is inserted at the beginning of Article Five, as so renumbered, such new paragraph to read as follows:

ARTICLE FIVE
CORPORATE PROPERTY

No part of the net earnings of the Corporation shall inure to the benefit of any Member or other individual; and no compensation shall be paid to any Member, Trustee, officer or substantial contributor to the Corporation except as a reasonable allowance for services actually rendered to the Corporation.

FIFTH: Article Ninth of the charter of the Corporation is renumbered as Article Seven and is amended to read as follows:

ARTICLE SEVEN
SPECIAL REQUIREMENTS FOR AMENDMENT

No provision of this Charter may be amended or repealed except by the affirmative vote of at least three-fourths (3/4) of all persons who are Members of the Corporation at the time when such amendment or repeal is proposed.

SIXTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the Trustees and Members of the Corporation on June 7, 1984, in the manner and by the vote required by the Articles of Incorporation and the Bylaws of the Corporation.

AS WITNESS the seal of the Corporation and the signature of its President, attested by its Secretary.

Lois S. Duffey
President

Attest:

Jane K. Bristoll
Secretary

ACKNOWLEDGEMENT AND CERTIFICATION

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
President

MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts of Amend WAS
RECEIVED FOR RECORD THIS 9th
DAY OF Nov 1984 AT 10:40 A.M.
AND RECORDED IN
NUMBER num 8 folio 598 Lib 1 ecrc
RECORD BOOK FOR QUEEN ANNE'S
Marguerite E. Manbin
CLERK

ARTICLES OF AMENDMENT

OF

THE GUNSTON SCHOOL, INCORPORATED

NOV -9-84 A 21633 ******5

approved and received for record by the State Department of Assessments and Taxation of Maryland July 10, 1984 at 10:50 o'clock A. M. as in conformity with law and ordered recorded.

093199

Recorded in Liber 2661, 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
1984 NOV -9 AM 10: 40
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

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165864

LIBER 8 PAGE 601

12/13/84 original mailed to John W. Smith, Jr. Esq
204 N. Commerce St.
Centreville, Md 21617

8 PAGE 602
LIBER

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION

of the PINEY NARROWS TREATMENT PLANT, INC.

were received for record on June 28, 1984

in accordance with the provisions of Sec. 3-407 of the

Corporations and Associations Article of the Code.

Gene L. Burner
Director

062262

ARTICLES OF DISSOLUTION
OF
PINEY NARROWS TREATMENT PLANT, INC.

FIRST: The name of the corporation to be dissolved is: Piney Narrows Treatment Plant, Inc. The address is c/o John W. Sause, Jr., 204 North Commerce Street, Centreville, Queen Anne's County, Maryland 21617.

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

THIRD: The directors of the Corporation are Matilda B. Sause, John W. Sause, Jr., and Dorothy M. Monroe.

FOURTH: The officers of the Corporation are as follows:

President	Matilda B. Sause Route 1, Box 75 Chester, Maryland 21666
Secretary/ Treasurer	John W. Sause, Jr. 204 North Commerce Street Centreville, Maryland 21617

FIFTH: The dissolution of the Corporation was approved in the manner and by the vote required by law and by the charter. A majority of the entire Board of Directors of the Corporation adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for consideration at a special meeting of the stockholders. Thereafter, the proposed dissolution was unanimously approved by all stockholders of the Corporation.

SIXTH: There are no known creditors of the Corporation.

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

EIGHT: Piney Narrows Treatment Plant, Inc. is hereby dissolved.

Attest:

John W. Sause, Jr.
Secretary

Matilda B. Sause
President

41800346

LIBER 8 PAGE 603

ACKNOWLEDGEMENT AND VERIFICATION

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

Matilda B. Sause
Matilda B. Sause
President

06226-1

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

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

PINEY NARROWS TREATMENT PLANT INC.

have been paid.

WITNESS my hand and official seal this

19th day of APRIL A.D. 1984.

Patricia A. McKeal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

LIBER 8 PAGE 666

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
THIS Articles Dissol WAS
RECEIVED FOR RECORD THIS 9th
DAY OF Nov. 1984 AT 10:40 A.M.
RE ..... AND RECORDED IN
LIBER NUM 8, folio 602 Arts/Misc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite M. Manpin
CLERK

ARTICLES OF DISSOLUTION

OF

PINEY NARROWS TREATMENT PLANT, INC.

NOV -9-84 A 21634 ******5

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1984 at 1:48 o'clock A. M. as in conformity with law and ordered recorded.

062261

Recorded in Liber 2658, 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 $ 30.00

RECEIVED
CLERK, CIRCUIT COURT
1984 NOV -9 AM 10: 40
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.

Gal B. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165699

061186

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS
FOR DESIGNATION OF CHANGE OF
RESIDENT AGENT AND/OR
PRINCIPAL OFFICE

I, Peter Maistrellis do hereby certify that I am the duly elected, qualified and acting secretary of United Shellfish Co., Inc., a corporation formed and existing under the laws of the State of Maryland, and that at a meeting of the board of directors of said corporation, held on the 12th day of July, 1984, the following resolution was adopted, which said resolution remain in full force and effect:

"RESOLVED that the resident agent of this corporation in the State of Maryland be and it hereby is changed to THE CORPORATION TRUST INCORPORATED, the post-office address of which is 32 South Street, Baltimore, Maryland 21202. The said resident agent so designated is a corporation of the State of Maryland.

UNITED SHELLFISH CO. INC. 1900 MARYLAND

(Secretary)

Peter Maistrellis

(CORPORATE SEAL)

42058052

LIBER 8 PAGE 607

12/13/84 original mailed to C T Corporation System
2 Oliver St
Boston, Mass 02109

LIBER 8 PAGE 608

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

UNITED SHELLFISH CO., INC.

received for record July 23, 1984 , at 8:30 A.M.

and recorded on Film No. 2658 Frame No. 001185 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 67

AA № 20422

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

NOV -9-84 A 21635 ******125

Return to: C T Corporation System
2 Oliver Street
Boston, Massachusetts 02109

RECEIVED
CLERK, CIRCUIT COURT
1984 NOV -9 AM 10: 41
QUEEN ANNE'S COUNTY

rc

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Notice WAS
RECEIVED FOR RECORD THIS 9th
OF Nov 19 84 AT 10:41 A.M.
AND RECORDED IN
LIBER mem 8 folio 607 etc/ ele.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite M. Manbin

AT5-070

001560

FIRST AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE
OF
1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP

THIS FIRST AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE is made and entered into this 19th day of July, 1984 by and between Lloyd W. Moore as the General Partner, Lloyd W. Moore as the Class A Limited Partner, Richard G. Watkins and Beverly R. Williams as the Class B Limited Partners, Beverly R. Williams as the Class C Limited Partner, Heather A. Pipes as the Withdrawing Class B Limited Partner and Lloyd W. Moore as the Additional Class B Limited Partner.

The undersigned, constituting all the General and Limited Partners of 1738 Development Group Limited Partnership, a Maryland limited partnership, do hereby amend the Limited Partnership Agreement and Certificate (the "Certificate") dated July 30, 1984 and filed with the Maryland State Department of Assessments and Taxation on September 21, 1983 as follows:

1. By deleting the names, addresses, capital contributions and percentages of interest on Schedules A and B of the Certificate and inserting in lieu thereof, the names, addresses, capital contributions and percentages of interest as stated on the new Schedules A and B attached hereto.

2. Except as amended hereby, the terms and conditions of the Limited Partnership Agreement and Certificate of 1738 Development Group Limited Partnership dated July 30, 1983 shall continue in full force and effect.

42098042

LIBER 8 PAGE 669

12/3/84 Rec'd. mailed to Frank Bernstein, Esq. Attn: R. Erable 300 E. Lombard Balto. Md 21202

IN WITNESS WHEREOF, the General Partner, Class A Limited Partner, Class B Limited Partners, Class C Limited Partner, Withdrawing Class B Limited Partner and the Additional Class B Limited Partner acknowledge that this First Amendment to Limited Partnership Agreement and Certificate is their act and further acknowledge under penalties of perjury that, to the best of their knowledge, information and belief, the matters and facts set forth herein are true in all material respects, and that they have executed this First Amendment to Limited Partnership Agreement and Certificate the day and year first written above.

WITNESS:

Anne M. Clements

Lloyd W. Moore, General Partner

Anne M. Clements

Lloyd W. Moore, Class A Limited Partner

Anne M. Clements

Richard G. Watkins, Class B Limited Partner

Anne M. Clements

Beverly R. Williams, Class B Limited Partner

Anne M. Clements

Beverly R. Williams, Class C Limited Partner

Anne M. Clements

Lloyd W. Moore, Additional
Class B Limited Partner

Anne M. Clements

Heather A. Pipes, Withdrawing
Class B Limited Partner

8188d

1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP
FIRST AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

SCHEDULE A

Name and Address	Capital Contributions	Percentage Partnership Interest
GENERAL PARTNER		
Lloyd W. Moore Route 1 Box 147K Queenstown, Maryland 21658	$ 1.00	1.00%
Class A Limited Partner		
Lloyd W. Moore Route 1 Box 147K Queenstown, Maryland 21658	$89.00	89.00%
Class B Limited Partners		
Richard G. Watkins 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$ 1.00	1.00%
Lloyd W. Moore Route 1 Box 147K Queenstown, Maryland 21658	$ 1.00	1.00%
Beverly R. Williams 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$ 7.00	7.00%
Class C Limited Partners		
Beverly R. Williams 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$ 1.00	1.00%

1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP
FIRST AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

SCHEDULE B

In the event the Partnership distributes a percentage of its interest in Georgia Avenue Associates pursuant to Section 3.4 hereof, the percentages of the Partners in profits, losses and distributions from Georgia Avenue Associates for all purposes of Section IV shall be automatically revised as follows:

	If 1% is Distributed	If 2% is Distributed
General Partner	1.00%	1.00%
Class A Limited Partner	63.45%	66.45%
Class B Limited Partners		
Richard G. Watkins	4.445%	4.65%
Lloyd W. Moore	4.445%	4.65%
Beverly R. Williams	26.66%	23.25%

LIBER 8 PAGE 614

CERTIFICATE OF AMENDMENT

OF

1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP

received for record July 26, 1984 , at 3:54 P.M.

and recorded on Film No. 2662 Frame No. 01899 one of

the limited partnership records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Queens Annes County

AA № 4078

NOV -9-84 A 21636 *****12.

Fee Paid $50.00

RECEIVED
CLERK. CIRCUIT COURT
1984 NOV -9 AM 10:41
QUEEN ANNE'S COUNTY

MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Cert Amend WAS
RECEIVED FOR RECORD THIS 9th
DAY OF Nov 1984 AT 10:41 A.M.
AND RECORDED IN
LIBER Mum 8 folio 609 Cert Amend.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK.
Marjorie Harper

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION

of the CRITERION FUND CORP.

were received for record on September 6, 1984

in accordance with the provisions of Sec. 3-407 of the

Corporations and Associations Article of the Code.

Gene L. Burner

Director

UNIT 8 PAGE 615

1/31/85 original mailed to Paul J. Dunbar, Esq.
Miles & Stockbridge
10 Light St.
Balto. 21202

Liber 8 Page 616

003233

ARTICLES OF DISSOLUTION

OF

CRITERION FUND CORP.

Criterion Fund Corp., a Maryland corporation (the "Corporation"), certifies that:

FIRST: The Corporation is hereby dissolved.

SECOND: The address of the principal office of the Corporation is Route 1, Box 207, Queenstown, Maryland 21658.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after the dissolution and until the affairs of the Corporation are wound up are Paul J. Durbin, Esquire, 10 Light Street, Baltimore, Maryland 21202.

FOURTH: The name and address of each director of the Corporation are as follows:

John J. Hill, III	Nantmeal Hunt Farm R.D. 1 Glenmoore, Pennsylvania 19343
Mildred S. Hill	Route 1, Box 207 Queenstown, Maryland 21658
R. Stockton Taylor, Jr.	200 W. Macada Road Bethlehem, Pennsylvania 18017
Elizabeth G. Taylor	200 W. Macada Road Bethlehem, Pennsylvania 18017

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

John J. Hill, III	President, Treasurer and Secretary	Nantmeal Hunt Farm R.D. 1 Glenmoore, PA 19343
R. Stockton Taylor, Jr.	Vice President	200 W. Macada Road Bethlehem, PA 18017

42518059

003234

Paul J. Durbin Assistant Secretary 10 Light Street
Baltimore, MD 21202

SIXTH: The dissolution of the Corporation was approved in the manner and by the vote required by law and by the charter of the Corporation. The manner of approval of the dissolution was as follows: The board of directors of the Corporation adopted a resolution at a meeting held on June 7, 1984 which declared that the dissolution of the Corporation was advisable and directed that the proposed dissolution be submitted for consideration by the stockholders for approval by unanimous written consent. The dissolution was approved by all of the stockholders by unanimous written consent.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of each of the following collectors of taxes stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation and billed by and payable to them by the Corporation, including taxes for the current year, are paid or provided for in a manner satisfactory to them:

Maryland State Department of Assessments and Taxation

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf on this 30th day of August, 1984, by its President who acknowledges that these Articles are the act of the Corporation and that to the best of his knowledge, information and belief and under penalties for

LIBER 8 PAGE 617

perjury, all matters and facts contained in these Articles are true in all material respects.

ATTEST:

Paul J. Dunlin
Assistant Secretary

CRITERION FUND CORP.

By: John Hillier
President

003236

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

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

CRITERION FUND CORPORATION

have been paid.

WITNESS my hand and official seal this

14th day of AUGUST A.D. 19 84

Patricia A. McBeal

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

LIBER 8 PAGE 619

LIBER 8 PAGE 620

ARTICLES OF DISSOLUTION

OF

CRITERION FUND CORP.

HIS ..... Arts / Dissol ..... WAS
ECEIVED FOR RECORD THIS 24
AY OF Jan 1985 AT 3:44 P.M.
E ..... AND RECORDED IN
IBER Num 8, folio 615 Arts Rec.
ECORDS 20
ERK
Marguerite [illegible]

JAN 21-75 A #24155 ******5.00

approved and received for record by the State Department of Assessments and Taxation of Maryland September 6, 1984 at 2:08 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2670, folio 003232 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
1985 JAN 21 PM 3:14
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.

djmd

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

Dean W. Pitchner

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 166551

000288

Rx
W

81 SEP 20 P 1:18

DELMARVA AUTO BROKERS, Ltd.

A Maryland Close Corporation
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLE OF INCORPORATION

FIRST: I, Jack F. McGarvey, whose post office address is 701 Mercantile Building, 409 Washington Avenue, Towson, Maryland, 21204, 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 DELMARVA AUTO BROKERS, Ltd.

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 purpose for which the Corporation is formed are:

(1) To engage in the business of purchasing, acquiring, owning, leasing, renting, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling and generally dealing in all types of supplies used by all types of motor vehicles.

42658052

8 AGENT

1/31/85 Signed mailed to Jack McGarvey
701 Mercantile Bldg.
Towson, Md 21204

(2) To purchase, otherwise acquire, sell, rent, repair, store, exchange or otherwise deal in a rental of equipment, material, materiel, tools, implements, utensils, apparatus, furnishings, appliances, paraphernalia, devices, accessories, attachments, fittings, fixtures, or other materials of any nature, kind, or description.

(3) To engage in any other lawful purpose and business and to carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of the Corporation, and to do all things specified or permitted by Section #2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on Corporations formed under the laws pursuant to which and under which this Corporation is formed as such laws are now in effect or may at anytime hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations.

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

FIFTH: The post office address of the principal office of the Corporation in this state is Route 2, Box 18, Bell Point Farm, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation in this State is Jack F. McGarvey, 701 Mercantile Building, 409 Washington Avenue, Towson, Maryland 21204. 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 Richard F. Gore.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 18th day of September, 1984 and I acknowlege the same to be my act.

Michele Bechtel
Witness

Jack F. McGarvey
Jack F. McGarvey

LIBER 8 PAGE 624

ARTICLES OF INCORPORATION
OF
DELMARVA AUTO BROKERS, LTD.

JAN 21-75 A #24156 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 20, 1984 AT 01:18 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2671, FOL 00987, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

1985 JAN 21 PM 3:14
QUEEN ANNE'S COUNTY

D1775121

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 163241

AT5-060

002207
001231

ARTICLES OF INCORPORATION

OF

E. & L. LOGGING ENTREPRISES, INC.

WHICH IS A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Alexander Dean Burt, III, whose post office address is 304 Park Row, Chestertown, Maryland, 21620, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation.

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

E. & L. LOGGING ENTREPRISES, INC.

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

(a) To engage in the general timber, lumber and sawmill business, including timber, milling, and allied interests, together with the building of railroads, logging roads, and other things necessary in the full and complete operation thereof; to engage in a general lumber, timber, kiln drying, treating, milling, construction materials, and merchandise business; to manufacture, purchase, or otherwise acquire, sell, or otherwise dispose of logs, lumber, wood products in a processed or unprocessed state, and by-products of wood or of said manufacturing operations, and building and construction supplies and merchandise, either at wholesale or retail; to engage in the business of hauling and transporting logs, timber, lumber, lumber products, and other freight, goods, wares, and merchandise, by means of trucks, and other forms of transportation, over public or private highways, or roads; and to do such other things as are incidental or necessary, to the carrying on of such business.

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

ALEXANDER D. BURT, III
ATTORNEY AT LAW
304 PARK ROW
CHESTERTOWN, MD. 21620
778-5060
778-5061
IF NO ANSWER
CALL
778-4146

42838223

8 AGE 625

1/31/85 original mailed to Alexander D. Burt, III, Esq.
304 Park Row
Chestertown, Md 21620

mechanical, welding, vehicle body repair and painting, construction, trucking, and farming business and services.

(c) To manufacture, purchase, or otherwise encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

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

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

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

(g) To enter into and perform contracts of every sort and description with any person, firm, association, corporation, municipality, county, state, nation, or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(h) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issues or created by any other corporation or association organized under the laws of the State of Maryland

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or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this CORPORATION, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this CORPORATION.

(i) To enter into and carry out agreements in the form of options, rights of first refusal, buy and sell agreements, or otherwise, with all or some of the holders of its shares of capital stock, evidences of indebtedness, bonds or securities, or others, providing, in whole or in part, for the acquisition, purchase, redemption or disposal, or relating to the control, or restricting the transfer, of shares of its capital stock, evidences of indebtedness, bonds or securities, by this CORPORATION and/or by others, and this provision shall also authorize any such agreements to which the CORPORATION is not a party.

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

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

(l) To carry on any of the business hereinbefore enumerated for itself,

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or for account of others, or through others for its own account, or with others in a partnership or joint venture or other entity, whether as a limited or general partner or otherwise, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business, or rights.

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

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

FOURTH: The post office address of the place at which the principal office of the CORPORATION in this State will be located, is Box 14, Main Street, Church Hill, Queen Anne's County, Maryland, 21623. The resident agent of the CORPORATION is Dorothy M. Nadolny, whose post office address is Box 14, Church Hill, Md. 21623. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The CORPORATION is a close corporation authorized by Article, entitled, "Corporations", of the General Public Laws of Maryland.

SIXTH: The CORPORATION shall have no directors, but Edward A. Clough, Linda C. Nadolny-Clough and Dorothy M. Nadolny shall act as directors until the organization meeting of directors and the issuance of some stock of the CORPORATION has been completed.

SEVENTH: The total number of shares of stock of all classes which the CORPORATION has authority to issue is One Hundred Thousand shares of the par

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value of One ($1.00) Dollar each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand ($100,000.00) Dollars.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the CORPORATION and of the stockholders.

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

(b) No contract or other transaction between this CORPORATION and any other corporation and no act of this CORPORATION shall in any way be affected or invalidated by the fact that any of the stockholders or officers of this CORPORATION are pecuniarily or otherwise interested in, or are stockholders, directors, or officers of such other corporation; any stockholder or officer individually, or any firm of which any stockholder or officer may be a member, may be party to or may be pecuniarily or otherwise interested in any contract or transaction of this CORPORATION, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to all the stockholders; and any stockholder of this CORPORATION who is also a stockholder, director, or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the stockholders of this CORPORATION which shall authorize any such contract or transaction, with like force and effect as if he were not such stockholder, director or officer of such other corporation or not so interested.

(c) The stockholders shall have power, from time to time, to fix and determine and to vary the amount of working capital of CORPORATION; and to determine whether any, and, if any, what part of the surplus of the CORPORATION or of the net profits arising from its business shall be declared in dividends and paid to said stockholders, subject, however, to other provisions set forth in these Articles, and to direct and determine the use and disposition of any

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1068 8 PAGES

such surplus or net profits. The stockholders may in their discretion use and apply any such surplus or net profits in purchasing or acquiring any of the shares of the stock of the CORPORATION, or any of its bonds or other evidences or indebtedness, to such extend and in such manner and upon such lawful terms as the stockholders shall deem expedient.

(d) The CORPORATION reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of and class of its stock by classification, re-classification or otherwise.

(e) Except as otherwise provided in this charter or the By-Laws of the CORPORATION, the stockholders shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have authority to exercise all powers of the CORPORATION, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(f) The stockholders shall have the power to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preference, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemptions of, and the conversion rights of such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 3rd day of July, 1984.

Alexander Dean Burt, III

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

I HEREBY CERTIFY, that on this 3rd------ day of July----------, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ALEXANDER DEAN BURT, III, and acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Notary Public

My Commission expires:
July 1, 1986.

ALEXANDER D. BURT, III
ATTORNEY AT LAW
304 PARK ROW
CHESTERTOWN, MD. 21620
778-5060
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778-4146

ARTICLES OF INCORPORATION
OF
E. & L. LOGGING ENTREPRISES, INC.

Autsville
RECEIVED 2 vd
DAY OF Jan 85 3:14P
TE mum 8, folio 625 Autsville

Maryland

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OCTOBER 09, 1984 10:03 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

7

002500

RECORDED IN LIBER ~~2674~~ 2677, FOLIO ~~001830~~ OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 22	$

D1792589

CLERK
1985 JAN 21 PM 3:14
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 164508

LIBER 8 PAGE 631

A15-060

1/31/85 original mailed to J. Donald Braden, Esq. Farmers Nat'l Bank Bldg. Centreville, Md 21617

LIBER 8 PAGE 632

002137

1984 AUG 27 A 11:55

1984 SEP -6 A 10:18

BAY DISCOUNTERS, INC.

A Maryland Corporation

ARTICLES OF AMENDMENT

Bay Discounters, Inc., a Maryland corporation, having its principal office at 101 N. Commerce Street, Centreville, Maryland 21617 (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: 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 hereinafter recited 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.

SECOND: 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 (which is hereafter referred to as the "Corporation") is B.D. LIMITED."

~~42406193~~ 42508084

002138

IN WITNESS WHEREOF, Bay Discounters, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal hereunder affixed and attested by its Secretary on this 23rd day of August, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Bay Discounters, Inc. and, under the penalties of perjury, that the matters and facts set forth with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST: BAY DISCOUNTERS, INC.

Calvin Goldstein
Secretary

By: Alan L. Wolbot
President

LINER 8 PAGE(S)

The undersigned constituting all of the directors of Bay Discounters, Inc. in accordance with Section 2-408, Corporations Article, hereby evidence their waiver of any right to dissent from the action hereby taken and hereby agree that Articles of Amendment shall be submitted to all stockholders of the corporation for consideration and the content of said Articles of Amendment shall provide for the change of the corporate name from Bay Discounters, Inc. to B.D. Limited.

Alan L. Goldstein, Director

Cecelia G. Goldstein, Director

The undersigned constituting all of the stockholders of Bay Discounters, Inc. in accordance with Section 2-505 of the Corporations Article, do hereby evidence their waiver of the right to dissent from the following actions and do waive notice of any meeting held thereon and agree that the Articles of Amendment submitted to them which contains a change of the name of Bay Discounters, Inc. to B.D. Limited, and authorize the President and other officers of the corporation to execute and take all action necessary to have said Articles approved by the Maryland State Department of Assessments and Taxation.

Alan L. Goldstein

Cecelia G. Goldstein

ARTICLES OF AMENDMENT

OF

BAY DISCOUNTERS, INC.

Changing its name to

B.D. LIMITED

Arts / Amend. WAS RECEIVED FOR RECORD THIS 21st DAY OF Jan, 85 AT 3:14 P.M. AND RECORDED IN LIBER 2671 FOLIO 632 ETC. HERE.

JAN 21-75 A 12:24158

approved and received for record by the State Department of Assessments and Taxation of Maryland September 6, 1984 at 10:18 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2671, folio 002136 in 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 CIRCUIT COURT
1985 JAN 21 PM 3:14
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.

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 166471

LIBER 8 PAGE 635

1/31/85 original mailed to Howard Wood, Esq. Centreville, Md 21617

LIBER 8 PAGE 656

003169

ARTICLES OF AMENDMENT

OF

SPANIARD NECK FOUNDATION, INC.

The Articles of Incorporation of Spaniard Neck Foundation, Inc. are hereby amended as follows, effective upon acceptance by the Maryland Department of Assessments and Taxation:

FIRST: By deletion of the following from paragraph "THIRD":

"A. Promotion of social welfare by:"

SECOND: By amendments in paragraph "THIRD", sub-paragraph "B" as follows:

(a) substitution of "(7)" in lieu of "B."

(b) substitution of a comma "," in lieu of "and" between "sculptors" and "scholars"

(c) insertion of the following immediately after "scholars":-

"and performing artists including musicians, singers, dancers and actors"

1984 SEP 13 A 10 22

The aforegoing amendments were approved by a majority of the entire board of directors of Spaniard Neck Foundation, Inc., at a special meeting of said board held pursuant to the notice required by the corporate by-laws, by adoption of a resolution setting forth the aforegoing amendments, declaring them advisable, and directing that said amendments be submitted for consideration at a special meeting of the members of the corporation to be held on the 10th day of September, 1984.

42578269

The aforegoing amendments were approved by the members of the corporation by the affirmative vote of two-thirds (2/3) of all the votes entitled to be cast on the matter at a special meeting of the members of the corporation held on the 10th day of September, 1984, pursuant to more than ten (10) days' and less than ninety (90) days' written notice given by the secretary of the corporation to all of the members of the corporation stating the time and place of the meeting which was held pursuant to said directors' resolution at 4 P.M. at the Queen Anne's County Free Library, Centreville, Maryland, and also stating the purpose of the meeting including a summary of the aforegoing amendments and of the changes they will effect.

IN WITNESS WHEREOF, I, Mary D. Wood, President of Spaniard Neck Foundation, Inc., a Maryland corporation, have signed these Articles of Amendment on this 10th day of September, 1984, and I acknowledge these Articles of Amendment to be the act of said corporation:

WITNESS:

Howard Wood
(Howard Wood) Secretary

Mary D. Wood
(Mary D. Wood) President

AND THIS IS TO CERTIFY that I, Howard Wood, Secretary of said corporation, was the secretary present and acting at the special meeting of the Board of Directors held on August 20, 1984, and also at the special meeting of members held on September 10, 1984, at which the aforegoing Articles of Amendment were advised and approved as set forth therein, and that to the best of my knowledge, information and belief all matters and facts set forth

in said Articles of Amendment with respect to authorization and approval are true in all material respects, and I further state that this statement is made under the penalties of perjury.

WITNESS my hand, this 10th day of September, 1984:

Howard Wood
(Howard Wood) Secretary

Arts Amend
Jan 85 3:15 PM
mem & fold 36 Liber 1 Unit

ARTICLES OF AMENDMENT

OF

SPANIARD NECK FOUNDATION, INC.

JAN 21-75 A 12:15

approved and received for record by the State Department of Assessments and Taxation of Maryland September 13, 1984 at 10:22 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2670, folio 003188, 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 $ _____

FILED
CLERK, CIRCUIT COURT
1985 JAN 21 PM 3:15
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.

djmd

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 166544

LIBER 8 PAGE 639

Liber 8 Page 610

002632

SKI ENTERPRISES, INC.
(A Close Corporation)

ARTICLES OF AMENDMENT
(Under Sections 11 - 12)

Ski Enterprises, Inc., A Maryland Corporation, having its principal office in Charles 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 deleting from the name of the Corporation "A Close Corporation" as the corporation shall no longer be A Close Corporation.

SECOND: The Charter of the Corporation is hereby amended by striking the Eighth Article of the Articles of Incorporation and inserting in lieu thereof, the following:

> The said Corporation shall have three (3) directors and may increase the number by its By-Laws. The Corporation may decrease the number by its By-Laws if there is no stock outstanding and there are less than three (3) stockholders, in which event there may be less than three (3) directors, but not less than the number of stockholders.

THIRD: The Stockholders of the Corporation, at a meeting duly convened and held on August 14, 1984 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the charter was advisable. This Corporation is a Close Corporation which has no directors.

FOURTH: Notice of the August 14, 1984 meeting setting forth the said amendment of charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all members entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon; whose contract rights as expressly set forth in the

42618416

1984 SEP 17 P 2:47

1131 Seal Marbrs & Pallmeo, P.A. P.O. Box 696, Waldorf, MD 20601

Charter would be altered by the Amendment.

FIFTH: The amendments of the Charter of the Corporation as hereinabove set forth were approved by the stockholders of the Corporation at said meeting by the affirmative vote of One Hundred (100%) percent of all votes entitled to cast thereon.

SIXTH: The amendments of the Charter of the Corporation as hereinabove set forth have been approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Charles L. Januszewski 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 16th day of August, 1984.

ATTEST:

Marie Sweeney

Charles L. Januszewski (SEAL)

LIBER 8 PAGE 642

ARTICLES OF AMENDMENT

OF

SKI ENTERPRISES, INC.

Arts / Amend
Jan 85 3:15P
mum 8, folio 640 Arts Plex.

JAN 21-75 A 24160 ******

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND September 17, 1984 AT 12:47 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2671, FOLIO 003631, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

CLERK

1985 JAN 21 PM 3:15

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 174569

AT5-060

Corp5/bc RCT Tamaco 1 9/19/84

001158

1984 SEP 24 A 11:19

TAMACO INDUSTRIES, 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, MARCEL TALBOT, whose post office address is 17A Queen Victoria Way, Chester, Maryland 21619, 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:

TAMACO INDUSTRIES, 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 buy, sell, manufacture, lease and in any other way to deal in products for sale to wholesalers, retailers and distributors; 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 17A Queen Victoria Way, Chester, Maryland 21619. The name and the post office address of the Resident Agent of the Corporation in this State are Marcel Talbot, 17A Queen Victoria Way,

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

42688341

8 AM 613

1/31/85 original mailed to Henry, Hairston & Price
Easton, MD 21601

Chester, Maryland 21619. Said Resident Agent is a 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 Marcel Talbot.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20TH day of SEPTEMBER, 1984, and I acknowledge the same to be my act.

WITNESS:

(SEAL)
Marcel Talbot

HENRY, HAIRSTON & PRICE
ATTORNEYS AT LAW
EASTON, MARYLAND

ARTICLES OF INCORPORATION
OF
TAMACO INDUSTRIES, INC.

THAT
THE Arts Plus Inc. WAS
RECEIVED FOR RECORD ON Jan 85 3:15 P.M.
IN ..... LIBER
Mm 8, folio 643 Arts Plus Inc.

JAN 21-75 A 24161

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 24, 1984 AT 11:19 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2672, FOLIO 001157, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ CLERK 20	$ 20	$ .....

1985 JAN 21 PM 3:15
QUEEN ANNE'S COUNTY

D1778042

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 174724

LIBER 8 PAGE 643

AT5-060

1/31/85 original mailed to Monica Hall, Esq. 5060 West St. Annapolis, Md 21401

1h

LIBER 8 PAGE 646

001289

CHESAPEAKE RECORDINGS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Bilita S. O'Meara, whose post office address is 718 Shi Lane, Stevensville, Maryland 21666, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is CHESAPEAKE RECORDINGS, INC.

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

(1) To engage in the business of production of commercial audio visual sound recordings and to perform all necessary and proper related services and activities in connection therewith; 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 718 Shi Lane, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation are Michael S. O'Meara, 718 Shi Lane, Stevensville, Maryland 21666. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of

42718349

Maryland, as amended from time to time.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michael S. O'Meara and Bilita S. O'Meara.

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 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 the 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 to 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 be otherwise 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of , 1984, and I acknowledge the same to be my act.

Bilita S. O'Meara 9/25/84
BILITA S. O'MEARA

ARTICLES OF INCORPORATION
OF
CHESAPEAKE RECORDINGS, INC.

THIS ..... WAS
RECEIVED THIS 21st
DAY OF Jan 85 AT 3:15 P.M.
IN Liber 8, folio 646 Arts Rec.
Maryland State Archives

JAN 21-75 A 20162 *****5 00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 27,1984 AT 09:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2672 FOLIO 001288 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: $ _____ 20

RECORDING FEE PAID: $ _____ 20

SPECIAL FEE PAID: $ _____

D1779701

RECEIVED
CLERK, CIRCUIT COURT
1985 JAN 21 PM 3:15
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 174746

LIBER 8 PAGE 649

ATB-06C

1/3/1985 original mailed to Robert A. Price Jr. Esq. 103 Lawyers Row Centreville, Md 21617

LIBER 8 PAGE 650

002193

ARTICLES OF INCORPORATION

1984 OCT -3 A 10:58

OF

BARREN RIDGE HOMEOWNERS ASSOCIATION, INC.

FIRST: I, Robert R. Price, Jr., whose post office address is 103 Lawyers Row, Centreville, Maryland 21617, being at least eighteen years of age, am 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

BARREN RIDGE 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 Lots on a plat titled James B. Brown Subdivision, dated July 1968, prepared by William R. Nuttle, parcel on said plat designated Martin Rodney and all abutting properties thereto which in the opinion of the Board of Directors should be included in the community, to work for the betterment of the conditions in the commmunity and to engage in activities that will enable it to support these undertakings and to own and maintain community property.

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.

LAW OFFICES
ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
758-1880

42778172

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 Rt. 2 - Box 639P, Chester, Maryland 21619. The resident agent of the Corporation is William N. Parrott, Jr., whose post office address is Route 2 - Box 639P, Chester, Maryland 21619, 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

LAW OFFICES
ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TEL 1880

successors are duly chosen and qualified are William Parrot, 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 1st day of October, 1984, and I acknowledge the same to be my act.

WITNESS:

Nancy H. Coccia

Robert R. Price, Jr.

Robert R. Price, Jr.

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

I HEREBY CERTIFY, that on this 1st day of October, 1984, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert R. Price, Jr., and he acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Nancy H. Coccia
Notary Public

My Commission Expires: 7/1/86

LAW OFFICES
ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
21617

ARTICLES OF INCORPORATION
OF
BARREN RIDGE HOMEOWNERS ASSOCIATION, INC.

Circuit Clerk
Jan 85 3:15 PM
mum 8, folio 650 Circuit Clerk

JAN 21-75 A E24163

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 03, 1984 AT 10:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2673, FOLIO 002192, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

RECEIVED
CLERK, CIRCUIT COURT
1985 JAN 21 PM 3:15
QUEEN ANNE'S COUNTY

D1787977

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 175175

LIBER 8 PAGE 653

AT5-060

003550

1984 AUG 13 P 12:21

WILLIAM A. WEMMER & ASSOCIATES, INC.

A Maryland Close Corporation

ARTICLES OF INCORPORATION

FIRST: I, John K. Crummey, 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 virture of the General Laws of the State of Maryland.

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

WILLIAM A. WEMMER & ASSOCIATES, INC.

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

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

(1) To engage in the business of consulting for, selling, leasing, servicing and distributing computer hardware and software, and to engage in all related lawful activities incident to the consultation for, sale, lease, service and distribution of computer hardware and software; 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 principle office of the Corporation in this State is Rt. 3, Box 265, Stevensville, Maryland 21666. The name and post office address of the Resident Agent of the Corporation is John K. Crummey, P. O. Box 291, 101 Ridgely Avenue, Suite 10, Annapolis, Maryland 21404. 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.

JOHN K. CRUMMEY
ATTORNEY AT LAW
P. O. BOX 291
101 RIDGELY AVE.
ANNAPOLIS, MD. 21404

422688235

LIBER 8 PAGE 655

4/18/85 original mailed to John K. Crummey
P.O. Box 291
Annapolis, Md 21404

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of August, 1984, and I acknowledge the same to be my act.

Witness

John K. Crummey, Incorporator

JOHN K. CRUMMEY
ATTORNEY AT LAW
P. O. BOX 291
101 RIDGELY AVE.
ANNAPOLIS, MD. 21404

ARTICLES OF INCORPORATION
OF
WILLIAM A. WEMMER & ASSOCIATES, INC.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles of Inc. WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr. 1985 AT 11:47 A.M.
AND RECORDED IN
LIBER Corp 8 Folio 655 Articles Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Margaret A. Thompson
CLERK

APR -3-85 A 27024 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 13, 1984 AT 12:21 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2665, FOLIO 003549, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1755875

RECEIVED
CLERK, CIRCUIT COURT
1985 APR -3 AM 11:47
QUEEN ANNE'S COUNTY

TO THE CLERK OF THE CIRCUIT COURT OF QUEEN ANNE'S

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 161903

LIBER 8 PAGE 657

AT5-060

4/18/85 original mailed to Thomas Bodie
21 W. Susquehanna Ave
Towson, Md 21204-
5279

000919

LIBER 8 PAGE 658

DWS

1984 AUG 15 A 11:08

HOLDEN FARMS, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Thomas G. Bodie, whose Post Office address is 21 West Susquehanna Avenue, Towson, Baltimore County, Maryland 21204, 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:

HOLDEN FARMS, INC.

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

A. To operate the business of a horse stable, including but not limited to the sale, purchase, lease, care, grooming, training and transporting of horses; riding lessons; the manufacture and sale of saddlery and horse related equipment.

B. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every name and nature, including stocks and securities for the payment of all sums due the Corporation, and to sell, assign and release such securities.

C. To buy sell, produce, manufacture and dispose of all kinds of goods, wares, foods, potables, drugs, merchandise, manufactures, commodities, furniture, machines, supplies and products, and generally to engage in and conduct any form of manufacturing or mercantile enterprise not contrary to law.

D. To pledge its credit and to guarantee the obligations of other corporations; but in no way shall the Corporation act as a surety company.

E. To exercise all of the powers contained in Maryland Code, Corporation and Association Article, Section 2-103, as now codified and hereafter amended.

FOURTH: The Post Office address of the principal office of the Corporation in Maryland is Holden Frams, Bryce Road, Queenstown, Maryland 21685. The name and Post Office address of the

42288267 42288214

Resident Agent of the Corporation in Maryland is Thomas G. Bodie, 21 West Susquehanna Avenue, Towson, Baltimore County, Maryland 21204. Said Resident Agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares without par value, all of one class.

SIXTH: The 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 names of the Directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Richard C. Goff, Thomas G. Bodie, and William F. Mosner.

SEVENTH: 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.

EIGHTH: 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 bylaw, vote of shareholders, or otherwise.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 10th day of August, 1984.

WITNESS:

Zita M. Morton

Zita M. Morton

Thomas G. Bodie (SEAL)

STATE OF MARYLAND, COUNTY OF BALTIMORE, to wit:

I HEREBY CERTIFY, that on this 10th day of August, 1984, before me, the subscriber, a Notary Public of the State of Maryland, aforesaid, personally appeared Thomas G. Bodie, and he acknowledged the aforegoing Articles of Incorporation to be his act.

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

NOTARY PUBLIC

My Commission Expires July 1, 1986

ARTICLES OF INCORPORATION
OF
HOLDEN FARMS, INC.

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles of Incorp. WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr 1985 AT 11:47 A.M.
AND RECORDED IN
LIBER Num. 8, Folio 658 Articles Inc.
RECORD BOOK FOR QUEEN ANNE'S
Marguerite Lee Spencer
CLERK

APR -3 85 A $27025 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 15, 1984 AT 11:08 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2666, FOLIO 000918, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1756543

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.

RECEIVED
CLERK, CIRCUIT COURT
1985 APR -3 AM 11:47
QUEEN ANNE'S COUNTY

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 161970

LIBER 8 PAGE 661

AT5-060

4/18/85 Original mailed to Corporate Agents, Inc. P.O. Box 1381 Wilmington, Del 19899

001119

LIBER 8 PAGE 662

DWS

ARTICLES OF INCORPORATION

LORI-STAR ENTERPRISES, 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 LORI-STAR ENTERPRISES, 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 Kent Island Shopping Center, Stevensville, Queen Anne's County, MD 21666. The name and post office address of the resident agent of the Corporation in Maryland is Loreen I. Trent, 304 South Liberty Street, Centreville, Queen Anne's County, MD, 21617.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars ($10.00) each, amounting to One Hundred Thousand Dollars ($100,000.00).

1984 AUG 16 A 10:24

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, and so long as there are less than one (1) stockholders, the number of directors may be less than one (1) 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:

NAME	ADDRESS
LAREEN I. TRENT	304 South Liberty Street Centreville, MD 21617

SEVENTH: The duration of the Corporation shall be perpetual.

42298050

001130

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on August 14, 1984 and severally acknowledged the same to be my act.

Jacqueline N. Casper

Jacqueline N. Casper

STATE OF DELAWARE)

COUNTY OF NEW CASTLE)

I, HEREBY CERTIFY that on this fourteenth day of August , A.D. 1984, 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.

Notary Public

LIBER 8 FOLIO 664

ARTICLES OF INCORPORATION
OF
LORI-STAR ENTERPRISES, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 31st
DAY OF Aug. 1985 AT 11:47 A.M.
RE ..... AND RECORDED IN
LIBER MUM 8, Folio 662 Articles
RECORD BOOK FOR QUEEN ANNE'S
Marguerite H. Manbeck
CLERK

APR-3-85 A 27026 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 16, 1984 AT 10:24 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2666, FOLIO 001118, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK CIRCUIT COURT
1985 APR -3 AM 11:47
QUEEN ANNE'S COUNTY

D1756881

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 162004

AT5-060

002986

ARTICLES OF INCORPORATION

OF

SHORE MECHANICAL CORP.

1984 AUG 20 A 11: 15

THIS IS TO CERTIFY:

FIRST: That I, JULIAN B. STEVENS, JR., whose post office address is 7 Willow Street, Annapolis, Maryland, 21401, 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 close corporations under the Corporations and Associations Article, Title 4, of the Annotated Code of Maryland, as amended, do hereby declare my intention of forming a closed corporation by the execution and filing of these Articles.

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

SHORE MECHANICAL CORP.

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

A. To do all business relating to engineering, construction management, inspection services, contracting, and subcontracting for all construction and building trades and related activities including the construction of buildings, homes, utilities, roadways, and any other public or private construction, to do said construction activities or services, in whole or in part, as either a general contractor or as a subcontractor.

B. To purchase, own, hold, lease, convey, mortgage, pledge, transfer, or otherwise acquire or dispose of land, tenements, hereditaments, buildings, structures, and all other property, real or personal, of every character and description or any interest therein.

C. To sell, lease, convey, transfer, lend, encumber, or otherwise dispose of any and all of its assets in the manner permitted by law, and to accept in

42338180

LIBER 8 PAGE 665

4/18/85 signed mailed to Stevens & Bobyak, P.A. 7 Willow St. Md. 21401 Annapolis

return therefore property, cash, bonds, stocks, or any other things of value.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 577, Chester, Maryland, 21619. The Resident Agent of the Corporation is George W. Rebstock, Jr., whose post office address is Route 1, Box 577, Chester, Maryland, 21619. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: 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 not have a Board of Directors. Until such time, the Corporation shall have one Director whose name is:

GEORGE W. REBSTOCK, JR.

SEVENTH: 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.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, its Directors, Officers, and Stockholders:

002988

A. The stock of the Corporation may not be modified without the unanimous consent of all stockholders, and at no time may more than one class of stock be permitted.

B. No contract or other transaction with this Corporation shall be invalidated or in any way affected by the fact that any director, officer, or stockholder may be a contracting party or may have a pecuniary interest or other interest in the transaction. Said transactions shall be fully valid and enforceable as long as the individual interests of any director, officer, or stockholder is clearly disclosed to all stockholders so that they might judge for themselves if there is any conflicting interest.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of August, 1984, and acknowledged 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.

J.B. STEVENS, JR.

LIBER 8 PAGE 668

ARTICLES OF INCORPORATION
OF
SHORE MECHANICAL CORP.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr. 19 85 AT 11:47 A.M.
& ..... AND RECORDED IN
LIBER Num 8 Folio 665 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite E. Manbeck
CLERK

APR -3 85 A E27027 ******5.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 20, 1984 AT 11:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2666, FOLIO 002985, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1758242

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.

RECEIVED PR -3 AM 11:7 CIRCUIT ANNE'S COUNTY

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 162140

AT5-060

002208

CATERING by GINGER, INC.

1984 AUG 29 A 11:23

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, VIRGINIA E. TOWNSHEND, whose post office address is Route 1, Box 4E, Church Hill, Maryland 21623, 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 called the "Corporation") is Catering by Ginger, 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 the which the Corporation is formed are:

A. To own, conduct, operate, maintain and carry on the business of a restaurant, and to sell and dispense foods, beverages and liquids of all kinds, and operate a catering business in connection therewith, doing any and all things necessary and pertinent to said business.

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

FIFTH: Post Office address of the principal office of the Corporation in this State is Main Street, Route 1, Box 4E, Church Hill, Maryland 21623. The name and post office address of the resident agent of the Corporation in this State are Virginia E. Townshend, Main Street, Route 1, Box 4E, Church Hill, Maryland 21623. Said resident agent is an individual actually residing in this State.

42428245

LIBER 8 PAGE 669

4/18/85 original mailed to
Rasin & Wright
P.O. Box 258
Chestertown, MD 21620

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.

SEVETH: 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 the first successor is chosen and qualified is: Virginia E. Townshend.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of August 1984, and I acknowledge the same to be my act.

Virginia E. Townshend (SEAL)
Virginia E. Townshend

ARTICLES OF INCORPORATION
OF
CATERING BY GINGER, INC.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS ..... WAS
RECEIVED FOR RECORD THIS ..... DAY
OF ..... 19 85 AT 11:47 A.M.
AND RECORDED IN
LIBER ..... FOLIO 669 ETC.
RECORD BOOK FOR QUEEN ANNE'S
Marguerite E. Manbeck
CLERK

APR -3-85 A 27028 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 29, 1984 AT 11:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2667, FOLIO 002287, ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

01761659

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 DEPARTMENT AT BALTIMORE.

CLERK'S OFFICE APR -3 AM 11:47 QUEEN ANNE'S COUNTY

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 162494

LIBER 8 PAGE 671

AT5-060

4/18/85 original mailed to
Christopher Drummond, Esq
P.O. Box 39
Stevensville, Md 21666.

000311

LIBER 8 PAGE 672

THE OUTLET OFFICE AND STATIONERY SUPPLY COMPANY

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, CHRISTOPHER F. DRUMMOND, whose post office address is P.O. Box 39, Stevensville, Maryland 21666, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the MD. CODE ANN. Corporations and Associations Article (CA) §2-101 and 4-101 et. seq..

SECOND: The name of the corporation (which is hereafter called the "Corporation") is THE OUTLET OFFICE AND STATIONERY SUPPLY COMPANY.

THIRD: The Corporation shall be a close corporation as authorized by MD. CODE ANN. CA §4-101 et. seq..

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

(1) To engage in the retail sales and service of office supplies and equipment, and

(2) To do anything permitted by MD. CODE ANN. CA §2-103 as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is The Kent Island Shopping Center, Stevensville, Maryland 21666. Maryland 21403. The name and post office address of the Resident Agent of the Corporation in this State is Christopher F. Drummond, Esq., The Old Stevensville Bank Building, Love Point Road, 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 hundred (100) shares of common stock, without par value.

42438088

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 Brian Herlihy.

EIGHTH: (1) Words used in this Article EIGHTH, that are defined in MD. CODE ANN. CA §2-418 (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 corporation 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 subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings, or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINTH: The Corporation through its director or stockholders, may elect to become a Subchapter S corporation under provision of the Internal Revenue Code.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of August, 1984, and I acknowledge the same to be my act.

Liber 8 Page 674

ARTICLES OF INCORPORATION
OF
THE OUTLET OFFICE AND STATIONERY SUPPLY COMPANY

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts / Corp WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr. 19 85 AT 11:47 A.M.
AND ..... AND RECORDED IN
LIBER MWM 5, Folio 672 Arts / Corp
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Margaurite Ed Manfer
CLERK

APR -3 85 A 27020 ******5.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 30, 1984 AT 10:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2668 , FOLIO 000310 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

RECEIVED
CLERK CIRCUIT
1984 APR -3 AM 11:47
QUEEN ANNE'S COUNTY

D1762194

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 162548

LIBER 8 PAGE 675

AT5-060

4/18/85 signal mailed to Nier, Jarrell & Hubbard
P.O. Box 130
Denton, Md 21629

001335

LIBER 8 PAGE 676

DIXON DEVELOPMENT CORPORATION

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, Norman Lee Dixon, Jr., whose post office address is Main Street, P.O. Box 220, Crumpton, Maryland 21628, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is DIXON DEVELOPMENT CORPORATION.

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 and deal in antiques including furniture, glass, glassware, wearing apparel, jewelry, vases, books, coins and any and everything which because of its age coupled with its design, make, or rarity renders it of especial value; to repair and reconstruct antiques of every name and nature; and

(2) to engage in the business of moving, conveying, and delivering furniture, pianos and other musical instruments, household goods, silverware, china, glassware, etc., libraries, paintings and other works of art, and goods, wares and merchandise of all kinds by means of trucks, motor vans, and similar vehicles and conveyances; to pack, crate, box, and prepare for shipment, or for storage, portable articles of every description; to provide storage facilities and conveniences, and to make and perform contracts for the storage of furniture, pianos, household goods, silverware, china, glassware, bric-a-brac, libraries, paintings and other works of art, and goods, wares, and merchandise of all or any kinds.

1984 SEP 10 P 1:52

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

TELEPHONE 479-2112

42548361

(3) 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, 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. Generally to do everything suitable, proper, and conducive to the successful conduct of a real estate agency and brokerage business.

(4) to conduct the business of an auction and commission house; to establish auction rooms and to receive thereat for sale at public auction personal property of every name and description and to sell the same at public auction; to receive property on commission and to sell the same at private sale; to furnish auctioneers to conduct public auctions at places other than its place or places of business.

(5) 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

(6) 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 Main Street, P.O. Box 220, Crumpton, Queen Anne's County, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Norman Lee Dixon, Jr. Said Resident Agent is an individual actually residing in this State and resides at Main Street, P.O. Box 220, Crumpton, Maryland 21628. 21628

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.

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

TELEPHONE 479-2112

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 Norman Lee Dixon, Jr.

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 Indemnifcation 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.

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

TELEPHONE 479-2112

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of August, 1984, and I acknowledged the same to be my act.

WITNESS:

Bonnie T. Vogt
Bonnie T. Vogt

Norman Lee Dixon Jr.
Norman Lee Dixon, Jr.

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

I HEREBY CERTIFY, that on this 6th day of August, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Norman Lee Dixon, Jr., the subscriber to the aforegoing Articles of Incorporation of "DIXON DEVELOPMENT CORPORATION" and duly acknowledged the same to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Bonnie T. Vogt
Notary Public

My Commission expires: 7/1/86

BONNIE T. VOGT
NOTARY PUBLIC
CAROLINE CO., MD.

NIER, JARRELL
& HUBBARD
ATTORNEYS-AT-LAW
CENTON, MARYLAND
21629

TELEPHONE 479-2112

LIBER 8 PAGE 680

ARTICLES OF INCORPORATION
OF
DIXON DEVELOPMENT CORPORATION

STATE OF MARYLAND:
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
IS ..... WAS
RECEIVED FOR RECORD THIS 3rd.
DAY OF Apr 19 85 AT 11:47 A.M.
P. ..... AND RECORDED IN
LIBER ..... FOLIO 676 ..... Atest
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CLERK

APR -3-85 A E27030 ******5.0

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 10, 1984 AT 01:52 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2669 , FOLIO 001334 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1767508

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.

RECEIVED
CLERK, CIRCUIT COURT
1985 APR -3 AM 11:47
QUEEN ANNE'S COUNTY

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
DIRIGO
SCUTUM BONAE VOLUNTATIS TUAE CORONASTI NOS

A 162803

AT5-000

~~000645~~

000759

PRECISION MARINE SERVICES, INCORPORATED

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, CHRISTOPHER F. DRUMMOND, whose post office address is P. O. Box 39, Stevensville, Maryland 21666, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the MD. CODE ANN. Corporation and Associations Article (CA) §2-101 and 4-101 et.seq..

SECOND: The name of the corporation (which is hereafter called the "Corporation") is PRECISION MARINE SERVICES, INCORPORATED.

THIRD: The Corporation shall be a close corporation as authorized by MD. CODE ANN. CA §4-101 et.seq..

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

(1) To perform marine repair, construction and fabrication services.

(2) To do anything permitted by MD. CODE ANN. CA §2-103 as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Precision Marine Services Inc., Rt. 18, P. O. Box 565, Grasonville, Maryland 21638. The name and address of the Resident Agent of the Corporation in this State is Christopher F. Drummond, Esq., Love Point Road, The Old Stevensville Bank Building, 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 hundred (100) shares of common stock, without par value.

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

42588198

LIBER 8 PAGE 681

4/18/85 original mailed to Christopher Drummond, Esq. P.O. Box 39 Stevensville, Md 21666

EIGHTH: (1) Words used in this Article EIGHTH, that are defined in MD. CODE ANN. CA§2-418 (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 corporation 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 subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings, or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINTH: The Corporation through its director or stockholders, may elect to become a Subchapter S corporation under provision of the Internal Revenue Code.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of September, 1984, and I acknowledge the same to be my act.

ARTICLES OF INCORPORATION
OF
PRECISION MARINE SERVICES, INCORPORATED

MARYLAND:
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr. 19 85 AT 11:47 A.M.
AND RECORDED IN
LIBER MSA SER 68 Folio 683 Articles
RECORD BOOK FOR QUEEN ANNE'S
Margaurite Lee

APR -3-85 A 27031 ******5.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 14, 1984 AT 11:48 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER ~~2670~~ 2676, FOLIO ~~000614~~ 000758 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1769926

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.

RECEIVED
CLERK, CIRCUIT COURT
1985 APR -3 AM 11:47
QUEEN ANNE'S COUNTY

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 162323

LIBER 8 PAGE 683

AT5-060

4/18/85 signed mailed to Christopher Drummond, Esq. P.O. Box 39 Stevensville, Md 21666

000763 ~~000619~~

LIBER 8 PAGE 684

TURNER MARINE, INCORPORATEO

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, CHRISTOPHER F. ORUMMOND, whose post office address is P. O. Box 39, Stevensville, Maryland 21666, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the MD. CODE ANN. Corporation and Associations Article (CA) §2-101 and 4-101 et.seq..

SECONO: The name of the corporation (which is hereafter called the "Corporation") is TURNER MARINE, INCORPORATED.

THIRD: The Corporation shall be a close corporation as authorized by MO. COOE ANN. CA §4-101 et.seq..

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

(1) To perform marine repair, construction and fabrication services.

(2) To do anything permitted by MO. COOE ANN. CA §2-103 as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Turner Marine, Inc., Rt. 3, Box 32, Stevensville, Maryland 21666. The name and address of the Resident Agent of the Corporation in this State is Robert D. Turner, Rt. 3, Box 32, Love Point Road, 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 hundred (100) shares of common stock, without par value.

SEVENTH: The corporation elects to have no Board of Oirectors. Until the election to have no Board of Oirectors becomes effective, there shall be one (1) director, whose name is Robert D. Turner.

EIGHTH: (1) Words used in this Article EIGHTH, that are defined in MD. CODE ANN. CA §2-418 (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 corporation 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 subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings, or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINTH: The Corporation through its director or stockholders, may elect to become a Subchapter S corporation under provision of the Internal Revenue Code.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of September, 1984, and I acknowledge the same to be my act.

LIBER 8 PAGE 686

ARTICLES OF INCORPORATION
OF
TURNER MARINE, INCORPORATED

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT:
I HEREBY CERTIFY THAT
THIS Arts Incorp. WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr. 1985 AT 11:47 A.M.
RE ..... AND RECORDED IN
LIBER MSM 8, folio 684 Arts Incorp.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY Marguerite Zell Manbeck
CLERK

APR -3-85 A 27032 ******5

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 14, 1984 AT 11:48 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER ~~2670~~ 2676, FOLIO ~~000518~~ 000762 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1769934

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 DEPARTMENT AT BALTIMORE.

RECEIVED CLERK CIRCUIT COURT 1985 APR -3 AM 11:47 QUEEN ANNE'S COUNTY

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 162924

AT5-060

000767 ~~001368~~

3 V'S ENVIRONMENTAL OF MARYLAND, INC. 1984 SEP -5 A 10 15

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 3 V'S ENVIRONMENTAL OF MARYLAND, INC.

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

1. To conduct research and provide consultation in the field of environmental waste or products.

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 102 Broadway, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State are James J. Lucas, 102 Broadway, Centreville, Maryland 21617. Said Resident Agent is an individual actually residing in this State.

1984 SEP 13 A 10 35

42578278

42578504

LIBER 8 PAGE 687

4/18/85 original received c/o J. Donald Braden 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 name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified are: James J. Lucas.

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 Dirctors 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, 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 4th day of September, 1984, and I acknowledge the same to be my act.

J. Donald Braden

J. Donald Braden

LIBER 8 PAGE 690

ARTICLES OF INCORPORATION
OF
3 V'S ENVIRONMENTAL OF MARYLAND, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr. 19 85 AT 11:47 A.M.
AND RECORDED IN
LIBER 8 PAGE 687 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite L. Marbury
CLERK

APR -3 85 A 27033 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 13, 1984 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER ~~2670~~ 2676, FOLIO ~~001347~~ 000766 ON OF THE CHARTER RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID $ 20 RECORDING FEE PAID $ 20 SPECIAL FEE PAID $

D1771120

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.

RECEIVED
CIRCUIT COURT
-3 AM 11:47
QUEEN ANNE'S COUNTY

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 163023

AT5-060

002860

ARTICLES OF TRANSFER

Criterion Fund Corp., a Maryland corporation, and T. Rowe Price Growth & Income Fund, Inc., a Maryland corporation, certify as follows:

FIRST: Criterion Fund Corp. (hereinafter the "Transferor") agrees to transfer to T. Rowe Price Growth & Income Fund, Inc. (hereinafter the "Transferee") substantially all of its property and assets.

SECOND: The address of the Transferee is 100 East Pratt Street, Baltimore, Maryland 21202. The principal place of business of the Transferee is 100 East Pratt Street, Baltimore, Maryland 21202.

THIRD: The principal office in Maryland of the Transferor is located in Queen Anne's County. The principal office in Maryland of the Transferee is located in Baltimore City.

FOURTH: The Transferor does not own any interest in land in Maryland.

FIFTH: The nature and amount of consideration to be issued for the assets of the Transferor shall be computed in the following manner: the Transferee shall deliver to the Transferor a number of shares of its capital stock of .01 par value which shall have an aggregate net asset value equivalent to the net asset value of the assets of the Transferor so transferred.

SIXTH: The terms and conditions of the transaction set forth in these Articles of Transfer were advised, authorized and

4/18/85 signed mailed to John B. Frisch, Esq
Miles & Stockbridge
10 Light St
Balto, Md 21202

approved by the Transferor and the Transferee in the manner and by the vote required by their respective charters and the laws Maryland. The manner and approval by the Transferor and the Transferee of the transaction set forth in these Articles is as follows:

(a) The board of directors of the Transferor adopted a resolution at a meeting held on June 7, 1984 which declared that the transaction set forth in these Articles of Transfer is advisable and directed that the transaction be submitted to the stockholders for their consideration by unanimous written consent. The transaction was approved by the unanimous written consent of all of the stockholders.

(b) The transaction set forth in the Articles of Transfer was approved by a majority of the entire board of directors of the Transferee at a meeting held on July 26, 1984.

IN WITNESS WHEREOF, on this 13th day of August, 1984, the Transferor has caused these Articles of Transfer to be signed in its name and on its behalf by its President and the Transferee has caused these Articles of Transfer to be signed in its name and on its behalf by its Vice President and that each such officer acknowledges respectively that these Articles are the act of the Transferor and the Transferee and that to the best of their knowledge, information and belief and under penalties for

002862

perjury, all matters and facts contained in these Articles are true in all material respects.

ATTEST:

Paul F. Parker
Assistant Secretary

ATTEST:

William M. Tartikoff
Secretary

CRITERION FUND CORP.

By: Jack Willoughby
President

T. ROWE PRICE GROWTH & INCOME FUND, INC.

By: _____
Vice President

LIBER 8 PAGE 694

ARTICLES OF TRANSFER

BETWEEN

CRITERION FUND CORP. (MD CORP. TRANSFEROR

AND

T. ROWE PRICE GROWTH & INCOME FUND, INC. (MD CORP.) TRANSFEREE

APR -3 85 A $27034 ******5.0

approved and received for record by the State Department of Assessments and Taxation of Maryland August 13, 1984 at 3:26 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2668, folio 002858, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles Transfer WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF April 19 85 AT 11:48 A M
RE ..... AND RECORDED IN
LIBER Num 8 Folio 691 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Margaret W. Merkle
CLERK

Bonus tax paid $ _____ Recording fee paid $ 20.00 Special Fee paid $ _____
Cert. of Transfer-Balto. City-Corporate 4.00
Records 24.00

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.

RECEIVED CLERK CIRCUIT COURT 1985 APR -3 AM 11:8 QUEEN ANNE'S COUNTY

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

Gal B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 166285

AMENDED ARTICLES OF INCORPORATION

OF

HARRISON YACHT SALES, INC.
A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article
of the Annotated Code of Maryland

FIRST: I, David E. Harrison, whose post office address is 530 Second Street, Annapolis, Maryland 21403, 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:

HARRISON YACHT SALES, INC.

A Maryland Close Corporation

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

(1) To operate and conduct a general business for the buying, selling, trading, leasing, manufacturing, producing, servicing and commissioning of every kind and nature of boat, vessel and marine accessory. The Corporation will operate and conduct this general business as a retailer, wholesaler, importer or exporter, whether as a principal, agent, trustee, or factor; 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 Corporation has elected to become a close corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 50 and Kent Narrows, Gransonville, Maryland 21638. The name and post office address of the resident agent of the Corporation in this State is David E. Harrison, 530 Second Street, Annapolis, Maryland 21403. 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, without par value.

SEVENTH: Until the first annual meeting, there shall be one (1) Director whose name is David E. Harrison, who shall act until the first annual meeting or until an election by the Corporation to have no Board of Directors.

EIGHTH: (1) As used in this article, any word or words that are defined in Section 2-418 of the Corporations and

42123383

4/18/85 Original mailed to
Harrison Yacht Sales
P.O. Box 536 B
Gransonville, Md 21638

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 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 indemnfication of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINTH: 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 26th day of July, 1984, and I acknowledge the same to be my act.

Witness:

Marlene Kelly

David E. Harrison

David E. Harrison

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY CERTIFY that on this 26th day of July, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David E. Harrison, known to me or sufficiently proven to me to be the subscriber to the foregoing Amended Articles of Incorporation and he acknowledged said foregoing Amended Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Marlene Kelly

NOTARY PUBLIC

My Commission Expires:

July 1, 1986

1543

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF April 19 85 AT 11:48 A.M.
RE ..... AND RECORDED IN
LIBER MWM 8 FOLIO 695 Articles
RECORD BOOK FOR QUEEN ANNE'S
Marguerite M. Mowbray
CLERK

AMENDED ARTICLES OF INCORPORATION

OF

HARRISON YACHT SALES, INC.

APR -3-85 A 27035 ******5.

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

of Maryland July 30, 1984 at 12:07 o'clock P. M. as in conformity
Effective date: 8/25/83, at 9:06 AM
with law and ordered recorded.

000300

Recorded in Liber 2666, 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 $ _____

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.

RECEIVED
CLERK, CIRCUIT COURT
1985 APR -3 AM 11:48
QUEEN ANNE'S COUNTY

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 166048

LIBER 8 PAGE 697

4/18/85 Original mailed to
W. Ben Wilson, Esq
217 Stewart Bldg
Easton, Md 21601

LIBER 8 PAGE 698 001283

1984 OCT 15 A 10:57

ARTICLES OF INCORPORATION

OF

SCHIWY ENTERPRISE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Michael G. Schiwy, whose post office address is Rt. 1, Box 398, Queenstown, Maryland 21658; Regina A. Schiwy, whose post office address is Rt. 1, Box 398, Queenstown, Maryland 21658; and Gunther G. Schiwy, whose post office address is Rt. 1, Box 398, Queenstown, Maryland 21658, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

SCHIWY ENTERPRISE, INC.

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

(a) To own and operate an aviation service

(b) To own and operate an aviation club.

(c) To carry out all the various activities which are necessary in connection with the ownership and operation of an aviation service and an aviation club.

(d) To buy, lease, build, erect, own, hold, maintain and equip any and all types of buildings and other structures, machinery or equipment necessary or desirable for the purpose of carrying on the aforesaid business or any other business in which the Corporation may engage.

(e) To buy, lease or hold, mortgage, sell, convey, or otherwise deal in or dispose of real or personal property of all kinds

42898162

that may be considered necessary or desirable for the promotion of the above business or any other business in which the Corporation may be engaged.

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

(g) To carry on the business hereinbefore mentioned or any other business 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 of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

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

(i) The aforegoing 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 mentioned 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 limitation relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this state is Rt. 1, Box 398, Queenstown, Maryland 21658. The Resident Agent of the Corporation is Michael G. Schiwy, whose post office address is Rt. 1, Box 398, Queenstown, Maryland 21658. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) of the par value of One Hundred Dollars ($100.00), all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value of One Hundred Thousand Dollars ($100,000.00).

SIXTH: The Corporation shall have no less than three (3) nor more than nine (9) directors, and Michael G. Schiwy, Regina A. Schiwy and Gunther G. Schiwy, shall act as such until the first meeting or until their successors are duly chosen and qualify.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock 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 or restrictions, if any, as may be set forth in the bylaws of the Corporation.

(2) The Board of Directors shall have power from time to time, to fix and determine and to vary the amount of working capital of the Corporation; 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 character, and to direct and determine the use and disposition of any of such surplus of net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient, including the resale, reissue or retirement thereof.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 2nd day of October, 1984.

Jean R. Cohee — Michael G. Schiwy (SEAL)
Michael G. Schiwy

Jean R. Cohee — Regina A. Schiwy (SEAL)
Regina A. Schiwy

Jean R. Cohee — Gunther G. Schiwy (SEAL)
Gunther G. Schiwy

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 2nd day of October, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MICHAEL G. SCHIWY, REGINA A. SCHIWY and GUNTHER G. SCHIWY, and they acknowledged that the aforegoing Articles of Incorporation were their act and deed.

WITNESS my hand and Notarial Seal.

Jean R. Cohee
Notary Public

My Commission Expires: July 1, 1986

LIBER 8 PAGE 702

ARTICLES OF INCORPORATION
OF
SCHIWY ENTERPRISE, INC.

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Inc WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr 1985 AT 11:48 A M
RE ..... AND RECORDED IN
LIBER MMM8 folio 698 Arts Inc
RECORD BOOK FOR QUEEN ANNE'S
Margaret A. Nesbert
CLERK

APR -3 85 A E27036 ******

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 15, 1984 AT 10:57 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2675 , FOLIO 001282 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1796572

RECEIVED
CLERK CIRCUIT COURT
1985 APR -3 AM 11:48
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 164300

AT5-060

KENT NARROWS SEAFOOD COMPANY, INC.

1984 OCT 15 A 11:44 A Maryland Close Corporation

001373

Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Thomas Dickinson, whose post office address is Rte. 3, Box 238, Stevensville, Maryland 21666, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of teh General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is KENT NARROWS SEAFOOD 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) The buying and selling of meat and seafood and other food products, at wholesale or retail; 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 Rte. 3, Box 238, Stevensville, Maryland 21666.

The name and post office address of the Resident Agent of the Corporation in this State are, Stephen R. Layton, Esq., P.O. Box 848, 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 Hundred (100) shares of common stock, with a par value of One Dollar ($1.00) per share. The aggregate par value of all the shares of this single class of common stock shall be One Hundred Dollars ($100.00).

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 duly chosen and qualified is Thomas Dickinson.

EIGHTH: The Corporation may indemnify a present or former director or officer of the Corporation or other corporate representatives to teh maximum extent permitted by and in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27 day of September, 1984, and I acknowledge the same to be my act.

WITNESS:

Thomas Dickinson

THOMAS DICKINSON

LIBER 8 PAGE 703

42698312

4/18/85 original
mailed to
Stephen Layton
P.O. Box 848
Stevensville Md
21666

LIBER 8 PAGE 704

ARTICLES OF INCORPORATION
OF
KENT NARROWS SEAFOOD COMPANY, INC.

STATE OF MARYLAND.
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr 1985 AT 11:48 A M
RE ..... AND RECORDED IN
LIBER MMB No. 703 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite E. Sterling CLERK

APR -3-85 A 27037 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 15, 1984 AT 11:44 A. O'CLOCK M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

2

RECORDED IN LIBER 2675, FOLIO 001372 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1798081

RECEIVED
CLERK, CIRCUIT COURT
1985 APR -3 AM 11:48
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 164814

AT5-060

003338

JABEZ BROWN AND SON, INC.

ARTICLES OF INCORPORATION

FIRST: I, Robert R. Price, III, whose post office address is 103 Lawyers Row, Centreville, Maryland 21617, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation is Jabez Brown and Son, Inc.

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

1. (a) Buy, selling and raising livestock;

(b) Operation and management of newspaper sales and distribution business.

(c) and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 154, Rt. 1, Lieby Road, Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation in this State is Jabez F. Brown, P.O. Box 154, Rt. 1, Lieby Road, 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 hundred (500) shares of common stock, without par value.

1984 OCT 15 A 11:58

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

43008191

~~43008330~~

LIBER 8 PAGE 705

4/18/85 original mailed to Robert R. Price III
103 Lawyers Row
Centreville, MD 21617

003339

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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Jabez F. Brown and Betty Ann Brown

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.

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

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 capital 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 12th day of October, 1984, and I acknowledge the same to be my act.

Robert R. Price, III

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

I HEREBY CERTIFY, that on this 11th day of October, 1984, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert R. Price, III, and he acknowledged the aforegoing Articles of Incorporation to be his respective act.

WITNESS my hand and Notarial Seal.

Mary J. Collins
Notary Public
My comm. exp. 7-1-86

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

LIBER 8 PAGE 708

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Articles WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr 19 85 AT 11:48 A.M.
AND RECORDED IN
LIBER MMM 8 Folio 165 Articles
RECORD BOOK FOR QUEEN ANNE'S
Marguerite M. Wimbrow
CLERK

ARTICLES OF INCORPORATION
OF
JABEZ BROWN AND SON, INC.

APR -3-85 A 27036 ******5.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 26, 1984 AT 11:08 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2677, FOLIO 003337 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1807262

RECEIVED
CLERK, CIRCUIT COURT
1985 APR -3 AM 11:48
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 165779

AT6-060

001819

17

ARTICLES OF INCORPORATION

OF

MARYLAND ONE, INC.

FIRST: I, Michael R. Foster, whose post office address is P.O. Box 367, Morgan Building, 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

MARYLAND ONE, INC.

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

1. To engage in the purchase and development of real estate; 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 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 Turkey Point, Cox Neck Road, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Michael R. Foster, Morgan Building, Shopping Center Road, Stevensville, Maryland 21666. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which

4/18/85 RG
mailed to Michael R. Foster, Esq
P.O. Box 367
Stevensville, Md
21666

the Corporation has authority to issue is Five Thousand (5000) shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen or qualified are:

Robert E. Schmidt

Michael J. Yanero

John R. Hardesty, Jr.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of, redemption of, and the conversion rights of such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or

hereafter in force.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of September, 1984, and I acknowledge the same to be my act.

WITNESS:

Michael R. Foster

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

I HEREBY CERTIFY, that on this 27th day of September, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MICHAEL R. FOSTER, and he acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Notary Public
My commission expires: 7/1/86

LIBER 8 PAGE 712

ARTICLES OF INCORPORATION
OF
MARYLAND ONE, INC.

QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Incorp. WAS
RECEIVED FOR RECORD THIS 2nd
DAY OF Apr. 1985 AT 11:48 A.M.
AND RECORDED IN
LIBER Num 8 Pg 709 Arts Incorp.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
Marguerite L. Mankin
CLERK

APR -3-85 A $27039 ****

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 02, 1984 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2678, FOLIO 001818 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1812023

RECEIVED
CLERK, CIRCUIT COURT
1985 APR -3 AM 11:48
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 166219

AT5-060

003668

ARTICLES OF INCORPORATION

OF

CHESAPEAKE WIPER & SUPPLY, INC.

THIS IS TO CERTIFY:

FIRST: That the subscriber, RONALD R. STOKELY, whose post office address is 10 Light Street, Suite 2200, Baltimore, Maryland 21202, being at least eighteen (18) years of age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

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

CHESAPEAKE WIPER & SUPPLY, INC.

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

(a) To engage in, conduct and carry on the business of manufacturing, processing, packing, baling and shipping of wiping cloths and materials of every kind and description.

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

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

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

(e) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind of any corporation, co-

43138339
43138338

4/18/85 original mailed to
Patricia Price Smelgus
555 Talbot Rd
Stevensville, MD 21666

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

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

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

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other Corporation 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 lend 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.

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

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

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

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

thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction; provided, however, that the Board of Directors 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.

(c) The Board of Directors shall have power, from time to time, to fix, 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 this Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

FIFTH: The post office address of the principal office of the Corporation in this State is 555 Talbot Road, Stevensville, Maryland 21666. The Resident Agent of the Corporation is Patricia Price-Smelgus, whose post office address is 555 Talbot Road, Stevensville, Maryland 21666. Said Resident Agent is a citizen of the State of Maryland, and actually resides there.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar ($1.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars ($100,000.).

SEVENTH: The Corporation shall have no less than three (3) Directors, and PATRICIA PRICE-SMELGUS, JOSEPH SMELGUS, SR. and JOSEPH SMELGUS, JR. shall act as such until the First Annual Meeting, or until their successors shall have been duly chosen and qualified.

LIBER 8 PAGE 718

003673

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge same to be my act this 2TH day of NOVEMBER, 1984.

WITNESS:

Marie Leach

Ronald R. Stokely (SEAL)
RONALD R. STOKELY

ARTICLES OF INCORPORATION
OF
CHESAPEAKE WIPER & SUPPLY, INC.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS ..... WAS
RECEIVED FOR RECORD THIS 3rd
DAY OF Apr 19 85 AT 11:45 A M
RE ..... AND RECORDED IN
LIBER 8 FOLIO 719 Articles
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CLERK

APR -3 85 A #27040 ******5

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 08, 1984 AT 12:06 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

7

RECORDED IN LIBER 2678, FOLIO 003667 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RECEIVED
CLERK'S OFFICE
1985 APR -3 AM 11:48
QUEEN ANNE'S COUNTY

BONUS TAX PAID: $ 20

RECORDING FEE PAID: $ 22

SPECIAL FEE PAID: $

D1814219

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 166397

AT5-060

1984 NOV 19 P 2:26

ARTICLES OF INCORPORATION

OF

THAT FINISHING TOUCH, INC.

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

FIRST: That I, the subscriber, Michael R. Roblyer, whose post office address is 7 Willow Street, Annapolis, Maryland 21401, being at least eighteen years of age, do hereby form a Corporation under and by virtue of the general laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code of Maryland.

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

THAT FINISHING TOUCH, INC.

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

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

Manufacturing and sale of custom frames, purchase and sale of decorating items for homes and offices, and advising clients in the decoration and furnishing of homes and offices.

The aforegoing 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 to in any manner restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers

43248489

LIBER 8 PAGE 721

5/13/85 original mailed to:
Stevens & Roblyer,
7 Willow St
Annapolis, Md 21401

of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to Corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of this Corporation in this State is Route 1, Box 79-J, Chester, Maryland 21619.
The name and post office address of the resident agent of this Corporation in this State is Michael R. Roblyer, 7 Willow Street, Annapolis, Maryland 21401. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, with no par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there should be one director, whose name is Theresa M. Hope-Goddard.

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 of 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.

NINTH: The existence of the Corporation should be perpetual.

TENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the power of the Corporation, and the management thereof, including the duties of the stockholders who shall actively manage all aspects of the Corporate operation:-

(a) The management of the business affairs of the Corporation shall be conducted by the Stockholders who shall conduct the daily affairs of the Corporation in the same manner and to the same extent as is provided for management by a Board of Directors under the General Corporation Laws of the State of Maryland, and the Corporation and Association Article of the Annotated Code of Maryland.

(b) A Stockholders' Agreement shall be executed among the Stockholders and this shall control the restrictions on the transfer of stock of the Corporation, which Stockholders' Agreement shall not be amended except by unanimous written consent of all the Stockholders who are parties to the Agreement. If the Stockholder's Agreement is voided or never executed by all Stockholders so as not to be in full force and legal effect for whatever reason, then the restriction on the transfer of stock shall be that as is imposed by Section 4-503 of the Corporation and Association Article of the Maryland Code.

(c) No shares of stock of this Corporation may be issued or sold at any time that there are shares of stock already outstanding, except upon the affirmative vote of the holders of all outstanding stock of the Corporation.

(d) This Corporation shall not have outstanding (i) any voting securities (including stock) which are convertible into its stock, (ii) any voting securities other than stock, and (iii) any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.

IN WITNESS WHEREOF, the subscriber sets his hand and seal on this 6th day of November, 1984, and acknowledged the same to be my act and deed.

WITNESS:

Roberta M. Hurst

Michael R. Roblyer (SEAL)
MICHAEL R. ROBLYER

8

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SS:
I HEREBY CERTIFY THAT
THIS Arts Inc WAS
RECEIVED FOR RECORD THIS 10th
DAY OF Apr 19 85 AT 9:54 A M
& AND RECORDED IN
LIBER Mun #8 folio 722 Arts Inc
CLERK OF COURT OF QUEEN ANNE'S
COUNTY
Margaret [illegible] CLERK

ARTICLES OF INCORPORATION
OF
THAT FINISHING TOUCH, INC.

APR 10 85 A 27220 *****50

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 19, 1984 AT 02:26 P. O'CLOCK M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2681, FOLIO 001418, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1826080

RECEIVED
CLERK OF CIRCUIT COURT
1985 APR 10 PM 9:54
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 167069

LIBER 8 PAGE 725

AT5-060

5/2/85 original mailed to Robert Greenwalt, Esq. 611 Frederick Rd. #203 Balto. Md 21228

LIBER 8 PAGE 726 001880

CLARK CONSTRUCTION INCORPORATED

A MARYLAND CLOSE CORPORATION ORGANIZED PURSUANT TO TITLE 4 OF THE CORPORATION AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND

ARTICLES OF INCORPORATION

FIRST: I, STUART L. CLARK, whose post office address is 32-14 Bay City, Stevensville, Maryland 21666, being over the age of eighteen years, hereby forms a corporation under and by virtue of the general laws of the State of Maryland.

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

CLARK CONSTRUCTION INCORPORATED

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland, as amended.

FOURTH: The purpose for which the corporation is formed is as follows:

1. To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned.

2. 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

1984 NOV 21 A 11: 15

ROBERT B. GREENWALT, ESQ.
SUITE 203
611 FREDERICK ROAD
CATONSVILLE, MD 21228
788-2587

40200308

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, and 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 real property, shares of stock, bonds, government, private, or corporate; and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

3. To carry on and conduct a general construction and home improvement business including designing, constructing, enlarging, extending, repairing, completing, removing and otherwise engaging in any work on residential or commercial structures, using any building materials or techniques now employed or to be developed; to make, execute, and receive contracts or assignments or delegation of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required therefor; to manufacture, produce, adapt, and prepare, and deal in or with any materials, articles, or things incidental to, or required for, or useful in connection with, any of such activities; and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

4. To enter into partnership and limited partnership agreements and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the corporation is authorized to engage or

ROBERT B.
GREENWALT, ESQ.
SUITE 202
611 FREDERICK ROAD
CATONSVILLE, MD 21228
788-2667

in connection with carrying out all or any of the purposes of this corporation.

5. To own, lease, sublease, build, maintain, and operate buildings, office and other structure necessary or convenient for any business carried on by the Corporation.

6. To acquire by purchase, lease or otherwise, the property rights, business, good will, franchises, contracts and assets of every kind of any corporation, association, form or individual carrying on, in whole or in part, any of the businesses set forth in this charter; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for the property rights, business, good will, franchise, contracts and assets so acquired with the stocks, bonds, or other securities of the corporation or otherwise, in the manner permitted by law.

7. To do such acts as may seem to the Corporation directly or indirectly to be calculated to effectuate the aforesaid object or any of them to facilitate the business of the Corporation in any transaction of its aforesaid business, or any part thereof, which may be calculated, directly or indirectly, to enhance the value of its property and rights, or to be in the welfare of the Corporation.

8. To do anything permitted by § 2-103 of the Corporations and Associations and Association Article of the Annotated Code of Maryland, as amended.

FIFTH: The post office address of the principal office of the Corporation in this State is 32-14 Bay City, Stevensville, Maryland 21666, Queen Anne's County. The name and post office address of the Resident Agent of the Corporation in this State is: Robert B. Greenwalt, Suite 203, 611 Frederick Road, Catonsville, Maryland 21228. Said Resident Agent is an individual actually residing in this State.

ROBERT B.
GREENWALT, ESQ.
SUITE 203
611 FREDERICK ROAD
CATONSVILLE, MD 21228
788-2587

001883

SIXTH: 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 Stuart L. Clark.

SEVENTH: 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.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and stockholders thereof.

1. The management of the property, business and affairs of the Corporation shall be vested in the President who shall dictate its general business policy, and subject to any provisions of statute or to vote its stockholders, determine all matters and questions pertaining to its affairs and this grant of powers is made in furtherance and not in limitation of the general powers conferred by law upon the President, who shall have the authorized power to delegate any of his or her responsibilities with respect to the management of the business affairs of the Corporation to its officers in accordance with the By-Laws of the Corporation.

2. The Corporation shall have the right, and is hereby authorized to purchase shares of its own stock and may, subject to the provisions of the laws of the State of Maryland, own, hold and dispose of the shares so acquired.

3. The above granted powers to the Corporation and the stockholders thereof are in furtherance and not in limitation of the general powers

ROBERT H. GREENWALT, ESQ.
SUITE 202
211 FREDERICK ROAD
CATONSVILLE, MD 21228
788-2887

conferred by law upon the stockholders and the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

I do solemnly declare and affirm under the penalties of perjury that the aforegoing ARTICLES OF INCORPORATION of CLARK CONSTRUCTION INCORPORATED are true and correct.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 30th day of October, 1984 and I acknowledge the same to be my act.

WITNESS:

Robert B. Greenwalt
Suite 203
611 Frederick Road
Catonsville, Maryland 21228
(301) 788-2557

Stuart L. Clark

ROBERT B.
GREENWALT, ESQ.
SUITE 202
611 FREDERICK ROAD
CATONSVILLE, MD 21228
788-2557

DATE OF RECORD,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Inc WAS
RECEIVED FOR RECORD THIS 10th
DAY OF Apr 19 85 AT 9:54A M
AND ..... AND RECORDED IN
LIBER MMB, folio 726 Arts Inc
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.

Margaret M. Zeigler
Clerk

ARTICLES OF INCORPORATION
OF
CLARK CONSTRUCTION INCORPORATED

APR 10 85 A 27230

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 21, 1984 AT 11:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2683, FOLIO 001879 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ _____ 20	$ _____ 20	$ _____

D1828565

RECEIVED
CLERK, CIRCUIT COURT
1985 APR 10 PM 3 54
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

D.W. Hall

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 167383

LIBER 8 PAGE 731

AT5-060

5/12/85 original mailed to Walter Litwinick, Esq
Box F
Chester, Md 21619

ARTICLES OF INCORPORATION

OF

COLLIER'S WELL DRILLING, INC.

A MARYLAND CLOSE CORPORATION

FIRST: I, Thomas H. Collier, whose post office address is Route #1, Box 28, 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 close corporation (which is hereafter referred to as the "Corporation") is:

COLLIER'S WELL DRILLING, INC.

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

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

1. To engage in the operation of a well drilling service, including, but not limited to, the drilling of artesian wells, sale and installation of pumping mechanisms and to supply water, contracting or sub-contracting to provide well drilling services and other related activities; and to engage in any other lawful purpose and/or business;

2. To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and elsewhere; and

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.

49260299

FIFTH: The post office address of the principal office of the Corporation in this State is Route #1, Box 28, Chester, Maryland 21619. The name and post office address of the Resident Agent of the Corporation in this State is Thomas H. Collier, Route #1, Box 28, Chester, Maryland 21619 (Queen Anne's County). 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 initially have one director whose name is Thomas H. Collier, 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19 day of November, 1984, and I acknowledge the same to be my act.

WITNESS:

Lorraine Larson

Thomas H. Collier (SEAL)
Thomas H. Collier

LIBER 8 PAGE 734

001889

STATE OF MARYLAND,

COUNTY OF QUEEN ANNE'S, to wit:

I HEREBY CERTIFY, that on this 19 day of November, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared THOMAS H. COLLIER, and he acknowledged the foregoing Articles of Incorporation to be his act.

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

Lorraine Aaron
Notary Public

My Commission Expires:
July 1, 1986

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS ..... Arts/Inc ..... WAS
RECEIVED FOR RECORD THIS 10th
DAY OF Apr 1985 AT 9:54 A M
RE ..... AND RECORDED IN
LIBER mm 8 folio 732 Arts/Inc.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

Margaret [illegible]

ARTICLES OF INCORPORATION
OF
COLLIER'S WELL DRILLING, INC.

APR 10 85 A 527231 ******

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 21, 1984 AT 10:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2683, FOLIO 001888 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: $ _____ 20

RECORDING FEE PAID: $ _____ 20

SPECIAL FEE PAID: $ _____

D1828573

RECEIVED FOR RECORD
1985 APR 10 AM 9:54
CLERK CIRCUIT COURT
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

D. W. [illegible]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 167384

LIBER 8 PAGE 735

AT5-080

5/13/85 original mailed to Turner & Thompson
109 Lawyers Row
Centreville, Md 21617

Rec
by

PIERSON'S SEPTIC SERVICE, INC.

A Maryland Close Corporation

ARTICLES OF INCORPORATION

FIRST: I, Martin A. Pierson, whose address is Oak Drive, Box 166AA, Grasonville, Maryland, 21638, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Pierson's Septic 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 general business of sanitary waste disposal, including (without limiting the generality of the foregoing) the construction, installing, maintenance and repair of sewerage systems of any kind and the sale or rental of equipment, fixtures or products used for sanitary waste disposal purposes;

(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 address of the principal office of the Corporation in this State is Oak Drive, Box 166AA, Grasonville, Maryland, 21638. The name and address of the Resident Agent of the Corporation in this State is Martin A. Pierson, Oak Drive, Box 166AA, Grasonville, Maryland, 21638. 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 Martin A. Pierson.

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 1 day of Nov, 1984, and I acknowledged the same to be my act.

Martin A. Pierson

Martin A. Pierson

LIBER 8 PAGE 738

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
THIS IS TO CERTIFY THAT
THIS Arts Perc WAS
RECEIVED FOR RECORD THIS 10th
DAY OF Apr 19 85 AT 9:55 AM
RE AND RECORDED IN
LIBER Num 8, folio 736 Arts Perc
RECORD BOOK FOR QUEEN ANNE'S
COUNTY.

Margaret A. Sheridan
CLERK

ARTICLES OF INCORPORATION
OF
PIERSON'S SEPTIC SERVICE, INC.

APR 10-75 A #27332 ****15.00

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 28, 1984 AT 10:24 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2683, FOLIO 003066 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: $ _____ 20

RECORDING FEE PAID: $ _____ 20

SPECIAL FEE PAID: $ _____

D1830579

CLERK, QUEEN ANNE'S COUNTY
1985 APR 10 AM 9:55

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 DEPARTMENT AT BALTIMORE.

D. W. Kilb

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 167558

AT5 060

003534

ARTICLES OF INCORPORATION
SENSORS SYSTEMS TECHNOLOGIES, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned Charles F. Wheatley, Jr., 232 Prospect Bay Drive West, Grasonville, Maryland 21638, being at least twenty-one years of age, does hereby act as an incorporator for the purpose of forming a corporation under the Public General Laws of the State of Maryland.

SECOND: That the name of the corporation (hereinafter called the "Corporation" is Sensors Systems Technologies, Inc.

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

To create, own, operate, invest in, manage, engage in and conduct any and all branches and phases of the business of electronic detectors and related instrumentation for use in scientific, commercial and manufacturing processes.

43388074

LIBER 8 PAGE 739

5/2/85 original mailed to: Charles F. Wheatley, Jr.
232 Prospect Bay Dr., West
Grasonville, Md. 21638

The corporation shall have the power to do any and all acts and things necessary or useful to its business and purposes, and shall have the general, specific and incidental powers and privileges granted to it by statute, including:

To enter into and perform contracts; to acquire and exploit patents, trade marks, rights of all kinds and related and other interest; to acquire, use, deal in and with, encumber and dispose of real and personal property without limitation including obligations and/or securities; to borrow and lend money for its corporate purposes; to invest and reinvest its funds, and take hold and deal with real and personal property as security for the payment of funds loaned or invested, or otherwise; to vary any investment or employment of capital and/or participate with other corporations and entities for the performance of all undertakings, as partner, joint venturer, or otherwise, and to share or delegate control therewith or thereto.

To pay pensions and establish and carry out Pension profit sharing, stock option, stock pur-

chase, stock bonus, retirement, benefit, incentive or commission plans, trust and provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees, and for any or all of the directors, officers, or employees of its subsidiaries; and to provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

To invest in and merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this Corporation, or in which this Corporation is in any way interested; to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other securities; and while owner of any such stock, bonds or other securities is to exercise all the rights, powers and privileges

of ownership thereof, and to exercise any and all voting powers thereon; and to guarantee the indebtedness of others and the payment of dividends upon any stock, the principal or interest or both of any bonds or their securities, and the performance of any contracts.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, partnerships or individual, and to do every other act and thing incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, to the extent permitted by the laws of Maryland, and to do all such acts and things and conduct business and have one or more officers and exercise its corporate powers in any and all places within the United States and elsewhere throughout the world, without lilmitations.

FOURTH: The name and post office address of the Resident Agent of the corporation in Maryland is Charles

003538

F. Wheatley, Jr., 232 Prospect Bay Drive West, Grasonville, Maryland 21638. The address of the principal office address is the same as the resident agent.

Said Resident Agent is a citizen of the State of Maryland, residing herein.

FIFTH: The aggregate and total number of shares of stock of all classes which this corporation is authorized to issue is One Million ($1,000,000). All of such shares are Common Stock, with 1 cent par value.

SIXTH: (1) The corporation is hereby enpowered to issue from time to time its authorized shares, and securities, options, warrants and/or other rights convertible thereinto, for such lawful consideration, whether money or otherwise, as the Board of Directors shall determine, and any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon provided that the actual value of such consideration is not less than the par value of the shares so issued.

(2) The stockholders of the corporation do not have any preemptive or preferential right to subscribe to or purchase unissued share of any class of stock of the corporation whether such shares are now or hereafter authorized, or any Treasury (re-acquired) shares to be sold by the corporation, or any securities, options or rights convertible thereinto.

SEVENTH: The number of directors comprising the full Board of Directors of the Corporation shall be four (4).

The number of directors comprising the Board may be increased or decreased from time to time pursuant to the By-laws of the Corporation, but shall never be less than four.

The names of the directors who shall comprise the first Board of Directors to remain in office until the first annual meeting or until their successors are duly chosen and qualify, are:

Charles F. Wheatley, Jr.
Anastasios J. Tousimis
Ari Christow
Marty Peckerar

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

(1) Pursuant to Section 2-104, Subsection (b)(5), of Corporations and Associations of the Annotated Code of Maryland, as amended, it is hereby provided that the concurrence of a majority of the aggregate number of votes of all classes, or of any class of stock of the Corporation, shall be sufficient to take or authorize any action entitled to be taken or authorized by such class or classes of stock, notwithstanding any provisions of the said Article requiring a proportion greater than a majority.

(2) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

(3) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

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

NINTH: The directors shall have power, if the By-laws so provide, to hold their meetings either within or without the State of Maryland; and the Cor-

poration may have one or more officers in addition to the principal office in Maryland, and may keep its books (subject to the provisions of the statutes) outside of the State of Maryland at such places as may from time to time be designated by the Board.

TENTH: The Corporation is to have perpetual existence.

ELEVENTH: This Corporation shall indemnify any person who is serving or has served as a director or officer of this Corporation, or, at its request, as a director or officer of another corporation in which this Corporation owns shares of stock, or in relation to which this Corporation is a creditor against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer of this Corporation, or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemni-

ficiation shall not be deemed exclusive of any other rights to which any person may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

TWELFTH: The Corporation reserves the right to amend, alter, or change or repeal any provisions contained in the foregoing articles of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation as Incorporator and acknowledge the same to be my act on the 3rd day of December, 1984.

Charles F. Wheatley Jr.

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Arts Clerk WAS
RECEIVED FOR RECORD THIS 10th
DAY OF Apl 1985 AT 9:55 A.M.
AND RECORDED IN
LIBER Mun 8, folio 739 Arts Clerk.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK.
Marguerite Ann Meadows

ARTICLES OF INCORPORATION
OF
SENSORS SYSTEMS TECHNOLOGIES, INC.

'85 10 05 A 827222 ******75

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 03, 1984 AT 09:45 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

//

RECORDED IN LIBER 2683 , FO 003533 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: $ 20

RECORDING FEE PAID: $ 30

SPECIAL FEE PAID: $

D1831429

CLERK'S OFFICE
1985 APR 10 AM 9:55
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 167617

LIBER 8 PAGE 749

AT5-080

5/2/85 original mailed to Debora Weckbacher, Esq
Freed, Bernstein, Conaway & Goldman
300 E. Lombard St.
Balto. Md 21202

1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP
AMENDED AND RESTATED
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

This Amended and Restated Limited Partnership Agreement and Certificate is made and entered into as of the 1st day of December, 1984, by and among LLOYD W. MOORE, as the General Partner, LLOYD W. MOORE, as the Class A Limited Partner, RICHARD G. WATKINS and LLOYD W. MOORE, as the Class B Limited Partners, and LLOYD W. MOORE and BEVERLY R. WILLIAMS, as the Class C Limited Partner.

EXPLANATORY STATEMENT

On or about July 30, 1983, 1738 Development Group Limited Partnership was organized as a Maryland limited partnership by filing a Limited Partnership Agreement and Certificate with the Maryland State Department of Assessments and Taxation (the "Original Agreement"). On or about July 26, 1984, the Original Agreement was amended by a First Amendment to Limited Partnership Agreement and Certificate.

On or about December 1, 1984, Beverly R. Williams sold all of his Class B Limited Partner Interest and a portion of his Class C Limited Partner Interest to Lloyd W. Moore.

By this Agreement, the parties hereto desire to (1) reflect the purchase and sale on December 1, 1984 and (2) amend and restate the terms and conditions of the Original Agreement.

NOW, THEREFORE, in consideration of the mutual promises of the parties hereto, each to the others, and of good and valuable consideration, receipt of which hereby is acknowledged, it is mutually agreed by and between the parties hereto as follows:

SECTION I

Defined Terms

The defined terms used in this Agreement shall, unless the context otherwise requires, have the meaning specified in this Section I. The singular shall include the plural and vice versa and the use of any gender shall be deemed to be or include the other gender, whenever appropriate.

43428116

Accountants - means such firm of public accountants as may be engaged by the General Partner.

Act - means the Maryland Revised Uniform Limited Partnership Act as from time to time amended.

Affiliated Person - means, when used with reference to a specified Person (i) any Person that, directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with, the specified Person, (ii) any Person who is an officer, partner, or trustee of, or serves in a similar capacity with respect to, the specified Person, or of which the specified Person is an officer, partner or trustee, or with respect to which the specified Person serves in a similar capacity, (iii) any Person that, directly or indirectly, is the beneficial owner of 5% or more of any class of equity securities of, or otherwise has a substantial beneficial interest in, the specified Person, or of which the specified Person is directly or indirectly the owner of 5% or more of any class of equity securities in which the specified Person has a substantial beneficial interest and (iv) any relative, spouse or member of the Immediate Family of the specified Person.

Agreement - means this Amended and Restated Limited Partnership Agreement and Certificate, as it may be amended from time to time, as the context requires. Words such as "herein", "hereinafter", "hereof", "hereto", "hereby" and "hereunder", when used with reference to this Agreement, refer to this Agreement as a whole unless the context otherwise requires.

Available Cash - means, for any taxable year of the Partnership, at the time of determination, Partnership cash, demand deposits and short-term marketable securities, reduced by such amounts as the General Partner shall deem appropriate to meet anticipated expenditures or liabilities of the Partnership, including, but not limited to, debts to Partners who are creditors of the Partnership and reserves for replacements and capital improvements for which adequate provision has not otherwise been made in the judgment of the General Partner. Available Cash shall not include proceeds from (A) Capital Contributions or (B) Capital Transactions. Available Cash shall be determined as provided above whether any or all of the Capital Contributions shall have been returned to the Partners pursuant to this Agreement.

Bankruptcy - means (1) any voluntary petition by, or involuntary petition against, a Partner filed pursuant to any chapter of the Federal Bankruptcy Code, or any proceeding involving a Partner instituted under any other law relating to the relief of debtors, (and, with respect to an involuntary petition only, such petition or proceeding shall not be dismissed within sixty (60) days thereafter), or (2) any assignment for the benefit of creditors by a Partner, or (3) the admission in writing by a Partner of his inability to pay his debts as they mature.

Capital Account - means, as to any Partner or class of Partners, the Capital Contribution actually made by such Partner or class, plus all income, gain or profits allocated to such Partner or class, and minus the sum of (i) all losses or deductions allocated to such Partner or class, (ii) all distributions to such Partner or class, and (iii) all other payments to such Partner or class not allowed as additions to the basis of Partnership property or deductions from Partnership gross income for federal income tax purposes. Any question concerning a Partner's Capital Account shall be resolved by applying principles consistent with this Agreement and the regulations promulgated under Section 704 of the Code in order to assure that all allocations herein will have substantial economic effect.

Capital Contribution - means the total amount of cash and the adjusted basis of any other assets contributed to the Partnership by each Partner. Any reference in this Agreement to the Capital Contribution of a then Partner shall include a Capital Contribution previously made by any prior Partner for the Interest of such then Partner. The Capital Contribution of a Partner shall be adjusted by any additional Capital Contribution made by such Partner.

Capital Transaction - means the sale, exchange or other disposition of all or substantially all of the assets of Georgia Avenue Associates or Wayne Avenue Associates, as the case may be, or the sale, exchange or other disposition of all or any part of the Partnership's interest in Georgia Avenue Associates or Wayne Avenue Associates, as the case may be.

Class A Limited Partner - means the Person originally named herein as the Class A Limited Partner, and any successors or assigns admitted as a Class A Limited Partner.

Class B Limited Partners - means the Persons originally named herein as the Class B Limited Partners, and any successors or assigns admitted as Class B Limited Partners.

Class C Limited Partner - means the Person originally named herein as the Class C Limited Partner, and any successors or assigns admitted as a Class C Limited Partner.

Code - means the Internal Revenue Code of 1954, as amended (or any corresponding provision of succeeding law).

Consent - means a writing consenting to a specified act or event. The Consent of a Limited Partner to a specified act or event shall be deemed to have been made by such Limited Partner if Notification of a request for such Consent is made by the General Partner and Notification of a response to the request is not given to the General Partner within seven (7) days of such request.

Disability - means the inability of a Class B Limited Partner or Class C Limited Partner to perform his functions for a period of sixty (60) days as an officer or employee of LWMDC due to injury, illness, sickness, incompetency, or other physical or mental factor.

Entity - means any general partnership, limited partnership, corporation, joint venture, trust, business trust, cooperative or association.

Georgia Avenue Associates - means 8484 Georgia Avenue Associates Limited Partnership, a Maryland limited Partnership.

General Partner - means the Person originally named herein as the General Partner and any successor General Partner(s) admitted pursuant to the further terms hereof.

Immediate Family - means with respect to any Person, his spouse, parents, parents-in-law, descendants, nephews, nieces, brothers, sisters, brothers-in-law, sisters-in-law, children-in-law, and grandchildren-in-law.

Incapacity (as used in Sections VI and VIII, with respect to the General Partner only) - means the Bankruptcy or death, permanent disability or incompetency of such Partner.

Interest - means the entire ownership interest (which may be segmented into and/or expressed as a percentage of various rights and/or liabilities) of a Partner in the Partnership at any particular time, including the right of such Partner to any and all benefits to which a Partner may be entitled as provided in this Agreement and in the Act, together with the obligations of such Partner to comply with all the terms and provisions of this Agreement and of the Act.

Limited Partner - means any Class A Limited Partner, Class B Limited Partner or Class C Limited Partner, originally admitted to the Partnership as a Limited Partner in accordance with the terms of this Agreement, any successor to him admitted as a Limited Partner or any other person subsequently admitted to this Partnership as a Limited Partner.

LWMDC - means L. W. Moore Development Company, a Maryland corporation, or L.W. Moore Management Company, a Maryland Corporation, or any other corporation or partnership which is an Affiliated Person of the General Partner.

Negative Capital Account of a Partner - means the excess of the sum of (i) cash and the adjusted basis of other distributions received from the Partnership by a Partner and (ii) Losses allocated to the Partner, over the sum of (x) the Capital Contributions of the Partner and (y) Profits allocated to the Partner.

Notification - means a writing, containing the information required by this Agreement to be communicated to any Person, sent in accordance with the provisions of Section 11.2 herein; provided, however, that any communication containing such information sent to such Person and actually received by such Person shall constitute Notification for all purposes of this Agreement.

Partner - means any General Partner or Limited Partner.

Partnership - means this Limited Partnership, as it may from time to time be constituted and amended.

Partnership Interest - means the interest that a Partner has in the Partnership, as represented by his Percentage of Interest.

Percentage of Interest - means the percentage of interest of a Partner in the Partnership set forth opposite his respective name on Schedule A attached hereto and made a part hereof.

Person - means any individual or Entity, and the heirs, executors, administrators, successors and assigns of such person where the context so admits.

Positive Capital Account of a Partner - means the excess of the sum of (i) the Capital Contributions of the Partner and (ii) Profits allocated to the Partner, over (x) cash and the adjusted basis of other distributions received from the Parthership and (y) Losses allocated to the Partner.

Profit and Loss - means the taxable income and loss of the Partnership for federal income tax purposes, determined as of the close of the Partnership's taxable year, including, where the context requires, related federal income tax items such as capital gain or loss, tax preferences, investment interest, investment tax credits, cost recovery and cost recovery recapture.

Resignation - means, with respect to a Class B or Class C Limited Partner only, the termination of employment (as an employee or officer) with LWMDC (other than due to death, Disability, Retirement or discharge from employment with LWMDC due to dishonesty or other just cause).

Retirement - means, with respect to a Class B or Class C Limited Partner only, the termination of employment (as an employee or officer) with LWMDC (other than due to death, Disability, Resignation or discharge from employment with LWMDC due to dishonesty or other just cause), at or after age 57 of such Limited Partner, or if termination of employment with LWMDC occurs prior to age 57, if such Limited Partner has been in the employment of LWMDC for not less than fifteen (15) years.

Wayne Avenue Associates - means 1100 Wayne Avenue Associates Limited Partnership, a Maryland limited Partnership.

SECTION II

Continuation and Name; Principal Office and Resident Agent; Purpose; Term

2.1. Continuation and Name

The parties hereto hereby agree to continue a limited partnership known as 1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP pursuant to the provisions of the

Act. The Original Agreement and the First Amendment thereto are hereby amended, restated and replaced in their entirety by this Agreement.

2.2. Principal Office and Resident Agent

A. The principal office of the Partnership shall be located at Route 1, Box 147K, Queenstown, Maryland 21658. The General Partner may at any time change the location of such principal office and may establish such additional offices as the General Partner may deem desirable. Notification of the change of the principal office shall be given to the Limited Partners and such change of principal office shall become effective upon such Notification and the amendment of this Agreement to reflect such change of principal office and its filing for recordation.

B. The name and address of the resident agent for the Partnership are Lloyd W. Moore, Route 1, Box 147K, Queenstown, Maryland 21658.

2.3. Purpose

The purpose of the Partnership is to act as a limited partner in Georgia Avenue Associates and/or Wayne Avenue Associates, to encumber, hold, lease, sell, dispose of and otherwise deal with its interest in Georgia Avenue Associates and/or Wayne Avenue Associates, to invest and reinvest any proceeds of any sale or other disposition of its interest in Georgia Avenue Associates and/or Wayne Avenue Associates, and to do all things necessary, convenient or incidental to the achievement of the foregoing. The Partnership shall not engage in any other business or activity.

2.4. Term

The Partnership had a term as a general partnership as of May 31, 1983 and as a limited partnership beginning on July 30, 1983 and shall continue in full force and effect until December 31, 2043, unless sooner terminated pursuant to the further terms of this Agreement.

SECTION III

Partners; Capital; Capital Accounts

3.1. Capital Contribution

A. The names, addresses, designations and Percentages of Interest of the General Partner and the Limited Partners are as set forth on Schedule A hereto.

B. The General Partner and the Limited Partners have contributed to the Partnership the cash set forth on Schedule A attached hereto.

C. In addition to the cash set forth on Schedule A, Lloyd W. Moore has contributed to the Partnership all of his right title and interest in and to a 23.0% interest as a limited partner in Wayne Avenue Associates. The Partners hereby agree that the 23.0% limited partner interest in Wayne Avenue Associates has a net fair market value of zero, and that Lloyd W. Moore's Capital Accounts as both a General and Class A Limited Partner shall be neither increased or decreased as a result of the assignment.

D. Each Limited Partner, as a condition of receiving any Interest, hereby agrees to be bound by all the terms and provisions of this Agreement. Each Limited Partner shall become a signatory hereto by signing and delivering to the General Partner a counterpart of this Agreement, and by so signing, each Limited Partner shall be deemed to have adopted and to have agreed to be bound by all the provisions of this Agreement, including, without limitation, the power of attorney referred to in Section X hereof.

3.2. Additional Capital Contributions.

A. At the call, and in the sole discretion of, the General Partner, the General Partner, the Class A Limited Partner and the Class B Limited Partners shall make additional Capital Contributions to the Partnership (which in turn shall be contributed to Georgia Avenue Associates), ten (10) days prior to the date(s) the Partnership is required to make additional capital contributions to Georgia Avenue Associates pursuant to the terms of the partnership agreement of Georgia Avenue Associates. Each additional Capital Contribution shall be contributed to the Partnership by the Partners in the following proportions: 1.00% by the General Partner, 60.703% by the Class A Limited Partner, and 38.297% by the Class B Limited Partners, prorata in accordance with their respective Percentages of Class B Limited Partner Interests.

B. At the call, and in the sole discretion of, the General Partner, the General Partner, the Class A Limited Partner and the Class C Limited Partner shall make additional Capital Contributions to the Partnership (which in turn shall be contributed to Wayne Avenue Associates),

ten (10) days prior to the date(s) the Partnership is required to make additional capital contributions to Wayne Avenue Associates pursuant to the terms of the partnership agreement of Wayne Avenue Associates. Each additional Capital Contribution shall be contributed to the Partnership by the Partners in the following proportions: 1.00% by the General Partner, 81.61% by the Class A Limited Partner, and 17.39% by the Class C Limited Partner.

C. At the call, and in the sole discretion of, the General Partner, the Class A Limited Partner and the Class B Limited Partners shall make additional Capital Contributions to the Partnership to cover Partnership administrative costs and other expenses associated with or attributable to the Partnership's interest in Wayne Avenue Associates and/or Georgia Avenue Associates. The additional Capital Contributions for such purposes shall be contributed to the Partnership by the Partners in the following proportions: 1.00% by the General Partner, 60.703% by the Class A Limited Partner, and 38.297% by the Class B Limited Partners, prorata in accordance with their respective Percentages of Class B Limited Partner Interests.

D. In the event that a Class B or Class C Limited Partner fails to contribute his additional Capital Contribution required to be made to the Partnership on or before the date when such amount is due and payable, he shall be deemed to be in default hereunder (hereinafter referred to as "Defaulting Partner"). If such default continues for more than ten (10) days, the General Partner may exercise any of the following options:

1. The General Partner may loan the amount due the Partnership on behalf of the Defaulting Partner. Such loan shall be secured by a security interest (which each Class B and Class C Limited Partner by the execution of this Agreement hereby grants and hereby agrees to execute such documents, including financing statements, to perfect such security interest) in the Limited Partner Interest of the Defaulting Partner, and, notwithstanding any language in this Agreement to the contrary, the General Partner shall have a priority right to distributions thereafter of all Available Cash and proceeds of a Capital Transaction involving Georgia Avenue Associates and/or Wayne Avenue Associates, as the case may be, until the General Partner has been paid the amount equal to all loans made to the Partnership by the General Partner plus interest thereon at three percent (3%) above the Treasury Bill rate effective at the date of the loan; or

2. The General Partner may treat the event of default in the same manner as the Resignation of a Limited Partner occurring within three years of the date of formation of this Partnership, in which case the provisions of Section 7.4.B shall apply; or

3. In the event that the General Partner elects to loan the amount due the Partnership on behalf of the Defaulting Partner pursuant to the provisions of Section 3.2.D.1 hereinabove, the General Partner may thereafter elect, upon thirty (30) days' written notice to the Defaulting Partner, to treat the event of default in the same manner as a Resignation of a Limited Partner occurring within three years of the date of formation of this Partnership, in which case (a) the provisions of Section 7.4.B shall apply, (b) the General Partner may treat any unpaid principal or interest of such loan as an off-set to the purchase price payable under Section 7.4.B and (c) the Defaulting Partner shall remain liable for any unpaid principal and interest due on such loans after the off-set referred to in clause (b) above.

3.3. Partnership Capital

A. An individual Capital Account shall be maintained for each Partner.

B. No Partner shall be paid interest on any Capital Contribution.

C. Except as otherwise provided in this Agreement, no Partner shall have the right to withdraw, or receive any return of, his Capital Contribution.

D. Under circumstances requiring a return of any Capital Contribution, no Partner shall have the right to receive property other than cash.

E. Except as provided in Section 3.2, no Partner shall be required to contribute any additional capital to the Partnership.

F. In no event shall a Partner be required at any time to restore a Capital Account possessing a negative balance or shall such Capital Account be in any way considered a liability of such Partner or an asset of the Partnership.

G. Increases or decreases in the Capital Account of a Partner shall not affect a Partner's Percentage of Interest.

SECTION IV

Profit, Loss and Distributions

4.1. Allocations of Profit or Loss and Distributions of Available Cash From Georgia Avenue Associates.

A. For any taxable year of the Partnership, the Available Cash from Georgia Avenue Associates shall be distributed and applied by the Partnership as follows (subject to any revisions in the Percentages of Interests of the Partners as provided in Section 3.4): 1.00% to the General Partner, 60.703% to the Class A Limited Partner and 38.297% to the Class B Limited Partners, prorata in accordance with their respective Class B Limited Partner Interests.

B. Except as provided in Section 4.1.C. hereinbelow, for any taxable year of the Partnership Profit or Loss allocated to the Partnership from Georgia Avenue Associates (other than Profit or Loss resulting from a Capital Transaction which respect to Georgia Avenue Associates, which Profit or Loss shall be allocated in accordance with the provisions of Sections 4.2.A and B) shall be allocated as follows (subject to any revisions in the Percentages of Interests of the Partners as provided in Section 3.4): 1.00% to the General Partner, 60.703% to the Class A Limited Partner and 38.297% to the Class B Limited Partners, prorata in accordance with their respective Class B Limited Partner Interests.

C. Notwithstanding anything to the contrary otherwise contained in this Agreement, to the extent that the General Partner (a) makes any additional Capital Contributions or loans to the Partnership with respect to Georgia Avenue Associates or (b) becomes personally liable for any liability of the Partnership with respect to Georgia Avenue Associates (of which the Class A Limited Partner and Class B Limited Partners are not also personally liable), then any losses or deductions of the Partnership attributable to such Capital Contributions and/or loans shall be allocated solely to the General Partner.

4.2. Allocations of Profit or Loss and Distribution of Proceeds from a Capital Transaction with respect to Georgia Avenue Associates.

A. Profit from a Capital Transaction with respect to Georgia Avenue Associates shall be allocated as follows:

(1) If any of the General Partner, Class A Limited Partner, or Class B Limited Partners has a Negative Capital Account, to each of such Partners in an amount equal to each Partner's Minimum Gain attributable to Georgia Avenue Associates. For purposes of the foregoing sentence, "Minimum Gain" shall be as defined in Proposed Treasury Regulation Section 1.704-1(b)(4)(iv) (as amended and/or finally adopted), and shall be computed separately for each Partner by the Accountants.

(2) If any of the General Partner, Class A Limited Partner, or Class B Limited Partners has a Negative Capital Account (which is attributable to Losses or distributions from Georgia Avenue Associates) after the allocation of Profit pursuant to Section 4.2.A(1), to such Partners, in proportion to such Negative Capital Accounts, until all such Negative Capital Accounts have been reduced to zero.

(3) Any Profit not allocated pursuant to Sections 4.2.A(1) and 4.2.A(2) shall be allocated in proportion to net proceeds distributable and in the order of priorities set forth in Section 4.2.C(4).

B. Loss from a Capital Transaction with respect to Georgia Avenue Associates shall be allocated as follows:

(1) If any of the General Partner, Class A Limited Partner, or Class B Limited Partners has a Positive Capital Account which is attributable to Profits from or Capital Contributions to Georgia Avenue Associates, to such Partners, in proportion to such Positive Capital Accounts, until all such Positive Capital Accounts have been reduced to zero.

(2) Any Loss not allocated to reduce Positive Capital Accounts to zero pursuant to Section 4.2.B(1), shall be allocated as follows (subject to any revisions in the Percentages of Interests of the Partners as provided in Section 3.4): 1.00% to the General Partner, 60.703% to the Class A Limited Partner and 38.297% to the Class B Limited Partners, prorata in accordance with their respective Class B Limited Partner Interests.

C. The net proceeds from a Capital Transaction with respect to Georgia Avenue Associates shall be distributed and applied by the Partnership in the following order of priorities:

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(1) to the payment of debts and liabilities of the Partnership attributable to Georgia Avenue Associates including loans therefore made by the Partners or any Affiliates of the Partners and attributable to Georgia Avenue Associates (including, without limitation, all expenses of the Partnership incident to the disposition of the assets of Georgia Avenue Associates or the Partnership's interest therein);

(2) to the establishment of any reserves which the General Partner may deem appropriate for contingent, unmatured, or unforeseen liabilities or obligations of the Partnership attributable to Georgia Avenue Associates;

(3) if prior to (a) any allocation of Profit pursuant to Section 4.2.A(3), but after any allocation of Profit pursuant to Section 4.2.A(2), or prior to (b) any allocation of Loss, any of the General Partner, Class A Limited Partner or Class B Limited Partners has a Positive Capital Account which is attributable to Profits from or Capital Contributions to Georgia Avenue Associates, to such Partners in proportion to such Positive Capital Accounts until all such Positive Capital Accounts have been reduced to zero; and

(4) any excess shall be distributed as follows (subject to any revisions in the Percentages of Interests of the Partners as provided in Section 3.4): 1.00% to the General Partner, 60.703% to the Class A Limited Partner and 38.297% to the Class B Limited Partners, prorata in accordance with their respective Class B Limited Partner Interests.

4.3. Refinancing of the assets of Georgia Avenue Associates.

In the event Georgia Avenue Associates refinances its assets, the net proceeds (after making provision for the items set forth in clauses (1) and (2) of Section 4.2.C hereof) shall be distributed and applied in the order of priorities set forth in Section 4.2.C(4).

4.4. Liquidation or dissolution of Georgia Avenue Associates.

A. In the event Georgia Avenue Associates is liquidated or dissolved, the assets received by the Partnership shall be applied in the order of priorities set forth in Section 4.2.C.

4.5. Allocations of Profit or Loss and Distributions of Available Cash from Wayne Avenue Associates.

A. For any taxable year of the Partnership, the Available Cash from Wayne Avenue Associates shall be distributed and applied by the Partnership as follows: 1.00% to the General Partner, 81.61% to the Class A Limited Partner and 17.39% to the Class C Limited Partner.

B. Except as provided in Section 4.5.C. hereinbelow, for any taxable year of the Partnership Profit or Loss allocated to the Partnership from Wayne Avenue Associates (other than Profit or Loss resulting from a Capital Transaction with respect for Wayne Avenue Associates, which Profit or Loss shall be allocated in accordance with the provisions of Sections 4.6.A and B) shall be allocated as follows: 1.00% to the General Partner, 81.61% to the Class A Limited Partner and 17.39% to the Class C Limited Partner.

C. Notwithstanding anything to the contrary otherwise contained in this Agreement, to the extent that the General Partner (a) makes any additional Capital Contributions or loans to the Partnership with respect to Wayne Avenue Associates or (b) becomes personally liable for any liability of the Partnership with respect to Wayne Avenue Associates (of which the Limited Partners are not also personally liable), then any Losses or deductions of the Partnership attributable to such Capital Contributions and/or loans shall be allocated solely to the General Partner.

4.6. Allocations of Profit or Loss and Distribution of Proceeds from a Capital Transaction with respect to Wayne Avenue Associates.

A. Profit from a Capital Transaction with respect to Wayne Avenue Associates shall be allocated as follows:

(1) If any of the General Partner, Class A Limited Partner, or Class C Limited Partner has a Negative Capital Account, to each of such Partners in an amount equal to each Partner's Minimum Gain attributable to Wayne Avenue Associates. For purposes of the foregoing sentence, "Minimum Gain" shall be as defined in Proposed Treasury Regulation Section 1.704-1(b)(4)(iv) (as amended and/or finally adopted), and shall be computed separately for each Partner by the Accountants.

(2) If any of the General Partner, Class A Limited Partner or Class C Limited Partner has a Negative Capital Account (which is attributable to Losses or distributions from Wayne Avenue Associates) after the allocation of Profit pursuant to Section 4.6.A(1), to such Partners, in proportion to their Negative Capital Accounts, until all such Negative Capital Accounts have been reduced to zero.

(3) Any Profit not allocated pursuant to Sections 4.6.A(1) and 4.6.A(2) shall be allocated in proportion to net proceeds distributable and in the order of priorities set forth in Section 4.6.C(4).

B. Loss from a Capital Transaction with respect to Wayne Avenue Associates shall be allocated as follows:

(1) If any of the General Partner, Class A Limited Partner or Class C Limited Partner has a Positive Capital Account which is attributable to Profits from or Capital Contributions to Wayne Avenue Associates, to such Partners, in proportion to such Positive Capital Accounts, until all such Positive Capital Accounts have been reduced to zero.

(2) Any Loss not allocated to reduce Positive Capital Accounts to zero pursuant to Section 4.6.B(1), shall be allocated as follows: 1.00% to the General Partner, 81.61% to the Class A Limited Partner and 17.39% to the Class C Limited Partner.

C. The net proceeds from a Capital Transaction with respect to Wayne Avenue Associates shall be distributed and applied by the Partnership in the following order of priorities:

(1) to the payment of debts and liabilities of the Partnership attributed to Wayne Avenue Associates including loans theretofore made by the Partners or any Affiliates of the Partners and attributable to Wayne Avenue Associates (including, without limitation, all expenses of the Partnership incident to the disposition of the assets of Wayne Avenue Associates or the Partnership's interest therein);

(2) to the establishment of any reserves which the General Partner may deem appropriate for contingent, unmatured, or unforeseen liabilities or obligations of the Partnership attributable to Wayne Avenue Associates;

(3) if prior to (a) any allocation of Profit pursuant to Section 4.6.A(3), but after any allocation of Profit pursuant to Section 4.6.A(2), or prior to (b) any allocation of Loss, any of the General Partners Class A Limited Partner or Class C Limited Partner has a Positive Capital Account which is attributable to Profits from or Capital Contributions to Wayne Avenue Associates, to such Partners in proportion to such Positive Capital Accounts until all such Positive Capital Accounts have been reduced to zero;

(4) any excess shall be distributed as follows: 1.00% to the General Partner, 81.61% to the Class A Limited Partner and 17.39% to the Class C Limited Partner.

4.7. Refinancing of the assets of Wayne Avenue Associates.

In the event Wayne Avenue Associates refinances its assets, the net proceeds (after making provision for the items set forth in clauses (1) and (2) of Section 4.6.C hereof) shall be distributed and applied in the order of priorities set forth in Section 4.6.C(4).

4.8. Liquidation or dissolution of Wayne Avenue Associate.

A. In the event Wayne Avenue Associates is liquidated or dissolved, the assets received by the Partnership shall be applied in the order of priorities set forth in Section 4.6.C.

4.9. General

A. The timing and amount of all distributions shall be as determined by the General Partner.

B. If any assets of the Partnership are distributed to the Partners in kind, such assets shall be valued on the basis of the fair market value thereof, and any Partner entitled to any interest in such assets shall receive such interest as a tenant-in-common with all other Partners so entitled. The fair market value of such assets shall be determined by an independent appraiser who shall be selected by the General Partner.

C. All Profit and Loss of the Partnership shall be allocated with respect to each taxable year of

the Partnership and as of the end of, and within one hundred twenty (120) days after the end of such taxable year (or as soon thereafter as is reasonably possible).

D. All Profit and Loss shall be allocated, and all distributions of cash shall be distributed, as the case may be, to the Persons shown on the records of the Partnership to have been Partners as of the last day of the taxable year for which such allocation or distribution is to be made, except that if a Partner sells, exchanges or otherwise disposes of all or any portion of his Interest to any Person who during such taxable year is admitted as an additional Limited Partner, the Profit and Loss shall be allocated between the transferor and the transferee on the basis of the number of days in which such portion of the taxable year each was a Partner.

E. The methods set forth hereinabove by which profits, losses, and distributions are allocated, apportioned and paid are hereby expressly consented to by each Partner as an express condition to becoming a Partner.

F. Notwithstanding anything to the contrary otherwise contained in this Agreement, to the extent that depreciation, cost recovery or other deductions or distributions taken by a Partner and attributable to any nonrecourse loans of the Partnership shall cause a deficit in such Partner's Capital Account, such deficit, to the extent of the amount of any depreciation, cost recovery, or other deductions or distributions so taken, shall not be deemed an asset of the Partnership or the personal liability of any such Partner.

SECTION V

General Partner; Rights, Powers and Duties

5.1. In addition to the powers now or hereafter granted the General Partner under applicable law or which are granted the General Partner under any other provisions of this Agreement, the General Partner shall have full, exclusive and complete discretion, power and authority, subject in all cases to the other provisions of this Agreement (such as, e.g., Section 5.2 hereof) and the requirements of applicable law, to manage, control, administer and operate the business and affairs of the Partnership for the purposes herein stated, to make all decisions affecting such business and affairs, to adopt such accounting rules and procedures as it deems appropriate in

the conduct of the business and affairs of the Partnership, including without limitation (whether similar or dissimilar) for Partnership purposes, the power:

A. To acquire by purchase, lease or otherwise any real or personal property which may be necessary, convenient or incidental to the accomplishment of the purposes of the Partnership.

B. To enter into agreements and contracts with parties, including any party with whom the General Partner is an Affiliated Person, and to give receipts, releases and discharges with respect to the Partnership's business and any matters incident thereto as the General Partner may deem advisable or appropriate.

C. To encumber, mortgage, lease, sell, convey or dispose of the Partnership's interest in Georgia Avenue Assocates and/or Wayne Avenue Associates, or to consent, on behalf of the Partnership, to the sale or other transfer, mortgaging or the placing or suffering of any other encumbrance on all or any part of the assets of Georgia Avenue Associates, Wayne Avenue Associates or of the Partnership.

D. To purchase at the expense of the Partnership, liability and other insurance to protect the Partnership's properties and business and the General Partner.

E. To borrow money for and on behalf of the Partnership to cover the costs and expenses of the Partnership, and in connection with such borrowings, to give priority rights to certain creditors over other creditors.

F. To employ any one or more Persons, including any Partner or an Affiliated Person, to manage Partnership property and in all such events, to pay reasonable compensation for such services.

G. To cause the Partnership to make or revoke any of the elections referred to in Section 754 of the Code.

H. To place record title to, or the right to use, Partnership assets in the name or names of a nominee or nominees, trustee or trustees for any purpose convenient or beneficial to the Partnership.

I. To execute any and all other instruments and documents which may be necessary or, in the opinion of the General Partner, desirable to carry out the intent and purpose hereof, including, but not limited to, documents whose operation and effect extend beyond the term of the Partnership.

J. To lend money to the Partnership for such periods of time as the General Partner may determine and to receive interest payable thereon at three percent (3%) over the then prevailing short-term Treasury Bill rate.

K. To make any and all expenditures which the General Partner, in its sole discretion, shall deem necessary or appropriate in connection with the management of the affairs of the Partnership and the carrying out of its obligations and responsibilities under this Agreement, including, without limitation, all legal, accounting and other related expenses incurred in connection with the organization and financing of the Partnership.

L. To enter into any kind of activity and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Partnership, so long as said activities and contracts may be lawfully carried on or performed by a limited partnership under the laws of the State of Maryland.

M. Except as otherwise provided in this Agreement, to have all the rights and powers and to be subject to all the restrictions and liabilities of a partner in a partnership without limited partners.

5.2. Restrictions on Authority

The General Partner shall have no authority to perform any act in violation of any applicable law or regulation, nor shall the General Partner, without the Consent of a majority-in-interest of the Limited Partners, have any authority, except as otherwise permitted in this Agreement, to do any act required to be consented to or ratified by the Limited Partners under the Act.

5.3. Personal Services; Other Activities

A. The General Partner shall receive an annual management fee of $1,200.00, and shall be entitled to reimbursement for its out-of-pocket expenses incurred

in connection with the activities of the Partnership. The foregoing management fee may be increased or decreased in the sole discretion of the General Partner in order to cover actual or anticipated administrative costs of the General Partner, including administrative overhead and overtime work.

B. Any Partner may engage independently or with others in other business ventures of every nature and description including, without limitation, the ownership, operation, management, syndication, subdivision, sale and development of real estate, and neither the Partnership nor any Partners shall have any rights in and to such independent ventures or the income or profits derived therefrom.

C. Any Partner may lend money to and transact other business with the Partnership and, subject to applicable law, has the same rights and obligations with respect thereto as a person who is not a Partner.

5.4. Business Management and Control

The General Partner shall have the exclusive right to manage the business of the Partnership. No Limited Partner (except one who may also be a General Partner, and then only in his capacity as a General Partner) shall take part in the control of the business of the Partnership or have any right or authority to act for or bind the Partnership except as required by law.

5.5. Duties and Obligations

The General Partner shall be under a fiduciary duty to conduct the affairs of the Partnership in the best interests of the Partnership, including the safekeeping and use of all Partnership funds and assets and the use thereof for the benefit of the Partnership. The General Partner shall at all times act in good faith and exercise due diligence in all activities relating to the conduct of the business of the Partnership. The General Partner shall take all actions necessary or appropriate to protect the interests of the Limited Partners.

5.6. Liability of General Partner; Indemnification

A. The General Partner shall not be liable, responsible, or accountable, in damages or otherwise, to the Limited Partners for any act performed by the General

Partner, except for acts of malfeasance or wilful negligence or for damages arising from any wilful misrepresentation or wilful breach of a warranty. In the event of a wilful misrepresentation or wilful breach of warranty, damages recoverable by any Partner shall be limited to the amount of his Capital Contribution less all Partnership distributions made pursuant to Section IV theretofore received by such Partner.

B. The General Partner shall be entitled to indemnity from the Partnership for any act performed by the General Partner, except for acts of malfeasance or gross negligence or for damages arising from any misrepresentation or breach of warranty, provided that any indemnity under this Section shall be provided out of and to the extent of Partnership assets only, and no Limited Partner shall have any personal liability on account thereof beyond his Capital Contribution.

SECTION VI

Transferability of General Partner's Interest

6.1. Transfer of General Partner's Interest

A. The General Partner shall have the right to sell, exchange, or otherwise dispose of all of his Interest as a General Partner without the Consent of the Limited Partners.

B. The admission of a successor General Partner shall become effective upon the amendment of this Agreement to reflect the admission of the successor General Partner and its filing for recordation.

6.2. Admission of Additional General Partners

A. No person shall be admitted as an additional General Partner unless the Consent of the General Partner and a majority-in-interest of the Limited Partners to such admission has been obtained.

B. The admission of such additional General Partner shall become effective upon (i) receipt by the Partnership of the Consent referred to in Section 6.2.A and (ii) the amendment of this Agreement to reflect the admission of the additional General Partner and its filing for recordation.

6.3. Incapacity of the General Partner

A. In the event of the Incapacity of the General Partner, the General Partner's executor, personal representative, administrator, guardian, conservator or other legal representative shall automatically become the General Partner.

6.4. Liability of a Withdrawn General Partner

A. Subject to the provisions of Section 5.6, any General Partner who voluntarily withdraws or retires from the Partnership shall be, and remain, liable for all obligations and liabilities incurred by him as General Partner prior to the time such withdrawal or retirement.

B. Any General Partner who sells, exchanges, or otherwise disposes of all or any portion of his Interest shall be, and remain, liable for all obligations and liabilities incurred by him as a General Partner prior to the time the admission of the assignee or transferee of all of the Interest of the General Partner as a successor General Partner to the Partnership is effective pursuant to the provisions of Section 6.1.B.

C. The personal representatives of any Incapacitated General Partner shall be, and remain, liable for all obligations and liabilities incurred by such General Partner prior to the date of such Incapacity.

SECTION VII

Transferability of Limited Partners' Interests

7.1. In General.

A. No Class B or Class C Limited Partner may transfer all or any portion of his Partnership Interest to any person except as provided in this Section VII. Any transfer or purported transfer of a Limited Partner Interest shall be null and void unless made strictly in accordance with the provisions of this Section VII. The transferee of any Partnership Interest shall be subject to all the terms, conditions, restrictions and obligations of this Agreement, including the provisions of this Section VII.

B. Notwithstanding any provisions of this Section VII to the contrary, any Limited Partner may

transfer all or any portion of his Partnership Interest (with and only with the Consent of the General Partner, which Consent may be given or witheld in the General Partner's sole discretion) to, or for the benefit of, himself, his spouse or his lineal descendants; provided, however, that the Partnership Interest of such transferee (and any assignees or successors-in-interest thereto) shall be subject to the status of the transferor Limited Partner, such that the provisions of this Section VII shall continue to apply to the Partnership Interest held by such transferee (and any assignees or successors-in-interest thereto) upon the Disability, death or Bankruptcy of the transferor Limited Partner, or the Retirement, Resignation or discharge of the transferor Limited Partner from the employment (as an employee or officer) of LWMDC.

C. If any Limited Partner desires to sell all of his Interest as a Limited Partner in the Partnership and receives a bona fide, arm's length offer for his Interest, he shall first offer his Interest for sale at the price set forth in the bona fide, arm's length offer to the General Partner, which offer shall be subject to acceptance by the General Partner within thirty (30) days after the delivery of the offer to the General Partner. The General Partner shall have the right at its election by written notice to the offering Partner within thirty (30) days after receipt of notice of his offer to sell, (i) to accept, in whole but not in part, the offer on the terms and conditions of the bona fide, arm's length offer, or (ii) decline to accept the bona fide, arm's length offer of the Partner, or (iii) to purchase the Interest of the Limited Partner in the same manner as if the provisions of Section 7.4.D. hereof applied. Such offer to purchase shall remain open and irrevocable until the expiration of the time for accepting offers hereunder. If the General Partner declines to accept the offer or fails to give notice of election within such period, the offering Partner shall be at liberty, within a period of ninety (90) days from the last date upon which the General Partner could have elected to purchase such Interest of the offering Partner as hereinbefore provided, to consummate the sale to the outsider at a price and upon the terms not more advantageous to the outsider than the price and terms stated in the original offer made by such outside offeror and submitted to the General Partner. In the event, however, that such sale to the outsider is not consummated within such period of three (3) months, then any subsequent sale to any outsider shall also be subject to all of the requirements of this Section VII. Notwith-

standing the foregoing provisions of this Section 7.1.C, in the event of a sale or other transfer to an outsider (i.e., a person other than a Partner) pursuant to the provisions of this Section 7.1.C, such outsider shall not become a Partner of the Partnership without complying with the applicable provisions of this Agreement. Unless so admitted, such outsider shall not be considered a Partner, but merely an assignee, and the Partnership, each Partner, and any other persons having business with the Partnership shall not be required to recognize or deal with any outsider by reason of any such assignment.

7.2. Transfer of All or an Undivided Interest in a Limited Partnership Interest

A. No Limited Partner shall have the right voluntarily to transfer or withdraw from the Partnership unless (i) such voluntary transfer or withdrawal from the Partnership will not cause the Partnership to be classified other than as a partnership for federal income tax purposes or cause the Partnership to terminate for federal income tax purposes; (ii) such voluntary transfer or withdrawal from the Partnership will not require registration of the interest of such retiring or withdrawing Limited Partner or of the interests of the remaining Partners with the Securities and Exchange Commission or a state securities agency (unless such registration has previously been made); and (iii) the Consent of the General Partner (which consent may be given or withheld in the General Partner's sole discretion) has been obtained to such voluntary retirement or withdrawal by the Limited Partner.

B. The voluntary transfer or withdrawal of a Limited Partner shall become effective upon (i) receipt by the Partnership of the Consent referred to in Section 7.2.A(iii) and (ii) the amendment of this Agreement to reflect the voluntary transfer or withdrawal of such Limited Partner and its filing for recordation.

C. No Limited Partner shall have the right to sell, exchange, or otherwise dispose of his Interest (or of an undivided portion of his Interest) or cause a security interest to be created in his Interest unless (i) the Consent of the General Partner (which Consent may be given or withheld in the General Partner's sole discretion) has been obtained to such sale, exchange, or other disposition or to the creation of such security interest; (ii) such sale, exchange, or other disposition or the creation of such security interest will not cause

the Partnership to be classified otherwise than as a partnership for federal income tax purposes or cause the Partnership to terminate for federal income tax purposes; and (iii) such sale, exchange, or other disposition or the creation of such security interest will not require registration of the Interest of the Limited Partner so selling, exchanging, or otherwise disposing of his Interest or so creating a security interest in his Interest or of the interests of the remaining Partners with the Securities and Exchange Commission or a state securities agency (unless such registration has previously been made).

7.3. Assignment of an Interest in the Profit, Loss, Available Cash, or Distributions from the Partnership.

A. No Limited Partner shall have the right to sell, exchange, encumber or otherwise dispose of all or a portion of his interest in the Profit, Loss, Available Cash, or distributions from the Partnership unless (i) the Consent of the General Partner has been obtained to such sale, exchange, encumbrance or other disposition (which Consent may be given or withheld in the General Partner's sole discretion); (ii) the assignee or transferee of all or a portion of the interest of a Limited Partner in the Profit, Loss, Available Cash, or distributions from the Partnership shall have filed with the Partnership a duly executed and acknowledged counterpart of the instrument, in form and substance satisfactory to the General Partner, effecting such sale, exchange, or other disposition; (iii) the assignee or transferee of all or a portion of the interest of a Limited Partner in the Profit, Loss, Available Cash, or distributions from the Partnership shall have agreed in writing in form prescribed by counsel to the Partnership to be bound by the terms and conditions of this Agreement; and (iv) the assignee or transferee of all or a portion of the Interest of a Limited Partner in the Profit, Loss, Available Cash, or distributions from the Partnership shall have agreed to be subject to all of the provisions of this Section 7.3, in the same manner as any Limited Partner, in the event the assignee or transferee desires to make a further sale, exchange, or other disposition.

B. The sale, exchange, or other disposition of all or a portion of the interest of a Limited Partner in the Profit, Loss, Available Cash, or distributions from the Partnership shall become effective upon (i) receipt by

the Partnership of the Consent referred to in Section 7.3.A(i); (ii) receipt by the Partnership of the filing referred to in Section 7.3.A(ii); and (iii) receipt by the Partnership of the agreements referred to in Section 7.3.A(iii) and (iv).

C. Nothing herein shall be construed to relieve a Limited Partner so selling, exchanging, or otherwise disposing of all or a portion of his Interest in the Profit, Loss, Available Cash, or distributions from the Partnership of any obligations or liabilities to the Partnership under this Agreement.

7.4. Resignation, Retirement, Bankruptcy Disability or Death of Limited Partners

A. If a Class B or Class C Limited Partner is discharged from employment with LWMDC for dishonesty or any other just cause, the Limited Partner agrees to sell, and the General Partner may elect to purchase (by giving written notice to such Limited Partner within six (6) months of the date of discharge), such Limited Partner's Partnership Interest. The purchase price for said Partnership Interest shall be equal to the discharged Limited Partner's Capital Account in the Partnership at the date of discharge or One Dollar ($1.00) if such Capital Account is negative. The entire purchase price shall be payable within ninety (90) days from the date of discharge. Any loans from the Partnership or the other Partners to said Limited Partner shall be repaid by the Limited Partner within ten (10) days from the date of discharge, or shall otherwise be off-set by the purchase price to be paid hereunder, at the sole discretion of the General Partner.

B. (1) In any case of a Class B or Class C Limited Partner's (i) Bankruptcy or (ii) Resignation within less than three (3) years after the formation of the Partnership, the Limited Partner agrees to sell, and the General Partner may elect to purchase (by giving written notice to such Limited Partner within six (6) months of the date of such Limited Partner's Bankruptcy or Resignation), the Partnership Interest of the bankrupt or resigning Limited Partner for a sum which is equal to the distribution of Available Cash to which the bankrupt or resigning Limited Partner would have been entitled with respect to the immediately following three (3) year period from the effective date of such Bankruptcy or Resignation, as if the

Limited Partner had retained his interest in the Partnership for such three (3) year period. The purchase of a bankrupt or resigning Limited Partner's Partnership Interest shall be effective upon the date of the Bankruptcy or Resignation in question. The purchase price of the Partnership Interest of the bankrupt or resigning Limited Partner shall be paid pursuant to the provisions of Section 7.4.G hereof.

(2) For purposes of paragraph 7.4.B(1) above, the General Partner may, at any time, treat the remaining Class C Limited Partner interest held by Beverly R. Williams as subject to paragraph 7.4.B(1), by giving Beverly R. Williams notice of such election at any time. For purposes of paragraph 7.4.B(1), the date of receipt of such notice shall be deemed the date of resignation of Beverly R. Williams.

C. In any case of a Class B or Class C Limited Partner's (i) Bankruptcy or (ii) Resignation occurring three (3) or more years after the formation of the Partnership, the Limited Partner shall sell, and the General Partner may elect to purchase (by giving written notice to such Limited partner within six (6) months of the date of such Limited Partner's Bankruptcy or Resignation), the Partnership Interest of the bankrupt or resigning Limited Partner for a sum which is equal to the distribution of Available Cash to which the bankrupt or resigning Limited Partner would have been entitled with respect to the immediately following five (5) year period from the effective date of such Bankruptcy or Resignation, as if the Limited Partner had retained his interest in the Partnership for such five (5) year period. The purchase of a bankrupt or resigning Limited Partner's Partnership Interest shall be effective upon the date of the Bankruptcy or Resignation in question. The purchase price of the Partnership Interest of the bankrupt or resigning Limited Partner shall be paid pursuant to the provisions of Section 7.4.G hereof.

D. In any case of Disability of a Class B or Class C Limited Partner, the Limited Partner shall sell, and the General Partner may elect to purchase (by giving written notice to such Limited Partner within six (6) months of the date of Disability of such Limited Partner), the Partnership Interest of the disabled Limited Partner for a sum which is equal to the distribution of Available Cash to which the disabled Limited Partner would have been entitled with respect to the immediately following five (5) year period from the effective date of such Disability as if the Limited Partner had retained his

interest in the Partnership for such five (5) year period. The purchase of a disabled Limited Partner's Partnership Interest shall be effective upon the date of the Disability in question. The purchase price of the Partnership Interest of the disabled Limited Partner shall be paid pursuant to the provisions of Section 7.4.G hereof.

E. With respect to the Retirement of any Class B or Class C Limited Partner, the retiring Limited Partner will be given the option of determining, (subject to the Consent of the General Partner, which Consent may be given or withheld in the sole discretion of the General Partner) not later than the date of his Retirement (i) whether his Retirement is to be treated as a Resignation occurring more than three (3) years after formation of the Partnership (in which case his interest may be purchased pursuant to Section 7.4.C hereinabove) or (ii) whether he will retain his Partnership Interest until the time of his death. The retiring Limited Partner shall give notice in writing to the General Partner not later than the date of his Retirement as to which of the foregoing options he is electing. If no such notice is given, the General Partner shall, in its sole discretion, determine which of the foregoing options is deemed to be elected. If the General Partner does not Consent to either of said options with sixty (60) days, by giving written notice to such Limited Partner, the interest of such Limited Partner may be purchased by the General Partner pursuant to the provisions of Section 7.4.C.

F. In the case of the death of a Class B or Class C Limited Partner, the representatives of the estate of the deceased Limited Partner (hereinafter "Representatives") shall sell, and the General Partner may elect to purchase (by giving written notice to the Representatives within ninety (90) days of the date of death of such Limited Partner), the Partnership Interest of the deceased Limited Partner for a purchase price equal to the value of such Limited Partner's Partnership Interest, as hereinafter determined. If the General Partner and the Representatives can agree on the fair market value of the Limited Partner's Partnership Interest within thirty (30) days of notice to the Representatives, such agreed value shall be the purchase price payable at the closing (as hereinafter set forth). If the General Partner and the Representatives cannot so agree within thirty (30) days after the date of notice of exercise, then the purchase price of the Partnership Interest of the deceased Limited Partner shall be determined by an appraiser jointly selected by the General

Partner and the Representatives, who shall be appointed within sixty (60) days of the date of notice, and the determination of such jointly selected appraiser as to the fair market value of the Partnership Interest of the deceased Limited Partner shall be binding and conclusive on all parties. If the General Partner and the Representatives do not agree upon the selection of an appraiser as hereinbefore provided, within the period therein stated, then, within thirty (30) days after the expiration of the period provided for hereinabove, the General Partner shall appoint an appraiser and the Representatives shall appoint a second appraiser. The two appraisers so appointed shall select a third appraiser within seven (7) days after both shall have been appointed. If either the General Partner or the Representatives shall fail to so appoint an appraiser, the appraiser duly appointed by the other shall serve as the sole appraiser. The said three (3) appraisers so appointed (or the sole appraiser if one party fails to appoint an appraiser), shall, within thirty (30) days after the appointment of all three (3) of them determine the fair market value of the Partnership Interest of the deceased Limited Partner, and the determination of a majority of said appraisers (two of them [or the sole appraiser if only one is appointed as hereinbefore provided]) shall be determinative of the fair market value of the Partnership Interest of the deceased Limited Partner, and shall be binding on and conclusive on all parties; provided, however, that the General Partner may in his sole discretion withdraw his offer to purchase the Partnership Interest of the deceased Limited Partner by giving written notice to the Representatives within thirty (30) days of the date the General Partner is notified in writing of the determination of the fair market value by the appraisers. The closing date of any purchase pursuant to this Section 7.4.F. shall take place not earlier than six (6) months nor later than eighteen (18) months after the date of death of a Class B or Class C Limited Partner. Payment of the purchase price shall be made in ten equal annual installments of principal, with interest paid annually on the unpaid balance at the minimum rate provided under the imputed interest rules of the Code.

G. Payments on account of the purchase price of any Partnership Interest of a Limited Partner purchased pursuant to the provisions of this Section VII shall be made by the General Partner at the same time that the remaining Limited Partners are paid the distributions of Available Cash to which they are entitled under the provisions of this Agreement. Unpaid amounts of any such

purchase price shall not earn any interest. Payments made with respect to the Partnership Interest of a deceased Limited Partner shall be made to the estate of the deceased Limited Partner. In the event of a purchase of a Class B and/or Class C Limited partner's interest, the General Partner may elect to convert such interest to that of a Class A Limited Partner Interest, and the parties hereto shall cooperate in all respects with the General Partner to amend this Agreement to effectuate the transfer and conversion of the purchased interest.

H. In the event that the provisions of this Section 7.4 require the General Partner to purchase the Partnership Interests of two or more Limited Partners within a period of time which may cause the Partnership to terminate for federal income tax purposes, the General Partner shall, at the sole discretion of the General Partner, have the right to purchase all or any portion of the Partnership Interests of such Limited Partners at such later date or dates as the General Partner deems advisable or appropriate to avoid any adverse federal income tax consequences to the remaining Partners, but otherwise as soon as possible.

SECTION VIII

Dissolution, Liquidation and Termination of the Partnership

8.1. Events Causing Dissolution

The Partnership shall continue in effect until the date set forth in Section 2.4 hereof, except that the Partnership shall dissolve prior to such date upon the happening of any of the following events:

(i) the election by the General Partner to dissolve the Partnership with the Consent of all the Partners;

(ii) the sale or other disposition of all of the assets of the Partnership;

(iii) the termination of both Georgia Avenue Associates and Wayne Avenue Associates; or

(iv) the happening of any other event causing the dissolution of the Partnership under the laws of the State of Maryland.

Dissolution of the Partnership shall be effective on the day on which the event occurs giving rise to the dissolution, but the Partnership shall not terminate until the Partnership's Certificate of Limited Partnership has been cancelled and the assets of the Partnership have been distributed as provided in Section 8.2.

8.2. Liquidation

A. As soon as practicable after the dissolution of the Partnership, the General Partner may give Notification to all the Limited Partners of such fact and shall prepare a plan as to whether and in what manner the assets of the Partnership shall be liquidated or transferred to a successor Entity. Upon the agreement of a majority in interest of all the Limited Partners, the assets of the Partnership, subject to its liabilities, shall be transferred to a successor Entity upon such terms and conditions as have been agreed upon. All expenses incurred in the reformation, or attempted reformation, of the Partnership shall be deemed to be expenses of the Partnership.

B. Upon dissolution of the Partnership, the General Partner shall liquidate the assets of the Partnership, and shall apply and distribute the proceeds thereof in accordance with the applicable provisions of this Agreement and the balance in each Partner's Capital Accounts (after all allocations of Profit and Loss, if any, and distributions of cash or property, if any, as provided in Section IV). The General Partner shall also cause the cancellation of the Partnership's Certificate of Limited Partnership. A General Partner or an Affiliated Person may purchase such assets with the consent of a majority-in-Interest of the remaining Partners.

C. Notwithstanding the provisions of Section 8.2.B, in the event the General Partner shall determine that an immediate sale of part or all of the Partnership assets would cause undue loss to the Partners, the General Partner in order to avoid such loss may, after having given Notification to all the Limited Partners, either defer liquidation of and withhold from distribution for a reasonable time any assets of the Partnership except those necessary to satisfy the Partnership's debts and obligations, or distribute the assets to the Partners in kind.

SECTION IX

Books, Records, Accounting, Tax Elective Costs

9.1. Bank Accounts

All funds of the Partnership shall be deposited in its name in such bank account or accounts as shall be designated by the General Partner. Checks shall be drawn on the Partnership checking account for Partnership purposes only, and shall require such signature or signatures as the General Partner may, from time to time, determine.

9.2. Books and Records

A. The records of the Partnership shall be kept at the principal office of the Partnership in accordance with the applicable provisions of the Act. Each Partner shall at all reasonable times and upon prior reasonable notice to the General Partner have access thereto. The books shall be kept on the cash receipts and disbursements method or the accrual method, as the General Partner may determine. The fiscal year of the Partnership shall be the calendar year.

B. Within one hundred twenty (120) days after the end of each taxable year, or as soon thereafter as is reasonably possible, the General Partner shall send to each Person who was a Partner at any time during the taxable year then ended an annual report containing: (i) a statement of financial condition of the Partnership as of the year then ended, a statement of Profit and Loss of the Partnership for the year then ended, and a statement of source and application of funds of the Partnership; (ii) such tax information as shall be reasonably necessary for the preparation by each Partner of his federal income and other tax returns; and (iii) a report summarizing the fees and other remuneration paid by the Partnership to the General Partner or any Affiliated Person in respect of such taxable year.

9.3. Special Basis Adjustment

In the case of a distribution of property made in the manner provided in Section 734 of the Code, or in the case of a transfer of a Partnership interest permitted by this Agreement made in the manner provided in Section 743 of the Code, the General Partner, on behalf of the

Partnership, may, at the General Partner's sole option, file an election under Section 754 of the Code in accordance with the procedures set forth in the applicable Treasury Regulations. If such an election is filed, the General Partner will at no time be required to provide any additional accounting or tax information with respect to any adjustment to basis for any Limited Partner.

SECTION X

Power of Attorney

10.1. Each Limited Partner and any Limited Partner(s) who shall become party(ies) to this Agreement after the date hereof, constitutes and appoints the General Partner, and any successor or additional General Partner(s), his true and lawful attorney-in-fact to the extent permitted by the Act, and in his name, place and stead, to make, execute, sign, acknowledge, and file:

A. One or more Certificates of Limited Partnership;

B. All instruments (including, e.g., Amended Certificates of Limited Partnership) which the General Partner deems appropriate to reflect any amendment, change, or modification of the Partnership in accordance with the terms of this Agreement or any transfer of Partnership Interests effectuated in accordance with the terms of this Agreement;

C. Any and all other certificates or other instruments which may be required to be filed by the Partnership under the laws of the State of Maryland or of any other state or jurisdiction;

D. One or more certificates of fictitious or assumed name;

E. Any and all other documents which may be required to effectuate the operation of this Partnership pursuant to the terms of this Agreement; and

F. All documents which may be required to effectuate the dissolution and termination of the Partnership in accordance with the foregoing provisions, and cancellation of its Certificate of Limited Partnership, as amended from time to time.

G. All documents which may be required or reasonably necessary to acquire, own, convey or dispose of the Partnership's interest in Georgia Avenue Associates and/or Wayne Avenue Associates.

10.2. The foregoing Power of Attorney is hereby declared to be irrevocable and a power coupled with an interest, and (to the extent permitted by applicable law) it shall survive the Incapacity of a Limited Partner. It shall survive the delivery of an assignment by a Limited Partner of his Interest, except that where the assignee is approved for admission as an Additional Limited Partner, the power of attorney shall survive the delivery of such assignment for the sole purpose of enabling the General Partner(s) to execute, acknowledge and file any instrument to effectuate such substitution. Each Limited Partner hereby agrees to be bound by any representations made by the General Partner(s) acting in good faith pursuant to such Power of Attorney, and each Limited Partner hereby waives any and all defenses which may be available to contest, negate or disaffirm the action of the General Partner(s) taken in good faith under such Power of Attorney.

SECTION XI

General Provisions

11.1. Assurances

A. The Limited Partners hereby agree to execute all such certificates and other documents conforming hereto and to do all such filing, recording, publishing and other acts as may be deemed by the General Partner appropriate to comply with the requirements of law for the formation and operation of a limited partnership and any amendment or cancellation of any certificate thereof.

B. Each Limited Partner hereby agrees to execute, and deliver to the General Partner within five (5) days after receipt of the General Partner's written request therefor, such statements of interest and holdings, designations, powers of attorney and other instruments which the General Partner shall deem necessary to comply with any laws, rules and regulations relating to the acquisition or holding of the assets of the Partnership. Failure to comply with this section 11.1.B shall be deemed a default hereunder, at which time the General Partner may treat such Limited Partner as if the events contained in Section 7.4.A applied.

11.2. Notifications

A. Unless specifically otherwise provided herein, all Notifications required or permitted to be given pursuant to this Agreement shall be in writing and shall be considered as properly given or made if mailed from within the United States by first class mail, postage prepaid, or if sent by prepaid telegram and addressed, if to the General Partner, at the Partnership's principal office and to the address of the General Partner shown following his name on Schedule A hereto, and if to a Limited Partner, to the address set forth following his name on Schedule A hereto. Time periods shall commence on the date of mailing of a Notification. Any Notification which is required to be given within a stated period of time shall be considered timely if postmarked before midnight of the last day of such period. Any Limited Partner may change his address by giving Notification in writing stating his new address to the General Partners and the General Partner may change the General Partner's address by giving such Notification in writing stating the new address to all Limited Partners. Commencing on the tenth day after the giving of such Notification, such newly designated address shall be such Partner's address for the purposes of all Notifications required or permitted to be given pursuant to this Agreement.

11.3. Applicable Law

This Agreement shall be governed by and construed in accordance with the laws of the State of Maryland.

11.4. Paragraph Titles

The headings herein are inserted only as a matter of convenience and reference, and in no way define, limit or describe the scope of this Agreement, or the intent of the provisions thereof.

11.5. Binding Provisions

This Agreement is binding upon, and inures to the benefit of, the parties hereto and their respective heirs, executors, administrators, personal and legal representatives, successors and assigns, to the extent, but only to the extent, same is provided for in accordance with, and permitted by, the provisions of this Agreement.

11.6. Amendment

Without limiting the powers granted in Section X, this Agreement may not be amended without the written consent of the General Partner and all of the Limited Partners.

11.7. Separability of Provisions

Each provision of this Agreement shall be considered separable and (a) if for any reason any provision or provisions herein are determined to be invalid and contrary to any existing or future law, such invalidity shall not impair the operation of or affect those portions of this Agreement which are valid, or (b) if for any reason any provision or provisions herein would cause the Partners to be personally liable for the obligations of the Partnership under the laws of the State of Maryland as the same may now or hereafter exist, such provision or provisions shall be deemed void and of no effect.

11.8. Venue.

The venue for any suit involving this Agreement shall be in the State of Maryland.

11.9. Default.

In the event of a default by any Partner pursuant to the terms of this Agreement, any such Partner shall have the right to cure such default within thirty (30) days of the receipt of written notice of such default by any other Partner of the Partnership.

IN WITNESS WHEREOF, the General Partner and the Limited Partners acknowledge that this Limited Partnership Agreement and Certificate is their act, and further acknowledge under penalty of perjury, to the best of their knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that they have executed this Limited Partnership Agreement and Certificate the day and year first above written.

WITNESS:

_____ _____ (SEAL)
LLOYD W. MOORE

- GENERAL PARTNER -

003436

WITNESS:

_____ _____ (SEAL)
LLOYD W. MOORE

- CLASS A LIMITED PARTNER -

WITNESS:

_____ _____ (SEAL)
RICHARD G. WATKINS

WITNESS:

_____ _____ (SEAL)
LLOYD W. MOORE

- CLASS B LIMITED PARTNERS -

WITNESS:

_____ _____ (SEAL)
BEVERLY R. WILLIAMS

WITNESS:

_____ _____ (SEAL)
LLOYD W. MOORE

- CLASS C LIMITED PARTNERS -

1757e

003437

1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP

AMENDED AND RESTATED
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

SCHEDULE A

Names and Addresses	Capital Contribution	Percentage of Partnership Interest
General Partner		
Lloyd W. Moore Route 1 Box 147K Queenstown, Maryland 21658	$1.00	1.00%
Class A Limited Partner		
Lloyd W. Moore Route 1 Box 147K Queenstown, Maryland 21658	$89.00	89.00%
Class B Limited Partners		
Richard G. Watkins 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$1.00	1.00%
Lloyd W. Moore 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$8.00	8.00%
Class C Limited Partner		
Lloyd W. Moore 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$ .20	.20061%
Beverly R. Williams 1738 Elton Road Suite 100 Silver Spring, Maryland 20903	$ .80	.79939%

LIBER 8 PAGE 788

STATE OF MARYLAND
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Cert. Amend. WAS
RECEIVED FOR RECORD THIS 10th
DAY OF Apr. 85 AT 9:53 A M.
AND RECORDED IN
LIBER num 8, folio 750 Attorney.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY
CLERK
Margaret Martin Schaefer

CERTIFICATE OF AMENDMENT

OF

1738 DEVELOPMENT GROUP LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND December 6, 1984 AT 3:32 O'CLOCK p. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2686 , FOLIO 003399 .OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

CLERK'S OFFICE
1985 APR 10 AM 9 55
QUEEN ANNE'S COUNTY

BONUS TAX PAID: $

RECORDING FEE PAID: $ 50.00

SPECIAL FEE PAID: $

APR 10 85 A E27231 ****12.50

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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 167647

AT5-060

003709

1984 DEC 12 A 10:00

ARTICLES OF INCORPORATION

OF

CHESAPEAKE TREE SERVICES, INC.

FIRST: I, JEFFREY E. LETZKUS, of 507 Park Avenue, 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 referred to as the "Corporation") is:

CHESAPEAKE TREE SERVICES, INC.

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

1. To trim and/or remove trees and/or for any other lawful purpose.

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

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 281, Old Love Point Road, Stevensville, Maryland, 21666. The name and post office address of the Resident Agent of the Corporation in this State is Jeffrey E. Letzkus, Esquire, Law Offices of Alan Garfinkle, P.A., 507 Park Avenue, Baltimore, Maryland, 21201. 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 Three Thousand (3,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased pursuant to the

LAW OFFICES
ALAN GARFINKLE, P. A.
507 PARK AVENUE
BALTIMORE, MARYLAND 21201
(301) 727-0080

42476118

LIBER 8 PAGE 789

5/2/85 original mailed to Alan Garfinkle, P.A.
507 Park Ave
Balto. Md 21201

By-Laws of the Corporation, but shall never be less than one (1), provided that:

1. If there is no stock outstanding, the number of directors may be less than two (2) but not less than one (1); and

2. If there is stock outstanding and so long as there are less than two (2) stockholders, the number of directors may be less than two (2) but not less than the number of stockholders.

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

THOMAS A. TOWERS

CURTIS O. LEWIS, JR.

RUDOLPH SCHLESNER, JR.

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

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

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.

LAW OFFICES
ALAN GARFINKLE, P. A.
507 PARK AVENUE
BALTIMORE, MARYLAND 21201
(301) 727-0080

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise, any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, 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

LAW OFFICES
ALAN GARFINKLE, P. A.
507 PARK AVENUE
BALTIMORE, MARYLAND 21201
(301) 727-0080

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, 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, 1984, and I acknowledge the same to be my act.

WITNESS:

JEFFREY E. LETZKUS

LAW OFFICES
ALAN GARFINKLE, P. A.
507 PARK AVENUE
BALTIMORE, MARYLAND 21201
(301) 727-0080

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

ARTICLES OF INCORPORATION
OF
CHESAPEAKE TREE SERVICES, INC.

THIS Arts/Incr. WAS
RECEIVED FOR RECORD THIS 10th
DAY OF Apl. 19 85 AT 9:53 A.M.
AND RECORDED IN
LIBER MWM 8, folio 789 Arts Incr.
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK
Marguerite M. Murphy

APR 10 85 A 27235 ***

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 12, 1984 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2685, FOLIO 003708, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ _____ 20	$ _____ 20	$ _____

D1839398

CLERK OF CIRCUIT COURT
1985 APR 10 9 55
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 168210

LIBER 8 PAGE 793

AT5-060

5/15/85 signed mailed to John W. Sause, Jr., Esq
204 N. Commerce St
Centreville, Md 21617

ARTICLES OF DISSOLUTION
OF
KING LAND, INC.

A Close Corporation

FIRST: The name of the corporation to be dissolved is KING LAND, INC. The address of its principal office is Route 1, Box 56, Church Hill, Queen Anne's County, Maryland 21623

SECOND: The Resident Agent of the Corporation who will serve for one year after dissolution and thereafter until the affairs of the Corporation are wound up, and who actually resides in this State, is Floyd L. Parks, 125 Court Street, Chestertown, Kent County, Maryland 21620.

THIRD: The Corporation is a close corporation which has no Board of Directors. The names and addresses of its officers, who are also all of its stockholders are:

President: John L. King, Jr.
Route 1, Box 244BB
Ocean City, Maryland 21842

Vice President: Mary Lee King
9500 Watkins Road
Gaithersburg, Maryland 20760

Secretary: Roberta M. King
Route 1, Box 56
Church Hill, Maryland 21623

Treasurer: John L. King, Sr.
9500 Watkins Road
Gaithersburg, Maryland 20760

FOURTH: The dissolution was approved in the manner and by the vote required by law and by the charter of the corporation. The Corporation is a close corporation which has no Board of Directors. All of the stockholders of the Corporation actually assented to a resolution declaring that dissolution of the Corporation is advisable, that the Corporation is dissolved and that the officers of the Corporation are directed to liquidate the Corporation in accordance with the voluntary dissolution provisions of Title 3, Subtitle 4, of the Corporations and Associations Article of the Annotated Code of Maryland. There are no subscribers to stock of the Corporation.

FIFTH: On December 5, 1984, notice that dissolution of the Corporation has been approved was mailed to all known creditors of the Corporation at their addresses as shown on the records of the Corporation.

SIXTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and the Treasurer of Queen Anne's County, stating in effect that all taxes levied on assessments made by the State Department of Assessments and Taxation and billed and pay-

000698

able to such collecting authorities by the Corporation have been paid.

SEVENTH: King Land, Inc., is hereby dissolved.

Attest:

Roberta M. King
Secretary

John L. King, Jr.
President

[SEAL]

ACKNOWLEDGMENT AND VERIFICATION

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

John L. King, Jr.
President

LIBER 8 PAGE 796

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

000698

BASIL GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

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

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

KING LAND INC.

have been paid.

WITNESS my hand and official seal this

19th day of DECEMBER A.D. 1984.

Patricia A. McKeel
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

WILLIAM H. TOLSON
TREASURER
PATRICIA G. MEYERS
DEPUTY

TREASURER OF QUEEN ANNE'S COUNTY 000700
P.O. BOX 267
CENTREVILLE, MARYLAND 21617

PHONE:
301-758-0414

December 20,1984

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 King Land,Inc., have been paid through December 20,1984.

William H. Tolson
William H. Tolson,Treasurer

LIBER 8 PAGE 798

ARTICLES OF DISSOLUTION

OF

KING LAND, INC.

EN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts. of Dissol. WAS
D FOR RECORD THIS 11th
F Apr 1985 AT 11:41 A.M.
AND RECORDED IN
Num 798, Folio 711 Arts Kent.
D BOOK NO. CHECK
Marguerite Lee Manbeck

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 1984 AT 11:18 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2689, FOLIO 000596 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

FILED FOR RECORD
1985 APR 11 AM 11:41
CLERK OF CIRCUIT COURT
QUEEN ANNE'S COUNTY

TO THE CLERK OF THE CIRCUIT COURT OF QUEEN ANNE'S COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 168833

5.00 pd.

AT5-060

LIBER 8 PAGE 799

ARTICLES OF INCORPORATION

002514

FIRST: I, Prem P. Agarwal, whose post office address is 10714 Trafton Drive, Upper Marlboro, Md. 20772, do hereby associate myself as the 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 H & A SERVICE COMPANY, INCORPORATED.

THIRD: The purpose for which the Corporation is formed are as follows: To provide all kinds of heating, refrigeration, air conditioning, plumbing services and any major or small appliance repair services; to buy, repair sell new and used automobiles, major and small appliances, ice and other machines; to engage in any kind of busimess that will make money for the company.

FOURTH: The present address of business location of the Corporation will be 3829 Penn Belt Place, Forestville, Md. 20706.

FIFTH: The resident agent of the Corporation in the State of Maryland is Prem P. Agarwal whose post office address in the State of Maryland is 10714 Trafton Drive, Upper Marlboro, Md. 20772. The said resident agent is a resident of this state, is of legal age and actually resides at the above address.

SIXTH: The total number of shares of stock which the Corporation has the authority to issue is 3000 shares, non assessable, without nominal or par value.

SEVENTH: The number of directors of the Corporation shall be three which number may be changed persuant to the By-Laws of the Corporation. The names of the directors who shall act until their successors are duly elected and qualified are Prem P. Agarwal, Allan Herring and Tommy Herring.

1981 DEC 26 A 11:47

43618353

LIBER 8 PAGE 799

5/9/85 original mailed to Prem P. Agarwal, 10714 Trafton Dr. Upper Marlboro, MD 20772

LIBER 8 2 PAGE 800

002515

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these articles of incorporation on this 21st day of December, 1984.

PREM P. AGARWAL

ROBERT L. KEYS
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986

ROBERT L. KEYS NOTARY PUBLIC PRINCE GEORGES CO.

RECD FEE 5.00

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

ARTICLES OF INCORPORATION
OF
H & A SERVICE COMPANY, INCORPORATED

Auto Rent, WAS
FOR RECORD THIS 11th
April 19 85 AT 11:44 A.M.
AND RECORDED IN
Num 8, Folio 799 Auto Rent.
CLERK OF CIRCUIT COURT

Marguerite Brewer

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 1984 AT 11:47 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2688, FOLIO 513, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ _____ 20	$ _____ 20	$ _____

D1845486

RECEIVED
1984 DEC 27 PM 4:
QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 169036

LIBER 8 PAGE 801

AT5-060

5/3/85 Original mailed to: Stephen Layton, Esq
P.O. Box 848
Stevensville, Md 21666

UBER 8 PAGE 802

002556

O.O. FORBIES, INC.
ARTICLES OF INCORPORATION

FIRST: I, Stephen R. Layton, whose post office address is P.O. Box 848, 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.

REC'D FEE 5.00

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is O.O. Forbies, Inc.

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

(1) To operate a restaurant/lounge; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 87, Stevensville, Maryland 21666. The name and post office address of the Resident Agen of the Corporation in this State are Stephen R. Layton, Esq., P.O. Box 848, Stevensville, Maryland 21666. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) 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 the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Stephen R. Layton, W. Mark Kram, Norman Armagan.

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

50088086

of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

NINTH: The Corporation may indemnify a present or former director or officer of the Corporation or other corporate representative to the maximum extent permitted by and in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of JANUARY, 19 86, and I acknowledge the same to be my act.

WITNESS:

M. Mark Kann

Stephen R. Layton

Stephen R. Layton

LIBER 8 PAGE 804

QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
Arts. Corp. WAS
FILED FOR RECORD THIS 14th
DAY OF April 1985 AT 11:47 A.M.
AND RECORDED IN
LIBER MLM 8, FOLIO 802 Arts Corp.
OF THE BOOK OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
O.O. FORBIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 08, 1985 AT 08:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2691, FOLIO 002555 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1851740

RECEIVED 1985 APR 11 PM 11:41 QUEEN ANNE'S 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 DEPARTMENT AT BALTIMORE.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 169919

AT5-060

000686

CATHELL BROS. & CO., INC.

RECD FEE 1.25

The Board of Directors of CATHELL BROS. & CO., INC., a corporation organized in the State of Maryland on March 23, 1955, duly approved a resolution as follows:

RESOLVED: That the principal office of the Corporation is changed to -- Route 2, Box 678, Chester, Maryland 21619.

I, HARRY E, KLAGES, President of CATHELL BROS. & CO., INC., do hereby certify, under the penalties of perjury, that, to the best of my knowledge, information and belief, the aforegoing resolution is true in all material respects.

Harry E. Klages, President

Dated 5 Jan, 1985

50088106

LIBER 8 PAGE 805

5/2/85 Signed mailed to Cathell Bros. & Co. Inc
Rt 2 Box 678
Chester, Md 21619

LIBER 8 PAGE 806

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

CATHELL BROS. & CO., INC.

received for record January 8, 1985 , at 12:07 PM.

and recorded on Film No. 2688 Frame No. 000685 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 67

AA № 21163

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

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS ..... WAS
RECEIVED FOR RECORD THIS 11th
DAY OF Apl 19 85 AT 11:44 A.M.
AND ..... AND RECORDED IN 805
NUMBER ..... ON PAGE ..... OF THE
RECORD BOOK FOR QUEEN ANNE'S
COUNTY

CLERK

1985 APR 11 AM 11:41
QUEEN ANNE'S COUNTY
CLERK OF CIRCUIT COURT

Return to: Cathell Bros. & Co., Inc.
Route 2, Box 678
Chester, Maryland 21619

rc

AT5-070