Liber-22 Page-01

REX NEWS AGENCY, INC.

ARTICLES OF AMENDMENT

Rex News Agency, Inc., a Maryland Corporation, having its principal office in Allegany County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation that:

First: The Charter of the Corporation is hereby amended by striking out Paragraph SECOND of the Certificate of Incorporation and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

"THE BOOK CENTERS OF WESTERN MARYLAND, INC."

Second: The Board of Directors of the Corporation, at a joint meeting of the sole Stockholder and Board of Directors, duly convened and held on August 3, 1973, adopted a Resolution in which was set forth the aforegoing amendment to the Charter declaring that the said Amendment of the Charter was advisable.

Third: The Amendment of the Charter of the Corporation as above set forth was approved by the Stockholder of the Corporation at said joint meeting.

C-6341/2

Compared and Mailed ~~Delivered~~ Bus
Clarence Lippel
TO 1 East Street
Cumb. Md
Jan 28 19 74

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

Liber-22 PAGE-02

IN WITNESS WHEREOF, Rex News Agency, 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 August 3, 1973.

ATTEST: REX NEWS AGENCY, INC.

Jean W. Schwartz By Martin Schwartz

JEAN W. SCHWARTZ, Secretary MARTIN SCHWARTZ, President

STATE OF MARYLAND

TO-WIT:

COUNTY OF ALLEGANY,

I HEREBY CERTIFY that on August 3, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared MARTIN SCHWARTZ, President of Rex News Agency, Inc., a Maryland corporation, and in the name and on behalf of said Corporation, acknowledged the aforegoing Articles of Amendment to be the corporate act and deed of said Corporation; and at the same time also personally appeared JEAN W. SCHWARTZ and made oath in due form of Law that she was Secretary of the meeting of the Stockholder of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal.

Ruth F. Selby

NOTARY PUBLIC

SELBY ... ALLEGANY COUNTY

LAW OFFICES
LAWRENCE LIPPEL
CUMBERLAND, MD.

FILED FOR RECORD
JAN 3 1974 19
at 2:09 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the
Land Records of Allegany County,
Maryland, and compared by
Clerk of Court

LIBER-22 PAGE-03

ARTICLES OF AMENDMENT

OF

REX NEWS AGENCY, INC.

Changing its name to

THE BOOK CENTERS OF WESTERN MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 10, 1973 **at** 8:30 **o'clock** **A. M. as in conformity with law and ordered recorded.**

A 26049

3

Recorded in Liber 2002, **folio** 747, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____ **Recording fee paid $** 15.00

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard A. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

rr

Liber-22 Page-04

WILLETTS TRAVEL, INC.

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, BLAINE A. WILLETTS, whose post office address Route 1, Box 29, Frostburg, Maryland; RICHARD WILLETTS, whose post office address is 51 Broadway, Frostburg, Maryland; and CLEMENTINE WILLETTS, whose post office address is Route 1, Box 29, Frostburg, Maryland; each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

WILLETTS TRAVEL, INC.

THIRD: The general nature of the business shall be as follows:

To engage in, conduct, promote, advertise and carry on a travel service business, encluding arranging, planning and booking worldwide passenger transportation, the selling of airline, ship, bus, train or other tickets, making reservations at hotels and resorts, making land arrangements for tours and local transportation and conducting tours on a commission basis or on a buy, sell, or charter basis; to carry freight on board highway motor vehicles, to transport such freight to various destinations, Allegany County, State of Maryland, or throughout the United States or any foreign country, and to buy, sell, and otherwise deal in and with tractors and trailers suitable for commercial trucking and to maintain and repair the same; to operate aircraft as a private or contract carrier for the purpose of

Compared and Mailed ~~Delivered~~ Rec'd C-6341/2
Blaine A Willetts
TO Rt #1 Box #29 Frostburg
Jan 28 1974

carrying passengers and freight, or either including United States mail, from and to any point in the State of Maryland and subject to the laws thereof, to and from any point in any of the territories or possessions of the United States, or any point in any of the territories or possessions of the United States, or any foreign country, with the right to acquire, by purchase or otherwise, and to maintain all necessary landing fields and other ground facilities; to construct, equip, maintain and work motor buses or other vehicles appropriate for the carriage of passengers or goods and to carry on the business of motor bus proprietors and carriers of passengers and goods in and around the City of Cumberland, State of Maryland, and in such other places as may from time to time be thought fit; to purchase, construct, sell, hire, or let motor buses, engines, machinery, and other chattels and things used for any of the above purposes, to enter into contracts with any person or company as to interchange of traffic, running powers, or otherwise and to obtain all powers and authorities necessary to carry out or extend any of the above objects.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 29, Frostburg, Maryland 21539. The name and post office address of the resident agent of the Corporation in this State is Blaine A. Willetts, Route 1, Box 29, Frostburg, Maryland 21539. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares 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, but shall never be less than three and no more than five; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Blaine A. Willetts, Richard Willetts, and Clementine Willetts.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation this 4 day of September, 1973.

Witness:

Carol M. Kenney — Blaine A. Willetts
Blaine A. Willetts

Carol M. Kenney — Richard Willetts
Richard Willetts

Carol M. Kenney — Clementine Willetts
Clementine Willetts

Liber-22 PAGE-07

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 6 day of Sept., 1973, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared BLAINE A. WILLETTS, RICHARD WILLETTS, and CLEMENTINE WILLETTS, and severally acknowledged the aforegoing Article of Incorporation to be their act.

WITNESS my hand and seal.

James L. [illegible]
Notary Public

My Commission Expires: 7/1/74

JAMES L. [illegible] NOTARY PUBLIC ALLEGANY COUNTY, MARYLAND

FILED FOR RECORD
JAN 3 1974 ... 19...
...2:00 O'Clock ...P.M.
and same day Recorded in Liber
No. ..... Folio.....
...of the.....
...Land Records of Allegany County,
...Copied, and compared by
...Clerk
Clerk of Court

ARTICLES OF INCORPORATION

OF

WILLETTS TRAVEL, INC.

Liber-22 PAGE-08

approved and received for record by the State Department of Assessments and Taxation of Maryland September 10, 1973 **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 25961

5

Recorded in Liber 2002, **folio** 268, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

Liber-22 PAGE-09

MAGNO P. ROQUE, M.D., P.A.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Magno P. Roque, whose post office address is 924 Seton Drive, Cumberland, Maryland, 21502; William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; and C. William Gilchrist, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; each being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is MAGNO P. ROQUE, M.D., P.A.

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

(1) To engage in the general practice of medicine, specializing in Urology.

(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 rendering of the professional services specified above.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 924 Seton Drive, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland is William R. Carscaden, 110 Washington Street, Cumberland, Allegany County, Maryland. 21502 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 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).

Compared and Mailed ~~Delivered~~ BW
TO William R Carscaden
110 Wash Street
Cumb. Md
Jan 28 1974

C-6341/2

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Magno P. Roque, Barbara B. Roque and William R. Carscaden.

SEVENTH: This corporation shall have all of the powers and be subject to all of the limitations granted and imposed upon a professional service corporation formed in accordance with the Maryland Professional Service Corporation Act (Article 23, Sections 430 et seq) and all other powers conferred on corporations by the laws of the State of Maryland subject to the limitations of the aforementioned Professional Service Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12th day of September, 1973.

WITNESS:

Susan L. Wilson — Magno P. Roque (SEAL)
Susan L. Wilson — MAGNO P. ROQUE

Susan L. Wilson — William R. Carscaden (SEAL)
Susan L. Wilson — WILLIAM R. CARSCADEN

Susan L. Wilson — C. William Gilchrist (SEAL)
Susan L. Wilson — C. WILLIAM GILCHRIST

Liber-22 Page-11

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 12th day of September, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared MAGNO P. ROQUE, WILLIAM R. CARSCADEN, and C. WILLIAM GILCHRIST, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the date aforesaid.

Lora L. Gouff

Notary Public
Lora L. Gouff

FILED FOR RECORD
JAN 3 1974 19
O'Clock M.
same day Recorded in Liber
No. Folio
of the
Records of Allegany County,
and compared by
Clerk of Court

ARTICLES OF INCORPORATION

OF

MAGNO P. ROQUE, M.D., P.A.

Liber-22 PAGE-12

approved and received for record by the State Department of Assessments and Taxation of Maryland September 13, 1973 at 2:17 o'clock P. M. as in conformity with law and ordered recorded.

A 25969

Recorded in Liber 2002, folio 318, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Leland H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

Liber-22 Page-13

ARTICLES OF INCORPORATION

OF

VICENTE M. VALLS, M.D., P.A.

FIRST: I, THE UNDERSIGNED, VICENTE M. VALLS, M.D., whose post-office address is 113-A S. Centre Street, Cumberland, Maryland, 21502, being at least twenty-one years of age, do under and by virtue of Sections 430-44 of the General Laws of the State of Maryland, the Professional Services Corporation Act, authorizing the formation of professional corporations, hereby act as Incorporator for the purpose of forming a Professional Services Corporation.

SECOND: The name of the corporation is:

VICENTE M. VALLS, M.D., P.A.

THIRD: The purposes for which the corporation is formed are: To engage in the business of rendering services in the practice of Medicine, including the rendering of all professional services in connection therewith, and any activities necessary and incident thereto, within the purview of the principals of the Code of Ethics of the American Medical Association, and to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary or appropriate for rendering of said professional services.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to, or

FEB 22-74 A 21743 ******4.00

Compared and Mailed ~~Delivered~~ Rec'd

TO Vincente M. Valls M.D.
113 A. S. Centre Street
Cumb. Md. Mar 5 1974

conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force.

FOURTH: The post-office address of the principal office of the corporation in this State is 113-A S. Centre Street, Cumberland, Maryland 21502. The name of the resident agent of the corporation in this State is Vicente M. Valls, M.D., who is a resident of this State, and the post-office address of the resident agent is 113-A S. Centre Street, Cumberland, Maryland 21502

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares without par value, all of one class.

SIXTH: The number of directors of the corporation shall be one, which number may be increased or decreased pursuant ot the by-laws of the corporation. At no time shall there be less than one director. The name of the director who shall act until the first annual meeting or until his successor id duly chosen and qualifies is:

VICENTE M. VALLS, M.D.

SEVENTH: The duration of the corporation shall be perpetual.

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

DATED: September 15, 1973

Vicente M. Valls, M.D.

Vicente M. Valls, M.D., Incorporator

FILED FOR RECORD
FEB 22 1974
at ... O'Clock ... M.
and same day Recorded in Liber
No. ... Folio ...
one of the Records of Allegany County,
Maryland and examined by
Clerk of Court

ARTICLES OF INCORPORATION

OF

VICENTE M. VALLS, M.D., P.A.

Liber 22 PAGE 15

approved and received for record by the State Department of Assessments and Taxation of Maryland September 28, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 26266

3

Recorded in Liber 2005, folio 392, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

Liber-22 PAGE-16

ARTICLES OF INCORPORATION

OF

FROSTBURG MEALS ON WHEELS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ROBERT P. KERR, now residing at 183 East Main Street, Frostburg, Maryland, and SHARON KOCH, now residing at 175 East Main Street, Frostburg, Maryland, and AMY RICHARDSON, now residing at 114 Frost Avenue, Frostburg, Maryland, all being at least 21 years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation is:

FROSTBURG MEALS ON WHEELS, INC.

THIRD: The purposes for which this Corporation is formed and the objectives to be carried out and promoted by it are as follows:

To provide and deliver, at cost, a limited number of nutritious and well balanced meals to deserving individuals who, by reason of physical or mental infirmity, poverty, illness or other disability, are unable to provide for themselves adequate and proper food for their personal consumption and use.

To contract, engage or employ one or more hospitals, restaurants, or other establishments or individuals to furnish and provide said meals for delivery to deserving persons by volunteers, employees, or members of this Corporation.

To engage, discharge, hire and dismiss such person or persons as may from time to time be deemed necessary to the efficient conduct and supervision of this program; to contract for such labor, materials and equipment as shall be deemed necessary or desirable for the prompt and efficient production and delivery of said meals; to secure and maintain in force such insurance as may be deemed desirable and to pay for these services, materials and insurance premiums from the funds of the Corporation.

To solicit and accept gifts of money, materials, equipment, and

LAW OFFICES
ROBERT A. DOUB
LIBERTY TRUST
BUILDING
CUMBERLAND, MD.

Compared and Mailed Delivered by

FEB 22-74 A 21744 ******4.50

TO Amy Richardson
114 Frost Avenue
Frostburg, Md
Mar 5 1974

other personal property and real estate. To use, consume and disburse said property in a manner deemed most advantageous for the promotion and advancement of this program.

To assure the non-profit nature of this Association, it is expressly forbidden that any officer or member shall profit, directly or indirectly, from the operation of this Corporation. No officer or member or group of members shall take possession of or title to any of the money, equipment, materials, property, real or personal, belonging to or titled in the Corporation. And, further should this Corporation determine to dissolve and cease operations, all property and assets of any nature whatever shall be transferred to and titled in the Frostburg Ministerium Association or to such Committee or Commission as by it shall be appointed and designated to administer or liquidate the said assets. In the event that this Corporation shall cease to exist or operate by reason of lack of members, interest in and support of the program or for any similar reason and thereby lack the quorum and authority needful to effect this said transfer to The Frostburg Ministerium Association, then after the expiration of two years counted from the date of the last effective and official Annual Meeting of the Corporation, the Frostburg Ministerium Association shall take title, as above fully, completely and with the same rights provided, by default and failure of the Corporation, as if done by the Corporation itself.

Nothing in this Article, however, shall operate to prevent an officer or member of the Corporation from accepting employment as supervisor or laborer in the preparation or delivery of said meals and receiving the usual and customary compensation therefrom nor shall anything in this Article operate to deny to any officer or member proper and reasonable reimbursement for any property or thing purchased by and sold to this Corporation in the same manner and fashion as would be done were he not an officer or member.

To purchase, lease or otherwise acquire any property, real, personal or mixed, suitable or convenient for any of the purposes of the Corporation; and to sell, lease or otherwise dispose of any such property no longer required for the purposes of the Corporation; and to issue bonds, debentures, notes or other obligations of any nature and in the manner

LAW OFFICES
ALBERT A. DOUB
410-412 LIBERTY TRUST BUILDING
CUMBERLAND, MD.

permitted by law for money borrowed by it 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 of any conveyance or assignment ofTrust 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, or discount or otherwise dispose of such bonds, notes or other obligations for any of the purposes of the Corporation. It is understood that none of the powers defined in any of the aforegoing clauses of this Article shall be anywise limited or restricted by reference to or from the terms of any clause, but that the powers defined in each clause shall be regarded independent powers.

It is also the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the Laws of the State of Maryland, and that the enumeration of certain powers as herein defined is not intended as exclusive of or as a waiver of any other powers, rights, or privileges granted or conferred by the Laws of this State of Maryland, now or hereafter in force.

FOURTH: The post office address of the principal office of the Corporation is 175 East Main Street, Frostburg, Maryland. The resident agent of the Corporation is Amy Richardson, whose post office address is 114 Frost Avenue, Frostburg, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall be without capital stock and shall not operate for a profit.

SIXTH: That the Corporation shall have five directors and said members shall be subject to increase pursuant to the By-Laws of the Corporationbut shall never be less than three; that John H. Biggs, Sharon Koch, Amy Richardson, Patricia Bond, and Robert P. Kerr shall act as directors until the first meeting of the members of the Corporation or until their successors are duly chosen and qualified.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation

LAW OFFICES
BERT A. DOUB
412 LIBERTY TRUST
BUILDING
UMBERLAND, MD.

Liber-22 PAGE-19

on this 20th day of September, 1973.

ATTEST:

Helen V. Harvey — Robert P. Kerr (SEAL)
ROBERT P. KERR

Helen V. Harvey — Sharon L. Koch (SEAL)
SHARON KOCH

Helen V. Harvey — Amy Richardson (SEAL)
AMY RICHARDSON

STATE OF MARYLAND,

ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 20th day of September 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County aforesaid, personally appeared ROBERT P. KERR, SHARON KOCH, and AMY RICHARDSON who executed the aforegoing certificate and they acknowledged to me that they executed the same.

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

Helen V. Harvey
NOTARY PUBLIC

My Commission expires: July 1, 1974

LAW OFFICES
ALBERT A. DOUB
410-412 LIBERTY TRUST BUILDING
CUMBERLAND, MD.

NSJ

FILED FOR RECORD
FEB 22 1974 19..
at ... 2:50 Clock ... P.M.
and same day Recorded in Liber
No. ... Folio ...
one of the Records of Allegany County,
Maryland, and compared by
Clerk of Court

ARTICLES OF INCORPORATION

OF

FROSTBURG MEALS ON WHEELS, INC.

Liber-22 PAGE-20

approved and received for record by the State Department of Assessments and Taxation of Maryland September 24, 1973, at 2:23 o'clock P.M. as in conformity with law and ordered recorded.

A 26199

5

Recorded in Liber 200 F, folio 150, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kell

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

Liber-22 PAGE-21

ARTICLES OF INCORPORATION

OF

MARYLAND WESTERN, INC.
(a close corporation under Section 100)

FIRST: The undersigned, Don R. Sensabaugh, whose Post Office Address is Greenpoint Road, LaVale, Maryland 21502, and Robert A. Brodie, whose Post Office Address is 62 East Main Street, Lonaconing, Maryland 21539, each being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called "Corporation") is MARYLAND WESTERN, INC.

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

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

(1) To engage in the contracting business, either as a general contractor or subcontractor, for the paving, construction or repairing of streets, roads and land surfaces, and for the construction and repair of buildings and public works of all kinds and for the improvement in any manner of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(2) To enter into and perform contracts for paving, building, constructing, improving, repairing, and maintaining streets, roads, buildings and improvements of every kind and description, and to advance money to, and to enter into agreements of all kinds with, builders, contractors, property owners, public bodies, and others for such purposes.

(3) To purchase, lease or otherwise acquire, and to hold, own, manage, or develop, and to mortgage hypothecate, deed in trust,

FEB 22-74 A 21741 ******4.00

Compared and Mailed Delivered BW
Don R. Sensabaugh
TO Greenpoint Rd.
LaVale, Md
Mar 5 19 74

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

sell, rent, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description any estate or interest therein, as may be necessary or convenient in the proper conduct of the affairs of the corporation.

(4) To hire and employ agents, servants, and employees; to enter into any agreements of employment, except an agreement requiring an employee to be a member of or recognize as a bargaining agent any organization, union or employee association as a condition of his employment or as a condition of the continuation of his employment.

(5) 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 this corporation and to do all things specified in the General Corporation Law of the State of Maryland, and to have and to exercise all powers conferred by the General Corporation Law of Maryland, 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 corporation.

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 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

W OFFICES
RT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

general powers.

FIFTH: The Post Office address of the principal office of the Corporation in Maryland is Post Office Box 3218 LaVale, Allegany County, Maryland 21502. The name and Post Office address of the resident agent of the Corporation in Maryland are Don R. Sensabaugh, Green Point Road, LaVale, Allegany County, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Don R. Sensabaugh, Robert A. Brodie and Don R. Sensabuagh, Jr.

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

(1) The Corporation and its stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a close corporation under the sub-title "Close Corporations" of Article 23 of the Code of Maryland as existing on the effective date of these Articles or as the same may be amended from time to time, including without limitations the authority to enter into one or more stockholders' agreements as authorized by Section 104 of said sub-title; but no provision of the Charter or By-Laws of the Corporation shall as such constitute a stockholders' agreement specially author-

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

ized by Section 104 under said sub-title unless such provisions specifically states that it shall be deemed to be such a stockholders' agreement.

(2) The stockholders of the Corporation are hereby empowered to authorize, by unanimous action, the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration as said stockholders may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation and the laws of the State of Maryland.

(3) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, and severally acknowledge the same to be our act, on this 24th day of Sept., 1973.

Witness:

Ralph C. Isminger Jr.

Robert L. Paye

Don R. Sensabaugh
Don R. Sensabaugh

Robert A. Brodie
Robert A. Brodie

FFICES
McMULLEN
AYE
RLAND
LAND

FILED FOR RECORD
FEB 22 1974 19
at 1:45 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by
Clerk of Court

ARTICLES OF INCORPORATION

OF

MARYLAND WESTERN, INC.

Liber-22 PAGE-25

approved and received for record by the State Department of Assessments and Taxation of Maryland September 27, 1973 **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 26374

5

Recorded in Liber 2006 **, folio** 649 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

AE/pc 4/24/73

Liber-22 PAGE-26

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND MEDICAL ASSOCIATION, INC.

ITEM FIRST: We, the undersigned, I. Marshall Seidler, whose post office address is 110 E. Lexington Street, Baltimore Maryland 21202; Archibald Eccleston, III, whose post office address is 110 E. Lexington Street, Baltimore, Maryland 21202; and Edwin J. Wolf, whose post office address is 110 E. Lexington Street, Baltimore, Maryland 21202, 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.

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

WESTERN MARYLAND MEDICAL ASSOCIATION, INC.

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

A. To advance, further and protect the welfare of patients and physicians in medical practice and to preserve the integrity of their relationship.

B. To assert the physicians' responsibility and right to assess and determine their individual roles in the practice of medicine as well as collective

Compared and Mailed ~~Delivered~~ Rw
Eccleston - Seidler - Miller
TO 110 East Lexington Street
Suite 100 Md 21202
Balt
Mar 5 1974

FEB 22-74 A 21739 ******4.00

interests in the establishment and maintenance of the high standards of the medical profession in the community as a whole.

C. To establish such agencies and other facilities as may be deemed necessary or desirable to represent and protect the membership as a whole and/or its individual members in transactions and/or relationships with other persons, parties, agencies and organizations who are third parties to the physician-patient relationship.

D. To enter into any contracts or execute any agreements, form any compacts or organize any associations and to do and perform any and all acts and things, whether specifically mentioned herein or not, in furtherance of these objectives and purposes or conducive to the mutual welfare and interests of its members; all of the activities of the Corporation, however, shall be carried on without engaging in business for profit.

E. To buy and sell all kinds of property, both real and personal; to borrow money, issue promissory notes and other evidence of indebtedness; to own, buy, mortgage, sell or otherwise dispose of, and to deal in and with property of all kinds, and to enter into such agreements, contracts, and stipulations and make such arrangements as may be deemed necessary to carry out the business of the Corporation, and to attain the objects and purposes herein

expressed and intended; and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same.

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

G. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article in this certificate, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

H. The Corporation is not organized for pecuniary gain nor shall it have any power to issue certificates of stock, declare dividends, and no part of its net earnings shall inure to the benefit of any member, director

or individual. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever nature, shall be used and distributed exclusively for charitable, scientific and educational purposes.

I. To establish advisory services for assistance and guidance for patients relating to medical services rendered.

J. The Corporation is NOT FOR PROFIT. No part of the net earnings of the Corporation shall enure to the benefit 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 payment and distributions in the furtherance of the purposes set forth herein.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in the 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.

LIBER-22 PAGE-30

ITEM FOURTH: The post office address of the principal office of the Corporation in Maryland is 912 Seton Drive, Cumberland, Maryland, 21502. The name of the resident agent of the Corporation in Maryland is Dr. George Breza, whose post office address is 912 Seton Drive, Cumberland, Maryland, 21502. The resident agent is a resident of the State of Maryland and actually resides therein.

ITEM FIFTH: The Corporation is not authorized to issue any capital stock. The Corporation shall be a membership corporation which shall comprise of members bound together for the furtherance of the purposes set forth in ITEM THIRD of this charter. The following shall be the first members of this Corporation:

Dr. Angel Roque	Dr. Clarence Vincent	Dr. Hadi Bahar
Dr. Jane Fiscus	Dr. Walid Hijad	Dr. Jose Valdez
Dr. Fred Miltonberg	Dr. Victor Weiss	Dr. Andrew Stasko
Dr. R. W. Ballin	Dr. Henry Malec	Dr. Wayne Spiegel
Dr. Calvin Hadidian	Dr. Matt Kaufman	Dr. Michael Glick
Dr. Robert Fiddis	Dr. Augusta Flores	Dr. Warner Beck
Dr. John Harvey	Dr. Abe Mirkin	Dr. Victor Mazzacco
Dr. Leo Augustine	Dr. William Newman	Dr. George Breza
Dr. Magno Roque	Dr. John Sheehan	

Members may resign or be removed, additional members may join, as provided in the By-Laws, which may prescribe different classes of membership and prescribe the powers and duties of each class.

ITEM SIXTH: The Corporation shall have not less than three (3) or more than twenty-five (25) directors; Dr. Calvin Hadidian, Dr. Robert Fiddis, Dr. Leo Augustine and Dr. Abe Mirkin shall act as such until the first annual meeting, or until their successors are chosen and qualified by the existing Board of Directors.

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

A. The Corporation shall have the power to sue and be sued, complain and defend in any court of competent jurisdiction.

B. To adopt, use and alter a corporate seal.

C. To choose such officers, managers and agents as its business may require.

D. To adopt, amend, apply and administer a constitution, By-Laws and regulations, not inconsisent with the laws of the United States of America or the laws of the State of Maryland pertaining to non-profit corporations organized and existing under the general laws of the State of Maryland, for the management of its property and regulation of its affairs.

E. To make contracts, incur liabilities and borrow money; to sell, mortgage, lease, pledge, exchange, convey, transfer and otherwise dispose of all or any part of its property and assets; to issue bonds, notes, and other obligations and secure the same by mortgage or deed of trust of all or any part of its property, franchise and income.

F. To take and hold by lease, gift, purchase, grant, devise or bequest in full title, in trust or

otherwise, any property, real or personal, necessary for obtaining the objectives in carrying into effect the purposes of the Corporation, subject however, to the applicable provisions of the law of the State of Maryland, governing the amount or kind of real or personal property which may be held by or otherwise limiting or controlling the ownership of real or personal property by a non-profit corporation operating in the State of Maryland.

G. To transfer and convey real or personal property.

H. The Corporation reserves the right to make, from time to time, any amendments to its ~~charter,~~ which may now or hereafter be authorized by law, providing such amendment is approved in accordance with the procedure enumerated in the By-Laws of the Corporation.

I. To make and alter By-Laws not inconsistent with law or with its charter for regulating the government of the Corporation and for the administration of its affairs.

J. The private property of the members of this Corporation shall not be liable for its corporate debts.

K. The aforegoing enumerations of powers of the Corporation are made in furtherance of, and not in limitation of the powers conferred upon the Corporation

under and by virtue of the general laws of the State of Maryland.

ITEM EIGHTH: The duration of the Corporation shall be perpetual.

ITEM NINTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 3rd day of October, 1973.

Witness (SEAL)

Witness (SEAL)

Witness (SEAL)

LIBER-22 PAGE-34

STATE OF MARYLAND)
) to wit:
CITY OF BALTIMORE)

I HEREBY CERTIFY that on this 3rd day of October, 1973, before me, the subscriber, a Notary Public in and for the City and State aforesaid, personally appeared ARCHIBALD ECCLESTON, III, EDWIN J. WOLF and I. MARSHALL SEIDLER, and made oath in due form of law that the aforegoing Articles of Incorporation are their act and deed.

As Witness my hand and Notarial Seal.

Notary Public

FILED FOR RECORD
FEB 22 1974
at ..... 19..
and same day Recorded in Liber
No. ..... Folio ..... one of the Records of Allegany County, Maryland, and examined by
Clerk of Court

ARTICLE OF INCORPORATION

OF

WESTERN MARYLAND MEDICAL ASSOCIATION, INC.

Liber 22 PAGE 35

approved and received for record by the State Department of Assessments and Taxation of Maryland October 4, 1973 at 12:50 o'clock P. M. as in conformity with law and ordered recorded.

A 26591

10

Recorded in Liber 2009, folio 356, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 23.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

MK

KOOL KLAWNS, INC.
ARTICLES OF INCORPORATION
****

Liber-22 PAGE-36 FEB 22-74 A 21742 ******4.00

FIRST: The undersigned, T. William Preston, whose post office address is 20 Howard Street, Frostburg, Allegany County, Maryland, being at least twenty-one years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is KOOL KLAWNS, INC.

THIRD: The purposes for which the Corporation is formed is to provide entertainment, amusement and diversion of all kinds; to employ entertainers, actors, artists and musicians, and to give plays, entertainments, dances and amusements of all kinds and descriptions; to promote and sponsor activities of a social nature for its members and to have all the general powers of a domestic corporation as set forth in Article 23 of the Annotated Code of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 20 Howard Street, Frostburg, Allegany County, Maryland 21532. The Resident Agent of the Corporation is T. William Preston, whose post office address is 20 Howard Street, Frostburg, Allegany County, Maryland 21532. Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall be without stock of any class.

SIXTH: The number of directors of the Corporation shall be five, which said 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 Willis T. Shaffer, Charles Jake Powles, Donald P. Thorn, Winston W. Teets and William C. Pensinger.

SEVENTH: The duration of the Corporation shall be perpetual, and membership therein shall be as provided in the by-laws of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of September, 1973, and at the same time acknowledged the same to be my act.

Witness:

Noel Speir Cook — Noel Speir Cook

T. William Preston — T. William Preston

Compared and Mailed ~~Delivered~~ Bw
Trillian Preston
TO 20 Howard Street
Cumb. Md
Mar 5 19 74

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FEB 22 1974 19...
at ... o'Clock ... M.
and same day Recorded in Liber
No. ... Folio ...
one of the Articles of Inc.
Records of Allegany County,
Maryland and compared by
Clerk of Court

ARTICLES OF INCORPORATION

OF

KOOL KLAWNS, INC.

Liber-22 PAGE-37

approved and received for record by the State Department of Assessments and Taxation of Maryland October 1, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 26430

2

Recorded in Liber 2007, folio 640, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

Liber-22 PAGE-38

ARTICLES OF INCORPORATION

OF

STIMLER MANAGEMENT AND INVESTMENT, INC.

FIRST: WE, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Laws of the State of Maryland, adopt the following Articles of Incorporation:

SECOND: The name of the corporation is: STIMLER MANAGEMENT AND INVESTMENT, INC.

THIRD: The period of its duration is: perpetual.

FOURTH: The purpose or purposes for which the corporation is organized are: To build, erect, construct, rehabilitate, remodel, develop, subdivide, equip, manage, occupy, maintain and operate buildings including dwelling houses, apartment houses, private and public institutions, sports and entertainment facilities, religious and educational institutions, office buildings, lands and business structures of all kinds for the accommodation of individuals and of the public; to purchase, take, lease, take by gift, devise or bequest, or otherwise acquire, and to own, hold, improve, use, sell, mortgage, deed in trust, assign, lease or otherwise deal in and with real or personal property, or any interest therein, wherever situated; to take and acquire

Compared and Mailed ~~Delivered~~ BW FEB 22-74 A 21740 ******4.00

TO Walter Jay Stimler
Stimler Management & Investment Inc
Allegany County
Cumb. Md.
Mar 5 19 74

and hold or sell and dispose of bonds and mortgages or other liens or obligations affecting any real or personal properties or assignments thereof.

FIFTH: The aggregate number of shares which the corporation is authorized to issue is: One Hundred Thousand (100,000) at a par value of One Dollar ($1.00).

SIXTH: The preferences, qualifications, limitations, restrictions and special or relative rights in respect to the shares of each class are:

Voting	60,000 (60%)
Non-Voting	40,000 (40%)

SEVENTH: The corporation will not commence business until at least One Thousand Dollars has been received by it as consideration for the issuance of shares.

EIGHTH: The provisions limiting or denying to shareholders the pre-emptive right to acquire additional shares of the corporation are: None.

NINTH: The provisions for the regulation of the internal affairs of the corporation are: In accordance with the corporation's By-Laws.

TENTH: The address, including street and number, of the initial registered office of the corporation is:

Stimler Management and Investment, Inc.
355 Baltimore Avenue
Allegheny County
Cumberland, Maryland 21502

and the name of the initial registered agent at such address is: Walter Jay Stimler.

The address, including street and number, if any, where it conducts its principal business is:

Stimler Management and Investment, Inc.
355 Baltimore Avenue
Allegheny County
Cumberland, Maryland 21502

ELEVENTH: The number of directors constituting the initial board of directors of the corporation is three (3) and the names and residence addresses, including street and number, if any, of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Name	Residence Address
Walter Jay Stimler	109 West ~~Industrial Boulevard~~ Cumberland, ~~Maryland 21502~~
Dorothy Jean Crites Stimler	109 West Industrial Boulevard Cumberland, Maryland 21502
Vicki Lynn Ware McBee	18906 Mills Choice Road Gaithersburg, Maryland 20760

TWELFTH: The name and address, including street and number, if any, of each incorporator is:

Name	Residence Address
Walter Jay Stimler	109 West Industrial Boulevard Cumberland, Maryland 21502
Dorothy Jean Crites Stimler	109 West Industrial Boulevard Cumberland, Maryland 21502
Vicki Lynn Ware McBee	18906 Mills Choice Road Gaithersburg, Maryland 20760

LIBER-22 PAGE-41

Walter Jay Stimler

Walter Jay Stimler

Dorothy Jean Crites Stimler

Dorothy Jean Crites Stimler

Vicki Lynn Ware McBee

Vicki Lynn Ware McBee

DATED: August 28, 1973

LIBER-22 PAGE-42

State of Maryland, ss:

I, STANLEY M. SHERMAN, a Notary Public in and for the State of Maryland, Prince Georges County, hereby certify that on the 28th day of August 1973, personally appeared before me WALTER JAY STIMLER, DOROTHY JEAN CRITES STIMLER and VICKI LYNN WARE McBEE, who, being by me first duly sworn, declared that they signed the foregoing document as incorporators, and that the statements contained therein are true.

Stanley M. Sherman
Notary Public, Md.

Stanley M. Sherman
4608 Westridge Plaza
Camp Springs, Md. 20031

My Commission Expires:

July 1, 1974

Liber-22 PAGE-43

ARTICLES OF INCORPORATION

OF

STIMLER MANAGEMENT AND INVESTMENT, INC.

FILED FEB 2 5 1974 RECORD

at ... O'Clock ... M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Records of Allegany County,
Maryland and compared by
Clerk of Court

approved and received for record by the State Department of Assessments and Taxation of Maryland October 2, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 26499

6

Recorded in Liber 2008, folio 411, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegheny County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

Compared and Mailed ~~Delivered~~ BW

TO Wm R. Carscaden
110 Wash St - City

Mar 8 19 74

LIBER 022 PAGE 44

ARTICLES OF INCORPORATION

OF

CUMBERLAND VOLKSWAGEN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; and Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland, 21502; and Christina F. Dixon, whose post office address is Box 46, Elk Garden, West Virginia, 26717, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

MAR -6-74 A ☆22435 ******4.00

CUMBERLAND VOLKSWAGEN, 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:

(1) To make, manufacture, build, construct, purchase, lease, import, or otherwise produce or acquire, and to maintain, assemble, equip, repair, hold, own, hire, test, use, operate, and to mortgage, pledge, sell, distribute, exchange, export, or otherwise dispose of, and generally to deal and traffic in, or otherwise turn to account, all kinds of motor driven vehicles, automobiles, motor trucks, cars, cabs, carriage, wagons, lorries, motor-cycles, airplanes, tractors, motors, engines, and other vehicles, machinery and appliances operated or propelled by gas, gasoline, oil, steam, electricity, compressed air, or other motive power, and all chassis, bodies, parts,

accessories, specialties, and equipment, and all goods, materials, wares, and merchandise, and all engines, contrivances, devices, machinery, tools, and hardware, of every kind and nature which in anywise appertain thereto, or which can or may be used in connection therewith, and generally to conduct an automobile sales and service business in all of its branches, as manufacturer, distributor, dealer, broker, importer, agent, or otherwise.

(2) To make, manufacture, build, construct, purchase, lease, import, or otherwise produce, or acquire, and to maintain, assemble, equip, repair, hold, own, hire, use, operate, and to mortgage, pledge, sell, distribute, exchange, export, or otherwise dispose of, and generally to deal and traffic in, or otherwise turn to account, all kinds of motors, engines, boilers, machinery, tools, and all parts and accessories thereof.

(3) To operate display rooms and sales agencies for the display and sale of automobiles, motor cars, and motor accessories.

(4) To build, maintain, and operate gasoline stations, supply and service stations, repair shops, buildings, storage houses, and garages for the storing, caring for, and keeping for hire therein, of automobiles, motorcycles, and motor vehicles of every kind, nature, and description.

(5) To manufacture, buy, sell, import, export, and generally deal in tires for automobiles, motorcycles, bicycles, carriages, and vehicles of all kinds and description, whether the said tires be made of rubber, metal composition, or other material or combination of materials, and generally to manufacture, buy, sell, and deal in goods, wares, and merchandise necessary or incidental to the operation, repair, or equipment of automobiles, motorcycles, or motor vehicles of any and all kinds, manufactures, and descriptions.

(6) To buy, sell, import, export, trade, and deal in automobile accessories and supplies of every description, including ball-bearings,

batteries, bolts, brake-lining, brushes, buckets, carbon scrapers, carburetors, and supplies, cement, enamels, fire extinguishers, fuel strainers, funnels, gaskets, gasoline tanks, generators, gloves, goggles, graphites, greases, hats and caps, headlights, heaters, horns, hoisting jacks, lamps, locks, mats, mirrors, mufflers, oils, oil cans, packings, paints, pastes, pedals, pedal rubbers, pliers, polish, pulleys, pumps, punches, radiators, radiator emblems, rain shields, rivets, robe rails, saws, seat covers, shock absorbers, soapstone, spark plugs, spark plug wrenches, spotlights, springs, starters, switches, tires, tire gauges, tire locks, tire valve parts, varnishes, veneers, vises, washers, waste, wire wrenches, and all other products, articles, and appliances used in connection with the use, adornment, repair and rebuilding of pleasure automobiles, trucks, quads, tractors, armored cars, motor boats, and other vehicles and conveyances of kindred nature.

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

(8) To engage in and carry on any other business which may conveniently be conducted in connection with any of the business of the Corporation.

(9) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(10) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of stores, offices, 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.

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

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

(13) 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 insure 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.

(14) And to carry on any other business which may be permitted under the laws of the State of Maryland.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the

terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of said state now or hereafter in force.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, 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 the 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 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 any such other corporation or not so interested.

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors

in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to 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) 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 stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and price of redemption of, such stock.

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route #36, Motor City, R.F.D., Cumberland, Maryland, 21502. The resident agent of the Corporation is William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, and Rolf K. Ruehring, Anneliese K. Ruehring, and William R. Carscaden shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than nine or decrease the same to not less than three, by amendment to the By-Laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is Two Hundred Thousand Dollars ($200,000.00) par value divided into Two Thousand (2,000) shares of the par value of One Hundred Dollars ($100.00) each, all of which shares shall be common stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation the 21st day of November, 1973.

WITNESS:

Angela M. Senkbeil — ANGELA M. SENKBEIL

William R. Carscaden (SEAL) — WILLIAM R. CARSCADEN

Angela M. Senkbeil — ANGELA M. SENKBEIL

Lora L. Henson (SEAL) — LORA L. HENSON

Angela M. Senkbeil — ANGELA M. SENKBEIL

Christina F. Dixon (SEAL) — CHRISTINA F. DIXON

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 21st day of November 1973, before me the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared WILLIAM R. CARSCADEN, LORA L. HENSON, and CHRISTINA F. DIXON, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal the date aforesaid.

NOTARY PUBLIC ALLEGANY COUNTY, MARYLAND

Angela M. Senkbeil
Notary Public
ANGELA M. SENKBEIL

FILED FOR RECORD
MAR 8 1974
at 9:50 o'Clock A.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the Records of Allegany County,
Maryland, and compared by
Clerk of Court

ARTICLES OF INCORPORATION

OF

CUMBERLAND VOLKSWAGEN, INC.

LIBER 022 PAGE 52

approved and received for record by the State Department of Assessments and Taxation of Maryland November 23, 1973 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 27729

9

Recorded in Liber 2019, folio 10, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 21.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard W. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 53

GLICK, SPIGGLE, MAZZOCCO AND CAMPBELL, P.A.

ARTICLES OF AMENDMENT

GLICK, SPIGGLE, MAZZOCCO AND CAMPBELL, P.A., a Maryland Professional Service Corporation, having its principal office in Allegany 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 SECOND and inserting in lieu thereof the following:

"The name of the corporation is BRADDOCK

MEDICAL GROUP, P.A."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on June 1, 1973, 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 June 15, 1973.

THIRD: Notice 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 stockholders of the Corporation entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment. The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of all of the votes entitled to be cast thereon.

MAR -6-74 A 22440 ******4.00

Ben

Compared and Mailed ~~Delivered~~

Blueston & Pinsky attys.

TO 1507 Penn Center Plaza

Philadelphia Pa. 19102

Mar 8 1974

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

FIFTH: The Corporation has five shareholders.

IN WITNESS WHEREOF, GLICK, SPIGGLE, MAZZOCCO AND CAMPBELL, P.A. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on July 15, 1973.

ATTEST:

Wayne C. Spiggle,
Secretary

GLICK, SPIGGLE, MAZZOCCO AND CAMPBELL, P.A.

BY: _____
L. Michael Glick, President

THE UNDERSIGNED, President of GLICK, SPIGGLE, MAZZOCCO AND CAMPBELL, P.A., 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.

_____
L. Michael Glick

Board of Medical Examiners of Maryland
1211 Cathedral Street
Baltimore, Maryland 21201

LIBER 022 PAGE 55

July 18, 1973

Matthew Pratta, Jr., Esquire
Bluestein and Prusky Associates
1507 Two Penn Center Plaza
Philadelphia, Pa. 19102

Dear Mr. Pratta:

Be it known that the following shall serve as a "Certificate of Authorization" for the Corporate name of Braddock Medical Group, P.A., approved by the Medical and Chirurgical Faculty and the Board of Medical Examiners of the State of Maryland on July 18, 1973.

Elmer G. Linhardt, M.D.
Executive Secretary

FILED FOR RECORD
MAR 6 1974
at 9:00 O'Clock A.M.
and same day Recorded in Liber
No. ..... Folio ..... one of the Records of Allegany County, Maryland, and compared by
Clerk of Court

ARTICLES OF AMENDMENT

OF

GLICK, SPIGGLE, MAZZOCCO AND CAMPBELL, P.A.

Changing its name to

BRADDOCK MEDICAL GROUP, P.A.

LIBER 022 PAGE 56

approved and received for record by the State Department of Assessments and Taxation of Maryland October 29, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 27115

4

Recorded in Liber 2014, folio 125 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · STATE OF MARYLAND ·

LIBER 022 PAGE 57

THE SPIRIT SHOPPE, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Peggy A. Filsinger, whose post office address is Route 5, Box 335A, Winchester Road, Allegany County, Cumberland, Maryland; Fred H. Anderson, whose post office address is 915 Camden Avenue, Allegany County, Cumberland, Maryland; and Allan M. Gerson, whose post office address is 136 Westwood Road, Allegany County, Cumberland, Maryland; each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is The Spirit Shoppe, 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:

(a) To operate and maintain an establishment for the sale of alcoholic and non-alcoholic beverages, liquors, and soft drinks; and to sell foods, cheeses, dry-goods, and similarly related merchandise; in particular, to deal in, handle, store, transport, buy, and sell such alcoholic and non-alcoholic beverages, liquors, soft drinks, foods, cheeses, dry-goods, and similarly related merchandise as aforesaid, and to carry on all other functions in connection with the ownership and operation of a retail liquor business.

(b) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(c) To acquire all or any part of the good-will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any

[redacted]erson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

MAR -6-74 A 22438 ******4.00

Compared and Mailed Delivered
TO Peggy A. Filsinger
Rt #5. Box #335-A
Winchester Road
Cumb. Md Mar 8 1974

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 or corporation.

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

(e) 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 insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, buttthat the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of

Anderson, Stakem
& Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of said state now or hereafter in force.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits

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CUMBERLAND, MARYLAND
39 GREENE ST.

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

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

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

(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

Anderson, Stakem & Gerson
Attorneys At Law
Cumberland, Maryland
39 Greene St.

authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock when such use could cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(i) To classify or reclassify the capital stock of the corporation or any class thereof in accordance with the laws of the State of Maryland.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 5, Winchester Road, Allegany County, Cumberland, Maryland. 21502 The resident agent of the Corporation is Peggy A. Filsinger, whose post office address is Route 5, Box 335A, Winchester Road, Cumberland, Allegany County, Maryland. 21502 Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, Peggy A. Filsinger, W. Conrad Filsinger, and Allan M. Gerson, and shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; provided, however, that the stockholders of the Corporation shall have the power to increase the number of directors to not more than ten by amendment to the By-laws.

[redacted]erson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 022 PAGE 62

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value divided into one thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) each, all of which shares shall be common stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 6th day of November, 1973.

Lucille Ritchie — Peggy A. Filsinger (SEAL)
PEGGY A. FILSINGER

Lucille Ritchie — Fred H. Anderson (SEAL)
FRED H. ANDERSON

Lucille Ritchie — Allan M. Gerson (SEAL)
ALLAN M. GERSON

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 6th day of November, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared PEGGY A. FILSINGER, FRED H. ANDERSON and ALLAN M. GERSON, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Lucille Ritchie
Notary Public

My Commission Expires: July 1, 1974

LUCILLE RITCHIE NOTARY PUBLIC ALLEGANY COUNTY

rson, Stakem
& Gerson
RNEYS AT LAW
LAND, MARYLAND
GREENE ST.

FILED FOR RECORD
MAR 6 1974 ... 13 ...
at ... 2:02 ... O'Clock ... P.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ... Records of Allegany County,
Maryland, and compared by
... Clerk of Court

ARTICLES OF INCORPORATION

OF

THE SPIRIT SHOPPE, INC.

LIBER 022 PAGE 63

approved and received for record by the State Department of Assessments and Taxation of Maryland November 7, 1973 **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 27354

6

Recorded in Liber 2016 **, folio** 126 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 64

ARTICLES OF INCORPORATION

STAHL'S POULTRY AND ICE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, Darrell W. Stahl, whose post office address is Seton Apartments, Apartment No. 3, 947 Seton Drive, Cumberland, Maryland, 21502; Mary T. Stahl, whose post office address is Seton Apartments, Apartment No. 3, 947 Seton Drive, Cumberland, Maryland, 21502; and Jeffrey C. Stahl, whose post office address is 404 Robbins Terrace, Cumberland, Maryland, 21502, all being of full legal age, do by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: The name of the corporation, hereinafter called the corporation, shall be:

STAHL'S POULTRY AND ICE, INC.

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

RW

Compared and Mailed ~~Delivered~~

TO Darrell W. Stahl
Seton Apts. Apt. #3
947 Seton Dr. Clmb. Md

Mar 8 1974

MAR -6-74 A 22439 ******4.00

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

(A) TO BREED, RAISE, BUY, SELL AND DEAL IN ALL KINDS OF POULTRY; TO BUY, SELL AND DEAL IN EGGS FOR EATING OR HATCHING; TO BUY AND SELL BABY CHICKS AND BREEDING STOCK; AND TO GENERALLY MAINTAIN, CONDUCT AND OPERATE A POULTRY BUSINESS AT THE WHOLESALE OR RETAIL LEVEL.

(B) TO ENGAGE IN THE HARVESTING, CUTTING, MANUFACTURING, STORING, BUYING, SELLING AND OTHERWISE DISPOSING OF AND DEALING IN ICE AND THE BUYING, HOLDING, SELLING AND DISPOSING OF OTHER KINDS OF PERSONAL PROPERTY AND THE DOING OF SUCH THINGS AS MAY BE REASONABLY NECESSARY AND INCIDENT TO CARRYING INTO EFFECT THE PURPOSES AFORESAID AT EITHER THE WHOLESALE OR THE RETAIL LEVEL.

TO OWN, CONDUCT, MAINTAIN AND OPERATE A GENERAL ICE AND COLD STORAGE BUSINESS INCLUDING QUICK-FREEZING, STORING, SELLING AND SHIPPING OF ALL PRODUCTS REASONABLY INCIDENT TO THE MAINTENANCE OF SUCH AN ICE FACILITY.

(C) TO ACQUIRE, OWN, LEASE, MAINTAIN, MORTGAGE, SELL AND EXCHANGE ALL PERSONAL AND ALL REAL PROPERTY OR PROPERTIES AS SHALL BE NECESSARY TO THE CONDUCT OF THE BUSINESS ACTIVITIES ENUMERATED ABOVE.

(D) TO ACQUIRE, OWN AND OPERATE THE BUSINESS AND ALL OTHER BUSINESSES WHICH MAY BE RELATED TO, OR INCIDENT TO, OR NECESSARY FOR, THE SALE AND DISPENSING OF THE PRODUCTS ENUMERATED ABOVE.

JOSEPH T. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

(E) THE AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS AND BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE OF, AND NOT IN LIMITATION OF, THE POWERS AND PURPOSES CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS TO IN ANY WAY OR MANNER RESTRICT OR LIMIT ANY PURPOSE OF THE CORPORATION.

FOURTH: THE POST OFFICE ADDRESS AT WHICH THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION IN THIS STATE WILL BE LOCATED IS 301 NORTH LEE STREET, CUMBERLAND, MARYLAND, 21502. THE RESIDENT AGENT OF THE CORPORATION IS DARRELL W. STAHL, WHOSE POST OFFICE ADDRESS IS SETON APARTMENTS, APARTMENT 3, 947 SETON DRIVE, CUMBERLAND, MARYLAND, 21502. SAID RESIDENT AGENT IS A CITIZEN OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE TOTAL AUTHORIZED STOCK OF THE CORPORATION SHALL BE TWENTY THOUSAND (20,000) SHARES OF THE PAR VALUE OF ONE DOLLAR ($1.00) PER SHARE.

SIXTH: THE CORPORATION SHALL HAVE NOT LESS THAN THREE NOR MORE THAN FIVE DIRECTORS AND DARRELL W. STAHL, MARY T. STAHL AND JEFFREY C. STAHL SHALL ACT AS SUCH UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED BY THE CORPORATION FOR THE PURPOSE OF DEFINING, LIMITING AND

IN F. SOMERVILLE, JR.
ATTORNEY AT LAW
CYSER, WEST VIRGINIA
ABERLAND, MARYLAND

REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND SHAREHOLDERS:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK WITH OR WITHOUT PAR VALUE OF ANY CLASS, AND SECURITIES CONVERTIBLE INTO SHARES OF ITS STOCK WITH OR WITHOUT PAR VALUE OF ANY CLASS, FOR SUCH CONSIDERATION SAID BOARD OF DIRECTORS SHALL DEEM ADVISABLE, SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, MADE AND SET FORTH BY THE BY-LAWS OF THE CORPORATION.

(B) THE CORPORATION RESERVES THE RIGHT TO MAKE FROM TIME TO TIME ANY AMENDMENTS TO ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS OF 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 CHANGES OF TERMS OF ANY OF THE OUTSTANDING STOCK SHALL BE AUTHORIZED BY THE HOLDERS OF TWO-THIRDS OF ALL SUCH STOCK AT THE TIME OUTSTANDING, BY A VOTE AT A MEETING, OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SET OUR HANDS AND SEALS TO

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

THESE ARTICLES OF INCORPORATION THIS 23RD DAY OF OCTOBER, 1973.

John V. Somerville, Jr. — Darrell W. Stahl
WITNESS — DARRELL W. STAHL

John V. Somerville, Jr. — Mary T. Stahl
WITNESS — MARY T. STAHL

John V. Somerville, Jr. — Jeffrey C. Stahl
WITNESS — JEFFREY C. STAHL

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY THAT ON THE 23RD DAY OF OCTOBER, 1973, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND AND COUNTY AFORESAID, PERSONALLY APPEARED DARRELL W. STAHL, MARY T. STAHL AND JEFFREY C. STAHL AND SEVERALLY ACKNOWLEDGED THE WITHIN ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND NOTARIAL SEAL.

John V. Somerville, Jr.
NOTARY PUBLIC

MY COMMISSION EXPIRES JULY 1, 1974.

SOMERVILLE, JR.
ORNEY AT LAW
WEST VIRGINIA
AND, MARYLAND

FILED FOR RECORD
MAR 6 1974 13 A.M.
at 9:00 O'Clock A.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by
Clerk of Court

ARTICLES OF INCORPORATION

OF

STAHL'S POULTRY AND ICE, INC.

LIBER 022 PAGE 69

approved and received for record by the State Department of Assessments and Taxation of Maryland October 25, 1973 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 27065

6

Recorded in Liber 213 **, folio** 584 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Garland W Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVÆ CORONANT NOS SCVTO

LIBER 022 PAGE 70

TRI-TOWNS PLAZA MERCHANTS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William H. Mann, whose post office address is 1325 Cornell Street, Keyser, West Virginia; Clyde J. Marsh, whose post office address is P. O. Box M, Westernport, Maryland; and Joseph L. House, whose post office address is Route #4, Box 258, Linden Drive, Keyser, West Virginia; all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

TRI-TOWNS PLAZA MERCHANTS ASSOCIATION, INC.

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

(1) To organize and operate an association exclusively for the improvement of business and business operating conditions in Tri-Towns Plaza Shopping Center, and the advancement of the general welfare of the merchants and others doing business in Tri-Towns Plaza Shopping Center, which association shall not be operated for profit, and no part of the net income thereof, if any, shall inure to the benefit of any member.

(2) To carry on advertising and business promotional activities of all kinds for the benefit of the members.

(3) To arrange for decoration of Tri-Towns Plaza Shopping Center in connection with holidays and other special occasions.

(4) To encourage and promote civic and social enterprises centering in Tri-Towns Plaza Shopping Center.

(5) To arrange for services for the maintenance and improvement of conditions in the premises of the members and for the maintenance of safety of persons and property and of good order in Tri-Towns Plaza Shopping Center.

Compared and Mailed Delivered MAR -6-74 A 22437 ******4.00

TO William H. Mann
1325 Cornell Street
Keyser, W. Va
Mar 8 19 74

(6) To borrow or raise money for any of the purposes of the Corporation and to issue notes or other obligations for moneys so borrowed.

(7) To carry on any other business which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects or any of them, or to facilitate 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 and to the laws and statutes of the United States and foreign countries in which the same may be transacted or its property may be located.

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

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

FOURTH: The principal place of business of the Corporation in this State is Tri-Towns Plaza Shopping Center, Westernport, Allegany County, Maryland. 21562 The post office address of the principal office of the Corporation is Tri-Towns Plaza Shopping Center, Westernport, Md. 21562 The resident agent of the Corporation is Clyde J. Marsh, whose post office address is P. O. Box M, Westernport, Maryland. 21562 The said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three directors, and William H. Manns, Clyde J. Marsh, Joseph L. House and Gary A. Sargent shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The Corporation, not being organized for profit, and no part of the net income thereof, if any, shall inure to the benefit of any member, shall have no capital stock.

SEVENTH: The members of the Corporation shall consist of the companies and individuals who lease and operate stores in the Tri-Towns Plaza Shopping Center and Clyde J. Marsh as operator of the Shopping Center.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 19th day of October, 1973.

Witness:

Linda S McCarty — William H. Manns (SEAL)
WILLIAM H. MANNS

Violet N. Randall — Clyde J. Marsh (SEAL)
CLYDE J. MARSH

N. Fazenbaker — Joseph L. House (SEAL)
JOSEPH L. HOUSE

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 19th day of October, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared

WILLIAM H. MANN, CLYDE J. MARSH, and JOSEPH L. HOUSE, and severally acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Violet N. Randall
NOTARY PUBLIC

My Commission Expires: July 1, 1974.

FILED FOR RECORD
...MAR 8 1974 13...
at ...9:00... O'Clock ...P...M.
and same day Recorded in Liber
No. ...Folio...
one of the ...Charter...
Records of Allegany County,
Maryland, and compared by
...Clerk

ARTICLES OF INCORPORATION

OF

TRI-TOWNS PLAZA MERCHANTS ASSOCIATION, INC.

LIBER 022 PAGE 74

approved and received for record by the State Department of Assessments and Taxation of Maryland October 31, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 27322

Recorded in Liber 205 / 5, folio 513, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

WESTWOOD AQUARIUM AND PET SUPPLY, INC.

ARTICLES OF INCORPORATION

LIBER 022 PAGE 75

FIRST: I, Amos Taylor, being at least twenty-one (21) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is WESTWOOD AQUARIUM AND PET SUPPLY, INC.

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

1. To breed, buy, sell, import, export, and generally deal in pet or fancy animals, including among others, dogs, cats, fish, birds, fowls, fur-bearing animals, and every other kind of animal that is commonly known and regarded as a pet or fancy animal;

2. For the purpose of properly conducting such business, to secure the necessary real estate and business by lease, purchase or otherwise;

3. To become associated with others, individuals, companies, or corporations, for the purpose of improving the particular breeds raised, bought, or sold;

4. To enter into partnerships, joint ventures, and other business associations for any lawful purpose;

5. To purchase, lease and otherwise acquire, hold, mortgage and otherwise dispose of all kinds of property, real, personal and mixed, both in this State and in any part of the world;

6. To do anything permitted by Section 9 of Article 23 of the Maryland Code as amended from time to time.

LAW OFFICES
HOROWITZ & GOLDSTEIN
[redacted] SUITE 300
[redacted] RTWICK BLDG.
4[redacted] HARTWICK ROAD
COLLEGE PARK, MD. 20740

AREA CODE (301)
864-1105

Compared and Mailed ~~Delivered~~ Rec

Amos Taylor

TO 11515 La Vale Drive

Potomac, Md

Mar 8 1974

MAR -6-74 A 22436 ******4.00

FOURTH: The post office address of the principal office of the Corporation in this State is 5428 Westbard Avenue, Bethesda, Maryland 20016. The name and post office address of the Resident Agent of the Corporation in this State is Amos Taylor, 11515 La Havre Drive, Potomac, Maryland 20854. Said Resident Agent is an individual actually residing in this state.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased, pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors, who shall act until the first annual meeting and until their successors shall be duly chosen and qualified, shall be:

Amos Taylor
Elaine Taylor
Richard Taylor

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:

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 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.

2. The Board of Directors may classify or reclassify

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any unissued shares of the stock of the Corporation of any class 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.

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing

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COLLEGE PARK, MD. 20740

AREA CODE (301)
864-1105

shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

1. The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action,

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EA CODE (301)
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suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was not unlawful.

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

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HOROWITZ & GOLDSTEIN
P. A.
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864-1105

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 EIGHTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article EIGHTH.

4. Any indemnification under paragraph 1 or 2 of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 or 2 of this Article EIGHTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or (b) if such a quorum is not obtainable, 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 in the particular case, upon receipt of an undertaking by or on behalf of the director

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or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of October, 1973, and I acknowledge the same to be my act.

Amos Taylor

Amos Taylor

LAW OFFICES
HOR[redacted]TZ & GOLDSTEIN
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[redacted]TWICK BLDG.
4321 HARTWICK ROAD
COLLEGE PARK, MD. 20740

AREA CODE (301)
864-1105

FILED FOR RECORD
MAR 6 1974 13 A.
at 2:20 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Land Records of Allegany County,
Maryland, and examined by
Clerk of Court

ARTICLES OF INCORPORATION

OF

WESTWOOD AQUARIUM AND PET SUPPLY, INC.

LIBER 022 PAGE 82

approved and received for record by the State Department of Assessments and Taxation of Maryland October 26, 1973 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 27124

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Recorded in Liber 2014, folio 169, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 12.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

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

WESTERN MARYLAND ECONOMIC OPPORTUNITY COMMITTEE, INC.

ARTICLES OF AMENDMENT LIBER 022 FOLIO 83

THE WESTERN MARYLAND ECONOMIC OPPORTUNITY COMMITTEE, INC~~ORPORATED,~~ a Maryland corporation having its principal office in Allegany 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 inserting paragraph NINTH and striking out Article Three, Paragraphs (a), (b), (c), (d), (e), (f), (g), and (h), and inserting in lieu thereof the following:

THIRD: That the Corporation is exclusively organized for the purpose and objectives as follows:

(a) To prepare for the responsibilities of citizenship and to increase the employability of young men and young women by providing them with opportunities for education by vocational training, useful work experience and remedial education.

(b) To enable young men and young women to enhance their employability by development of remedial educational skills.

(c) To utilize this training and experience for the benefit of public agencies and private non-profit organizations in carrying out programs which permit or contribute to an undertaking or service in the public interest that would not otherwise be provided.

(d) To initiate programs of instruction in the reading and writing of the English language for persons who have attained age 16 and whose inability to read and write constitute a substantial impairment of their ability to get and retain employment.

MAR -6-74 A ☆22441 ******4.00

Compared and Mailed ~~Delivered~~ Bee
Western Md Economic Opp Comm Inc
TO 206 Baca St
Cumb. Md
March 19 74

(e) To assist persons who are unable to support or care for themselves or their families by expanding their opportunities by educational advancement.

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

TENTH: The board of directors of the Corporation, at a meeting duly convened and held on October 23, 1973, 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 was submitted for action thereon at the special meeting held on the above date and said amendment was approved by the members of the corporation.

IN WITNESS WHEREOF, the WESTERN MARYLAND ECONOMIC OPPORTUNITY COMMITTEE, INC. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its Corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on 10/13, 1973.

Attest: WESTERN MARYLAND ECONOMIC OPPORTUNITY COMMITTEE, INC.

Wilmer Nunamaker
Wilmer Nunamaker, Secretary

By: Harry Skelly
Harry Skelly, Vice- President

STATE OF MARYLAND,
ss:
County of Allegany,

I HEREBY CERTIFY that on November 13, 1973, before me the subscriber, a notary public of the State of Maryland in and for the County of Allegany, personally appeared Harry Skelly, Vice-President of the Western Maryland Economic Opportunity Committee, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

Eugene J. Dawson
NOTARY PUBLIC

My Commission Expires July 1-1974

FILED FOR RECORD
MAR 6 1974
at 2:22 O'Clock P.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the Charter Records of Allegany County,
Maryland, and examined by
Clerk of Court

ARTICLES OF AMENDMENT

OF

WESTERN MARYLAND ECONOMIC OPPORTUNITY COMMITTEE, INC.

LIBER 022 PAGE 86

approved and received for record by the State Department of Assessments and Taxation of Maryland November 20, 1973 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 27639

Recorded in Liber 2018, folio 265, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BONÆ VOLVNTATIS TVÆ CORONABIT

LIBER 022 FOLIO 87

WESTERN MARYLAND ECONOMIC OPPORTUNITY COMMITTEE, INC.

ARTICLES OF REVIVAL

(Under Section 85)

The Western Maryland Economic Opportunity Committee, Inc. a Maryland Corporation having its principal office in Allegany County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that;

FIRST: The charter of the Corporation was forfeited on November 17, 1968, for the non-payment or taxes or for the failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was the Western Maryland Economic Opportunity Committee, Inc.

THIRD: The name by which the Corporation will hereafter be known is the Western Maryland Economic Opportunity Committee, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 208 Paca Street, Cumberland, Allegany County, Maryland 21502, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Charles M. See, 508 Forester Avenue, Cumberland, Allegany County, Maryland 21502. Said resident agent is a citizen actually residing in this State.

MAR -6-74 A 22442 ******5.00

Compared and Mailed Delivered

TO Charles M. See
508 Forester ave
Cumb. Md

Mar 5 1974

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

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interests and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

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

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President (or Vice-President) and Secretary (or Treasurer) of the Corporation, have signed these Articles of Revival on October 10, 1973.

Harry Skelly, Vice-President

Wilmer Nunamaker, Secretary-Treasurer

A F F I D A V I T

3.

STATE OF MARYLAND, LIBER 022 PAGE 89

County of Allegany, as:

I HEREBY CERTIFY that on October 10, 1973, before me, the subscriber, a notary public of the State of Maryland in and for the County of Allegany, personally appeared Harry T. Skelly the last acting President (or Vice-President) and Wilma Nunamaker, the last acting Secretary (or Treasurer) of the Western Maryland Economic Opportunity Committee, Inc., a Maryland Corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

My Commission Expires July 1, 1974

EUGENE J. DAWSON
Notary

EUGENE J. DAWSON NOTARY PUBLIC ALLEGANY CO. MD.

FILED FOR RECORD
MAR 6 1974
at 2:00 O'Clock P.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the Charter Records of Allegany County,
Maryland, and examined by
Clerk of Court

ARTICLES OF REVIVAL

OF

WESTERN MARYLAND ECONOMIC OPPORTUNITY COMMITTEE, INC.

LIBER 022 PAGE 90

approved and received for record by the State Department of Assessments and Taxation of Maryland November 20, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 27638

Recorded in Liber 2018, folio 261, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee ~~Paid~~ paid $ 5.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard N. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

FROSTBURG NURSERY SCHOOL, INC.

ARTICLES OF INCORPORATION

LIBER 022 PAGE 91

MAR-8-74 A 22623 ******3.50

FIRST: The undersigned, Connie W. Frohring, whose post office address is 9 S. Woodlawn Ave., LaVale, Md., and Wayne R. Frohring, whose post office address is 9 S. Woodlawn Ave., LaVale, Md., all of whom are over twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

FROSTBURG NURSERY SCHOOL, INC.

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

(a) To instruct children in the essentials of providing for their own needs and taking care of themselves. To teach them the rudimentary elements to enable them to conduct themselves properly at all times. Also, to instruct said children how they should behave in public, how they should dress and in the arts of cleaniness; also to instruct them to show respect to other children and to adults, to respect the property of others and, generally, to so conduct themselves that as they grow older, they will be mannerly and respected in the community in which they live; also, to instruct them in the elements of education as far as their age and abilities will permit.

FOURTH: The post office address of the place at which the principal office of the Corporation in this state will be located is 124 Maple Street, Frostburg, Md. 21532. The name and post office address of the resident agent of the corporation in Maryland is Connie W. Frohring, 9 S. Woodlawn Avenue, LaVale, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

Compared and Mailed
Connie W. Frohring
TO 9 S Woodlawn Ave
LaVale, Md.
Mar 12 1974

FIFTH: The Corporation shall have three (3) directors, and Connie W. Frohring, 95 Woodlawn Avenue, LaVale, Md., Wayne R. Frohring, 95 S. Woodlawn Avenue, LaVale, Md. and Mary Ann Weaver of 17 Grant Street, Frostburg, Md. shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed from time to time in such lawful manner as the by-laws may provide.

SIXTH: The Corporation, being formed and to be operated upon a non-profit basis, shall not have any capital stock nor any shares of stock.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14 day of November, 1973.

WITNESS:

Connie W Frohring (SEAL)
Connie W. Frohring

Diane M. Pitchie

Wayne R Frohring (SEAL)
Wayne R. Frohring

Diane M. Pitchie

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 14th day of November, 1973 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Connie W. Frohring and Wayne R. Frohring, her husband, and severally acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Mary V. Howard
Notary Public

My Commission Expires July 1, 1974

LIBER 022 PAGE 93

ARTICLES OF INCORPORATION

OF

FROSTBURG NURSERY SCHOOL, INC.

FILED FOR RECORD
MAR 8 1974 13
at ... 2:00 O'Clock P.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ... Charter
Land Records of Allegany County,
Maryland, and compared by
Clerk of Court

approved and received for record by the State Department of Assessments and Taxation of Maryland November 29, 1973 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 27834

4

Recorded in Liber 2020, folio 109, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

Rachael H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 94

KIWANIS CLUB OF WESTERN ALLEGANY, INC.

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, LAVERN J. HAHN, whose post office address is 6 Richard Way, LaVale, Maryland, and William R. Bass, whose post office address is 325 Bel Air Drive, Cumberland, Maryland, and JAMES E. MULLIS, whose post office address is 121 Arch Street, Cumberland, Maryland, each being at least twenty-one (21) years of age do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

KIWANIS CLUB OF WESTERN ALLEGANY, INC.

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

To give primacy to the human and spiritual, rather than to the material values of live.

To encourage the daily living of the Golden Rule in all human relationships.

To promote the adoption and the application of higher social business and professional standards.

To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.

To provide through this club, a practical means to form enduring friendships, to render altruistic services, and to build a better community.

To co-operate in creating and maintaining that

Compared and Mailed/Delivered
James E. Mullis
TO 121 Arch Street
Cumb. Md
Mar 12 1974

MAR -8-74 A 22620 ******4.00

sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism and good will.

To construct, maintain and operate buildings, camps, and grounds for the benefit of underpriveleged children, and for other charitable and humane purposes.

To acquire by purchase, lease, give, devise or legacy any real or personal property, and to hold, own, use, sell, lease or dispose of the same or to mortgage, pledge or encumber the whole or any part of such property to any extent that the Corporation may desire for the furtherance of its objects and purposes as hereinbefore set forth, and generally do all and singular such matters and things as may be necessary to carry out the purposes and objects of the Corporation, and to have and enjoy all the powers and privileges and be subject to all the provisions of the General Laws of Maryland authorizing the formation of corporations in so far as the same may relate to corporations of this character.

FOURTH: The name and post office address of the principal office and resident agent of the corporation in this state is JAMES E. MULLIS, whose address is 121 Arch Street, Cumberland, Maryland, 21502, and said resident agent is a citizen of this state and actually resides herein.

FIFTH: The corporation shall be nonstock and no dividends shall be paid to the members thereof, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributio in furtherance of the purpose set forth in Article Third thereof. 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 the 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.)

SIXTH: This Corporation shall not incur indebtedness in excess of the value of the property owned by it, but shall have the power to borrow money needed for the prosecution of its business, and to issue its promissory obligations for payment thereof, and to pledge by mortgage or otherwise, all or any portion of its property or assets for the repayment thereof.

SEVENTH: A. The number of directors of the Corporation shall by eleven (11) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than eleven; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are, William R. Bass, Fred C. Beede, Larry J. Cody, Lavern J. Hahn, Ernest H. Kesner, James E. Mullis, Robert J. Ridenour, Robert L. Rice, G. Randall Ruhl, Robert L. Roy, Jr., and Richard C. Mappin.

B. The Board of Directors shall elect a President,

Vice-President, Secretary and Treasurer for the Corporation who shall be chosen and hold office subject to the pleasure of the Board of Directors. One Person may hold the office of Secretary and Treasurer. The Board of Directors shall have the power to appoint such personel and employees as may be necessary in accomplishing the specific goals and aims of said Corporation as heretofore stated in paragraph Third, and to delegate authority to them for the general management of the business and purposes of this Corporation and fix the compensation for all said personel, as they may deem practical, expedient and necessary in the conduct of the Corporations business and the advancement of its objectives.

EIGHTH: The Board of Directors shall have the authority to make, adopt and amend such by-laws as they deem best, not inconsistent with these Articles of Incorporation, as may be necessary or desired in the conduct of the business of the Corporation.

NINTH: These Articles of Incorporation may be amended in any particular by a two-thirds (2/3) vote of the entire Board of Directors, provised at least ten (10) days written notice has been given personally or sent by registered mail to all members of the Board of Directors of any proposed amendment, and the place, date, and time of the meeting of the Board of Directors when said proposed amendment will be presented for adoption.

TENTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for

the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for Charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 27th day of September, 1973.

Witness:

Robert C. Keech — LaVern J. Hahn
LAVERN J. HAHN, President

Robert C. Keech — William R. Bass
William R. Bass, Vice-President

Robert C Keech — James E Mullis
JAMES E. MULLIS, Secretary

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 27th day of September, 1973, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared LAVERN J. HAHN, William R. Bass ., and JAMES E. MULLIS, severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

ROBERT C. KEECH NOTARY PUBLIC ALLEGANY COUNTY MD

Robert C Keech
Notary Public

My Commission Expires: 7/1/74

FILED FOR RECORD
MAR 8 1974 12 P.M.
at 12 o'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Land Records of Allegany County,
Maryland, and compared by
Clerk of Court

ARTICLES OF INCORPORATION

OF

KIWANIS CLUB OF WESTERN ALLEGANY, INC.

LIBER 022 PAGE 99

approved and received for record by the State Department of Assessments and Taxation of Maryland November 30, 1973 **at** 2:40 **o'clock** **P.M. as in conformity with law and ordered recorded.**

A 27931

Recorded in Liber 2020 **, folio** 697 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard J. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 100

ARTICLES OF INCORPORATION

OF

STANSBERRY CONSTRUCTION FIRM, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles W. Stansberry, whose post office address is 13 Park Avenue, Frostburg, Maryland, 21532; Betty L. Stansberry, whose post office address is 13 Park Avenue, Frostburg, Maryland 21532; and Earl E. Manges, whose post office address is R. F. D. #2, Flintstone, Maryland, 21530, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

STANSBERRY CONSTRUCTION FIRM, INC.

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

A. To purchase, lease, hire, or otherwise acquire real and personal property, improved and unimproved, of every kind and description and to sell and dispose of, lease, convey, and enumber and mortgage said property or any part thereof; to acquire, hold, lease, manage, operate, develop, control, build, erect, raze, and maintain for the purpose of said Company, construct, reconstruct, or purchase either directly or through ownership of stock in any Corporation, any lands, buildings, offices, stores, warehouses, mills, shop, factories, plants, gashouses, machinery rights, easements, privileges, franchise, and licenses, and to sell, lease,

RL E. MANGES
TORNEY AT LAW
ERLAND, MARYLAND

Compared and Entered
Bw
Charles W. Stansberry
TO 13 Park Avenue
Frostburg, Md
Mar 12 1974

MAR -8-74 A 22622 ******1.00

hire, or to otherwise dispose of the lands, buildings, or other property of the Company or any part thereof;

B. To engage in a general retail operation for the purpose of buying, selling, installing, manufacturing, collecting, and to deal generally in and with all types of electrical equipment, televisions, radios, refrigerators, furniture, and all other types of merchandise, and to sell at wholesale any and all of said merchandise; and to manufacture, buy, sell, and deal in all materials used for or in connection with the manufacture of the articles aforesaid, or which may be advantageously dealt in by the Corporation in connection therewith;

C. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers, and sellers of, dealers in, importers, and exporters of natural products, raw materials, manufactured products and marketable goods, ware, and merchandise of every description;

D. To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises, and assets of every kind of any corporation, copartnership, or individual (including the estate of a decedent) carrying on or having been carried on in whole or in part any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, to undertake, guarantee, assume, and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, businesses, contracts, goodwill, franchises, or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise;

E. To apply for, obtain, purchase, or otherwise acquire, any

L. E. MANGES
ORNEY AT LAW
RLAND, MARYLAND

patents, copywrights, licenses, trade marks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, of any of the aforesaid;

F. To loan or advance money with or without security, without limits as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful considerations, to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, or conveyance, or assignment in trust of, in whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or hereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes, or other 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 business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transactions of the aforesaid objects, or businesses or any of them, or any part thereof, and to enhance the value of its property, business, or rights;

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

EARL E. MANGES
ATTORNEY AT LAW
MBERLAND, MARYLAND

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, object, or business, in any manner to limit or restrict the generality of any other purpose, object, or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 13 Park Avenue, Frostburg, Maryland, 21532. The resident agent of the Corporation is Charles W. Stansberry, whose post office address is 13 Park Avenue, Frostburg, Maryland, 21532. Said resident agent is a citizen of the State of Maryland and actually resides therein;

FIFTH: The total number of shares of stock of all classes which the Corpoation has authority to issue is 1,000 shares, of common stock at the par value of $100.00 each, all of which said 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.

SIXTH: The Corporation shall have three directors, and Charles W. Stansberry, Betty L. Stansberry, and Earl E. Manges, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30th day of ~~September~~ November, 1973:

ATTEST:

Kay Mueller — Charles W. Stansberry (SEAL)
CHARLES W. STANSBERRY

Kay Mueller — Betty L. Stansberry (SEAL)
BETTY L. STANSBERRY

Kay Mueller — Earl E. Manges (SEAL)
EARL E. MANGES

E. MANGES
RNEY AT LAW
LAND, MARYLAND

LIBER 022 PAGE 105

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 30th day of November, 1973, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles W. Stansberry, Betty L. Stansberry, and Earl E. Manges, personally known to me, and did each acknowledge the aforegoing instrument of writing to be their true act and deed.

WITNESS, my hand and Notarial Seal:

NOTARY PUBLIC

My commission expires:
July 1, 1974.

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
... MAR. 8 ... 1974. 19 ...
at ... 10:00 O'Clock ... A.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ... Records of Allegany County,
Maryland, and compared by
... Clerk of Court

ARTICLES OF INCORPORATION

OF

STANSBERRY CONSTRUCTION FIRM, INC.

LIBER 022 PAGE 106

approved and received for record by the State Department of Assessments and Taxation of Maryland December 14, 1973 **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 28213

Recorded in Liber 2023 **, folio** 638 **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 107

ARTICLES OF INCORPORATION

UNITED TRI-STATE BILLY GRAHAM ASSOCIATE CRUSADE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the United Tri-State Billy Graham Associate Crusade being desirous to avail themselves of the benefits of Article 23 of the Annotated Code of Maryland, 1973 Replacement Volume, did duly elect BYRON R. SMITH, whose address is 806 Buckingham Road, Cumberland, Maryland; ANNE S. COOPER, whose address is 318 Sunset Drive, Cumberland, Maryland; GARLAND W. WHITACRE, whose address is Gramlich Road, LaVale, Maryland; and RICHARD E. MANNING, whose address is 309 Washington Street, Cumberland, Maryland, at its meeting on the 26th day of November, 1973, to be Trustees of said corporation to be formed hereby; and did adopt the following plan and regulations for the management of said corporation:

ARTICLE I. The name of the said corporation shall be: UNITED TRI-STATE BILLY GRAHAM ASSOCIATE CRUSADE, INC. whose address is 16 Washington Street, Cumberland, Allegany County, Maryland, and whose location shall be Cumberland, Allegany County, Maryland.

ARTICLE II. The purpose for which the corporation is formed is to plan and conduct a Billy Graham Associate Evangelistic Crusade to be held in Allegany County, Maryland, during the Fall of 1974, and to carry on any other activities or programs appropriate to said crusade.

ARTICLE III. The Trustees, hereinabove named, shall hold their respective offices until their successors shall have been duly elected and qualified according to the By-Laws to be hereafter adopted, and which said By-Laws shall be in conformity with this Charter and with the discipline of the Billy Graham Organization, as established by its Board of Advisors; and the said Trustees shall not be less than four (4) in number, each of

[redacted]rson, Stakem Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered BW MAR -8-74 A 22621 ******4.00

TO Garland W. Whitacre
Gramlich Road
LaVale, Md

Mar 12 1974

whom shall not be less than twenty-one (21) years of age and all of whom shall be members of the planning organization for the Billy Graham Associate Crusade.

ARTICLE IV. The said Trustees and their successors in office shall constitute a body politic and corporate as aforesaid with all the powers given to like corporations under the laws of the State of Maryland. The President and spiritual leader of the organization shall be a member of the body politic and belong to the same, exclusive of the number of Trustees heretofore prescribed.

ARTICLE V. The Directors of the corporation shall be the Executive Committee of the organization as duly elected by the organization in accordance with its By-Laws to be hereafter adopted, unless the Laws of the State of Maryland, shall prescribe otherwise.

ARTICLE VI. Subject to the direction of the majority of the membership of the Billy Graham Associate Crusade organization, the Board of Trustees shall be vested with and hold all property that may be committed to them; receive and administer all bequests and devises made to the organization, and receive and administer all trusts and investments or trust funds of the organization, in conformity with the Laws of the State of Maryland.

ARTICLE VII. The corporation shall have the power, subject to the discipline of the Billy Graham Crusade organization to secure, purchase and hold personal property.

ARTICLE VIII. In all of its corporate actions the Board of Trustees shall follow the discipline of the United Tri-State Billy Graham Associate Crusade, as established by its Executive Committee, which discipline shall be subject however to the specific provisions of this Charter.

ARTICLE IX. At all meetings of the Corporation, a majority of the members present shall constitute a quorum for the transaction of business.

ARTICLE X. This Charter may be amended at a meeting called by the Board of Trustees for that purpose and by a majority

son, Stakem
Gerson
NEYS AT LAW
AND, MARYLAND
—
REENE ST.

of the organization, twenty-one (21) years of age present and voting provided that not less than ten (10) days written and mailed notices of such meeting shall have been given to each member.

ARTICLE XI. Every act and deed of the corporation shall be signed by the President of the corporation, elected by the said Trustees and its corporate seal, duly attested by its Secretary; and all transfers of property of the organization which by law ought to be acknowledged by the President or other Attorney thereto appointed in the said instrument, and all acts and deeds of the corporation so authenticated shall be deemed valid.

ARTICLE XII. In the event of dissolution of the corporation, any property or monies owned and held by the corporation at the time of said dissolution shall be distributed and given to such religious and/or charitable organizations as the Trustees may determine. In any event, no member of the Board of Trustees, Executive Committee or the corporate organization shall receive any payment or benefit, either directly or indirectly, from the assets of the corporation existing at the time of its dissolution.

ARTICLE XIII. That the agent of this corporation shall be GARLAND W. WHITACRE, whose address is Gramlich Road, LaVale, Maryland, and each of the Trustees-incorporators herein are over twenty-one (21) years of age and residents of the State of Maryland.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of November, 1973.

WITNESS:

Lucille Bitzhii — Byron R. Smith (SEAL)
BYRON R. SMITH

Lucille Bitzhii — Anne S. Cooper (SEAL)
ANNE S. COOPER

[redacted]rson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 022 PAGE 110

Anne C Cooper (SEAL)
ANNE S. COOPER

Garland W Whitacre (SEAL)
GARLAND W. WHITACRE

Lucille Ritchie (SEAL)

Richard E. Manning (SEAL)
RICHARD E. MANNING

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 26th day of November 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the State and County aforesaid, personally appeared BYRON R. SMITH, ANNE S. COOPER, GARLAND W. WHITACRE and RICHARD E. MANNING, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Lucille Ritchie
NOTARY PUBLIC

My Commission Expires: July 1, 1974

NOTARY PUBLIC ALLEGANY COUNTY

derson, Stakem
& Gerson
TORNEYS AT LAW
ERLAND, MARYLAND
39 GREENE ST.

FILED FOR RECORD
MAR 8 1974 12 P.M.
at ... O'Clock ... M.
and same day Recorded in Liber
No. ... folio ...
one of the ... Records of Allegany County,
Maryland and compared by

ARTICLES OF INCORPORATION

OF

UNITED TRI-STATE BILLY GRAHAM ASSOCIATE CRUSADE, INC.

LIBER 022 PAGE 111

approved and received for record by the State Department of Assessments and Taxation of Maryland November 30, 1973 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 27940

6

Recorded in Liber 2020, folio 751, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Robert A. Kable

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ANDREW STASKO, M.D., P.A.

ARTICLES OF INCORPORATION

LIBER 022 PAGE 112 APR -4-74 A 02511 ******

FIRST: The undersigned, Andrew Stasko, whose post office address is 924 Seton Drive, Cumberland, Maryland, 21502, being at least twenty-one years of age, forms a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Andrew Stasko, M.D., P.A..

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

(1) To engage in the general practice of medicine.

(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 rendering of the professional services specified above.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 924 Seton Drive, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland are Andrew Stasko, M.D., 924 Seton Drive, Cumberland, Maryland, 21502. 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 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, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less

ON & SHARER
ORNEYS AT LAW
TY TRUST BLDG.
MBERLAND, MD.

Compared and Mailed ~~Delivered~~ Bw
TO Andrew Stasko 924 Seton Drive Cby
Apr 19 1974

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 Andrew Stasko, Kathryn S. Stasko and J. Frederick Sharer.

SEVENTH: This corporation shall have all of the powers and be subject to all of the limitations granted and imposed upon a professional service corporation formed in accordance with the Maryland Professional Service Corporation Act (Article 23, Sections 430 et seq) and all other powers conferred on corporations by the laws of the State of Maryland subject to the limitations of the aforementioned Professional Service Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2 day of January, 1974.

WITNESS:

J. Frederick Sharer

Andrew Stasko, M.D. (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 2 day of January, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared Andrew Stasko, M.D., and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

J. Frederick Sharer
Notary Public

My Commission Expires: 7/1/75

WILSON & SHARER
ATTORNEYS AT LAW
LIBERTY TRUST BLDG.
CUMBERLAND, MD.

LIBER 022 PAGE 114

FILED FOR RECORD
APR 4 1974
at 2:20 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by
Clerk of Court

ARTICLES OF INCORPORATION

OF

ANDREW STASKO, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 7, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 28770

3

Recorded in Liber 2030, folio 542, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF INCORPORATION

LIBER 022 PAGE 115

OF

HARVEST TIME MINISTRIES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Rev. Robert Merle McFall, whose post office address is Post Office Box 208, Route No. 1, Ridgeley, West Virginia, 26753 and LINDA LOUISE MACDONALD, whose POST OFFICE is Box 90, Route No. 1, LaVale, Maryland, 21502 and TODD B GROO, whose Post Office address is 4504 Kingsgate Lane, Wilmington, Delaware, 19808; all being at least twenty-one years of age, do under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the executing and filing of these articles.

SECOND: That the name of the corporation is:

HARVEST TIME MINISTRIES, INC.

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

A. To provide a basis of fellowship among all full gospel Christians everywhere. This is to be accomplished by creating a fellowship not directly associated with any one or several denominations, but cooperating with all of them and aiding them by its success in strengthening, encouraging and inspiring all its members in the service of Jesus Christ and their respective churches.

B. To reach people everywhere for Jesus Christ, taking

Compared and Mailed Delivered Box
Linda L. MacDonald #90
TO Rt #1 LaVale Box #2
Apr 9 1974

APR -4-74 A 24510 ******4.00

particular notice of the fact that many are not being reached by current methods of evangelism, and realizing that in many instances people can reach others of their same social, cultural or industrial interests more readily than can anyone else.

C. To bring about greater unity in the body of Jesus Christ - the Church. It was Christ's own prayer "That they all may be one" and the epistles set forth the believers as the Body of Christ not with members divided and opposed to one another, but rather united in common effort for the good of the whole. Our Fellowship recognizes that this body, to function at its greatest efficiency does not require loss of distinctive character and characteristics of each member or group of members, but rather that all come into full fellowship and coordination through the Head -- the Lord Jesus Christ. To achieve this increased unity of the Spirit and purpose, our Fellowship is dedicated.

D. Fellowship, by its very nature and dedication, is a service arm of the entire church, serving all churches which can profit by having their people stirred, inspired to greater Christian service and enriched by Christian fellowship. Since this is the nature of its activities and relationship to the church, supports the church and encourages its members to be active in their church affiliation and support.

E. To organize and operate a corporation exclusively for non-profitable purposes, no part of the net earnings which is to enure to the benefit of any member. For the purpose aforesaid the Corporation shall have the following powers:

To purchase, lease or otherwise acquire any property, real,

personal or mixed, suitable or convenient for any of the purposes of the Corporation; and to sell, lease or otherwise dispose of any such property no longer required for the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations, of any nature and in the manner permitted by law, for money so borrowed by it or in payment for property purchased or for any other lawful consideration and to secure the payment thereof and of the interest therein by mortgage upon, or pledge of any conveyance or assignment of trust of the whole or any part of the property of the Corporation, real, personal, or mixed, 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 for any of the purposes of the Corporation. It is the intention that none of the powers defined in any of the aforegoing clauses of the Article 3, shall be anywise limited or restricted by reference to or inference from the terms of any clause but that the powers defined in each clause shall be regarded as independent powers.

It is also the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to or conferred upon Corporations of this character by the laws of the State of Maryland, that the enumeration of certain powers as herein defined is not intended as exclusive of or as a waiver of any other powers, rights or privileges granted or conferred by the laws of said State, now or hereafter inforced, as in the Article expressly limited or restricted.

FOURTH: the post office address of the principal office of the corporation is in this state at 35 Frederick Street, Cumberland, Allegany County, Maryland, 21502; the resident agent of the corporation is LINDA LOUISE MACDONALD, whose post office address is post office Box 90, Route No. 1, LaVale, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides there in.

FIFTH: The corporation shall be without capital stock and will not be operated for profit.

SIXTH: That the corporation shall have three directors and said number shall be subject to increase pursuant to the bi-laws of the corporation, but shall never be less than three; that Rev. Robert Merle McFall, Linda Louise McDonald, and Todd Beardsley shall act as such directors until the first meeting of the corporation after the adoption of Certificate of Incorporation or until their successors are duly chosen and qualified.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 2nd day of November, 1973.

ATTEST:

E Virginia Hammersmith — Robert Merle McFall
Rev. Robert Merle McFall

E Virginia Hammersmith — Linda Louise MacDonald
Linda Louise McDonald

E Virginia Hammersmith — Todd B. Groo
Todd B Groo

LIBER 022 PAGE 119

State of MARYLAND

County of ALLEGANY, to-wit:

THIS IS TO CERTIFY, that on this 2nd day of November, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in the County of Allegany, personally appeared Rev. Robert Merle McFall and Linda Louise MacDonald and Todd B Groo and serverally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS My Hand and Notarial Seal the day and year last above written.

E Virginia Hammersmith
Notary Public

My Commission Expires July 1,1974

FILED FOR RECORD
APR 4 1974 19
at 2:00 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Charter
Land Records of Allegany County,
Maryland and compared
Clerk of Court

ARTICLES OF INCORPORATION

OF

HARVEST TIME MINISTRIES, INC.

LIBER 022 FOLIO 120

approved and received for record by the State Department of Assessments and Taxation of Maryland December 26, 1973 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 28477

b

Recorded in Liber 2027, folio 135, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

MK

LIBER 022 PAGE 121

HAMPCO, INC.

ARTICLES OF INCORPORATION APR -4-74 A #24513 *****3.50

FIRST: We, the undersigned, Fred H. Anderson, whose post office address is 915 Camden Avenue, Allegany County, Cumberland, Maryland; and Allan M. Gerson, whose post office address is 136 Westwood Road, Allegany County, Cumberland, Maryland; each being at least eighteen 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 Hampco, 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:

(a) To operate and maintain an establishment for the purposes of dealing in, handling, storing, transporting, buying, and selling foods, cheeses, canned, packaged, and prepared foods, beverages and, if permitted by law, alcoholic beverages, and to carry on all other functions in connection with the ownership and operation of a retail food business.

(b) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(c) To acquire all or any part of the good-will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or

[redacted]rson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered
Bw
Donald R. Hampe
TO 837 National Highway
La Vale, Md.
Apr 9 1974

any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm or corporation.

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

(e) 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 insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and

rson, Stakem
& Gerson
RNEYS AT LAW
LAND, MARYLAND
GREENE ST.

privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of said state now or hereafter in force.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors transaction, and may vote thereat to authorize any such contract or transaction,

Anderson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

(e) No holder of stock of this Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible

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CUMBERLAND, MARYLAND
39 GREENE ST.

securities which the Board of Directors may determine to offer for subscription to holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(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 the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock when such use could cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

[redacted]son, Stakem
& Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

(i) To classify or reclassify the capital stock of the corporation or any class thereof in accordance with the laws of the State of Maryland.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is LaVale Plaza Shopping Center, U.S. Route 40, Allegany County, LaVale, Maryland 21502. The resident agent of the Corporation is Donald R. Hampe, whose post office address is 837 National Highway, Allegany County, LaVale, Maryland 21502. Said resident is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, Donald R. Hampe, Phyllis Busch Hampe, and Donna Jean Hampe, and shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; provided, however, that the stockholders of the Corporation shall have the power to increase the number of directors to not more than ten by amendment to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value divided into one thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) each, all of which shares shall be common stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 17th day of January, 1974.

Lucille Ritchie — Fred H. Anderson (SEAL)
FRED H. ANDERSON

Lucille Ritchie — Allan M. Gerson (SEAL)
ALLAN M. GERSON

derson, Stakem
& Gerson
TORNEYS AT LAW
ERLAND, MARYLAND
GREENE ST.

LIBER 022 PAGE 127

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 17th day of January 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared FRED H. ANDERSON and ALLAN M. GERSON, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Lucille Ritchie
Notary Public

My Commission Expires:
July 1, 1974

LUCILLE RITCHIE NOTARY PUBLIC ALLEGANY COUNTY, MD.

Anderson, Stakem
& Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 022 FOLIO 123

APR 4 FOR RECORD 19[illegible]
at 2:00 O'Clock ... M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ... Records of Allegany County
Maryland, and examined by
Clerk of Court

ARTICLES OF INCORPORATION

OF

HAMPCO, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 18, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 28931

8

Recorded in Liber 2032, folio 126, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

Rachel H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 129

ARTICLES OF INCORPORATION

ARTICLE ONE: The undersigned, KENNETH J. WILLIAMS, 20 Helman Drive, LaVale, Allegany County, Maryland, CATHERINE WILLIAMS, 20 Helman Drive, LaVale, Allegany County, Maryland, and JEFFERY WILLIAMS, 540 National Highway, LaVale, Allegany County, Maryland, each being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE TWO: The name of the corporation is:

LAVALE WILBERT VAULT COMPANY, INC.

ARTICLE THREE: The purpose for which the corporation is formed are:

To engage in the manufacture and distribution of concrete form-ties, concrete aggregates, and concrete pipe and products generally for the building industry and to carry on all other businesses thereto or connected with.

To engage in the burial vault business, the building and storage and manufacturing facilities, the dealing in and selling of burial vaults, and all such property, goods, wares, and merchandise as are incidental to and used in the business of funerals, and also the buying, owning, holding, selling, letting, leasing, and dealing in and with real and personal property of every kind and nature upon which or in connection with which the business of supplying burial vaults, and also the owning and operating of motor vehicles and other such modes or vehicles of conveyance for hire, which motor vehicles or other conveyances are now or may be used in the ordinary course of the business of delivering burial vaults and appurtenant equipment

APR -4-74 A 24512 ******4.00

Compared and Mailed ~~Delivered~~
Kenneth J. Williams
TO 20 Helman Drive
La Vale, Md
April 9 19 74

To engage in, conduct, promote and carry on a burial service business, including the arranging, planning of the burial service and selling of vaults and doing all other things necessary and incidental to the burial service, including, but not limited to the supplying of canopies, tents, cranes, chairs, stands, drapes, transplacers, planking, matting chain hoists, etc.

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 corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all of 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 coporation, from time to time, for

for any of the objects or purposes of the corporation without restriction or limit as to amount.

To acquire by purchase, subscription, contract, or otherwise, and to hold for investment or otherwise, to sell, discount, or rediscount, exchange, mortgage, pledge or otherwise dispose of, and generally to deal in and with all forms of securities including but not by way of limitation, shares, stocks, bonds, debentures, notes, scrip, mortgages, and choses in action of all kinds, both as principal and as agent, and while the holder thereof, to exercise all the rights and privileges of ownership the same as may be permitted to natural persons, including the right to vote thereon.

To lend and advance money, or to give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the corporation; and the guarantee to give security for the loans of its customers and others dealing with it, but nothing contained herein shall be construed to give this corporation banking powers.

ARTICLE FOUR: The Post Office Address of the principal office of the corporation in Maryland is 610 Braddock Avenue, LaVale, Allegany County, Maryland 21502, and the name and address of the resident agent of the corporation in Maryland is KENNETH J. WILLIAMS, whose address is 20 Helman Drive, LaVale, Allegany County, Maryland 21502. Said resident agent is a citizen of Maryland, and actually resides therein.

ARTICLE FIVE: The total number of shares of stock of all classes that the Corporation has authority to issue is 1,000. Stock has no par value. Such stock may be issued from time to time without action

by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE SIX: 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. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and take office are:

KENNETH J. WILLIAMS

JEFFERY WILLIAMS

CATHERINE WILLIAMS

ARTICLE SEVEN: The duration of the corporation shall be perpetual.

WITNESS WHEREOF, we have signed these Articles of Incorporation on this 21 day of DECEMBER 1973.

Kenneth J. Williams
KENNETH J. WILLIAMS

Jeffery M. Williams
JEFFERY WILLIAMS

Catherine Williams
CATHERINE WILLIAMS

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, that on this 27 day of Dec. 1973 before me, a Notary Public, in and for the state and county aforementioned, personally appeared MR. KENNETH J. WILLIAMS, JEFFERY WILLIAMS, and CATHERINE WILLIAMS, and they did acknowledge the aforegoing instrument to be their act and deed.

WITNESS my hand and Notarial Seal.

James L. Conlon
NOTARY PUBLIC

JAMES L. CONLON NOTARY PUBLIC ALLEGANY COUNTY

My Commission Expires: July 1, 1974

FILED FOR RECORD
APR 4 1974 19
at 2:20 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Circuit
Land Records of Allegany County,
Maryland, and compared, by
Clerk of Court

LIBER 022 PAGE 133

ARTICLES OF INCORPORATION

OF

LAVALE WILBERT VAULT COMPANY, INC.

[redacted]pproved and received for record by the State Department of Assessments and Taxation of Maryland January 8, 1974 at 2:19 o'clock P. M. as in conformity with law and ordered recorded..

A 28788

Recorded in Liber 2030, folio 706, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

[redacted]nus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Kellner

[redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 134

ARTICLES OF AMENDMENT OF INCORPORATION

OF

APR -4-74 A 24514 ******

SETON MEDICAL GROUP, INC.

Seton Medical Group, Inc., a Maryland Corporation, having its principal office in Cumberland, Allegany County, Maryland, hereby cerifies to the State Department of Assessments and Taxation as follows:

1. The Charter of the Corporation is hereby amended by deleting paragraph SIXTH of said Articles of Incorporation and inserting in lieu thereof, the following:

"SIXTH: That the total amount of authorized capital stock is One Hundred Thousand Dollars ($100,000.00), divided into Fifty Thousand Shares (50,000) of Two Dollars ($2.00) par value for each share."

2. The Charter of the Corporation is further amended by deleting the second paragraph of SEVENTH of said Articles of Incorporation, and inserting in lieu thereof the following:

"The Corporation is authorized to issue only one class of shares of stock; the total number of shares is Fifty Thousand (50,000); and all such shares will have a par value of Two Dollars ($2.00) each."

3. That the Board of Directors of the Corporation, at a regularly scheduled meeting, duly convened and held on December 3, 1973, duly advised the amendment of the Charter of Incorporation hereinbefore set forth by passing a Resolution declaring that said Amendments were advisable and recommended at a meeting of the Stockholders of said Corporation be called to adopt the same.

4. That a meeting of the stockholders of said Corporation called by the Board of Directors as aforesaid, and duly warned in the manner provided by Law, was held at Sacred Heart Hospital in Cumberland, Allegany County, Maryland on December 3, 1973, and at said meeting the Stockholders by a unanimous vote of the holders of its capital stock outstanding and entitled to vote, duly adopted the Amendments of the Charter of the Corporation as hereinabove set forth.

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~
Bee
Geppert & McMullen
TO 21 Prospect Sq.
City
Apr 19 19 74

5. That the Amendments of the Charter of the Corporation herein made were approved by a vote of majority of the entire Board of Directors at a meeting duly convened on December 5, 1973, and that there are no shares of stock of the Corporation entitled to vote thereon either outstanding or subscribed for.

6. (a) The total number of shares of stock of the Corporation heretofore authorized, and the number of par value of the shares are as follows:

One Thousand Shares at One Hundred Dollars par value per share

(b) The total number of all classes of stock of the Corporation has increased and the number and par value of the shares are as follows:

Fifty Thousand Shares at the par value of Two Dollars per share.

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, Seton Medical Group, Inc., a 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 December 28th, 1973.

Attest:

SETON MEDICAL GROUP, INC.

Jose Valdes, Secretary

BY Clarence J. Vincent

Clarence J. Vincent, President

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 28th day of December, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared CLARENCE J. VINCENT, President of Seton Medical Group, Inc., and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the Corporate Act of said Corporation; and at the same time personally appeared Jose Valdes, and made oath that he was the Secretary of the meeting of the Board of Directors of said Corporation which the Amendments to the Charter of the Corporation therein set forth were approved; that he was Secretary of the Meeting of the Shareholders of said Corporation which Amendments to the Charter of the Corporation therein set forth were adopted; that he was Secretary of the Meeting of the Board of Directors of said Corporation at which

LAW OFFICES
GE[illegible]RT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

the Amendments to the Charter of the Corporation herein set forth were approved; that the matters and facts set forth in said Articles of Amendment are true and correct to the best of his knowledge and belief.

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

Alice L. Morahan
Notary Public

My Commission Expires:

July 1, 1974

OFFICES
T. McMULLEN
PAYE
MBERLAND
RYLAND

FILED FOR RECORD
APR 4 1974
at 2:00 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Land Records of Allegany County,
Maryland and compared by
Clerk of Court

ARTICLES OF AMENDMENT

OF

SETON MEDICAL GROUP, INC.

LIBER 022 PAGE 137

approved and received for record by the State Department of Assessments and Taxation of Maryland January 10, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 28962

4

Recorded in Liber 2032, folio 553, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Rachel I. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 138

WESTMOUNT PROPERTIES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

APR -4-74 A #24508 ******4.00

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 951 Braddock Road, Cumberland, Maryland, 21502; Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland, 21502; and Christina F. Dixon, whose post office address is Box 46, Elk Garden, West Virginia, 26717, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

WESTMOUNT PROPERTIES, 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:

(1) To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, rent, mortgage, work, improve, develop, divide, or otherwise handle, deal in and dispose of real estate, real and personal property, and any interest or right therein.

(2) To acquire all or any part of the goodwill, rights, property, and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose

Compared and Mailed ~~Delivered~~ Bw
James D. Steele
TO R.D. Box #504
Frostburg, Md
April 9 1974

of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities or obligations of any such person, firm or corporation.

(3) To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of,

any of the powers, rights, or privileges granted and conferred by the laws of the state now or hereafter in force.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation and the laws of the State of Maryland.

(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 the 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.

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

(d) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is P. O. Box 504, Frostburg, Maryland, 21532. The resident agent of the Corporation is James G. Steele, whose post office address is P. O. Box 504, Frostburg, Maryland, 21532. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, and Eileen Steele, James G. Steele and James J. Steele, shall act as such until the first annual meeting or until their successors are duly chosen and qualified;

provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than nine by amendment to the By-Laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value, divided into one thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) each.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14th day of December, 1973.

WITNESS:

Angela M. Senkbeil — ANGELA M. SENKBEIL
William R. Carscaden (SEAL) — WILLIAM R. CARSCADEN

Angela M. Senkbeil — ANGELA M. SENKBEIL
Lora L. Henson (SEAL) — LORA L. HENSON

Angela M. Senkbeil — ANGELA M. SENKBEIL
Christina F. Dixon (SEAL) — CHRISTINA F. DIXON

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 14th day of December, 1973 before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM R. CARSCADEN, LORA L. HENSON and CHRISTINA F. DIXON, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal the date aforesaid.

ANGELA M. SENKBEIL NOTARY PUBLIC ALLEGANY COUNTY MARYLAND

Angela M. Senkbeil
Angela M. Senkbeil, Notary Public

FILED FOR RECORD
APR 4 1974
at ... 2:00 O'Clock ... M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Records of Allegany County,
Maryland, and examined by
Clerk of Court

ARTICLES OF INCORPORATION

OF

WESTMOUNT PROPERTIES, INC.

LIBER 622 FOLIO 143

approved and received for record by the State Department of Assessments and Taxation of Maryland December 17, 1973 **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 28272

6

Recorded in Liber 2024 **, folio** 417 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

MK

ZELLER MASONRY CORPORATION

ARTICLES OF INCORPORATION
(Under Section 4)

LIBER 022 FOLIO 144

FIRST: We, the undersigned, Lymand M. Zeller, address 32 Cumberland St., Cumberland, Allegany County, Maryland, 21502, and Ruth L. Zeller, address, 32 Cumberland Street, Cumberland, Allegany County, Maryland, 21502, and Deborah L. Basilio, address, 32 Cumberland Street, Allegany County, Cumberland, Maryland, 21502, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators, with the intention of forming a corporation under, and by virtue of the general laws of the State of Maryland.

SECOND: The name of the Corporation is Zeller Masonry Corporation.

THIRD: The purposes for which the Corporation is formed are as follows: To carry on and conduct a general masonry, contracting business, including the designing, constructing, enlarging, repairing, remodeling, or otherwise engaging in any work upon buildings, houses, roads, sidewalks, highways, streets, parking lots, bridges; to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction; to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish the building materials, sand, cement, bricks, stone, steel, iron, wood, paints, wallpaper, and supplies connected thereto. As incidental to such business to conduct a general home improvement business; to acquire by purchase or otherwise, and to hold real estate, tools and equipment as may be necessary to the proper conduct of such business.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 32 Cumberland Street, Allegany County, Cumberland, Maryland, 21502. The name and post office address of

APR -4-74 A 24509 ******4.00

Compared and Mailed Delivered
Lymand M. Zeller
TO 32 Cumberland St.
Cumb. Md
Apr 19 19 74

the resident agent of the Corporation in the State of Maryland are Lyman M. Zeller, 32 Cumberland Street, Cumberland, Allegany County, State of Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides herein at said address.

FIFTH: The total number of shares of stock that the Corporation has authority to issue is two hundred and fifty (250) shares of no par value common stock.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3) and the names of the directors who shall act at the first annual meeting and until their successors are duly chosen and qualified, are: Lyman M. Zeller, Ruth L. Zeller and Deborah L. Basilio.

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 are hereby empowered to authorize the issuance from time to time of shares of stock in the Corporation that are now, or are hereafter authorized.

2. The board of directors of the Corporation are hereby empowered to authorize the issuance of ten (10) shares of the Corporation common stock for the consideration of $1000.00.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 31 day of October, 1973.

Lyman M Zeller
Lyman M. Zeller

Ruth L. Zeller
Ruth L. Zeller

Deborah L. Basilio
Deborah L. Basilio

LIBER 022 FOLIO 146

ALLEGANY COUNTY,
STATE OF MARYLAND, SS:

I hereby certify that on the 31 day of October, before me, the Subscriber, a Notary Public in and for the State of Maryland, personally appeared Lyman M. Zeller, who acknowledged to me, under oath, that the foregoing Articles of Incorporation, subscribed by him, are his free act and deed.

Witness My Hand and Notarial Seal, this 31 day of October, 1973.

Helen E. White
Notary Public, State of Maryland

ALLEGANY COUNTY,
STATE OF MARYLAND, SS:

I hereby certify that on the 31 day of October, 1973, before me, the Subscriber, a Notary Public in and for the State of Maryland, personally appeared Ruth L. Zeller, who acknowledge to me, under oath, that the foregoing Articles of Incorporation, subscribed by her, are her free act and deed.

Witness My Hand and Notarial Seal, this 31 day of October, 1973.

Helen E. White
Notary Public, State of Maryland

ALLEGANY COUNTY,
STATE OF MARYLAND, SS:

I hereby certify that on the 31 day of October, 1973, before me, the Subscriber, a Notary Public in and for the State of Maryland, personally appeared Deborah L. Basilio, who acknowledged to me, under oath, that the foregoing Articles of Incorporation, subscribed by her, are her free act and deed.

Witness My Hand and Notarial Seal, this 31 day of October, 1973.

Helen E. White
Notary Public, State of Maryland

FILED FOR RECORD
APR 4 1974
at 2:20 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the
Land Records of Allegany County,
Maryland, and compared by
Clerk of Court

LIBER 022 FOLIO 147

ARTICLES OF INCORPORATION

OF

ZELLER MASONRY CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland December 20, 1973 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 28382

4

Recorded in Liber 7025, folio 704, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Buckell N Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

mk

LIBER 022 PAGE 148

Articles of Incorporation of

CITIZENS COALITION ON SURFACE MINING, INC.

This is to certify:

FIRST: That I, the subscriber Ellen R. Jordan, whose post office address in 1002 Piedmont Avenue, Cumberland, Maryland 21502, being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a nonstock corporation by the execution and filing of these articles.

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

CITIZENS COALITION ON SURFACE MINING, INC.

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

(a) To organize, articulate and channel citizen concern about the harmful impact of surface mining practices on the environment;

(b) To support and endorse measures to strengthen existing legislation to regulate surface mining;

(c) To conduct a program of public education so as to inform more citizens about surface mining; and

(d) To oppose surface mining on public lands.

FOURTH: The post office address of the principal office of the Corporation in this state is 912 Seton Drive, Cumberland, Maryland 21502. The resident agent of the Corporation is Ellen Rausen Jordan, Esq., whose post office address is 1002 Piedmont Avenue, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue capital stock. 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.

Compared and Mailed ~~Delivered~~ By
TO Ellen R. Jordan 1002 Piedmont Ave
Cumberland May 16 1974

APR 18-74 A 25666 ******4.00

LIBER 022 PAGE 149

SIXTH: The Corporation shall have three directors and Wayne C. Spiggle, Mrs. Harry Gilbert, and Ellen R. Jordan shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the puroses of the Corporation as the Board of Direcors shall determine. Any such assets not so disposed of shall be disposed of in accordance with Section 136A of Article 23 of the General Laws of the State of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on February 6, 1974.

Diane M. Ritchie
Witness

as to

Ellen R. Jordan
Ellen R. Jordan

Sworn to and subscribed to before me

this 6th day of February, 1974.

Mary V Fk
Notary Public

My Commission Expires July 1, 19[illegible]

NS

FILED FOR RECORD
APR 18 1974 ... 19..
at ... 2:30 O'Clock P.M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Records of Allegany County,
Maryland, and examined by
...

LIBER 022 PAGE 150

ARTICLES OF INCORPORATION

OF

CITIZENS COALITION ON SURFACE MINING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 8, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 29636

3

Recorded in Liber 2039, folio 526, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard W. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

THE DEMOCRAT CLUB OF FROSTBURG, INC.

ARTICLES OF INCORPORATION

LIBER 022 PAGE 151

FIRST: We, the subscribers, Fred H. Anderson, whose residence and post office address is 915 Camden Avenue, Allegany County, Cumberland, Maryland; and Allan M. Gerson, whose post office address is 136 Westwood Road, Allegany County, Cumberland, Maryland; each being of full age, do, by virtue of the laws of the State of Maryland authorizing the formation of a Corporation, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation is The Democrat Club Of Frostburg, Inc,

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

(a) To promote and advance the cause of the Democratic Party in General and in the City of Frostburg, Allegany County, Maryland, in particular; to promote, encourage, and foster a feeling of friendship, good fellowship, and good will among the members of this organization and among the members of the Democratic Party; to aid, advance, encourage and promote the candidacy of all persons seeking election to public office as a member of The Democratic Party, and whenever right and proper to do so to especially aid, advance, encourage and promote the Candidacy of members of this organization seeking nomination or election to public office on the Democratic Banner or Democratic ticket.

(b) To foster and cultivate the social and business relations of the members; to broaden their interests in the pursuit of their occupations and profession; and to improve their standard of efficiency and productivity.

Anderson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered
TO 79 W. Main St
Frostburg, Md
May 15 1974

APR 12-74 A 23650

(c) To purchase, lease, hold, sell, develop, convey or otherwise acquire or dispose of real and personal property necessary for the carrying out of the purposes of this corporation; and to equip and maintain social club rooms or other appropriate buildings for the use and enjoyment of all the members of this organization upon and under such terms as may from time to time be determined by the Board of Directors.

(d) To do all and everything necessary, suitable, or proper for the furtherance, attainment, or accomplishment of any of the foregoing objects and purposes, acting as a non-profit organization, either alone or in association with other corporations, firms, clubs, or individuals, and to those ends the corporation shall have all powers conferred or authorized by laws, of the State of Maryland, now or hereafter in effect, that may be necessary, suitable or proper thereunto.

(e) To buy, own, manage, operate, lease, mortgage, pledge, option, sell and in any other lawful way hold and dispose of land, real estate, goods, wares, merchandise, and other personal property of all kinds, or any interest of the same which may seem directly or indirectly to facilitate or effectuate the objects of the corporation.

FOURTH: The post office address at which the principal office of the Corporation in this State will be located is 70 and 72 East Main Street, Allegany County, Frostburg, Maryland. 21532 The resident agent is William Diamond, whose post office address is 79 West Main Street, Allegany County, Frostburg, Maryland. The said resident agent is a Citizen of the State of Maryland and actually resides therein.

derson, Stakem
& Gerson
TORNEYS AT LAW
ERLAND, MARYLAND
99 GREENE ST.

FIFTH: The corporation will not have any capital stock nor any shares of stock. LIBER 022 PAGE 153

SIXTH: The corporation shall have three directors, and William Diamond, Ronald Lee Riley and Francis R. Cunningham shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors may be changed from time to time in such lawful manner as the By-Laws may provide.

IN WITNESS WHEREOF, we have signed our names and affixed our seals this 22nd day of January, 1974.

Lucille Ritchie
Witness

Fred H. Anderson (SEAL)
FRED H. ANDERSON

Lucille Ritchie
Witness

Allan M. Gerson (SEAL)
ALLAN M. GERSON

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 22nd day of January 1974, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared FRED H. ANDERSON and ALLAN M. GERSON, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Lucille Ritchie
Notary Public

My Commission Expires:

July 1, 1974

Anderson, Stakem
& Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

FILED FOR RECORD
APR 18 1974 ... 19...
at ... 2:20 O'Clock P.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the Charter Records of Allegany County,
Maryland, and compared by

C22 Fol. 154

ARTICLES OF INCORPORATION

OF

THE DEMOCRAT CLUB OF FROSTBURG, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 23, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 29135

Recorded in Liber 2034, folio 45, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 155

KAUFMAN MEDICAL ASSOCIATES, P. A.

ARTICLES OF DISSOLUTION

Kaufman Medical Associates, P.A., a Maryland corporation, having its principal office at 924 Seton Drive, Cumberland, Allegany County, Maryland, 21502, its mailing address being 924 Seton Drive, Cumberland, Maryland, 21502, (hereafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is 924 Seton Drive, Cumberland, Allegany County, Maryland, 21502.

APR 18-74 A #25661 ******4.00

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 Dr. Matthew L. Kaufman, Route #3, Bedford Road, Box 267-B, Cumberland, Allegany County, Maryland, 21502. Said resident agent is an individual actually residing in this State.

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

Dr. Matthew L. Kaufman
924 Seton Drive
Cumberland, Maryland 21502

Dr. Lois F. Kaufman
924 Seton Drive
Cumberland, Maryland 21502

Compared and Mailed ~~Delivered~~
TO Dr Matthew L. Kaufman
924 Seton Drive
Cumb. Md
19

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

Dr. Matthew L. Kaufman	President	924 Seton Drive Cumberland, Maryland 21502
Dr. Lois F. Kaufman	Secretary	924 Seton Drive Cumberland, Maryland 21502

SIXTH: The entire Board of Directors and all of the owners of the issued and outstanding capital stock of Kaufman Medical Associates, P. A., in an informal action in lieu of a special meeting of the Board of Directors and Stockholders by written agreement dated January 15, 1974, a photographic copy of which agreement is attached hereto and made a part hereof, approved a plan of complete liquidation and dissolution of the Corporation, which said action was unanimous having been approved by all of the Directors and the owners of all of the issued and outstanding capital stock of the Corporation.

SEVENTH: That the Corporation has no creditors.

EIGHTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof supplied to the Corporation by the State Department of Assessments and Taxation stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected namely:

State and County Tax Collector for Allegany County, Maryland
Tax Collector for the City of Cumberland, Maryland

IN WITNESS WHEREOF, Kaufman Medical Associates, P. A., has caused these presents to be signed in its name and on its behalf by its President and

LIBER 022 PAGE 157

its corporate seal to be hereunto affixed and attested by its Secretary, on this 15th day of January, 1974.

KAUFMAN MEDICAL
ASSOCIATES, P.A.

ATTEST:

By Matthew L. Kaufman
Matthew L. Kaufman, President

Lois F. Kaufman
Lois F. Kaufman, Secretary

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 15th day of January, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared MATTHEW L. KAUFMAN, President of Kaufman Medical Associates, P.A., a Maryland corporation, and in the name and on behalf of said oorporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared LOIS F. KAUFMAN, and made oath in due form of law that she was Secretary of the meeting of the stockholders of the 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 her knowledge, information and belief.

WITNESS my hand and Notarial Seal the date aforesaid.

Lora L. Gauff
Notary Public

ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 209
COURT HOUSE
TELEPHONE 722-2080
CUMBERLAND, MARYLAND
21502

LIBER 022 PAGE 158

FRANCIS G. PHILPOT - TREASURER

I. J. SMITH - - DEPUTY
DOROTHY DAYCHAK - CHIEF CLERK
H. LOAR - - BOOKKEEPER
RHEBA JAMES - CLERK

January 18, 1974

TO WHOM IT MAY CONCERN:

The Corporation taxes of Kaufman Medical Associates, P.A. are paid thru June 30, 1974. There are no outstanding Corporation taxes as of the above date.

Very truly yours,

Francis G. Philpot

Francis G. Philpot
Allegany County Treasurer

FGP:rj

LIBER 022 PAGE 159

City of Cumberland

MARYLAND

January 22, 1974

Mr. William R. Carscaden, Lawyer
110 Washington Street
Cumberland, Maryland 21502

Dear Mr. Carscaden:

This is to certify that, according to our records, all Corporation Taxes assessed in the name of Kaufman Medical Associates, P.A. for tax years 1972-73 and 1973-74 have been paid to date.

I have checked our tax roll for tax years 1966 thru 1971 and cannot find this Corporation on our books for those years.

Yours very truly,

F. Jean Boggs

F. Jean Boggs
Cashier

/jb

LIBER 022 PAGE 160

KAUFMAN MEDICAL ASSOCIATES, P.A.

INFORMAL ACTION IN LIEU OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND STOCKHOLDERS

The undersigned, being all of the Directors and the owners of the issued and outstanding capital stock of Kaufman Medical Associates, P.A., a Maryland corporation, hereby waive the requirements of the laws of the State of Maryland and the By-laws of the Corporation with respect to the purpose of considering the complete dissolution and liquidation of the corporation, and said Directors and Stockholders hereby consent to the action hereinafter set forth as if taken at a Special Joint Meeting of the Directors and Stockholders duly convened for the purpose and held on January 15, 1974,

The Directors of the Corporation are:

Matthew L. Kaufman

Lois F. Kaufman

The Corporation has One Hundred (100) shares of capital stock issued and outstanding which has no par value, which stock is owned as follows:

Matthew L. Kaufman	60 shares
Lois F. Kaufman	40 shares

The Directors of Kaufman Medical Associates, P.A., deem it advisable that the Corporation be dissolved and hereby recommend to the Stockholders that the same be dissolved in accordance with the laws of the State of Maryland and the United States of America, and that the Plan of Complete Liquidation and Dissolution, a copy of which is attached hereto and made a part hereof, is hereby adopted by said Directors and recommended for adoption to the Stockholders of said Corporation.

The Stockholders hereby declare that Kaufman Medical Associates,

Compared and Mailed Delivered

TO_____

_____19____

P.A., be completely dissolved and liquidated in accordance with Sections 337 et seq of the Internal Revenue Code and all other applicable laws, rules and regulations of the United States of America and the State of Maryland, not in conflict therewith, and hereby ratify, approve and adopt the Plan of Complete Liquidation and Dissolution as proposed by the Board of Directors, a copy of which is attached hereto and made a part hereof.

After the effective date of the Plan of Complete Liquidiation and Dissolution, the Corporation shall not engage in any business activities except for the purpose of preserving the value of the corporate assets, adjusting and winding up its affairs and distributing its assets in accordance with the Plan of Liquidation. The Directors now in office and, at their pleasure, the officers, shall continue in office solely for these purposes.

The Officers of the Corporation be and they are hereby authorized and empowered to execute all papers of every nature and description including, but not limited to, tax returns, both federal and state, agreements, deeds, bills of sale, and stock certificates which may be necessary in connection with the dissolution, liquidation and the carry out of said Plan of Complete Liquidation and Dissolution and the winding up of the Corporation's affairs.

Executed as of the 15th day of January, 1974, and ordered to be filed with the Secretary of the Corporation and placed in the minutes book of the Corporation.

WITNESS the hands and seals of the parties hereto:

WITNESS:

Susan Lynn Wilson — Matthew L. Kaufman (SEAL)
MATTHEW L. KAUFMAN

Susan Lynn Wilson — Lois F. Kaufman (SEAL)
LOIS F. KAUFMAN

DIRECTORS

WITNESS:

LIBER 022 PAGE 162

Susan Lynn Wilson

Matthew L Kaufman (SEAL)
MATTHEW L. KAUFMAN

Susan Lynn Wilson

Lois F. Kaufman (SEAL)
LOIS F. KAUFMAN

STOCKHOLDERS

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 267-5805
ANNAPOLIS, MARYLAND 21404

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

LIBER 022 PAGE 164

LIBER 022 PAGE 163

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

KAUFMAN MEDICAL ASSOCIATES, P.A.

have been paid.

WITNESS my hand and official seal this twenty-seventh day of December A.D. 1973 .

Mary Ellen Hopkins
Deputy Comptroller

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 267-5805

ANNAPOLIS, MARYLAND 21404

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

LIBER 022 PAGE 164

LIBER 022 PAGE 163

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

KAUFMAN MEDICAL ASSOCIATES, P.A.

have been paid.

WITNESS my hand and official seal this

twenty-seventh day of December A.D. 1973 .

Mary Ellen Hopkins
Deputy Comptroller

FILED FOR RECORD
APR 18 1974
at 2:30 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by
Clerk

ARTICLES OF DISSOLUTION

OF

KAUFMAN MEDICAL ASSOCIATES, P.A.

LIBER 022 PAGE 165

approved and received for record by the State Department of Assessments and Taxation of Maryland January 29, 1974 **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 29303

Recorded in Liber 7035 / 10 , **folio** 671 , **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Special Fee
Bonus tax paid $ 15.00 **Recording fee paid $** 23.00

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 166

THE LaJEAN CORPORATION

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, FRED H. ANDERSON, whose post office address is 915 Camden Avenue, Allegany County, Cumberland, Maryland; and ALLAN M. GERSON, whose post office address is 136 Westwood Road, Allegany County, Cumberland, Maryland; each being at least eighteen (18) years of age, do hereby associate themselves 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 The LaJean Corporation.

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:

(a) To own, lease, manage and operate restaurants, taverns and cocktail lounges for the sale of beer, wine and liquors (to the extent permitted by law) and foods; and generally to conduct a restaurant, cafe, cocktail lounge and tavern business; and to own, lease, manage and operate such other establishments or enterprises as may or might be appropriate or advantageous in connection with the business of the corporation.

(b) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

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

nderson, Stakem
& Gerson
TTORNEYS AT LAW
BERLAND, MARYLAND
39 GREENE ST.

APR 18-74 A 25663 ****** 4.00

Compared and Mailed ~~Delivered~~

TO Lee C. Hulsheimer
Apt #5 Bal #33 #
Stonestreet Road
Cumb. Md
May 16 1974

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

(e) 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 insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be constructed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of said state now or hereafter in force.

Anderson, Stakem
& Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such 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 and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the

Anderson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

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

(e) No holder of stock of this Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to 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 the holders of a majority

Anderson, Stakem
& Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock when such use could cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(i) To classify or reclassify the capital stock of the corporation or any class thereof in accordance with the laws of the State of Maryland.

FIFTH: The post office address of the place at which the principal office of the corporation in this State will be located is Route 5, Box 332A, Winchester Road, Cumberland, Allegany County, Maryland. The resident agent of the Corporation is LEE C. HUTCHINSON, whose post office address is Route 5, Box 332A, Winchester Road, Cumberland, Allegany County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, EUDORA H. BROWN, LEE C. HUTCHINSON, and NORMA J. HUTCHINSON, and shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; provided, however, that the stockholders of the Corporation shall have the power to increase the number of directors to not more than ten by amendment of the By-laws.

Anderson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value divided into one thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) each, all of which shares shall be common stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21st day of January, 1974.

Lucille Ritchie

Fred H. Anderson (SEAL)

Lucille Ritchie

Allan M. Gerson (SEAL)

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 21st day of January, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared FRED H. ANDERSON and ALLAN M. GERSON, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Lucille Ritchie
Notary Public

My Commission Expires: July 1, 1974.

LUCILLE RITCHIE NOTARY PUBLIC ALLEGANY COUNTY

Anderson, Stakem
& Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

ENTERED FOR RECORD
APR 18 1974 ... 19..
At ... 2:30 O'Clock ... P.M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Records of Allegany County,
Maryland, and compared by

ARTICLES OF INCORPORATION

OF

THE LaJEAN CORPORATION.

LIBER 022 PAGE 172

approved and received for record by the State Department of Assessments and Taxation of Maryland January 22, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 29164

7

Recorded in Liber 2034, folio 295, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 17.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 173

ARTICLES OF INCORPORATION

OF

SHERWOOD BOWLING LANES OF FROSTBURG, INC.

THIS IS TO CERTIFY: APR 18-74 A #25665 ******4.00

FIRST: That we, the subscribers, Kenneth C. Sherman, whose post office address is P. O. Box 6, Gambrills, Maryland 21054; Jacqueline E. Sherman, whose post office address is P. O. Box 6, Gambrills, Maryland, 21054; and William J. Monahan, whose post office address is 376 Welsh Hill, Frostburg, Maryland 21532; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

SECOND: That the name of the Corporation is:"SHERWOOD BOWLING LANES OF FROSTBURG, INC."

THIRD: That 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 engage in the business of purchasing, acquiring, owning, maintaining, operating and controlling bowling lanes, games, athletic sports, exhibitions, and places of amusement and recreation for the general public; to acquire, hold, and operate and dispose of any and all privileges, rights, franchises and concessions; to engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent or sell such business or businesses; and 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.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

And in general to carry on any other lawful business whatsoever in connection with the foregoing, or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed Delivered Rec'd
TO William J. Monahan
376 Welsh Hill
Frostburg, Md.
May 15 1974

FOURTH: That the principal office of the Corporation in this State shall be situated at Wrights Crossing, Allegany County, Maryland; and that the name and address of the Resident Agent is William J. Monahan, 376 Welsh Hill, Frostburg, Maryland, 21532, he being a citizen of this State and actually residing therein.

FIFTH: That the Corporation shall have three (3) Directors, but said number shall be subject to increase pursuant to the provisions of the By-Laws of the Corporation, but shall never be less than three; and that the said Kenneth C. Sherman, Jacqueline E. Sherman and William J. Monahan shall act as such Directors until the first meeting of the stockholders after the adoption of the Articles of Incorporation, or until their successors are duly chosen and qualify.

SIXTH: That the total amount of authorized capital stock is Fifty Thousand Dollars ($50,000.00), divided into five hundred (500) shares of One Hundred Dollars ($100.00) each.

SEVENTH: The following is a description of each class of stock with the preferences, voting powers, restrictions and qualifications thereof:

The Corporation is authorized to issue only one class of shares of stock; the total number of such shares is five hundred; and all such shares shall have a par value of One Hundred Dollars ($100.00).

No distinction shall exist between the shares of the Corporation or the holders thereof.

Each holder of the common stock of the Corporation shall be entitled to one vote for each share of stock held by such stockholder.

EIGHTH: No dividend shall be payable except out of the profits of the corporation, and no dividend shall carry interest as against the corporation. The declaration of the directors as to the amount of the net profits shall be conclusive. The directors may from time to time pay to the stockholders such interim dividends as in their judgment the position of the Company justifies. The Directors may retain any dividends on which the company has a lien, and may apply the same in or towards the satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.

OFFICES
McMULLEN
PAYE
ERLAND
YLAND

NINTH: The existence of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17th day of January, 1974.

Witness:

Paul E. Constant

Kenneth C. Sherman (SEAL)

Jacqueline E. Sherman (SEAL)

M Eleanor Hammond

William J. Monahan (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 25th day of January, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared KENNETH C. SHERMAN, JACQUELINE E. SHERMAN and WILLIAM J. MONAHAN, and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Shirley B. Bittner
Notary Public

My Commission Expires:

July 1, 1974

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

APR 1 1974 RECORD

at ... 9:00 ... 19 74
O'Clock A.M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Records of Allegany County,
Maryland and compared by me.

LIBER 022 PAGE 176

ARTICLES OF INCORPORATION

OF

SHERWOOD BOWLING LANES OF FROSTBURG, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 31, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 29312

4

Recorded in Liber 2035, folio 734, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Bushnell H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 177

A R T I C L E S

of

INCORPORATION

FIRST: We, the undersigned incorporators:

1. SAMANTHA BELLE SHIPWAY
   23 Parkside Boulevard
   Cumberland, Maryland 21502

2. GLEN R. SHIPWAY
   407 Harding Avenue
   Cumberland, Maryland 21502

3. ELMA EVERLINE
   23 Parkside Boulevard
   Cumberland, Maryland 21502

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:

SHIPWAY ENTERPRISES, INC.

THIRD: The general nature of the business shall be as follows:

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. washing, polishing, and storing of motor vehicles, and such other

Compared and Mailed ~~Delivered~~ Bw

TO Elma Everline
2-3 Parkside Boulevard
La Vale, Maryland.
May 15 19 74

APR 18-74 A 25667 ******1.75

business as is uaual, proper and necessary in such enterprise.

To engage generally in the motel business and related business; to plan, design, and construct buildings for motel purposes and to buy, sell, and acquire the same, to operate, conduct and carry on the motel business for the accomodations necessary or desirable to accomplish such purposes, to conduct and carry on the business of providing meals and food for the general public and buying and selling any and all other things necessary or desirable in connection with the operation of a motel business; and to undertake and carry on any business transaction or operation commonly undertaken or carried on by motel operators and generally to institute, enter into, assist, promote, and participate in any such business or operation.

To engage in the dispensing of beverages and food, operating asaa restaurant, and generally to purchase or otherwise acquire restaurants and to own, hold, lease, rent or sell, such business or businesses.

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

FOURTH: The Post Office Address of the principal office of the corporation in this state is 23 Parkside Boulevard, LaVale, Maryland, 21502. The name and Post Office Address of the resident agent of the Corporation in this state are ELMA EVERLINE, 23 Parkside Boulevard, LaVale, Maryland, 21502, and said resident agent is a citizen of the State and Actually

resides herein. LIBER 022 PAGE 179

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 calss.

SIXTH: The number of directors of the Corporation shall be Five (5), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

SAMANTHA B. SHIPWAY

ELMA EVERLINE

HARRY SHIPWAY

GLEN R. SHIPWAY

KENNETH SHIPWAY

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

LIBER 022 PAGE 180

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12 day of February 1973.

WITNESS:

Ruby J. Wiseberger — Samantha Belle Shipway SEAL
SAMANTHA BELLE SHIPWAY

Marilyn Harris — Glen R. Shipway SEAL
GLEN R. SHIPWAY

Ruby J. Wiseberger — Elma Everline SEAL
ELMA EVERLINE

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY that on this 12 day of February 1973, before me, a Notary Public, in and for the State and County aforesaid, personally appeared SAMANTHA BELLE SHIPWAY, GLEN R. SHIPWAY and ELMA EVERLINE, and they did acknowledge the aforegoing instrument to be their act and deed.

IN WITNESS hereby I set my hand and seal.

James R. [illegible]
NOTARY PUBLIC

My Commission Expires: July 1, 1974

NOTARY PUBLIC ALLEGANY CO. MD.

FILED FOR RECORD
APR 18 1974 19
at 9:00 O'Clock A.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland and examined by

ARTICLES OF INCORPORATION

OF

SHIPWAY ENTERPRISES, INC.

LIBER 022 PAGE 181

approved and received for record by the State Department of Assessments and Taxation of Maryland February 14, 1974 at 2:28 o'clock P. M. as in conformity with law and ordered recorded.

A 29753

3

Recorded in Liber 2040, folio 654, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 182

ARTICLES OF AMENDMENT

YOUNG MEN'S REPUBLICAN CLUB
OF
FROSTBURG, MARYLAND, INCORPORATED

THE YOUNG MEN'S REPUBLICAN CLUB OF FROSTBURG, MARYLAND, INCORPORATED, A MARYLAND CORPORATION, HAVING ITS PRINCIPAL OFFICE IN ALLEGANY COUNTY, MARYLAND, HEREINAFTER CALLED THE CORPORATION, HEREBY CERTIFIES TO THE STATE TAX COMMISSION OF MARYLAND THAT:

FIRST: THE CHARTER OF THE CORPORATION IS HEREBY AMENDED BY REVISION OF ARTICLE SECOND OF THE CERTIFICATE OF INCORPORATION WHICH ARTICLE SECOND NOW READS THAT THE NAME OF THE CORPORATION IS YOUNG MEN'S REPUBLICAN CLUB OF FROSTBURG, MARYLAND, INCORPORATED, AND INSERTING IN LIEU THEREOF THE FOLLOWING NAME:

FROSTBURG REPUBLICAN CLUB, INC.

SECOND: THE AMENDMENT OF THE CHARTER OF THE CORPORATION HEREIN MADE CONSISTS ONLY OF A CHANGE IN THE NAME OF THE CORPORATION AS INDICATED IN THE PREVIOUS PARAGRAPH.

F. SOMERVILLE, JR.
TORNEY AT LAW
ER, WEST VIRGINIA
RLAND, MARYLAND

APR 18-74 A 25662 ******4.00

Bev

Compared and Mailed Delivered

TO Larry Myers
144 E. Main Street
Cumb. Md

May 16 19 74

THE SAID AMENDMENT WAS APPROVED BY A VOTE OF THE MAJORITY OF THE ENTIRE BOARD OF DIRECTORS OF THE SAID CORPORATION AT A MEETING DULY CONVENED AND HELD ON THE 5TH DAY OF FEBRUARY, 1974.

THIRD: NOTICE SETTING FORTH THAT SAID AMENDMENT OF THE CHARTER TO BE AFFECTED BY SAID AMENDMENT, AND STATING THAT A MEETING OF THE STOCKHOLDERS WOULD BE HELD TO TAKE ACTION THEREON WAS GIVEN AS REQUIRED BY LAW, TO ALL MEMBERS ENTITLED TO VOTE THEREON.

FOURTH: THE AMENDMENT OF THE CHARTER OF THE CORPORATION AS HEREINABOVE SET FORTH WAS APPROVED BY THE MEMBERS OF THE CORPORATION AT A MEETING OF SAID MEMBERS HELD ON THE 5TH DAY OF FEBRUARY, 1974, AND SUCH WAS APPROVED BY AN AFFIRMATIVE VOTE OF TWO-THIRDS OR MORE OF ALL OF THE MEMBERS OF SAID CORPORATION.

IN WITNESS WHEREOF, THE YOUNG MEN'S REPUBLICAN CLUB OF FROSTBURG, MARYLAND, INCORPORATED, HAS CAUSED THESE PRESENTS TO BE SIGNED IN ITS NAME AND ON ITS BEHALF BY ITS PRESIDENT AND ATTESTED BY ITS SECRETARY ON THE 5TH DAY OF FEBRUARY, 1974.

Larry Myers

LARRY MYERS, PRESIDENT FOR AND ON BEHALF OF THE CORPORATION

ATTEST:

Susan Chapman

SUSAN CHAPMAN, SECRETARY

JO[redacted]F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

LIBER 022 FAGE 184

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY THAT ON THE 5TH DAY OF FEBRUARY, 1974, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, IN AND FOR THE COUNTY OF ALLEGANY, PERSONALLY APPEARED LARRY MYERS, PRESIDENT OF THE YOUNG MEN'S REPUBLICAN CLUB OF FROSTBURG, MARYLAND, INCORPORATED, AND IN THE NAME AND ON BEHALF OF SAID CORPORATION ACKNOWLEDGED THE FOREGOING ARTICLES OF AMENDMENT TO BE THE CORPORATE ACT OF SAID CORPORATION AND AT THE SAME TIME PERSONALLY APPEARED SUSAN CHAPMAN AND MADE OATH IN DUE FORM OF LAW THAT SHE WAS THE SECRETARY OF THE MEETING OF THE MEMBERS OF SAID CORPORATION IN WHICH THE AMENDMENT TO THE CHARTER OF THE CORPORATION THEREIN SET FORTH WAS APPROVED, AND THAT THE MATTERS AND FACTS SET FORTH IN SAID ARTICLES OF AMENDMENT ARE TRUE TO THE BEST OF HER KNOWLEDGE, INFORMATION AND BELIEF.

WITNESS MY HAND AND NOTARIAL SEAL THE DAY AND YEAR LAST ABOVE WRITTEN.

Ruth Armstrong
NOTARY PUBLIC

MY COMMISSION EXPIRES JULY 1, 1974.

RUTH ARMSTRONG NOTARY PUBLIC ALLEGANY COUNTY MARYLAND

F. SOMERVILLE, JR.
TTORNEY AT LAW
GER, WEST VIRGINIA
ERLAND, MARYLAND

LIBER 022 PAGE 185

BUD'S SPORTS SHOPPE, INC.

ARTICLES OF AMENDMENT

JUL -2-74 A #23044 ******3.75

Bud's Sports Shoppe, Inc., a Maryland Corporation having its principal office in Allegany County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

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

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

PLAZA SPORTS SHOPPE, INC.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on January 8, 1974 at 2:00 o'clock p.m., 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 an annual meeting of the stockholders of the Corporation to be held on January 8, 1974 at 3:00 o'clock p.m.

THIRD: Notice setting forth the 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 entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the unanimous vote of the stockholders entitled to vote thereon.

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

IN WITNESS WHEREOF, Bud's Sports Shoppe, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on February 20, 1974.

BUD'S SPORTS SHOPPE, INC.,

Attest:

Violet N. Randall
VIOLET N. RANDALL, SECRETARY

by Clyde J. Marsh (SEAL)
CLYDE J. MARSH, PRESIDENT

Compared and Mailed Delivered
TO Stegmaier + McMullen Atty
Aug 6 19 74

HARRY I. STEGMAIER
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

LIBER 022 PAGE 188

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

I hereby certify that on this 20th day of February, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared CLYDE J. MARSH, President of Bud's Sports Shoppe, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared VIOLET N. RANDALL and made oath in due form of law that she was Secretary of the meeting of the stockholders of said Corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

Carolyn A. Martin
Notary Public

My Commission Expires: July 1, 1974.

CAROLYN A. MARTIN NOTARY PUBLIC ALLEGANY COUNTY, MD.

RY I. STEGMAIER
TORNEY AT LAW
ERLAND, MARYLAND

FILED FOR RECORD
JUL 2 1974
at 2:00 o'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by

Acting

ARTICLES OF AMENDMENT

OF

BUD'S SPORTS SHOPPE, INC.

Changing its name to

PLAZA SPORTS SHOPPE, INC.

LIBER 022 PAGE 187

Approved and received for record by the State Department of Assessments and Taxation of Maryland February 25, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 29912

3

Recorded in Liber 2042, folio 587, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 188

E & W COAL COMPANY

ARTICLES OF

JUL -2-74 A #23045 ******4.50

INCORPORATION

FIRST: We, the undersigned, BENJAMIN EVANS, III, whose post office address is Lonaconing, Maryland, and WILLIAM E. WILLIAMS, whose post office address is 98 Armstrong Street, Frostburg, Maryland, and PAUL W. BARNETT, whose post office address is 777 Bishop Walsh Road, Cumberland, Maryland, each being at least Twenty-one (21) years of age, do hereby associate ourselves of incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

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

E & W COAL COMPANY 3 IN

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

To carry on and conduct a general contracting business including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, sidewalks, highway, bridges or manufacturing plants; and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction, and to execute contracts or to receive assignments of contracts therefore, or relating thereto; also manufacture and furnish the building materials and supplies connected herewith.

To search for ores and minerals, mine and grant licenses for mining in or over any lands which may be acquired

Bar

Compared and Mailed ~~Delivered~~
William E. Williams
TO 98 Armstrong St.
Frostburg, Md
Aug 6 1974

by the company, and lease any such lands for building or agricultural use, and sell, or otherwise deposit of the land, mines, or other properties of the company.

To carry on the business of mining, smelting and refining company, and as auxiliary thereto, to purchase or hire vessels, to purchase or erect buildings and works, and to construct and contribute to the construction of piers, wharves, docks, and railways and trainways.

To purchase, take on, lease or otherwise acquire freehold and other farms, properites, mines, lands, and mineral properties, and also grants concessions, leases, claims, licenses or other interests in mines, mining rights, lands, minerals, ores, diamonds, and precious stones, coals, earth and other substances.

To acquire by purchase, concession or lease, or to take in exchange or otherwise to erect and construct and whereever necessary, to alter buildings, railways, street cars, roads, shafts, furnaces, quartz crushing and other machinery, works for smelting or otherwise for treating, removing and storing metals, and minerals, and drawing and pumping appliances or water works, and crushing, working, manufacturing, purifying, cutting, polishing or otherwise dealing with gold, silver, precious metals, minerals, ores, coals, diamonds, precious stones, earth and other substances.

FOURTH: The Post Office Address of the principal office of the Corporation is 98 Armstrong Street, Frostburg, Maryland, 21532 and the name and Post office address of the resident

agent of the Corporation in this State is WILLIAM E. WILLIAMS, and his post office address is 98 Armstrong Street, Frostburg, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be Five (5) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are CATHERINE WILLIAMS, WILLIAM E. WILLIAMS, BENJAMIN EVANS, III, BENJAMIN EVANS, JR., AND PAUL W. BARNETT.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders;

> The Board of Directors of the Corporation is hereby empowered to be authorized 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.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed, these articles of Incorporation this 28th day of February 1974.

Lorna J. Rose — Benjamin Evans III
WITNESS — BENJAMIN EVANS, III

Lorna J. Rose — William E. Williams
WITNESS — WILLIAMS E. WILLIAMS

Lorna J. Rose — Paul W. Barnett
WITNESS — PAUL W. BARNETT

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, that on this 28th day of February, 1974, before me, personally appeared BENJAMIN EVANS, III AND WILLIAMS E. WILLIAMS, and they did acknowledge that the aforegoing Articles of Incorporation were their act and deed to the best of their knowledge and belief.

WITNESS my hand and Notarial Seal.

James P. Taylor
NOTARY PUBLIC

My Commission Expires: July 1, 1974

STATE OF MARYLAND, COUNTY OF ALLEGANY:

I HEREBY CERTIFY, that on this 28th day of February 1974, before me, personally appeared PAUL W. BARNETT, and he did acknowledge that the aforegoing Articles of Incorporation was his act and deed to the best of his knowledge and belief.

WITNESS my hand and Notarial Seal.

James P. Taylor
NOTARY PUBLIC

My Commission Expires: July 1, 1974

FILED FOR RECORD
JUL 2 1974
at 2:45 P.M. o'Clock
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by

ARTICLES OF INCORPORATION

OF

E & W COAL COMPANY

LIBER 022 PAGE 192

approved and received for record by the State Department of Assessments and Taxation of Maryland March 1, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 30108

5

Recorded in Liber 2046, folio 669, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 193

ARTICLES OF AMENDMENT OF INCORPORATION

OF

THE FIDELITY BANK

JUN 14-74 A #21364 ******8.50

The Fidelity Bank, a Maryland Banking Corporation, having its principal office in Frostburg, Allegany County, Maryland, hereby certifies to the State Department of Assessments and Taxation as follows:

1. The Charter of the Corporation is hereby amended by deleting paragraph 9 of said Articles of Incorporation, as amended, and inserting in lieu thereof, the following:

"SECTION 9. The total amount of the Capital Stock of said Bank is Three Hundred and Seventy-five Thousand Dollars ($375,000.00), divided into Twelve Thousand Five Hundred (12,500) shares of the par value of Thirty Dollars ($30.00) each."

2. That the Board of Directors of the Bank, at a regularly scheduled meeting, duly convened and held on May 10,1974, duly advised the amendment of the Charter of Incorporation hereinbefore set forth by passing a Resolution declaring that said Amendment was advisable and recommending that a meeting of the stockholders of said Corporation be called to adopt the same, and did further resolve that upon adoption of the same by the stockholders of the Corporation, that the officers of the Corporation be empowered to do all things necessary to amend said Articles of Incorporation.

3. That at a meeting of the stockholders of said Corporation called by the Board of Directors as aforesaid, and duly warned in the manner provided by Law, which said meeting was held at 2 Hopkins Plaza, Baltimore, Maryland on May 13, 1974, and at said meeting, the stockholder by a unanimous vote of all of the capital stock outstanding and entitled to vote, duly adopted the Amendment of the Charter of the Corporation as hereinabove set forth.

4. (a) The total number of shares of stock of the Corporation heretofore authorized, and the number of par value of the shares are as follows:

Twelve Thousand Five Hundred Shares (12,500) at Ten Dollars ($10.00) Par Value per share.

(b) The total number of all classes of stock of the Corporation

Compared and Mailed Delivered
The Fidelity Bank
Frostburg, Md
TO Aug 6 - 1974

has remained the same, and the number and par value of the shares are as follows:

Twelve Thousand Five Hundred (12,500) shares at the par value of Thirty Dollars ($30.00) per share.

(c) The Capital Stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, The Fidelity Bank, a Maryland Banking 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 to by its Secretary, on the 10th day of May, 1974.

Attest:

Anna E. L. Lancaster
Secretary

THE FIDELITY BANK

BY Ralph M. Race
Ralph M. Race, President

Harry E. Winner
Harry E. Winner, Treasurer

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 10th. day of May, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared RALPH M. RACE, President of The Fidelity Bank and HARRY E. WINNER, Treasurer, and in their name and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the Corporate Act of said Corporation; and made further oath that the herein set forth Amendments to the Charter of the Corporation were duly approved at a regularly scheduled meeting of the Board of Directors of said Corporation; and made further oath that the matters and facts set forth in said Articles of Amendment are true and correct to their best information, knowledge and belief.

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

Darlene F. Frye
Notary Public

My Commission Expires:
July 1, 1974

LIBER 022 PAGE 195

STATE OF MARYLAND,

BALTIMORE CITY, TO WIT:

I HEREBY CERTIFY, that on this 20th day of May, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City, personally appeared JOHN O'CONNOR, JR., and he made oath that he was Secretary of the Meeting of the Shareholders of said The Fidelity Bank, a banking Corporation, at which meeting the Amendments to the Charter of the Corporation herein set forth were adopted, and that he made oath that the matters and facts set forth in said Articles of Amendment are true and correct to the best of his knowledge and belief.

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

Nancy C. Mills

My Commission Expires:

July 1, 1974

CERTIFICATE OF APPROVAL BY BANK COMMISSIONER

I DO HEREBY APPROVE the aforegoing Amendments to the Articles of Incorporation of The Fidelity Bank, located in Frostburg, Allegany County, Maryland.

WITNESS my hand this 31st day of May, 1974.

William L. Wilson

William L. Wilson, Bank Commissioner of the State of Maryland

LIBER 022 PAGE 196

FRIDINGER AND SKUPAS, P. A.

JUL-2-74 A #23047 ******100

ARTICLES OF INCORPORATION

FIRST: The undersigned, William T. Fridinger, whose post office address is 808 Buckingham Road, Cumberland, Allegany County, Maryland and J. Steven Skupas, whose post office address is 205 Fayette Street, Cumberland, Allegany County, Maryland, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Fridinger and Skupas, P. A.

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

(1) To engage in the general practice of dentistry.

(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 rendering of the professional services specified above.

FOURTH: The post office address of the principal office of the corporation in Maryland is 121 Bedford Street, Cumberland, Maryland. The name and post office address of the resident agent of the Corporation in Maryland is William T. Fridinger, 808 Buckingham Road, Cumberland, Maryland, Allegany County. 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 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).

Anderson, Stakem & Gerson
Attorneys At Law
Cumberland, Maryland
39 Greene St.

Compared and Mailed ~~Delivered~~ BW
TO Wm. T. Fridinger
808 Buckingham Road
Cumb. Md
Aug 6 1974

SIXTH: The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the bylaws of the Corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are William T. Fridinger and J. Steven Skupas. At no time will there be less than one (1) director.

SEVENTH: This Corporation shall have all of the powers and be subject to all of the limitations granted and imposed upon a professional service corporation formed in accordance with the Maryland Professional Service Corporation Act (Article 23, Section 430 et seq) and all other powers conferred on corporations by the laws of the State of Maryland subject to the limitations of the aforementioned Professional Service Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 6th day of March, 1974.

Freda L. Isel
Witness

William T. Fridinger (SEAL)
William T. Fridinger

Freda L. Isel
Witness

J. Steven Skupas (SEAL)
J. Steven Skupas

Anderson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 022 PAGE 198

STATE OF MARYLAND

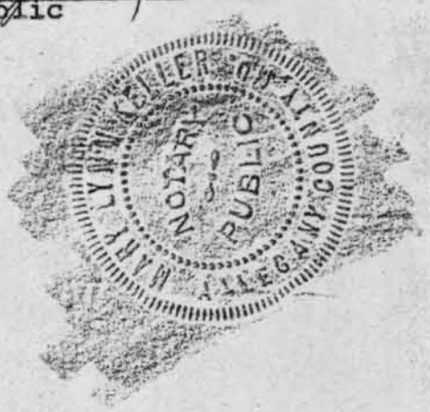
ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 6th day of March, 1974, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared William T. Fridinger and J. Steven Skupas and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Mary Lynn Keller
Notary Public

My Commission Expires:
July 1, 1974



derson, Stakem
& Gerson
TORNEYS AT LAW
ERLAND, MARYLAND
9 GREENE ST.

FILED FOR RECORD
JUL 2 1974 ... 19 ...
...O'Clock ... M.
and same day Recorded in Liber
No. ... Folio ...
of the ... Records of Allegany County
Maryland, and compared by ... Clerk

ARTICLES OF INCORPORATION

OF

FRIDINGER AND SKUPAS, P. A.

LIBER 022 PAGE 199

approved and received for record by the State Department of Assessments and Taxation of Maryland March 8, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 30226

4

Recorded in Liber 3047, folio 470, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

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LIBER 022 PAGE 200

SAVAGE MOUNTAIN STONE QUARRY, INC.

ARTICLES OF INCORPORATION

JUL -2-74 A 23048 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, Ray A. Giconi, whose post office address is 12 Park Drive, LaVale, Maryland; and William B. Baker, whose post office address is 541 North First Street, LaVale, Maryland; and Lowell M. Sowers, whose post office address is 60 West Main Street, Frostburg, Maryland; all being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of a corporation, associate ourselves with the intention of forming a corporation.

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

SAVAGE MOUNTAIN STONE QUARRY, INC.

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

(1) To carry on the business of mining, cutting and selling of stone, cut stone, flag stone and related stone products.

(2) To erect, maintain, construct, purchase, rent, hire, lease or let, or otherwise acquire or dispose of buildings, structures for said purpose; to acquire, sell, mortgage, lease or otherwise acquire or

Bus
Compared and Mailed ~~Delivered~~
Lawrence M. Sowers
TO 60 West Main St.
Frostburg Md
Aug 6 19 74

dispose of all real or personal property necessary or convenient to the operation and continuance of such business; to acquire the good will, rights, property, franchise, licenses, privileges of any person, firm, association, or corporation engaged in any similar business or business incident thereto and pay for the same in cash, bonds, debentures or obligations secured by the pledged assets of this Company or otherwise, and to hold or in any manner dispose of any part of the property, or property so acquired.

(3) To apply for, acquire, buy, sell, assign, lease, pledge, mortgage, or otherwise dispose of letters patent of the United States, or of any foreign country, and all or any rights, territorial or otherwise, thereunder. To apply for, acquire, hold, sell, assign, lease, mortgage or otherwise dispose of patent rights, licenses, privileges, inventions, trade marks, trade names, and pending application therefor, relating to or useful in connection with any business of the Corporation. To use, manufacture or grant licenses under any letters patent owned or controlled by the Corporation, and to expend money in experimenting upon and testing the validity or value of any patent rights the Corporation may acquire or propose to acquire.

(4) To acquire by purchase, lease, or otherwise, the property rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on, in whole or in part, the aforesaid businesses, or any of them, or any other business, in whole or in part, that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay

for any property, rights, business, good will, franchises, or assets so acquired in the stock, bonds or other securities of the Corporation or otherwise, as provided by law.

(5) 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.

(6) To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for moneys so borrowed or in payment for property purchased, 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.

(7) To carry on any other business which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects or any of them, or to facilitate in the transaction of its business or any part thereof, or in the transaction of any business that may be calculated, directly or indirectly, to enchance 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 and to the laws and statutes of the United States and foreign countries in which the same may be transacted or its property may be located.

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

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

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 54 West Main Street, Frostburg, Maryland 21532. The Resident Agent of the Corporation is Lowell M. Sowers, whose post office address is 60 West Main Street, Frostburg, Maryland 21532. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors and Ray A. Giconi, William B. Baker, and Lowell M. Sowers shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Thousand (1,000) shares of stock having no par value.

No stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered for sale as follows: first, to the Corporation and secondly to the other stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The offer to sell shall be in writing, shall set forth the price and terms, and shall be sent by registered mail to the Corporation and to each stockholder at the address listed on the Corporation books. The right to transfer the stock to a person not a stockholder shall not exist until the Corporation and all existing stockholders refuse the offer made or until the Corporation and the stockholders fail for a period of thirty days after receipt of the offer to accept the same by compliance with the terms therein set forth.

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 and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(2) No holder of stock of any class shall be entitled as a matter of right to subscribe for, or purchase, any part of any new or additional issue of stock of any class, or of securities convertible into

stock of any class, whether now or hereafter authorized, or whether issued for money, for a consideration other than money or by way of dividend.

(3) The Board of Directors shall have power to determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws; and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(4) Any Director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud, no contract or other transaction shall be thereby affected or invalidated; provided that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of the Corporation who is also a director or officer of, or interested in, such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which will

authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such corporation or association or not so interested, or a member of a firm so interested.

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

(6) 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.

(7) 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 term 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.

EIGHTH: The duration of the Corporation shall be perpetual.

LIBER 022 PAGE 207

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 19th day of February, 1974.

WITNESS

Ray A Giconi (SEAL)
RAY A. GICONI

William B. Baker (SEAL)
WILLIAM B. BAKER

Lowell M. Sowers Jr. (SEAL)
LOWELL M. SOWERS

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 19th day of February, 1974, before me, the subscriber, a Notary Public, in and for the State of Maryland, Allegany County, personally appeared RAY A. GICONI, WILLIAM B. BAKER and LOWELL M. SOWERS, and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

JANET A. O'ROURKE NOTARY PUBLIC ALLEGANY COUNTY, MD.

WITNESS my hand and Notarial Seal.

Janet A. O'Rourke
NOTARY PUBLIC

MY COMMISSION EXPIRES JULY 1, 1974

ARTICLES OF INCORPORATION

OF

SAVAGE MOUNTAIN STONE QUARRY, INC.

LIBER 022 PAGE 208

FILED FOR RECORD
JUL 2 1974
at ... o'Clock ... P.M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Records of Allegany County,
Maryland, and compared by
... Clerk

Approved and received for record by the State Department of Assessments and Taxation of Maryland February 22, 1974 at 2:15 o'clock P.M. as in conformity with law and ordered recorded.

A 29926

9

Recorded in Liber 2042, folio 666 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $ 21.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

MK

LIBER 022 PAGE 209

UNION COAL COMPANY

ARTICLES OF INCORPORATION 8-2-74 A # 23046 ******5.00

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, William Walsh, whose Post Office address is 218 Fayette Street, Cumberland, Maryland 21502, being of full legal age do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, do hereby act as incorporator with the intention of forming a corporation.

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

UNION COAL COMPANY.

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

To buy, sell, lease, exchange, mine, produce and otherwise generally deal in coal, coke, clay, sand, gravel, crushed stone and all forms of minerals and other products of mines and quarries, and to drill, produce and otherwise deal in gas and oil, as principal, owner, agent or broker; to buy, sell, lease, exchange, own, operate and otherwise generally deal in coal mines, clay mines, quarries, gas wells, oil wells, and other property containing or producing coal, clay, sand, gravel, crushed stone, gas, oil and all other minerals; to buy, sell, lease, exchange and otherwise generally deal in all the foregoing products as principal, owner, agent or broker; to buy, sell, own, lease, exchange and otherwise generally deal in land, timber, and all other forms of real estate; to buy, sell, own, lease, exchange and otherwise generally deal in all types of mining equipment, including equipment for oil wells and gas wells, and for timbering operations, and all other forms of personal property, as owner, principal, agent or broker, and to do

Compared and Mailed ~~Delivered~~ Bud
TO William Walsh Liberty Trust Bldg.
Cumbd. - Md
Aug 6 1974

any and all other things deemed desirable and advantageous in carrying out any of the foregoing purposes, or conducting any of the foregoing businesses.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Room 504, Liberty Trust Building, Cumberland, Maryland 21502. The resident agent of the Corporation is William Walsh, whose Post Office address is Liberty Trust Building, Cumberland, Maryland 21502. Said resident agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three directors, which number may be increased pursuant to the by-laws of the Corporation, and R. Green Annan, Reed Holt and William Walsh shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand ($100,000.00) Dollars par value, divided into one thousand (1000) shares of the par value of One Hundred ($100.00) Dollars each, and all of said stock shall be common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of March, 1974.

ATTEST:

_____ _____ (SEAL)
WILLIAM WALSH

LIBER 022 PAGE 211

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 1st day of March, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared WILLIAM WALSH 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.

My Commission expires
July 1, 1974

Notary Public



FILED FOR RECORD
JUL 2 1974
at ... P.M. and same day Recorded in Liber
No. ... Folio ... one of the ... Records of Allegany County, Maryland, and compared by

ARTICLES OF INCORPORATION

OF

UNION COAL COMPANY

LIBER 022 PAGE 212

approved and received for record by the State Department of Assessments and Taxation of Maryland March 4, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 30147

4

Recorded in Liber 3047, folio 305, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Buchard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 213

DR. BLANE M. SCHINDLER, P. A.

ARTICLES OF DISSOLUTION

Dr. Blane M. Schindler, P. A., a Maryland corporation, having its principal office at 110 Washington Street, Cumberland, Allegany County, Maryland, 21502, its mailing address being P. O. Box 839, Cumberland, Maryland, 21502, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is c/o William R. Carscaden, P. O. Box 839, Cumberland, Allegany County, Maryland, 21502.

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 R. Carscaden, P. O. Box 839, Cumberland, Allegany County, Maryland, 21502. Said resident agent is an individual actually residing in this State.

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

Dr. Blane M. Schindler
303 Schley Street
Cumberland, Maryland 21502

JUL 31-74 A 25812 ******4.7

Joyce A. Schindler
303 Schley Street
Cumberland, Maryland 21502

Compared and Mailed Delivered
TO Wm R. Carscaden
P.O. Box 839
Cumb. Md
Aug 6 1974

William R. Carscaden
951 Braddock Road
Cumberland, Maryland 21502

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

Dr. Blane M. Schindler	President	303 Schley Street Cumberland, Maryland 21502
Joyce A. Schindler	Secretary- Treasurer	303 Schley Street Cumberland, Maryland 21502

SIXTH: The entire board of directors and the owner of the issued and outstanding capital stock of Dr. Blane M. Schindler, P. A., in an informal action in lieu of a special meeting of the board of directors and stockholders by written agreement dated April 3, 1974, a photographic copy of which agreement is attached hereto and made a part hereof, approved a plan of complete liquidation and dissolution of the Corporation, which said action was unanimous, having been approved by all of the directors and the owner of all of the issued and outstanding capital stock of the Corporation.

SEVENTH: That the Corporation has no creditors.

EIGHTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof supplied to the Corporation by the State Department of Assessments and Taxation stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

State and County Tax Collector for Allegany County, Maryland
Tax Collector for the City of Cumberland, Maryland

IN WITNESS WHEREOF, Dr. Blane M. Schindler, P. A., 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 _____ day of April, 1974.

ATTEST:

DR. BLANE M. SCHINDLER, P. A.

Joyce A. Schindler
Joyce A. Schindler, Secretary

By Blane M. Schindler
Dr. Blane M. Schindler, President

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this _____ day of April, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared DR. BLANE M. SCHINDLER, President of Dr. Blane M. Schindler, P. A., 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 JOYCE A. SCHINDLER and made oath in due form of law that she was Secretary of the meeting of the stockholders of the 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 her knowledge, information and belief.

WITNESS my hand and Notarial Seal the date aforesaid.

Louis R Gauff
Notary Public

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 267-5805
ANNAPOLIS, MARYLAND 21404

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

LIBER 022 PAGE 218

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

DR. BLANE M. SCHINDLER, P.A.

have been paid.

WITNESS my hand and official seal this

Twenty-sixth day of April A.D. 1974.

Deputy Comptroller

P.S.-409

City of Cumberland

MARYLAND

LIBER 022 PAGE 217

April 9, 1974

Mr. William R. Carscaden, Lawyer
110 Washington Street
Cumberland, Maryland 21502

Dear Mr. Carscaden:

This is to certify that, according to our records, all Corporation Taxes assessed in the name of Dr. Blane M. Schindler, P. A., for tax years 1971 thru 1973 have been paid to date.

Very truly yours,

F. Jean Boggs

F. Jean Boggs
TAX OFFICE
Clerk

/jb

ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 209
COURT HOUSE
TELEPHONE 722-2080
CUMBERLAND, MARYLAND
21502

FRANCIS G. PHILPOT - TREASURER

I. J. SMITH - - DEPUTY
DOROTHY DAYCHAK - CHIEF CLERK
H. LOAR - - BOOKKEEPER
RHEBA JAMES - CLERK

April 9, 1974
LIBER 022 PAGE 218

TO WHOM IT MAY CONCERN:

The Corporation taxes of Dr. Blane N. Schindler, P.A. are paid thru June 30, 1974. There are no outstanding Corporation taxes as of the above date.

Very truly yours,

Francis G. Philpot

Francis G. Philpot
Allegany County Treasurer

FGP:rj

FILED FOR RECORD
JUL 31 1974
at ..... O'Clock ..... M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ..... Records of Allegany County,
Maryland, and compared by
Acting

LIBER 022 PAGE 219

ARTICLES OF DISSOLUTION

OF

DR. BLANE M. SCHINDLER, P. A.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 9, 1974 at 2:25 o'clock P. M. as in conformity with law and ordered recorded.

A 31749

7

Recorded in Liber 2065, folio 12, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
Bonus tax paid $ 15.00 Recording fee paid $19.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Swanson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

vjg.

LIBER 022 PAGE 220

ARTICLES OF INCORPORATION

OF

CONTINENTAL INTERIORS, INC.

JUL 31-74 A 25818 ********

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Hadi Bahar, whose post office address is 622 Washington Street, Cumberland, Maryland, 21502, being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a corporation.

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

CONTINENTAL INTERIORS, 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:

(a) To engage in the business of buying, leasing, selling or otherwise, dealing in home furnishings, carpeting, and consulting and advising with respect to interior decorations, both residentially and commercially.

(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,

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TORNEYS AT LAW
RTY TRUST BLDG.
MBERLAND. MD.

Compared and Mailed Delivered Bw
TO John F. Mills
29 Prospect Square
Cumberland, Md
Aug 6 19 74

importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, 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 or 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,

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CUMBERLAND, MD.

to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects

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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 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, 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 adapted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such 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 and the laws of the State of Maryland.

(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

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any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such 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 such contract of 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 any such other corporation or not so interested.

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the

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BERLAND, MD.

terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote of a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion may determine, and at such price as the Board of Directors, in its discretion, may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to 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) 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 stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

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LIBERTY TRUST BLDG.
CUMBERLAND, MD.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 301 Washington Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is John F. Mills, whose post office address is 29 Prospect Square, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three (3) directors, and Hadi Bahar, John F. Mills and J. Frederick Sharer shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said corporation shall have the power to increase the number of directors to not more than nine (9) by amendment to the by-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is one thousand shares of the par value of One Hundred Dollars ($100.00) each.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26 day of April, 1974.

WITNESS:

J. Frederick Sharer — Hadi Bahar (SEAL)

Hadi ~~Bahar~~

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 26 day of April, 1974, before me, the subscriber, a Notary Public of the aforesaid State and County, personally appeared Hadi Bahar and acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

MARY O. WILSON NOTARY PUBLIC Allegany Co., Md.

Mary O. Wilson
Notary Public

ON & SHARER
RNEYS AT LAW
TY TRUST BLDG.
BERLAND, MD.

FILED FOR RECORD
JUL 31 1974
at ... O'Clock ... P.M.
and same day Recorded in Liber
No. ... folio ...
one of the ... Records of Allegany County,
Maryland, and compared by
Acting Clerk

ARTICLES OF INCORPORATION

OF

CONTINENTAL INTERIORS, INC.

LIBER 022 PAGE 227

approved and received for record by the State Department of Assessments and Taxation of Maryland April 29, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31582

8

Recorded in Liber 2063, folio 251, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 12.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Thomas

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVÆ CORONASTI NOS SCVTO

LIBER 022 PAGE 228

ARTICLES OF INCORPORATION

OF

JUL 31-74 A #25820 ******5.75

THE FIRE EXTINGUISHER SERVICE AND SALES COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Bernard George Yeager, whose post office address is 81 Greene Street, Cumberland, Allegany County, Maryland, and Eleanor Louise Boyle, whose post office address is Post Office Box 5474, Cresaptown, Allegany County, Maryland, and John C. Sullivan, whose post office address is 20 Greene Street, Cumberland, Allegany County, Maryland; all being at least twenty-one years of age do under and by virtue of the general laws of the state of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation is:

The Fire Extinguisher Service and Sales Company, Inc.

THIRD: The purpose for which the corporation is formed is as follows:

A. The service and sales of all forms of fire extinguishers.

B. To acquire, own and operate the business and all other businesses which may be related to, incident to or necessary for the establishment and operation of retail outlets for the services and products enumerated above.

C. To acquire, own, lease, maintain, mortgage, sell and exchange all personal and real property or properties as shall

C. SULLIVAN
ATTORNEY AT LAW
GREENE STREET
CUMBERLAND, MD.
724-7777

Compared and Mailed ~~Delivered~~ BW
TO Eleanor Louise Boyle
Box # 5474.
Cresaptown Md
Aug 5 1974

be necessary to the conduct of the business and activities enumerated above.

D. To contract with any person, firm or corporation for the conduct of the business stated above.

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

FOURTH: The post office address of the principal office of the corporation in this state is 210 Glenn Street, Cumberland, 21502
Allegany County, Maryland. The resident agent is Eleanor Louise Boyle, whose post office address is Post Office Box 5474, Cresaptown, Allegany County, Maryland. Said resident is a citizen of the state of Maryland and actually resides therein.

FIFTH: The total authorized stock of the corporation is One Hundred (100) Shares of the par value of One Hundred ($100.00) Dollars per share.

SIXTH: The corporation shall have three directors and the following shall serve as such until the first annual stockholder's meeting or until their successors are duly chosen and qualified, and they are: Bernard George Yeager, Eleanor Louise Boyle and John C. Sullivan.

SEVENTH: The duration of the corporation shall be perpetual.

JOHN C. SULLIVAN
ATTORNEY AT LAW
CUMBERLAND, MD.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14th day of May, 1974.

WITNESS:

Edith L. Sullivan — Bernard George Yeager
Bernard George Yeager

To all

Eleanor Louise Boyle
Eleanor Louise Boyle

John C. Sullivan
John C. Sullivan

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

THIS IS TO CERTIFY that on this 14th day of May, 1974, before me, the subscriber, a Notary Public of the State of Maryland in the County of Allegany, personally appeared Bernard George Yeager, Eleanor Louise Boyle and John C. Sullivan and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS My Hand and Notarial Seal the day and year last above written.

Edith L. Sullivan
Notary Public

My commission expires July 1, 1974.

JOHN C. SULLIVAN
ATTORNEY AT LAW
... STREET
... MD.

FILED FOR RECORD
JUL 31 1974
at 1:42 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by
Acting Clerk

LIBER 022 PAGE 231

ARTICLES OF INCORPORATION

OF

THE FIRE EXTINGUISHER SERVICE AND SALES COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 16, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31809

4

Recorded in Liber 2065, folio 69, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 232

HAFER-SOWERS AMBULANCE SERVICE, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, JAMES A. DUDLEY, whose post office address is 117 W. Mechanic Street, Frostburg, Allegany County, Maryland; LOWELL M. SOWERS, JR., whose post office address is 60 W. Main Street, Frostburg, Allegany County, Maryland; and JOHN J. WILSON, whose post office address is 120 Ormond Street, Frostburg, Allegany County, Maryland; each being at least eighteen 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 HAFER-SOWERS AMBULANCE SERVICE, 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:

(a) To engage in the business and to operate as an ambulance service for the transportation, emergency treatment (including first aid), and care of sick, injured, disabled and deceased persons, and the doing of all other business incidental thereto or connected therewith, and the doing and performing of any and all actions or things necessary, proper, or convenient for or incidental to the furtherance for the carrying out of the business as a successful ambulance and emergency, medical and first aid care service.

(b) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

APR 25 AM '74

JUL 31-74 A 25817 ******4.00

Compared and Mailed Delivered
TO 60 W. Main Street
Frostburg
Aug 8 1974

J. Stakem
erson
S AT LAW
D, MARYLAND
ENE ST.

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

(d) To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of thie Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred on corporations of this character by laws of the

Anderson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of said state now or hereafter in force.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation and the laws of the State of Maryland.

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

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Gerson
NEYS AT LAW
AND, MARYLAND
GREENE ST.

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

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

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

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& Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

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 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 the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock when such use could cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(i) To classify or reclassify the capital stock of the corporation or any class thereof in accordance with the laws of the State of Maryland.

Gerson, Stakem & Gerson
ATTORNEYS AT LAW
FREDERICK, MARYLAND
7 E. GREENE ST.

FIFTH: The post office address of the place at which the principal office of the Corporation will be located is 60 W. Main Street, Frostburg, Maryland, and the principal office will be

21532

located at 60 W. Main Street, Frostburg, Maryland. The resident agent of the Corporation is Lowell M. Sowers, Jr., whose post office address is 60 W. Main Street, Frostburg, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have four directors, and James A. Dudley, Lowell M. Sowers, Jr., John J. Wilson and Gary Beachy shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than twelve by amendment of the bylaws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value divided into one thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) each, all of which shares shall be common stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 24th day of April, 1974.

Lucille Ritchie
Witness

James S. Dudley (SEAL)
JAMES S. DUDLEY

Lucille Ritchie
Witness

Lowell M. Sowers, Jr. (SEAL)
LOWELL M. SOWERS, JR.

Lucille Ritchie
Witness

John J. Wilson (SEAL)
JOHN J. WILSON

Anderson, Stakem
& Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 24th day of April, 1974, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared JAMES E. DUDLEY, LOWELL M. SOWERS, JR. AND JOHN J. WILSON, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Lucille Ritchie
Notary Public

My Commission Expires:
July 1, 1974

arson, Stakem
& Gerson
RNEYS AT LAW
LAND, MARYLAND
GREENE ST.

ARTICLES OF INCORPORATION

OF

HAFER-SOWERS AMBULANCE SERVICE, INC.

LIBER 022 PAGE 239

FILED FOR RECORD
JUL 31 1974 19...
at ... O'Clock ... M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ..... Records of Allegany County,
Maryland, and compared by
Acting

approved and received for record by the State Department of Assessments and Taxation of Maryland April 25, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31513

8

Recorded in Liber 2060, folio 110, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Swann

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 240

ARTICLES OF INCORPORATION

HELPMATE ENTERPRISES, INC.

JUL 31-74 A #25819 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, John H. Smith, whose post office address is Route 3, Box 269-E, Cumberland, Maryland, 21502; R. Jeanniene Smith, whose post office address is Route 3, Box 269-E, Cumberland, Maryland, 21502; and James V. Grubb, whose post office address is Star Route, Flintstone, Maryland, 21530, all being of full legal age, do by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the corporation, shall be:

HELPMATE ENTERPRISES, INC.

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

(a) To carry on and conduct a general construction business, including the designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work upon buildings, structures, manufacturing plants and to engage in all kinds of excavation

Bud

Compared and Mailed Delivered

TO John H. Smith
Rt# 3 Box #269-E
Cumb. Md
Aug 6 1974

F. SOMERVILLE, JR.
TTORNEY AT LAW
SER, WEST VIRGINIA
BERLAND, MARYLAND

and working in iron, steel, wood, masonry, glass with mechanical, electrical and earth construction machinery; to make, execute, take or receive any contracts or assignments of contracts relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other materials and supplies connected therewith or required therefor; and to generally carry on a general contracting and construction business.

(b) To process, deal in, manufacture, install, store, handle, transport or otherwise work in or with building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall tile, ornamental or other boards, brick, concrete, asphalt, structural steel, reinforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements, stucco, stone and gravel, textiles, fencing, wire, staples and all types of hardware items and building supply items necessary for or useful in the building construction and engineering fields.

(c) To acquire, own, lease, mortgage, buy, sell and exchange all personal and all real property or properties as shall be reasonably necessary for or incident to the conduct of the business or businesses enumerated above.

(d) To acquire, own and operate the business and all other businesses which may be in any way related to or incident to or necessary for the establishment and operation of retail and/or manufacturing outlets for the products enumerated above.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

(e) The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance of, and not in limitation of, the powers and purposes 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 or limit the purposes and commercial objectives of the corporation.

FOURTH: The post office address at which the principal office of the corporation in this State will be located is Route 3, Box 269-E, Cumberland, Maryland, 21502. The resident agent of the corporation will be John H. Smith, whose post office address is Route 3, Box 269-E, Cumberland, Maryland, 21502. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total authorized stock of the corporation is One Thousand (1,000) shares of the par value of One Dollar ($1.00) per share.

SIXTH: The corporation shall have not less than three nor more than five directors and John H. Smith, R. Jeanniene Smith and James V. Grubb shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) The Board of the Directors of the corporation is empowered

HN F. SOMERVILLE, JR.
ATTORNEY AT LAW
EYSER, WEST VIRGINIA
MBERLAND, MARYLAND

to authorize the issuance from time to time of shares of its stock with or without par value of any class and securities convertible into shares of its stock with or without par value of any class, for such consideration as said Board of Directors shall deem advisable, subject to such limitations and restrictions, if any, as may be set forth by the By-Laws of the corporation.

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

EIGHTH: The existence of the corporation is perpetual.

IN WITNESS WHEREOF, we have set our hands and seals to these Articles of Incorporation this 6th day of May, 1974.

John F. Somerville, Jr.
WITNESS

John H. Smith
JOHN H. SMITH

John F. Somerville, Jr.
WITNESS

R. Jeanniene Smith
R. JEANNIENE SMITH

John F. Somerville, Jr.
WITNESS

James V. Grubb
JAMES V. GRUBB

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

LIBER 022 PAGE 244

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 6th day of May, 1974, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared JOHN H. SMITH, R. JEANNIENE SMITH and JAMES V. GRUBB and severally acknowledged the within and foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

John F. Somerville, Jr.

NOTARY PUBLIC

My Commission expires July 1, 1974.

N F. SOMERVILLE, JR.
TTORNEY AT LAW
'SER, WEST VIRGINIA
BERLAND, MARYLAND

FILED FOR RECORD
JUL 31 1974 19..
at ... P.M.
and same day Recorded in Liber
No. ... Folio ...
one of the Records of Allegany County,
Maryland, and compared by
Acting

LIBER 022 PAGE 245
ARTICLES OF INCORPORATION

OF

HELPMATE ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 8, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31718

6

Recorded in Liber 2064, folio 117, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

Compared and Mailed Delivered BW
Inter-Faith Action Inc.
20 S. Liberty St Cby
Aug 6 19 74.

LIBER 022 PAGE 246

INTER-FAITH ACTION, INC.

ARTICLES OF AMENDMENT JUL 31-74 A #25815 ******3.25

Inter-Faith Action, Inc., a nonstock Corporation, whose post office address is: 20 South Liberty Street, Cumberland, Allegany County, Maryland (hereinafter called "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking out the provisions of paragraph SIXTH of said Articles of Incorporation, and inserting in lieu thereof the following:

"SIXTH: Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inured to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Corporation Law of the State of Maryland applicable to nonstock corporations, shall be distributed, as directed by the members of the Corporation, subject to review of Inter-Faith Consortium of Cumberland, Maryland, or its legal successors meeting in duly called session, among one or more organizations which have established appropriate exempt status as an organization, which is described in Section 501 (c) (3) of the Internal Revenue Code, contributions to which are deductible, or to a State or Local Government for exclusively public purposes.

SECOND: That at a meeting of the Board of Directors of the Inter-Faith Action, Inc., held on the 12th day of November 1973, a resolution was adopted declaring that the amendments to the Articles of Incorporation hereinabove set forth were advisable, and calling for a meeting of all members of the Corporation

to take action thereon, and designating Herbert D. Lehr the President of the Board of Trustees to sign and acknowledge the Articles of Amendment when the same shall be adopted. That pursuant to said resolution and the giving of notice as required by the public general Laws of Maryland, a meeting of the members of Inter-Faith Action, Inc., was held on the 12th day of November, 1973, at which said meeting the number required by the Laws of the State of Maryland and the Articles of Incorporation for the amendment of the Charter thereof, voted to adopt the Articles of Amendment hereinabove set forth.

IN WITNESS WHEREOF, Inter-Faith Action, 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, duly attested by its Secretary on the 9th day of April, 1974.

ATTEST:

INTER-FAITH ACTION, INC.

Doris Growden
DORIS GROWDEN
Secretary

By Herbert D. Lehr
HERBERT D. LEHR
President

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 9th day of April, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared HERBERT D. LEHR, President of Inter-Faith Action, Inc., a Maryland Corporation, and in the name of and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared DORIS GROWDEN, and made oath in due form of law that she was Secretary of said Corporation, and has personal knowledge of and the custody of the contents, in writing, of the minutes of the meeting of the Directors of said Corporation, in which the aforegoing Amendment to the Articles of Incorporation of the Corporation was approved; and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge and belief.

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

Angela M. Senkbeil
Angela M. Senkbeil,
Notary Public

My Commission Expires: July 1, 1974

FILED FOR RECORD
JUL 31 1974 19
at 2:00 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County
Maryland, and compared by
Acting Clerk

LIBER 022 PAGE 248

ARTICLES OF AMENDMENT

OF

INTER-FAITH ACTION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 22, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31319

3

Recorded in Liber 2057, folio 508, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lanna

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 249

LEASURE-STEIN FUNERAL HOME, INC.

ARTICLES OF AMENDMENT

Leasure-Stein Funeral Home, Incorporated, a Maryland Corporation, having its principal office at 230 Baltimore Avenue, Cumberland, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The authorized capital of the Corporation is hereby increased from Ten Thousand Dollars ($10,000.00) to One Hundred Thousand Dollars ($100,000.00).

JUL 31-74 A 25814 ******4.00

SECOND: (a) The amount of authorized capital of the Corporation prior to the increase is Ten Thousand Dollars ($10,000.00), which is represented by 100 issued shares of common stock of the par value of $100.00 per share.

(b) The amount of increase of the authorized capital of the Corporation hereby made is Ninety Thousand Dollars ($90,000.00), all of which represents an increase in the authorized capital of the common stock, and is to be designated as treasury stock.

(c) The amount of authorized capital of the Corporation as hereby increased is One Hundred Thousand Dollars ($100,000.00), all of which is represented by 1,000 shares of common stock of the par value of $100.00 per share.

THIRD: The Board of Directors of the Corporation at a joint meeting of the sole stockholder and the Board of Directors duly convened and held on Thursday, February 21, 1974, authorized the increase in the stated capital of the Corporation herein above set forth.

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

Compared and Mailed ~~Delivered~~ Bur
Josephine Leasure
230 Balt. Ave. - Cbg
Aug 6 1974

LIBER 022 PAGE 250

FOURTH: The increase in the authorized capital of the Corporation as above set forth was approved by the sole stockholder of the Corporation in said joint meeting.

IN WITNESS WHEREOF, Leasure-Stein Funeral Home, Inc., has caused these presents to be signed in its name, and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on February 2,, 1974.

ATTEST: LEASURE-STEIN FUNERAL HOME, INC.

JAMES A. STUCK, Secretary JOSEPHINE C. LEASURE, President

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY that on February 22, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared JOSEPHINE C. LEASURE, President of Leasure-Stein Funeral Home, Incorporated, a Maryland Corporation, and in the name and on behalf of said Corporation, acknowledged the aforegoing Articles of Amendment to be the corporate act and deed of said Corporation; and at the same time also personally appeared JAMES A. STUCK, Secretary, and made oath in due form of law that he was Secretary of the joint meeting of the Stockholder and the Board of Directors of said Corporation and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

ICES
LIPPEL
D. MD.

FILED FOR RECORD
JUL 31 1974 19..
at ..... O'Clock ..... M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ..... Records of Allegany County
Maryland, and examined by ..... Clerk

LIBER 022 PAGE 251

ARTICLES OF AMENDMENT

OF

LEASURE-STEIN FUNERAL HOME, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 10, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31391

3

Recorded in Liber 2058, folio 200, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Stenmark

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 252

UNITED TRI-STATE BILLY GRAHAM ASSOCIATE CRUSADE, INC.

ARTICLES OF AMENDMENT

United Tri-State Billy Graham Associate Crusade, Inc., a Maryland corporation having its principal office in Allegany 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 Article I of the Articles of Incorporation and inserting in lieu thereof the following:

ARTICLE I. The name of said Corporation shall be:

TRI-STATE CRUSADE FOR CHRIST, INC.

whose address is 16 Washington Street, Cumberland, Allegany County, Maryland, and whose location shall be Cumberland, Allegany County, Maryland.

SECOND: The Trustees of the Corporation, at a meeting duly convened and held on January 7, 1974, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of all persons above eighteen years of age belonging to the society to be held on January 21, 1974.

THIRD: Notice setting forth the same amendment 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 entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by a majority of all members of the society attending said meeting.

JUL 31-74 A 25813 ******5.00

Returned and Mailed [illegible]

Tri State Crusade For Christ
16 Washington St. Cbld

Aug 6 19 74

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Trustees and approved by the members of the Corporation, and the undersigned Trustees were designated to sign and acknowledge these Articles of Amendment in the name and on behalf of the society in the resolution declaring such amendment advisable.

IN WITNESS WHEREOF, United Tri-State Billy Graham Associate Crusade, Inc. has caused these presents to be signed in its name and on its behalf by its Trustees.

WITNESS:

UNITED TRI-STATE BILLY GRAHAM ASSOCIATE CRUSADE, INC.

Joan Bachy

By Garland W. Whitacre (SEAL)
GARLAND W. WHITACRE
Trustee

Joan Bachy

Richard E. Manning (SEAL)
RICHARD E. MANNING
Trustee

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on April 17, 1974, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Allegany, personally appeared GARLAND W. WHITACRE and RICHARD E. MANNING, Trustees of United Tri-State Billy Graham Associate Crusade, Inc., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared GARLAND W. WHITACRE and made oath in due form of law that he was Chairman of the meeting of the members of said Corporation at which the amendment of the charter of the

Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

My Commission expires
July 1, 1974

Jean Bochy
Notary Public

JEAN BOCHY NOTARY PUBLIC ALLEGAN COUNTY

FILED FOR RECORD
JUL 21 1974 at ... O'Clock ... M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Records of Allegany County,
Maryland, and compared by

LIBER 022 PAGE 253

ARTICLES OF AMENDMENT

OF

UNITED TRI-STATE BILLY GRAHAM ASSOCIATE CRUSADE, INC.

changing its name to:

TRI-STATE CRUSADE FOR CHRIST, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 26, 1974 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 31449

4

Recorded in Liber 2060 **, folio** 47 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____**Recording fee paid $** 15.00

To the clerk of the Circuit **Court of** Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 256

ARTICLES OF INCORPORATION

OF

WCUM RADIO, INC. JUL 31-74 A 25816 ********

****

FIRST: I, THE UNDERSIGNED, J. FREDERICK SHARER, whose Post Office address is Liberty Trust Building, Cumberland, Maryland, 21502, being at least twenty-one years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, do hereby form a corporation.

SECOND: The name of the corporation is -

WCUM RADIO, INC.

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

To purchase, lease or otherwise acquire, construct, own, use, manage, operate and maintain and sell or otherwise dispose of radio and television stations and other facilities for radio, television, facsimile and other broadcasting, including experimental and relay stations, transmitters, receivers, studios, buildings, plants, wires, circuits, and any and all apparatus, equipment, instruments, systems and devices incidental or necessary thereto; to broadcast, disseminate, distribute, transmit, receive or collect by means of electricity, magnetism or electro magnetic or radio waves, variations or impulses, and whether by means of frequency modulation, audio modulation, ultra high frequency, short wave, visual or audial transmission, or otherwise, and to produce, purchase, sell or otherwise deal in or with television, radio facsimile and other programs, news, music, instructions, entertainment, speeches, signals, photographs, moving and still pictures and films, recordings, transcriptions, scenes, plays and advertising, educational and informative matter of any kind; to contract with and engage the services of any talent of any description for the purpose of providing any of the foregoing;

WILSON & SHARER
ATTORNEYS AT LAW
LIBERTY TRUST BLDG.
CUMBERLAND, MD.

Compared and Mailed ~~Delivered~~
J. Frederick Sharer
Liberty Trust Building
Aug 6 1974

to generate, purchase, furnish, supply or utilize, in any manner, for the purpose of the corporation, electricity, electrical energy, magnetic or electro magnetic waves, variations or impulses, to engage in research and experimental work in, and to improve, develop, prosecute and perfect the art and business of radio, television, facsimile or other broadcasting; and generally to engage in and carry on the business of radio, television, facsimile and other broadcasting.

To broadcast by means of radio communication and/or transmission, educational, musical, commercial and any and all other programs and/or entertainment permitted by the laws of the State of Maryland and the laws of the United States relating thereto, and including the transmission of such programs by means of television.

To arrange for, screen, process, prepare, write, compose, produce, present, market, buy, sell, publish, license others to use, and distribute either as principal or agent, scripts, programs, writings, features, books, music, musical productions, dramatic productions, newspaper articles, magazine articles, radio and radio facsimile programs, television programs, moving pictures, advertising material, and other material and matters of every kind and character; and to acquire, hold, use, own, assign, transfer, sell, license others to use, or otherwise dispose of or utilize copyrights, composers' literary, or other rights in connection with the foregoing material.

To produce, create, present, arrange, provide, establish, furnish, employ, operate, represent, manage, book and solicit engagements for shows, theatrical productions, concert productions, radio and television programs and productions, musical organizations, exhibitions, concert productions, musical organizations, exhibitions and all other forms and types of public and private entertainment; to employ, present, represent, book and solicit

WILSON & SHARER
ATTORNEYS AT LAW
LIBERTY TRUST BLDG.
CUMBERLAND, MD.

engagements for actors, actresses, artists, musicians, entertainers, speakers, public and private performers of all kinds and descriptions, and to book and solicit engagements for actors and performers of all kinds and descriptions, and to book and solicit engagements for performances and services of every kind, nature and description to be rendered, furnished, given or presented at theaters, radio and television broadcasting stations, hotels, meetings, and at any and all other places of every kind, nature and description whatsoever.

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

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

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

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

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with

TON & SHARER
ORNEYS AT LAW
TY TRUST BLDG.
MBERLAND, MD.

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

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

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

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and, in carrying on its business and for the

WILSON & SHARER
ATTORNEYS AT LAW
LIBERTY TRUST BLDG.
CUMBERLAND, MD.

purposes of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient, or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

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

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

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

FOURTH: The post office address of the principal office of the corporation in this State is White Avenue, Cumberland, Maryland 21502. The name of the resident agent of the corporation in this State is J. Frederick Sharer, and the post office address of the resident agent is 616 Liberty Trust Building, Cumberland, Maryland 21502.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000)

WILSON & SHARER
ATTORNEYS AT LAW
LIBERTY TRUST BLDG.
CUMBERLAND, MD.

shares, all of one class, of the par value of One Hundred ($100.00) Dollars each and of the aggregate par value of One Hundred Thousand ($100,000.00) Dollars.

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

Donald W. Miller
Kenneth L. Riggle
Margaret F. Miller, all of the City of Harrisonburg, Virginia

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

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

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

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

EIGHTH: The duration of the corporation shall be perpetual.

LSON & SHARER
TORNEYS AT LAW
ERTY TRUST BLDG.
UMBERLAND, MD.

LIBER 022 PAGE 261

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 19 day of April, 1974.

WITNESS:

J. Frederick Sharer
J. FREDERICK SHARER

Mary O. Wilson

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 19 day of April, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared J. Frederick Sharer, and acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

MARY O. WILSON NOTARY PUBLIC Allegany Co., Md.

Mary O. Wilson
Notary Public

My commission expires:

July 1, 1974

WILSON & SHARER
ATTORNEYS AT LAW
LIBERTY TRUST BLDG.
CUMBERLAND, MD.

FILED FOR RECORD
JUL 31 1974
at 12 O'Clock P. M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County
Maryland, and compared by
Acting

ARTICLES OF INCORPORATION

OF

WCUM RADIO, INC.

LIBER 022 PAGE 262

approved and received for record by the State Department of Assessments and Taxation of Maryland April 24, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31428

8

Recorded in Liber 2060, folio 26, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

022 PAGE 263

AUG 20-74 A 27498 ******4.00

ARTICLES OF INCORPORATION

COMPACT CAR SPECIALISTS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, Clay Marshall Law, whose post office address is Post Office Box 198, Fort Ashby, West Virginia, 26719; William Michael Bouyer, Jr., whose post office address is Stonybrook Lane, Post Office Box 3265, LaVale, Maryland, 21502; and John David Guinn, whose post office address is Nebraska Avenue, Homewood Addition, Route 1, Cumberland, Maryland, 21502, all being of full legal age, do by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the corporation, shall be:

COMPACT CAR SPECIALISTS, INC.

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

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

Compared and Mailed ~~Delivered~~
TO William M. Bouyer Jr.
Box # 3265.
Stonybrook Lane
La Vale. Md. 19 74
Sept 18

(a) To operate and maintain an oil and gasoline products company at both the wholesale and retail level and to engage in the buying, selling, dispensing, transporting, carrying and in any other way handling and selling gasoline products and accessories and parts related thereto. And also to engage in the servicing, maintenance, renovating and repair of automobiles, trucks and related vehicles and to deal in parts and components in any way related thereto.

(b) To acquire, own, lease, maintain, mortgage, sell and exchange all personal and all real property or properties as shall be necessary to the conduct of the business activities enumerated above.

(c) To acquire, own and operate the business and all other businesses which may be related to, or incident to, or necessary for the sale and dispensing of the products enumerated above.

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

FOURTH: The post office address at which the principal place of the business of the corporation in this state will be

F. SOMERVILLE, JR.
ORNEY AT LAW
, WEST VIRGINIA
LAND, MARYLAND

located is Post Office Box 3265, Stonybrook Lane, LaVale, Maryland, 21502. The resident agent of the corporation is William Michael Bouyer, Jr., whose post office address is Post Office Box 3265, Stonybrook Lane, LaVale, Maryland, 21502. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total authorized stock of the corporation shall be Ten Thousand (10,000) shares of the par value of One Dollar ($1.00) per share.

SIXTH: The corporation shall have not less than three nor more than five directors and Clay Marshall Law, William Michael Bouyer, Jr., and John David Guinn shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) The Board of Directors of the corporation is empowered to authorize the issuance from time to time of shares of its stock with or without par value of any class, and securities convertible into shares of its stock with or without par value of any class, for such consideration said Board of Directors shall deem advisable, subject to such limitations and

J. F. SOMERVILLE, JR.

restrictions, if any, as may be set forth by the By-Laws of the corporation.

(b) The corporation reserves the right to make from time to time any amendments to its charter which may now or hereafter be authorized by law, including any amendments of the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms of any of the outstanding stock shall be authorized by the holders of two-thirds (2/3rds) of all such

stock at the time outstanding by a vote at a meeting, or in writing with or without a meeting.

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

IN WITNESS WHEREOF, we have set our hands and seals to these Articles of Incorporation this 29th day of March, 1974.

WITNESS — CLAY MARSHALL LAW

WITNESS — WILLIAM MICHAEL BOUYER, JR.

WITNESS — JOHN DAVID GUINN

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

022 PAGE 266

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on the 29th day of March, 1974, before me, the subscriber, a Notary Public of the State of Maryland, and County aforesaid, personally appeared CLAY MARSHALL LAW, WILLIAM MICHAEL BOUYER, JR., and JOHN DAVID GUINN and severally acknowledged the within Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

My Commission expires July 1, 1974.

FILED FOR RECORD
AUG 29 1974 19
at 3:30 Clock P. M.
and same day Recorded in Liber
No. Folio
one of the
Records of Allegany County
Maryland, and compared by
Clerk

ARTICLES OF INCORPORATION

OF

COMPACT CAR SPECIALISTS, INC.

022 PAGE 267

approved and received for record by the State Department of Assessments and Taxation of Maryland April 1, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 30834

2087 6

Recorded in Liber [redacted], folio [redacted], one of the Charter Records of the State Department of Assessments and Taxation of Maryland 149

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Sumner

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

DASHER OWNERS OF AMERICA, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, ALLAN D. MACY, whose post office address is Shinnamon Drive, LaVale, Allegany County, Maryland; JOYCE B. MACY, whose post office address is Shinnamon Drive, LaVale, Allegany County, Maryland; and WILLIAM H. MACY, whose post office address is 1100 Braddock Road, Cumberland, Allegany County, Maryland, each being at least eighteen 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 Dasher Owners of America, Inc.

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

(a) To collect and disseminate information regarding the Volkswagen Dasher automobile, including, but not limited to, information regarding service problems, operation of the vehicle, mechanical analysis of the vehicle and information of parts available for use on said vehicle, either from the manufacturer or other automobile parts distributors or suppliers so as to advise Volkswagen Dasher owners as to the availability and feasibility of service facilities, and availability of performance and appearance options for the Volkswagen Dasher.

(b) To publish newsletters, magazines or journals for the purpose of informing Volkswagen Dasher owners and other interested parties of all available data pertaining to the Volkswagen Dasher automobile; and to further maintain a library of advertisements, motor magazine tests and service bulletins and other information pertaining to the said vehicle.

Anderson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed ~~Delivered~~ Del
Allan D. Macy
TO Shinnamon Drive
La Vale, Md.
Sept 18 1974

(c) To process, manufacture, distribute, buy, sell, lease, install, or otherwise trade or deal in, at wholesale or retail, and either directly as principal and through its agents, representatives and employees, and/or indirectly itself as agent, factor or broker, all and any products, literature, parts and materials, as well as insurance policies, that aid or are used directly or indirectly by automobile owners and users in general and by Volkswagen Dasher owners in particular, with full power to conduct said operation to the same broad extent and with the same extensive powers that such similar businesses usually exercise.

(d) To enter into such contracts or agreements as may be advisable to bring before the public by advertisement or in any other manner of the advantage which may be secured by the services rendered by said Corporation;

(e) To acquire by purchase, lease, or otherwise to hold, own, develop, improve, mortgage, sell, exchange, let, use, operate or, in any manner and to any extent, to encumber or dispose of any other property, real or personal, necessary and advisable to accomplish any of the purposes, or to carry on and promote the business or objects referred to in these Articles of Incorporation;

(f) To purchase, lease or otherwise acquire, all or any part of the property, trade marks, trade names, rights, businesses, contracts, good will, franchises, patents, patents applied for, use of patents applied for, and assets of every kind, or any corporation, co-partnership or individual (including the assets of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on;

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

[redacted]rson, Stakem
[redacted]. Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

notes or other obligations of any nature and in any manner permitted by law, for money so borrowed or in payment of property purchase, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate businesses and purposes;

(h) To carry on any of the businesses hereinbefore enumerated for itself, or for account of other, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated 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.

CONSTRUCTION OF AFOREGOING CLAUSES

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, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 22 Greene Street, Cumberland, Allegany County, Maryland 21502, and the principal business address of the Corporation is the same. The resident agent of the Corporation

Gerson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
22 GREENE ST.

is Allan D. Macy, whose post office address is Shinnamon Drive, LaVale, Allegany County, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors, Allan D. Macy, Joyce B. Macy and William H. Macy, and shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; provided, however, that the stockholders of the corporation shall have the power to increase the number of directors to not more than ten by amendment of the By-laws.

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

(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, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

(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 pecunarily 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 pecunarily 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

And[illegible]on, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such corporation or not so interested.

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

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

(e) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any shares of any class or to any securities convertible into

derson, Stakem
& Gerson
TORNEYS AT LAW
ERLAND, MARYLAND
9 GREENE ST.

shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(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 the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock when such use could cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or

Anderson, Stakem & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

indirectly.

(i) To classify or reclassify the capital stock of the Corporation or any class thereof in accordance with the laws of the State of Maryland.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value divided into one thousand (1,000) shares ~~of the par value of One~~ Hundred Dollars ($100.00) each, all of which shares shall be common stock.

EIGHTH: The Charter of this Corporation may, from time to time, be amended for any purpose, upon the affirmative vote of two-thirds (2/3) of all the shares of stock outstanding and entitled to vote.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 21 day of March, 1974.

Evelyn C. Collins
Witness

Allan D. Macy (SEAL)
ALLAN D. MACY

Evelyn C. Collins
Witness

Joyce B. Macy (SEAL)
JOYCE B. MACY

Evelyn C. Collins
Witness

William H. Macy (SEAL)
WILLIAM H. MACY

STATE OF MARYLAND
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 21 day of March, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ALLAN D. MACY, JOYCE B. MACY and WILLIAM H. MACY, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS MY hand and Notarial Seal the day and year above written.

Donald B. Mace
Notary Public

My commission expires:
7-1-74

Anderson, Staker & Gerson
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

DONALD B. MACE NOTARY PUBLIC ALLEGANY COUNTY MD.

FILED FOR RECORD
AUG 20 1974 19
at 2:30 O'Clock P.M.
and same day Recorded in Liber
No. folio
one of the Records of Allegany County,
Maryland, and compared by
Clerk
Acting

ARTICLES OF INCORPORATION

OF

DASHER OWNERS OF AMERICA, INC.

022 PAGE 275

approved and received for record by the State Department of Assessments and Taxation of Maryland March 26, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 30695

8

Recorded in Liber 2084, folio [redacted] one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 124

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

William S. Sumner

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · STATE OF MARYLAND ·

GARLAND PETROLEUM COMPANY, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY: 022 FOLIO 276

AUG 20-74 A 27500 ****** [redacted] 4.00

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; C. William Gilchrist, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; and, Lora L. Henson, ~~whose post office~~ address is 225 Fayette Street, Cumberland, Maryland, 21502, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

GARLAND PETROLEUM COMPANY, INC.

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

(1) To buy, sell, export, import, produce, refine, store, transport, contract for, and otherwise deal in, for cash, credit, or in any other mode or manner, lubricating oils and greases, gasoline, kerosene, and all other oil or petroleum products, and any and all other classes of goods, wares, merchandise, and other personal property, whether of like nature with or different from the foregoing, either on its own account or for the account of any other person, firm, or corporation, whether foreign or domestic.

Compared and Mailed ~~Delivered~~ BW
William R. Carscaden
TO 110 Washington St
Cumberland Md
Sept 18 1974

(2) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(3) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(4) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid object or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

CONSTRUCTION OF AFOREGOING CLAUSES

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, 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 12 East Roberts Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is William R. Carscaden, whose

post office address is 110 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) of the par value of Ten Dollars ($10.00) 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 ($100,000.00).

SIXTH: The Corporation shall have three (3) directors and William R. Carscaden, C. William Gilchrist and Lora L. Henson shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than fifteen by amendment to the By-Laws.

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

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

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

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by

classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may 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 time and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 5th day of April, 1974.

WITNESS:

Angela M. Senkbeil
ANGELA M. SENKBEIL

William R. Carscaden (SEAL)
WILLIAM R. CARSCADEN

Angela M. Senkbeil
ANGELA M. SENKBEIL

C. William Gilchrist (SEAL)
C. WILLIAM GILCHRIST

Angela M. Senkbeil
ANGELA M. SENKBEIL

Lora L. Henson (SEAL)
LORA L. HENSON

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 5th day of April, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM R. CARSCADEN, C. WILLIAM GILCHRIST and LORA L. HENSON, and acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal the date aforesaid.

ANGELA M. SENKBEIL NOTARY PUBLIC ALLEGANY COUNTY, MARYLAND

Angela M. Senkbeil
Angela M. Senkbeil
Notary Public

FILED FOR RECORD
AUG 20 1974
at 2:30 O'Clock P.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the Land Records of Allegany County, Maryland, and compared by
Acting Clerk

ARTICLES OF INCORPORATION

OF

GARLAND PETROLEUM COMPANY, INC.

022 Folio 282

approved and received for record by the State Department of Assessments and Taxation of Maryland April 8, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 30996

2090 7

Recorded in Liber [redacted], folio [redacted], one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 65

Bonus tax paid $ 20.00 Recording fee paid $ 17.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

ARTICLES OF INCORPORATION

OF 022 PAGE 283

J. I. MATTINGLY & BRO. INC. AUG 20-74 A 27:06 ******

We: Joseph A. Mattingly of 8801 Fallen Oak Drive, Bethesda, Maryland

John W. Stotler of 12 Long Drive, Cumberland, Maryland

Pauline Stotler of 12 Long Drive, Cumberland, Maryland; being each at least 18 years of age associate ourselves with the intention of forming a corporation under the general law of the State of Maryland described as follows:

FIRST: The name of the corporation (hereinafter called the corporation) is J. I. MATTINGLY & BRO. INC.

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

(a) To engage in the business buying, importing, conveying, transporting, warehousing, storing, delivering, selling or otherwise carrying on the business of wholesaling beer and wine within the State of Maryland or anywhere in the United States or throughout the world including without limitation the acquisition in any manner whatsoever of all plants, property, real estate, personalty materials, machinery, power, supplies or other articles necessary or convenient for use in connection therewith.

(b) To build, manufacture, fabricate, construct, assemble, design, develop, experiment with, produce, import, export, charter, hire, or otherwise acquire, own, maintain, sell, lease, transfer, hold, operate, use, install, equip, replace, service, process, reprocess, repair, remodel, recondition, assign, mortgage, pledge, or otherwise generally dispose of, trade in, and deal in goods, chattels, wares, merchandise, and personal property of every class and description.

(c) To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein.

THIRD: The post office address of the principal office of this corporation in the State of Maryland is 916 Frederick Street, Cumberland, Maryland; and the name and post office address of the resident agent of this corporation in the State of Maryland is Joseph A. Mattingly, Suite 231-W, Air Rights Building, 7315 Wisconsin Avenue, Bethesda, Maryland, who is a citizen of the State of Maryland and actually resides herein.

FOURTH: The total shares of stock of all classes which the corporation has authority to issue is two thousand (2,000) shares, all of which shall be of one class with a par value of $100.00 per share.

FIFTH: The class of stock authorized to be issued shall be known as common stock and each share issued shall be entitled to one vote for

Compared and Mailed ~~Delivered~~ Bw

TO John H. Stotler

12 Long Drive

Cumb. Md

Sept 18 19 74

the election of each director of the corporation; and each share issued shall be entitled to share ratably in the dividends when and as declared by the Board of Directors of the corporation.

SIXTH: The number of directors of the corporation who shall act as such until the first annual meeting or until their successors are duly chosen and qualify is three and their names are:

Joseph A. Mattingly
John W. Stotler
Pauline Stotler

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 22nd day of ~~February~~ March, 1974.

Joseph A. Mattingly

John W. Stotler

Pauline Stotler

STATE OF MARYLAND)
COUNTY OF MONTGOMERY) SS.:

THIS IS TO CERTIFY, that on the day, month, and year hereinafter set forth, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph A. Mattingly and acknowledged the foregoing Articles of Incorporation to be his respective act, in association with the other subscribers thereto.

IN WITNESS WHEREOF I hereinto subscribe my name and affix my seal this 6th day of ~~February~~ MARCH, 1974.

Notary Public

STATE OF MARYLAND)
COUNTY OF ALLEGANY) SS.:

THIS IS TO CERTIFY, that on the day, month, and year hereinafter set forth, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John W. Stotler and acknowledged the foregoing Articles of Incorporation to be his respective act, in association with the other subscribers thereto.

IN WITNESS WHEREOF I hereinto subscribe my name and affix my seal this 22 day of ~~February~~ March, 1974.

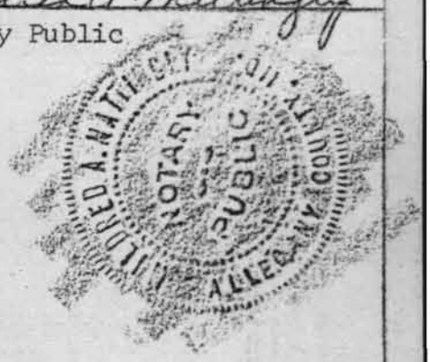
Notary Public

STATE OF MARYLAND)
COUNTY OF ALLEGANY) SS.: 022 Art 285

THIS IS TO CERTIFY, that on the day, month, and year hereinafter set forth, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Pauline Stotler and acknowledged the foregoing Articles of Incorporation to be her respective act, in association with the other subscribers thereto.

IN WITNESS WHEREOF I hereinto subscribe my name and affix my seal this 12 day of ~~February~~ March, 1974.

Mildred A. Mattingly
Notary Public



FILED FOR RECORD
AUG 20 1974
at 10:30 O'Clock A.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the Records of Allegany County,
Maryland, and compared by

ARTICLES OF INCORPORATION

OF

J. I. MATTINGLY & BRO. INC.

022 PAGE 286

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1974 at 2:30 o'clock P. M. as in conformity with law and ordered recorded.

A 30777

2086 — 4

Recorded in Liber [redacted] Folio [redacted] one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 112

Bonus tax paid $ 40.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF INCORPORATION

OF 022 PAGE 287

MARYLAND STATE SHERIFFS' ASSOCIATION, INC.

AUG 20-74 A 27495 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Harry A. Holsinger, whose address is Suite 408, Fort Cumberland Hotel, Cumberland, Maryland, William E. Orr, Jr., whose address is 59 Prospect Square, Cumberland, Maryland, and Charles E. Price, whose address is 201 N. Jonathan Street, Hagerstown, Maryland, all being at least 21 years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

MARYLAND STATE SHERIFFS' ASSOCIATION, INC.

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

To organize and operate an association exclusively for educational, charitable, and fraternal purposes; no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

For the general purposes aforesaid, the Corporation shall have the following powers and purposes:

(a) To form and perpetuate an efficient organization of the Sheriffs of Maryland and their full time Deputies.

(b) To provide for the prompt exchange of information pertaining to the duties and to co-operate with peace officers throughout Maryland and with similar organizations in other States.

(c) To exert such influence as may be necessary to bring about and preserve legislation in harmony with the needs of enforcement officials and the safety of the public.

(d) To acquire, use and dispose of such property as may be necessary for the transaction of its business.

BW

Compared and Mailed ~~Delivered~~

TO Harry A. Holsinger
Suite 408
Fort Cumb. Hotel
Cumb. Md
Sept 18 1974.

(e) To make and enter into contracts necessary and proper for the purposes set forth herein.

(f) To raise funds and to otherwise obtain personal property and real property of all kinds; acquire by purchase, lease or otherwise, and hold any kind of property, real or personal; to sell, lease, mortgage or exchange such real or personal property and to convey the same in fee simple by lease or by mortgage or by deed of trust; to borrow or raise money by subscriptions, dues, or otherwise for any of the purposes of the Corporation; to invest, sell, re-invest, distribute and otherwise administer, manage and control all of its property and funds consistent with the purposes hereinbefore indicated, and generally to do all things necessary for the attainment of its purposes.

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, 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 postoffice address of the principal office of the Corporation in this State is Suite 408, Fort Cumberland Hotel, Cumberland, Maryland 21602. The resident agent of the Corporation is Harry A. Holsinger, whose postoffice address is Suite 408, Fort Cumberland Hotel, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock. Members may be resigned or be removed, vacancies may be filled and additional members elected as provided for in the by-laws which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The officers of the Corporation shall be R. Calvin Hall, President, John F. Browning, First Vice-President, Charles E. Price, Second Vice-President, Daniel McAllister, Treasurer, Marjorie L. Grewe, Secretary, and Charles C. Senseney, State Director. Which said duties as

may be prescribed by the by-laws.

SEVENTH: The names and addresses ~~of the persons who shall con-~~ stitute and compose the Board of Directors of the Corporation until the first annual meeting thereof and until their successors are duly chosen and qualified are as follows:

William E. Orr, Allegany County Sheriff Department, Cumberland, Maryland
Lawrence Williams, St. Marys County Sheriff Department, Leonardtown, Maryland
William E. Shockley, Wicomico County Sheriff Department, ~~Salisbury~~, Maryland
Bartus O. Vickers, Kent County Sheriff Department, Chestertown, Maryland
Ralph W. Offutt, Montgomery County Sheriff Department, Rockville, Maryland
H. Leroy Campbell, Carroll County Sheriff Department, Westminster, Maryland
L. C. Meusel, Sr., Baltimore County Sheriff Department, Towson, Maryland
J. C. Smith, Anne Arundel County Sheriff Department, Annapolis, Maryland
James Jarman, Worcester County Sheriff Department, Snow Hill, Maryland
James Young, Montgomery County Sheriff Department, Rockville, Maryland

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14th day of December, 1973.

WITNESS:

Walter A Meusel as to Harry A. Holsinger
Harry A. Holsinger

To all as to William E. Orr, Jr.
William E. Orr, Jr.

1 as to Charles E. Price
Charles E. Price

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

THIS IS TO CERTIFY, that on this 14th day of December, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Harry A. Holsinger, William E. Orr, Jr., and Charles E. Price, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

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

Greg J. Kiddy
Notary Public

My Commission Expires: 7-1-74

FILED FOR RECORD
AUG 20 1974 19
at 12:30 Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Charter
Records of Allegany County,
Maryland, and compared by
Acting

ARTICLES OF INCORPORATION

OF

MARYLAND STATE SHERIFFS' ASSOCIATION, INC.

022 PAGE 290

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 30776

2086 4

Recorded in Liber [redacted], folio [redacted], one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 111

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

022 PAGE 291

PIZZA HUT OF CUMBERLAND, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

AUG 20-74 A #27494 ******5.00

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, C. William Gilchrist, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, and Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland, 21502, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

PIZZA HUT OF CUMBERLAND, INC.

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

(1) To own, lease, manage, and operate restaurants, buffets, lunch counters, bakeries, shops for the sale of candy or ice cream, beer parlors, taverns, delicatessen stores, tobacco stores, cigar stands, soda fountains, check stands, parcel rooms, newsstands, and generally to conduct a restaurant, cafe, tavern, and tobacco business; and to own, lease, manage, and operate such other establishments or enterprises as may or might be appropriate or advantageous in connection with the business of the corporation.

Compared and Mailed ~~Delivered~~ BW
William R. Carscaden
TO 110 Washington St
City
Sept 18 19 74

(2) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(3) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(4) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid object or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

CONSTRUCTION OF AFOREGOING CLAUSES

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, 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 110 Washington Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is William R. Carscaden, whose

post office address is 110 Washington Street, Cumberland, Maryland, 21502. 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) 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 ($100,000.00).

SIXTH: The Corporation shall have ~~three (3)~~ directors and Jimmie W. Hinkle, Marie C. Bicknell and Rosel Eason, shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than fifteen by amendment to the By-laws.

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall 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 director or officer of such other corporation or not so interested.

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may 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 time and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25th day of March, 1974.

WITNESS:

Angela M. Senkbeil
ANGELA M. SENKBEIL

William R. Carscaden (SEAL)
WILLIAM R. CARSCADEN

Angela M. Senkbeil
ANGELA M. SENKBEIL

C. William Gilchrist (SEAL)
C. WILLIAM GILCHRIST

Angela M. Senkbeil
ANGELA M. SENKBEIL

Lora L. Henson (SEAL)
LORA L. HENSON

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 25th day of March, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM R. CARSCADEN, C. WILLIAM GILCHRIST and LORA L. HENSON, and acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal the date aforesaid.

Angela M. Senkbeil
ANGELA M. SENKBEIL,
Notary Public

ANGELA M. SENKBEIL NOTARY PUBLIC ALLEGANY COUNTY, MARYLAND

FILED FOR RECORD
AUG 20 1974
at 2:30 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by
Acting Clerk

ARTICLES OF INCORPORATION

OF

PIZZA HUT OF CUMBERLAND, INC.

022 PAGE 297

Approved and received for record by the State Department of Assessments and Taxation of Maryland March 26, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 30749

Recorded in Liber 2086, folio 7 one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 84

Bonus tax paid $ 20.00 Recording fee paid $ 17.00

To the clerk of the Circuit Court of Alleghany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

CERTIFICATE OF INCORPORATION
OF

Queens Point Memorial Post 022 PAGE 298 POST NO. 6775,

VETERANS OF FOREIGN WARS OF THE UNITED STATES INCORPORATED.

THIS IS TO CERTIFY AUG 20-74 A 27499 ******4.00

That we, the subscribers, whose names and addresses are as follows,

Harry E. Nesbit, Commander, whose post office address is 245 Maple Avenue, Keyser, West Virginia 26726

Joe Crites, Senior Vice Commander, whose post office address is 440 W. Piedmont Street, Keyser, West Virginia 26726

David Ravenscroft, Junior Vice Commander, whose post office address is P.O. Box 262, Piedmont, West Virginia 26750

Melvin E. Rhodes, Quartermaster, whose post office address is 69 Maryland Avenue, McCoole, Maryland 26726

George E Barger, Chaplain, whose post office address is 281 Fort Avenue, Keyser, West Virginia 26726

John P. Shores, Surgeon, whose post office address is 520 Reynolds Terrace, Keyser, West Virginia 26726

Floyd E. Payne, Post Advocate, whose post office address is 170 D. Street, Keyser, West Virginia 26726

Geo-ge C. Miller, Trustee, whose post office address is Rt. 3, Box 47A, Rawlings, Maryland 26726

Charles F. Bolyard, Trustee, whose post office address is Rt. 4, Keyser, West Virginia 26726

John R. Barger, Trustee, whose post office address is 43 Church Street, Keyser, West Virginia 26726

AND, Phillip E. Kelley, Adjutant, whose post office address is Rt. 3, Rawlings, Maryland 26726

all being of full legal age, and being citizens of the State of Maryland and/or of the United States, do, under and by virtue of the laws of the state of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation not-for profit.

(FOOTNOTE: It is mandatory that all entries, excepting signatures on Page 6, be typed on this form. Handwritten or hand-printed entries will result in rejection of the form by the State of Maryland.)

Bus

Compared and Mailed Delivered

TO Jack I. Mullen
82 Main Street
Frostburg, Md

Sept 18 19 74

ARTICLE I 022 PAGE 299

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

Queens Point Memorial POST NO. 6775

VETERANS OF FOREIGN WARS OF THE UNITED STATES, INCORPORATED.

ARTICLE II

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

(1) Fraternal, patriotic, historical and educational; to preserve and strengthen comradeship among its members; to assist worthy Comrades; to perpetuate the memory and history of our dead, and to assist their widows and orphans; to maintain true allegiance to the Government of the United States of America and fidelity to its Constitution and laws; to foster true patriotism; to maintain and extend the Institutions of American freedom; and to preserve and defend the United States from all her enemies, whomsoever.

(2) To take by gift or device and to purchase, own, hold, sell, transfer, mortgage and lease or rent real and personal property and do all things necessary, essential or convenient thereto.

(3) To do all things necessary and essential to carry on the activities, rehabilitation, welfare and social work of the Post, including the establishment and operation of recreation rooms and club facilities for the use and comfort of the members of the Post, the Ladies Auxiliary thereof, and other veterans.

The said Queens Point Memorial Post No. 6775

VETERANS OF FOREIGN WARS OF THE UNITED STATES, INCORPORATED,

shall at all times remain under the jurisdiction of and be governed according to the Constitution and By-Laws of the Veterans of Foreign Wars of the United States, and in the event any provisions of the By-Laws or of this Certificate of Incorporation conflict with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States, the National Constitution and the By-Laws of the Veterans of Foreign Wars of the United States will determine the purposes and objective of said incorporation, there being nothing contained in the Constitution and By-Laws of the Veterans of Foreign Wars of the United States which is inconsistent with the laws of the United States or of the State of Maryland.

ARTICLE III

022 PAGE 300

This Corporation not-for-profit shall have no capital stock, shall have perpetual existance subject to the provisions of the laws of the State of Maryland and the Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE IV

The post office address of the place at which the principal office of the Corporation in this State will be located is:

161 Queen Street, McCoole, Maryland 26726

The resident agent of said Corporation is Jack I. Mullen, 82 Main Street, Westernport, Maryland 21562. Said resident agent is a citizen of the United States and of the State of Maryland and actually resides, therein.

ARTICLE V

OFFICERS

Section 1: The officers of this corporation (sometimes referred to as "Directors"and/or "Trustees"), their nomination, election or appointment, installation, power and authority shall be in accordance with the provisions of the National By-Laws of the Veterans of Foreign Wars of the United States.

Section 2: The number of officers (Directors) of this Corporation shall be the number as provided for a Post of the Veterans of Foreign Wars of the United States by the National By-Laws of the Veterans of Foreign Wars of the United States, but at no time shall the corporation have less than three directors.

Section 3: The names and addresses of the present persons who are to act in the capacity of principal officers (Directors) until the selection of their successors, are as follows:

NAME	ADDRESS	TITLE OF OFFICE IN POST
Harry E. Nesbit	245 Maple Ave., Keyser, W. Va.	COMMANDER
Joe Crites	440 W. Piedmont St., Keyser, W. Va.	SR. VICE COMMANDER
David Ravenscroft	P.O. Box 262, Piedmont, W. Va.	JR. VICE COMMANDER
Melvin E. Rhodes	69 Maryland Avenue, McCoole, Md.	QUARTERMASTER
George Barger	281 Fort Avenue, Keyser, W. Va.	CHAPLAIN
John P. Shores	520 Reynolds Terrace, Keyser, W. Va.	SURGEON
Floyd E. Payne	170 D. Street, Keyser, W. Va.	POST ADVOCATE
George C. Miller	Rt. 3, Box 47A, Rawlings, Md.	TRUSTEE
Charles F. Bolyard	Rt. 4, Keyser, W. Va.	TRUSTEE
John R. Barger	43 Church Street, Keyser, W. Va.	TRUSTEE
Phillip E. Kelley	Rt. 3, Rawlings, Md.	ADJUTANT

ARTICLE VI 022 PAGE 301

The qualifications of the members and the manner ~~of their admission into~~ this corporation not-for-profit shall be as follows:

No person shall be a member of this corporation unless he has served honorably as a male officer or enlisted man in the ARMY, NAVY, MARINE CORPS, AIR FORCE or COAST GUARD of the United States of America in any foreign war, insurrection, or expedition, which service is recognized as campaign medal service and governed by the authorization of the award of a campaign badge (medal) of the Government of the United States of America.

The active and voting membership of this Corporation shall at all times consist of and be confined to the active membership in good standing in Queens Point Memorial Post No. 6775 VETERANS OF FOREIGN WARS OF THE UNITED STATES, with eligibility to, acquiring of, suspension from and discontinuance of membership being in accordance with the National Constitution and By-Laws of the VETERANS OF FOREIGN WARS OF THE UNITED STATES.

ARTICLE VII

All assets of this Corporation shall be and remain assets of the Veterans of Foreign Wars of the United States and shall be used, spent and disbursed in accordance with the National Charter, Constitution and By-Laws of the Veterans of Foreign Wars of the United States. In the event of a dissolution of the Corporation, all the assets shall be the property of Queens Point Memorial Post No. 6775, VETERANS OF FOREIGN WARS OF THE UNITED STATES; and in the event of the simultaneous dissolution of this Corporation and of the forfeiture of the Charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit, then, and in that event, title to all of the assets of the Corporation shall be in the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, Rules and Regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of this corporation be distributed or divided among the individual members thereof.

APPROVED
FOR THE COMMANDER IN CHIEF
ADJUTANT GENERAL

ARTICLE VIII 022 PAGE 302

This Corporation not-for-profit shall have the following general powers.

To have perpetual succession with power to sue and be ~~sued in courts of equity~~ and law; to receive, hold, own, mortgage, use and dispose ~~of such real property~~ personal property, money contracts, rights and privileges as shall be deemed necessary and incidental for its corporate purposes; to adopt, amend, apply, and administer By-Laws and Regulations to carry out its purposes, not inconsistent with the laws of the United States or of any State; and such other powers as are not inconsistent or in conflict with the Constitution and By-Laws of the Veterans of Foreign Wars of the United States. The Corporation shall not purchase, sell or mortgage any real property without notice thereof to the members of the Corporation at a regular or special meeting called for said purpose and by vote of approval of a majority of those members present at such regular or special meeting called for such purpose.

~~Should any conflict arise~~ between the provisions of this Charter and the provisions of the Constitution and By-Laws of the Veterans of Foreign Wars of the United States, said provisions that conflict in this Charter shall not be effective until approved by the Commander-in-Chief of the Veterans of Foreign Wars of the United States.

The right to appeal, alter or amend this Charter at any time is hereby expressly reserved, but any alterations, modification, or amendment made to said Charter shall be governed by the Constitution and By-Laws of the Veterans of Foreign Wars of the United States and not in conflict therewith, and no amendment, modification, or alteration shall be made which will in anywise conflict with the provisions of the National By-Laws of the Veterans of Foreign Wars of the United States, nor shall any change whatsoever be effective until the same has been approved by the Commander-in-Chief of the Veterans of Foreign Wars of the United States.

In WITNESS WHEREOF, we have signed and sealed this Certificate of Incorporation this 30th day of June in the year 1973

WITNESSES:

022 PAGE 303

Bruce Pancake — Harry E. Nesbit (SEAL)
Commander
Harry E. Nesbit

~~Bruce Pancake~~ ~~Harry E. Nesbit~~ — Joe Crites (SEAL)
Senior Vice Commander
Joe Crites

~~Joe Crites~~ Bruce Pancake — J. Wilbert Ravenscroft (SEAL)
Junior Vice-Commander
David Ravenscroft

Le Roy Ryglesman — Melvin E. Rhodes (SEAL)
Quartermaster
Melvin E. Rhodes

Bruce Pancake — George E. Barger (SEAL)
Chaplain
George Barger

Bruce Pancake — John P. Shores (SEAL)
Surgeon
John P. Shores

Bruce Pancake — Floyd E. Payne (SEAL)
Post Advocate
Floyd E. Payne

Floyd E. Payne — George C. Miller (SEAL)
Trustee
George C. Miller

Bruce Pancake — Charles F. Bolyard (SEAL)
Trustee
Charles F. Bolyard

Bruce Pancake — John R. Barger (SEAL)
Trustee
John R. Barger

Bruce Pancake — Phillip E. Kelley (SEAL)
Adjutant
Phillip E. Kelley

022 PAGE 304

STATE OF MARYLAND COUNTY OF ALLEGANY, to Wit:

I HEREBY CERTIFY, THAT on this 30th day of June

in the year 1973 before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid,

personally appeared Harry E. Nesbit, Commander, Joe Crites Senior Vice Commander, David Ravenscroft, Junior Vice Commander, Melvin E. Rhodes, Quartermaster, George Barger, Chaplain, John P. Shores, Surgeon, Floyd E. Payne, Post Advocate, George Miller, Trustee, Charles F. Bolyard, Trustee, John R. Barger, Trustee, and Phillip E. Kelley, Adjutant all of the above named incorporators, and they severally acknowledged the foregoing certificate of Incorporation to their act.

WITNESS my hand and Notarial seal, the day and year aforesaid.

Jack D. Mullen
Notary Public

APPROVAL OF THE COMMANDER OF THE DEPARTMENT OF MARYLAND VETERANS OF FOREIGN WARS OF THE UNITED STATES, REGARDING CERTIFICATE OF INCORPORATION OF Queens Point Memorial

POST NO. 6775

VETERANS OF FOREIGN WARS OF THE UNITED STATES.

I, Commander of the Department of Maryland Veterans of Foreign Wars of the United States, do hereby certify this day of July, that I have read the copy of the Certificate of Incorporation of the Queens Point Memorial Post No. 6775 VETERANS OF FOREIGN WARS, INCORPORATED, and I do hereby recommend to the Commander-in-Chief that the permission of the Veterans of Foreign Wars of the United States be given said unit to incorporate under the laws of the State of Maryland, as set forth in said certificate.

Commander of the Department of Maryland Veterans of Foreign Wars of the United States.

ATTEST:

Charles F. Bolyard
Department Adjutant

APPROVED 7-23-73
FOR THE COMMANDER IN CHIEF
Julian Dickenson
ADJUTANT GENERAL

FILED FOR RECORD
AUG 20 1974 19
at 3:20 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by
Clerk
Acting

ARTICLES OF INCORPORATION

OF

QUEENS POINT MEMORIAL POST NO.6775 VETERANS OF FOREIGN WARS OF THE UNITED STATES, INCORPORATED

022 PAGE 305

approved and received for record by the State Department of Assessments and Taxation of Maryland April 1, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 30848

8

Recorded in Liber 2087, folio [redacted] one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 163

Bonus tax paid $ 20.00 Recording fee paid $ 12.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Swinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

TEN SOUTH MECHANIC ST., INC.

ARTICLES OF DISSOLUTION

AUG 20-74 A #27493 ******3.75

Ten South Mechanic St., Inc., a Maryland corporation, having its principal office in Allegany County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The corporation is hereby dissolved.

SECOND: The name of the corporation is as hereinabove set forth and the postoffice address of the principal office of the corporation in the State of Maryland is 10 South Mechanic Street, Cumberland, Allegany County, Maryland.

THIRD: The name and postoffice address of the resident agent of the corporation in the State of Maryland, service of process upon whom shall bind the corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the corporation for one year after dissolution and thereafter until the affairs of the corporation are wound up, is Faye K. Hersch, 317 Cumberland Street, Cumberland, Maryland. Said resident agent is an individual actually residing in the State of Maryland.

FOURTH: The name and postoffice address of each of the directors of the corporation are as follows: Faye K. Hersch, 317 Cumberland Street, Cumberland, Maryland; Marvin J. Kaplon, 23 N. Liberty Street, Cumberland, Maryland; and Clarence Lippel, One Washington Street, Cumberland, Maryland.

FIFTH: The name, title and postoffice address of each of the officers of the corporation are as follows: Faye K. Hersch, President,

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

Compared and Mailed ~~Delivered~~ by
TO Clarence Lippel
One Washington Street
Cumberland
Sept 18 1974

317 Cumberland Street, Cumberland, Maryland; Clarence Lippel, Vice President, One Washington Street, Cumberland, Maryland; and Marvin J. Kaplon, Secretary-Treasurer, 23 N. Liberty Street, Cumberland, Maryland.

SIXTH: The Board of Directors, at a meeting of the Board of Directors of the corporation convened and held on February 21, 1974, unanimously adopted a resolution declaring that dissolution of the corporation is advisable, all of the holders of the capital common stock of the corporation (there being no preferred stock outstanding or entitled ~~to vote~~) having consented in writing to the dissolution of the corporation.

SEVENTH: The consent in writing to the dissolution of the corporation was signed by the sole stockholder of the corporation. Such consent is filed with the records of the corporation and the dissolution of the corporation has been duly advised by the Board of Directors as authorized by the sole stockholder of the corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland.

EIGHTH: The corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by a certificate of the State Department of Assessments and Taxation, the Comptroller of the Treasury of the State of Maryland, the Tax Collector for Allegany County, Maryland, and of the Tax Collector of the City of Cumberland, Maryland, stating in effect that all taxes levied or assessments made by said Departments and Comptroller, by the County Commissioners for Allegany County, and by the Mayor and City Council of Cumberland have been paid including taxes for the year in which the dissolution of the corporation is to be effected.

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

IN WITNESS WHEREOF, Ten South Mechanic St., Inc., a corporation, has caused these presents to be signed in its name and on its behalf by its president and its corporate seal to be hereunto affixed and attested by its secretary this 21st day of February, 1974.

ATTEST: TEN SOUTH MECHANIC ST., INC.

Marvin J. Kaplon
Secretary

By Faye K. Hersch
President

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, that on this 21st day of February, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Faye K. Hersch, President of Ten South Mechanic St., Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Dissolution to be the corporate act of said corporation; and at the same time also personally appeared Marvin J. Kaplon, and he made oath in due form of law that he was Secretary-Treasurer of the meeting of the Board of Directors of said corporation at which the dissolution of the corporation therein set forth was authorized, the sole stockholder of said corporation having unanimously consented in writing to said dissolution, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

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

Carol A. Arnett
NOTARY PUBLIC

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 267-5805

ANNAPOLIS, MARYLAND 21404

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

022 FAGE 309

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

TEN SOUTH MECHANIC ST., INC.

have been paid.

APR 16 9 36 AM '74

WITNESS my hand and official seal this

Fourth day of March A.D. 19 74.

Mary Ellen Hopkins
Deputy Comptroller

FILED FOR RECORD
AUG 28 1974
at 2:30 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by

Acting

ARTICLES OF DISSOLUTION

OF

TEN SOUTH MECHANIC ST., INC.

022 PAGE 310

approved and received for record by the State Department of Assessments and Taxation of Maryland April 16, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31270

5

Recorded in Liber 2092, folio [redacted], one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 157

Special Fee
~~Franchise tax paid~~ $ 15.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Sumner

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·
BONÆ VOLVNTATIS TVÆ CORONABIT SCVTO NOS

T. E. WILLIAMS, M.D., P.A.

ARTICLES OF INCORPORATION

AUG 20-74 A 27497 ******4.00

022 PAGE 311

FIRST: The undersigned, Terry E. Williams, whose post office address is 212 Washington Street, Cumberland, Maryland, 21502; William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; and Gorman E. Getty, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, each being at least twenty-one (21) years of age, do hereby form a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

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

T. E. WILLIAMS, M.D., P.A.

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

(1) To engage in the general practice of medicine.

(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 rendering of the professional services specified above.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Memorial Hospital Medical Building, Ridgewood Avenue, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland is William R. Carscaden, 110 Washington Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has

Compared and Mailed ~~Delivered~~ BW

TO William R. Carscaden 110 Washington St. Cbg

Sept 17 1974

authority to issue is one thousand shares of the par value of One Hundred Dollars ($100.00) a share, all of one class, and have an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Terry E. Williams

William R. Carscaden

Gorman E. Getty

SEVENTH: This Corporation shall have all of the powers and be subj to all of the limitations granted and imposed upon a professional service corpo ration formed in accordance with the Maryland Professional Service Corporati Act (Article 23, Section 430 et seq) and all other powers conferred on corpo- rations by the laws of the State of Maryland, subject to the limitations of the aforementioned Professional Service Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 29th day of March, 1974.

WITNESS:

Lora L. Gouff
LORA L. GOUFF

Terry E. Williams (SEAL)
TERRY E. WILLIAMS

Lora L. Gouff
LORA L. GOUFF

(SEAL)
WILLIAM R. CARSCADEN

Lora L. Gouff
LORA L. GOUFF

Gorman E. Getty (SEAL)
GORMAN E. GETTY

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT: 022 Fol 313

I HEREBY CERTIFY that on this 29th day of March, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared TERRY E. WILLIAMS, WILLIAM R. CARSCADEN, and GORMAN E. GETTY and acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the date aforesaid.



Lora L. Gouff
Notary Public
Lora L. Gouff

FILED FOR RECORD
AUG. 20 1974 19
at 2:30 O'Clock P.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County
Maryland, and compared by
Clerk

ARTICLES OF INCORPORATION

OF

T. E. WILLIAMS, M.D., P.A.

022 PAGE 314

approved and received for record by the State Department of Assessments and Taxation of Maryland April 1, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 30820

2086 4

Recorded in Liber [redacted], folio [redacted], one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 154

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 315

ROBUSTIANO J. BARRERA, JR., M.D., P.A.

ARTICLES OF INCORPORATION SEP 19-74 A [illegible] .00

FIRST: The undersigned, ROBUSTIANO J. BARRERA, JR., M.D., whose post office address is Memorial Hospital, Memorial Avenue, Medical Building, Cumberland, Maryland 21502, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

SECOND: The name of the Corporation is ROBUSTIANO J. BARRERA, JR., M.D., P.A.

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

(1) To engage in the general practice of medicine.

(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 rendering of the professional services specified above.

(3) To do such acts and carry on such business as may be permitted by the Professional Services Corporation Act of the State of Maryland, subject to the limitations thereof.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Memorial Hospital, Memorial Avenue, Medical Building, Alleghany County, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is Robert L. Olender, 4800 Tamworth Court, Prince Georges County, Camp Springs, Maryland 20031. 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

Bw

Compared and Mailed Delivered

Robustiano J. Barrera Jr

TO Memorial Hospital Medical Bldg

Memorial Ave - etc

Oct 8 19 74

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).

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are ROBUSTIANO J. BARRERA, JR., M.D. and DELLIA N. BARRERA.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 19th day of June, 1974.

Witness:

Henry S. Fiedler

HENRY S. FIEDLER

Robustiano J. Barrera Jr. M.D.

ROBUSTIANO J. BARRERA, JR., M.D.

STATE OF VIRGINIA

COUNTY OF FAIRFAX

I HEREBY CERTIFY that on June 19, 1974, before me, the subscriber, a notary public of the State of Virginia, in and for the County of Fairfax, personally appeared ROBUSTIANO J. BARRERA, M.D., and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission Expires March 25, 1976

Notary Public

FILED FOR RECORD
SEP. 19 1974 ... 19...
at ... 1:45 o'Clock P.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the Charter
Records of Allegany County,
Maryland, and compared by

LIBER 022 PAGE 317

ARTICLES OF INCORPORATION

OF

ROBUSTIANO J. BARRERA, JR., M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 21, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 32893

3

Recorded in Liber 2076, folio 6, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Rachael Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 318

C & O CANAL OF CUMBERLAND, MARYLAND, INC.

ARTICLES OF AMENDMENT

SEP 19-74 A 12 095 [illegible] .00

C & O Canal of Cumberland, Maryland, Inc., a Maryland corporation, having its principal office in Allegany 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 Third of the Articles of Incorporation and inserting in lieu thereof the following:

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:

1. To organize and operate an association for the purposes of promoting the historical significance of the Chesapeake and Ohio Canal for educational and charitable purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

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

(a) To promote interest in the C & O Canal, to promote interest in historical Western Maryland, and to recreate certain aspects of said C & O Canal.

(b) To apply for and receive, and to manage and disburse, funds from public or private sources, made available for the purposes of the Corporation.

Compared and Mailed Delivered
TO Mark L. Lagus Jr
508 Washington St
Cumberland
Oct 8 19 74

The charter of the Corporation is further amended by adding Article Eighth to the Articles of Incorporation which shall provide as follows:

EIGHTH: In the event of dissolution of the Corporation, all of the business, property and assets of the Corporation shall be distributed to an organization or organizations, which has or have established appropriate status as an organization described under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law), contributions to which are deductible for tax purposes, or to a State or local government for public purposes, in accordance with the plan of distribution of assets adopted by the Corporation.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on March 7, 1974, adopted a resolution in which was set forth the foregoing amendments to the charter, declaring that the said amendments of the charter were advisable and directing that they be submitted for action thereon at a special meeting of all members of the Corporation to be held on April 4, 1974.

THIRD: Notice setting forthe the same 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 entitled to vote thereon.

FOURTH: The amendments of the charter of the Corporation as hereinabove set forth were approved by at least two-thirds of all members of the Corporation at said meeting.

FIFTH: The amendments of the charter of the Corporation as hereinabove set forth have been duly advised by the Board of Directors and approved by the members of the Corporation.

LIBER 022 PAGE 320

IN WITNESS WHEREOF, C & O Canal of Cumberland, Maryland, 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 April 24th, 1974.

ATTEST:

C & O CANAL OF CUMBERLAND, MARYLAND, INC.

Bonnie L. Rosell
Secretary

By Mark L. Lazarus Jr.
MARK L. LAZARUS, JR.
President

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 24th day of April, 1974, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared MARK L. LAZARUS, JR., President of C & O Canal of Cumberland, Maryland, Inc., a Maryland Corporation, and in the name of and on behalf of the said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Bonnie L. Rosell and made oath in due form of law that she was Secretary of the meeting of the members of said Corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

My Commission expires
July 1, 1974

John F. Maton
Notary Public

FILED FOR RECORD
SEP 10 1974
at ... o'Clock ... M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ..... Records of Allegany County
Maryland, and compared by

ARTICLES OF AMENDMENT

OF LIBER 022 PAGE 321

C & O CANAL OF CUMBERLAND, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 15, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 32283

4

Recorded in Liber 2069, folio 103, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard I. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 322

ARTICLE OF INCORPORATION

SEP 19-74 A 12 100

FIRST: We, the undersigned, DONALD JAMES ATHEY, whose post office address is Henry Drive, LaVale, Maryland, MARGARET ANN ATHEY, whose post office address is Henry Drive, LaVale, Maryland, RALPH WEBSTER ATHEY, whose post office address is Roberts Place, Bowling Green, Cumberalnd, Maryland, JANE CATHERINE ATHEY, whose post office address is Roberts Place, Bowling Greene, Cumberland, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators, with the intention of forming a corporation under and by virtue of the General Laws of the State of Marylard.

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

HEAVENLY TOUCH SALON OF BEAUTY, INC.

THIRD: The general nature of the business shall be the business of holding, leasing, managing property, and supervising beauty salons, wherein the following activities shall be conducted: Cutting, washing, setting, tinting, drying, waving and straightening hair, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto; the retail sales outlook of wigs, male and female, cosmetics, jewelry, boutiques, food, soft drinks, and clothing or personal apparel; the buying, selling, dealing in, or handling of real estate, the holding, owning or leasing of such real estate or buildings as may be necessary for the proper

Compared and Mailed
Donald James Athey
TO Henry Drive
La Vale, Md
Oct 8 1974

conduct of the business of the corporation, and shall have the power to borrow money in the corporate name.

FOURTH: The post office address of the principal office of the corporation in this State is Henry Drive, LaVale, Allegany County, Maryland. 21602 The name and post office address of the resident agent of the Corporation in this state are DONALD JAMES ATHEY, and his address is Henry Drive, LaVale, Allegany County, Maryland. Said resident is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand _____ shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be Five (5), which number may be increased or decreased, pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are DONALD JAMES ATHEY, MARGARET ANN ATHEY, RALPH WEBSTER ATHEY, JANE CATHERINE ATHEY, and PAUL W. BARNETT.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation, this 7th day of May 1974.

WITNESS:

Mildred L. Harr — Donald James Athey
DONALD JAMES ATHEY

Mildred L. Harr — Margaret Ann Athey
MARGARET ANN ATEY

Mildred L. Harr — Ralph Webster Athey
RALPH WEBSTER ATHEY

Mildred L. Harr — Jane Catherine Athey
JANE CATHERINE ATHEY

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 17 day of May 1974, before me, the sbuscriber, a Notary Public in and for the State and County aforementioned, personally appeared DONALD JAMES ATHEY and MARGARET ANN ATHEY, and they did acknowledge the aforegoing instrument to be true to the best of their knowledge and belief.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

My Commission Expires: July 1, 1974

LIBER 022 PAGE 325

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 17 day of May 1974, before me, the sbuscrbier, a Notary Public, in and for the State and County aforemtneioned, personally appeared RALPH WEBSTER ATHEY and JANE CATHERINE ATHEY, and they did acknowledge the aforegoing instrument to be [illegible] to the best of their knowledge and belief.

WITNESS my hand and Notarial Seal,

NOTARY PUBLIC

My Commission Expires: July 1, 1974

FILED FOR RECORD
SEP 19 1974 ... 19...
...O'Clock...P.M.
and same day Recorded in Liber
No..... Folio.....
of the ... Records of Allegany County
Maryland, and examined by

ARTICLES OF INCORPORATION

OF

HEAVENLY TOUCH SALON OF BEAUTY, INC.

LIBER 022 PAGE 328

approved and received for record by the State Department of Assessments and Taxation of Maryland May 20, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31966

5

Recorded in Liber 2067, folio 23, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 327

MOTOR CITY BODY SHOP, INC.

SEP 19-74 A 12 CSC [illegible]

ARTICLES OF AMENDMENT

MOTOR CITY BODY SHOP, INC., a Maryland corporation, having its principal office at Motor City, Route 36, Cumberland, Maryland, 21502, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Articles of Incorporation are hereby amended by striking out Paragraph Second of the Articles of Incorporation and inserting in lieu thereof the following:

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

MOTOR CITY HOLDING CO., INC.

SECOND: The Board of Directors and Stockholders of the Corporation, at a joint meeting at which all Stockholders and Directors were present in person, and held on June 26, 1974, unanimously adopted a resolution in which was set forth the aforegoing amendment to the corporation charter, as is set forth in Paragraph First of these Articles of Amendment.

IN WITNESS WHEREOF, Motor City Body Shop, Inc. of Maryland 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 26th day of June, 1974.

MOTOR CITY BODY SHOP, INC.

ATTEST:

By William D. Smith

William R. Carscaden, Secretary

William D. Smith, Jr., President

Compared and [illegible]

TO William D. Smith
Motor City
Rt #36 Md 19 74
Cumb. Md

LIBER 022 FOLIO 328

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 27th day of June, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM D. SMITH, JR., President of Motor City Body Shop, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared WILLIAM R. CARSCADEN, and made oath in due form of law that he was the Secretary of the joint meeting of the Stockholders and Directors of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

NOTARY PUBLIC

Angelene Sentkiel
Notary Public

SEP 18 1974 RECORD

at ... O'Clock ... M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Land Records of Allegany County,
Maryland, and compared by

Acting

ARTICLES OF AMENDMENT

OF

MOTOR CITY BODY SHOP, INC.

changing its name to:

MOTOR CITY HOLDING CO., INC.

LIBER 022 PAGE 329

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1974 at 1:10 o'clock P.M. as in conformity with law and ordered recorded.

A 33169

3

Recorded in Liber 2078, folio 165, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF AMENDMENT

OF

THERMOGAGE, INC.
(making an election to be a close corporation under Section 100)

SEP 19-74 A 82 096

THERMOGAGE, INC., a Maryland Corporation, having its principal office at 330 Allegany Street, Frostburg, Allegany County, Maryland 21532 (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 Article 2A, to be inserted between existing Articles SECOND and THIRD, to read as follows:

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

(b) And by striking out existing Article FIFTH of the Charter, and inserting, in lieu thereof, a new Article FIFTH, to read as follows:

"From and after May 31, 1974, the Corporation shall have one Director, but said number shall be subject to increase pursuant to the By-Laws of the Corporation; and that the present Directors, Charles E. Brookley, Richard C. Karr and Janet D. Atkinson, shall continue to act as Directors until their successor or successors are duly chosen and qualified subsequent to May 31, 1974."

(c) And by adding a new Article 8A, to be inserted between existing Articles EIGHTH and NINTH, to read as follows:

"The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and its Directors (if any) and stockholders:

(1) The Corporation and its stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a close corporation under the subtitle 'Close Corporations' of Article 23 of the Code of Maryland as existing on the effective date of these Amendments to the Articles of Incorporation or as the same may be amended from time to time, including without limitation the authority to enter into one or more stockholders' agreements as authorized by Section 104 under such subtitle; but no provisions of the Charter of By-Laws of the Corporation shall as such constitute a stockholders' agreement specially authorized by Section

LAW OFFICES
RT, McMULLEN
& PAYE
LMBERLAND
MARYLAND

Compared and Mailed Deliv...
Thermogage Inc
TO 330 Allegany Street
Frostburg Md
Oct 8 19 74

104 under said subtitle unless such provision specifically states that it shall be deemed to be such a stockholders' agreement."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on May 13, 1974, adopted a Resolution in which was set forth the foreging Amendments 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 May 13, 1974.

THIRD: A meeting of all of the stockholders of the Corporation was duly held May 13, 1974, for the purpose of considering the proposed Amendments to the Charter of the Corporation, the said meeting being held pursuant to a Waiver of Notice of said meeting signed by all of the stockholders of the Corporation and filed with the records of the Corporation. The Amendment of the Charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of all outstanding shares 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, Thermogage, 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 May 14, 1974.

Attest: THERMOGAGE, INC.

Richard C Kaufman
Secretary

By Charles E. Brookley
President

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY that on this 14th day of May, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared CHARLES E. BROOKLEY, President of Thermogage,

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

Notary Public

My Commission Expires:

July 1, 1974

LAW OFFICES
ROBERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
SEP 19 1974
at ... O'Clock ... M.
and same day Recorded in Liber
No. ..... Folio .....
one of the Records of Allegany County,
Maryland, and compared by
Acting

ARTICLES OF AMENDMENT

OF

THERMOGAGE, INC.

LIBER 022 PAGE 333

approved and received for record by the State Department of Assessments and Taxation of Maryland May 15, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 32281

4

Recorded in Liber 2069, folio 101, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 334

POTOMAC MOTORS, INC.

ARTICLES OF AMENDMENT SEP 19-74 A 12 093 *******375

POTOMAC MOTORS, INC., a Maryland corporation, having its principal office at Motor City, Route 36, Cumberland, Maryland, 21502, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Articles of Incorporation are hereby amended by striking out Paragraph Second of the Articles of Incorporation and inserting in lieu thereof the following:

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

MOTOR CITY ENTERPRISES, INC.

SECOND: The Board of Directors and Stockholders of the Corporation, at a joint meeting at which all Stockholders and Directors were present in person, and held on June 26, 1974, unanimously adopted a resolution in which was set forth the aforegoing amendment to the corporation charter, as is set forth in Paragraph First of these Articles of Amendment.

IN WITNESS WHEREOF, Potomac Motors, Inc. of Maryland has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 1st day of June, 1974.

POTOMAC MOTORS, INC.

ATTEST:

By _____
William D. Smith, Jr., President

_____
William R. Carscaden, Secretary

Compared and Mailed Delivered
Potomac Motors Inc
TO Motor City Rt #36
Cumb Md
Oct 8 1974

LIBER 022 PAGE 335

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY that on this 21st day of Oct., 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM D. SMITH, JR., President of Potomac Motors, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared WILLIAM R. CARSCADEN, and made oath in due form of law that he was the Secretary of the joint meeting of the Stockholders and Directors of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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



Notary Public

ARTICLES OF AMENDMENT

OF

POTOMAC MOTORS, INC.

changing its name to:

MOTOR CITY ENTERPRISES, INC.

SEP 19 1974 RECORD

at ... O'Clock ... M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ..... Records of Allegany County,
Maryland, and compared by

Acting

LIBER 022 PAGE 336

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1974 at 1:00 o'clock P.M. as in conformity with law and ordered recorded.

A 33170

3

Recorded in Liber 2078, folio 166 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard Kelch

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 337

POTOMAC MOTORS, INC.

ARTICLES OF INCORPORATION

SEP 19-74 A 12 076 ******1.00

FIRST: We, the undersigned, John J. O'Donnell, whose post office address is Popular Street, Millerdale, Mineral County, Ridgeley, West Virginia; and Rosanne F. Bernstein, whose post office address is 731 Washington Street, Allegany County, Cumberland, Maryland; each being at least eighteen 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 Potomac Motors, 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:

(a) To engage and deal in an automobile sales and service outlet and/or dealership, including the purchase, handling, sale, and leasing of motor vehicles of all types, as well as other equipment, including, but not limited to automobiles and trucks, and also including the purchase, handling, dispensing and sale of all types of automotive accessories, tools, parts, and equipment; and engage in the service, repair, and maintenance of motor vehicles of all types; and any other material appurtenances, processes or endeavors necessary for, and useful in, the operation of an automotive sales and service business.

(b) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered
TO 731 Washington St
Oct 8 19 74

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.

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

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

(e) 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 insure 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.

GERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
20 GREENE ST.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be contrued both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of said state now or hereafter in force.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation and the laws of the State of Maryland.

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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BERLAND, MARYLAND
20 GREENE ST.

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

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

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

(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

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock when such use could cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(i) To classify or reclassify the capital stock of the corporation or any class thereof in accordance with the laws of the State of Maryland.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 36, Motor City, Allegany County, Cumberland, Maryland. The resident agent of the Corporation is Rosanne F. Bernstein, whose post office address is 731 Washington Street, Allegany County, Cumberland, Maryland. Said resident agent is a

SON & GERSON
RNEYS AT LAW
LAND, MARYLAND
GREENE ST.

citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, John J. O'Donnell, Rosanne F. Bernstein, and Paul J. Stakem, and shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; provided, however, that the stockholders of the Corporation shall have the power to increase the number of directors to not more than ten by amendment to the Bylaws.

SEVENTH: The total amount of the authorized capital stock of the Corporation shall be

One Hundred (100) shares of capital stock without par value, all of which shares shall be common stock.

The issue of stock of this Corporation, which was duly organized under the Laws of the State of Maryland, and the plan of issue of said stock, shall conform to the Section 1244, 1954 Internal Revenue Code, and regulations incident thereto, including Section 1.1244 (a) 1 and the following Sections relating thereto, and pertaining to investments and losses of stock of small business corporations.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28th day of June, 1974.

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Barbara A. Clark
Witness

(SEAL)
JOHN J. O'DONNELL

LIBER 022 PAGE 344

Barbara A. Clark Rosanne F. Bernstein (SEAL)
ROSANNE F. BERNSTEIN

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 28th day of June, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared, JOHN J. O'DONNELL, ROSANNE F. BERNSTEIN and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Barbara A. Clark
Notary Public

My Commission Expires: July 1, 1978

BARBARA A. CLARK NOTARY PUBLIC ALLEGANY COUNTY

RSON & GERSON
TORNEYS AT LAW
LAND, MARYLAND
9 GREENE ST.

FILED FOR RECORD
SEP 19 1974 ... 19...
at ... O'Clock, P. M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Records of Allegany County,
Maryland, and compared by ...
Acting

ARTICLES OF INCORPORATION

OF

POTOMAC MOTORS, INC.

LIBER 022 PAGE 345

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1974 at 1:05 o'clock P. M. as in conformity with law and ordered recorded.

A 33155

9

Recorded in Liber 2078, folio 151, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 21.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 346

AMADO P. TORRES, M.D., P.A. SEP 19-74 A 12 101 *****4.00

ARTICLES OF INCORPORATION

FIRST: The undersigned, AMADO P. TORRES, M.D., whose post office address is Memorial Hospital, Memorial Avenue, Medical Building, Cumberland, Maryland 21502, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

SECOND: The name of the corporation is AMADO P. TORRES, M.D., P.A.

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

(1) To engage in the general practice of medicine.

(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 rendering of the professional services specified above.

(3) To do such acts and carry on such business as may be permitted by the Professional Services Corporation Act of the State of Maryland, subject to the limitations thereof.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Memorial Hospital, Memorial Avenue, Medical Building, Alleghany County, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is Robert L. Olender, 4800 Tamworth Court, Prince Georges County, Camp Springs, Maryland 20031. 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

Rec
Amado P. Torres M.D.
TO Memorial Medicaid Bldg
Memorial Ave
Oct 5 1974

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).

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are AMADO P. TORRES, M.D., and EVANGELINE B. TORRES.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 19 day of JUNE, 1974.

Witness:

HENRY S. FIEDLER

AMADO P. TORRES, M.D.

STATE OF VIRGINIA

COUNTY OF FAIRFAX

I HEREBY CERTIFY that on June 19, 1974, before me, the subscriber, a notary public of the State of Virginia, in and for the County of Fairfax, personally appeared AMADO P. TORRES, M.D., and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission Expires March 25, 1978

Notary Public

S. FIEDLER NOTARY PUBLIC

FILED FOR RECORD
SEP 19 1974 ... 10 ... A.M.
at ... 8:30 ... O'Clock ... P.M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Records of Allegany County,
Maryland, and compared by

Acting

ARTICLES OF INCORPORATION

OF

AMADO P. TORRES, M.D., P.A.

LIBER 022 FACE 348

approved and received for record by the State Department of Assessments and Taxation of Maryland June 21, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 32892

3

Recorded in Liber 2076, folio 5, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Alleghany County

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

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

Richard I Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 349

ARTICLES OF AMENDMENT OF INCORPORATION

OF

SEP 19-74 A 12 027 *****1.00

VALDES AND VALDES, P. A.

Valdes and Valdes, P. A., a Maryland Professional Association Corporation, having its principal office in Cumberland, Allegany County, Maryland, hereby certify to the State Department of Assessments and Taxation as follows:

1. The Charter of the Corporation is hereby amended by deleting paragraph SECOND of said Articles of Incorporation and inserting in lieu thereof, the following:

"SECOND: The name of the Corporation is

JOSE L. VALDES, P. A."

2. That the Board of Directors of the Corporation, at a regularly scheduled meeting of the Directors duly convened and held on the 11th day of March, 1974, duly advised the amendment of the Charter of Incorporation hereinbefore set forth by passing a Resolution declaring that said Amendment was advisable and recommended that a meeting of the Stockholders of said Corporation be called to adopt the same.

3. That at a meeting of the Stockholders of said Corporation called by the Board of Directors as aforesaid, and duly warned in the manner provided by Law, which meeting was held at 911 Seton Drive, Cumberland, Allegany County, Maryland, on March 12, 1974, and at said meeting the Stockholders by an unanimous vote of the holders of its capital stock outstanding and entitled to vote, duly adopted the Amendments of the Charter of the Corporation as hereinabove set forth.

4. That the Amendment of the Charter of the Corporation herein made was approved by an unanimous vote of the entire Board of Directors at a meeting duly convened on March 12, 1974, and that there were no shares of stock of the Corporation entitled to vote thereon either outstanding or subscribed for.

IN WITNESS WHEREOF, Valdes and Valdes, P. A. a Professional Association Corporation, has caused these presents to be signed in its name and on its behalf by the President and its Corporate Seal to be hereunto affixed and attested by its Secretary on the 30th day of April, 1974.

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed/Delivered

By

TO Jose L. Valdes, M.D.
911 Seton Drive
Cumb. Md.
Oct 8 1974

LIBER 022 PAGE 350

ATTEST:

VALDES AND VALDES, P. A.

Olga Valdes, Secretary

BY

Jose L. Valdes, President

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 30th day of April, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared JOSE L. VALDES, President of Valdes and Valdes, P. A. and in the name and on behalf of the said Corporation acknowledged the aforegoing Articles of Amendment to be the Corporate act of said Corporation; and at the same time personally appeared Hugh A. McMullen and made oath that he was the Secretary of the meeting of the Board of Directors of said Corporation which the Amendments to the Charter of the Corporation thereon set forth were approved; that he was Secretary of the meeting of the Stockholders of said Corporation which Amendments to the Charter of the Corporation therein set forth were adopted; that he was Secretary of the Meeting of the Board of Directors of the Meeting of the Board of Directors of said Corporation at which the Amendments to the Charter of the Corporation herein set forth were approved; that the matters and facts set forth in said Articles of Amendment are true and correct to the best of his knowledge, information and belief.

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

Alice L. Monahan
Notary Public

My Commission Expires:

July 1, 1974

LAW OFFICES
ERT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

LIBER 022 PAGE 351

ARTICLES OF AMENDMENT

OF

VALDES AND VALDES, P.A.

changing its name to:

JOSE L. VALDES, P. A.

SEE FOR RECORD

at ... o'clock ... M.
and same day Recorded in Liber
No. ... Folio ...
one of the ... Records of Allegany County,
Maryland, and compared by ...

approved and received for record by the State Department of Assessments and Taxation of Maryland May 16, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31974

3

Recorded in Liber 2067, folio 30, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

LIBER 022 PAGE 352

OCT 21-74 A [illegible]

AUTO LEASING, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, John J. O'Donnell, whose post office address is Popular Street, Millerdale, Mineral County, Ridgeley, West Virginia; and Rosanne F. Bernstein, whose post office address is 731 Washington Street, Allegany County, Cumberland, Maryland; each being at least eighteen 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

AUTO LEASING, 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:

(1) To buy, manufacture, assemble, lease, either as lessee or lessor, sub-lease, either as lessee or lessor, purchase, or in any other manner acquire, sell, or in any other manner dispose of, export, import, use, operate, rent, hire, furnish, grant the use of, repair, and generally deal in automobiles, trucks, busses, motor cars, airplanes, vehicles, boats, and watercraft of any and every kind and description, and property of any and every kind and description, usable or adaptable for the transportation of passengers and goods, for public conveyances, for private conveyances, for pleasure and for income-producing purposes, which may be operated or propelled by motors, engines, machines, or any other contrivance or contrivances, either singly or in combination thereof, operated by means of gasoline, electricity, oil, gas, or any other form or kind of power, either

Compared and Mailed Delivered
TO Rosanne F. Bernstein
731 Washington Street
Cby
Nov 1 19 74

singly or in combination thereof.

(2) To manufacture, buy, sell, and deal in automobiles, trucks, busses, motors, engines, cars, airplanes, boats, and other vehicles, their parts and accessories, and kindred articles, for the transportation of passengers and goods.

(3) To manufacture, buy, sell, exchange, lease, import, export and generally deal in all types of goods, wares and merchandise of every class and description.

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

(5) 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 insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes

specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to, or conferred on corporations of this charter by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights, or privileges granted and conferred by the laws of said state now or hereafter in force.

FOURTH: 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, 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, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

(2) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that

any of the directors of the 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.

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

(4) The Corporation reserves the right to make from

time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments altering the contract rights of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(5) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to 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.

(6) 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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(7) The Corporation may purchase, hold, sell and

transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 36, Motor City, Allegany County, Cumberland, Maryland. The resident agent of the Corporation is Rosanne F. Bernstein, whose post office address is 731 Washington Street, Allegany County, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, John J. O'Donnell, Rosanne F. Bernstein, and Paul J. Stakem, and shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; provided, however, that the stockholders of the Corporation shall have the power to increase the number of directors to not more than ten by amendment to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation shall be One Hundred (100) shares of capital stock without par value, all of which shares shall be common stock.

The issue of stock of this Corporation, which was duly organized under the laws of the State of Maryland, and the plan of issue of said stock, shall conform to the Section 1244, 1954 Internal Revenue Code, and regulations incident thereto, including Section 1.1244 (a) 1 and the following Sections relating thereto, and pertaining to investments and losses of stock of small business

corporations.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30th day of July, 1974.

Witness:

Paul J. Stetson

Paul J. Stetson

John J. O'Donnell (SEAL)
JOHN J. O'DONNELL

Rosanne F. Bernstein (SEAL)
ROSANNE F. BERNSTEIN

STATE OF MARYLAND,
ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 31st day of July, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared John J. O'Donnell and Rosanne F. Bernstein and acknowledged the aforegoing Articles of Incorporation to be their act.

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

Barbara A. Clark
Notary Public

My Commission Expires: July 1, 1975

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THE WITHIN
INSTRUMENT WAS FILED
AND RECORDED

Oct 21 10 15 AM '74

IN
ON PAGE

CLERK OF THE CIRCUIT COURT
BY _____ DEPUTY

ARTICLES OF INCORPORATION

OF

AUTO LEASING, INC.

LIBER 022 PAGE 359

approved and received for record by the State Department of Assessments and Taxation of Maryland July 30, 1974 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

A 33848 4.00

8

Recorded in Liber 2094, folio 279 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 360

CORRECTED ARTICLES OF MERGER

These corrected Articles of Merger are executed this 25th day of June 1974, nunc pro tunc, as of the 16th day of December 1968, for the purpose of correcting errors in the corporate names of the parties as used in Articles of Merger dated the 16th day of December 1968 and recorded in the State Department of Assessments and Taxation on January 27, 1969, in which the parties were erroneously identified as The Queen City Brewing Company, Inc. and The Cumberland Brewing Company of Allegany County, Maryland, Inc., instead of as The Queen City Brewing Company and The Cumberland Brewing Company of Allegany County, Maryland. The corrected Articles of Merger are as follows:

1. The corporations which are the parties to these articles and agreement of merger are The Queen City Brewing Company, a corporation, having capital stock organized and existing under the laws of the State of Maryland, and The Cumberland Brewing Company of Allegany County, Maryland, a corporation, having capital stock organized and existing under the laws of the State of Maryland.

2. The Cumberland Brewing Company of Allegany County, Maryland shall be merged with and into The Queen City Brewing Company, in accordance with the applicable provisions of Article 23 of the Public General Laws of the State of Maryland, which provisions permit such merger. The Queen City Brewing Company and The Cumberland Brewing Company of

OCT 10-74 A ≅21781 ******4.00

Compared and Mailed Delivered
TO William L. Wilson Trust Co. City
Nov 1 1974

Allegany County, Maryland hereby agree to effect said merger. The terms and conditions of which, and the mode of carrying the same into effect shall be as hereinafter set forth.

3. The Queen City Brewing Company shall be the single corporation to survive the merger and said surviving corporation, which is formed under the laws of Maryland, shall continue under the name of The Queen City Brewing Company. The laws of the State of Maryland shall govern the surviving corporation.

4. The corporations which are the parties to these articles and agreement shall be merged and become a single corporation as soon as:

(a) these Articles and Agreement of Merger shall have been authorized, approved and adopted by each of said corporations in accordance with the requirements of the laws of the State of Maryland;

(b) these Articles and Agreement of Merger as authorized, adopted and approved shall be certified, signed and acknowledged by each of the said corporation in accordance with the laws of the State of Maryland;

(c) these Articles and Agreement of Merger as authorized, adopted, approved, certified, signed and acknowledged, shall be filed with, and accepted

for record by the State Department of Assessments and Taxation of the State of Maryland, and the fees and bonus tax, if any, shall be paid.

The date upon which said corporations shall become a single corporation is hereinafter called "the effective date of merger", which said date shall also be the effective date of these Articles and Agreement of Merger.

5. The Charter and By-laws of The Queen City Brewing Company in effect immediately prior to the effective date of merger shall continue to be the Charter and By-laws of the surviving corporation until such time as same shall be altered, amended, or replaced.

6. The total number of shares of stock of all classes authorized by The Queen City Brewing Company is 10,000 shares of common stock of a par value of $100.00 each, and the aggregate par value of all such shares is $1,000,000. The total number of shares of all classes authorized by The Cumberland Brewing Company of Allegany County, Maryland is 500 shares of common stock of a par value of $100.00 each, and the aggregate par value of all such shares is $500,000.00; 266 shares of the common stock of The Cumberland Brewing Company of Allegany County, Maryland are outstanding, all of which are owned by The Queen City Brewing Company.

7. The principal offices of each of the corporations party to these articles and agreement are located in Cumberland, Allegany County, Maryland. The principal office of the surviving

corporation shall continue at 208 Market Street, Cumberland, Allegany County, Maryland.

8. The existence and all the rights, privileges, powers, and franchises of whatsoever nature of The Queen City Brewing Company shall continue unaffected and unimpaired by the merger, except as otherwise expressly provided herein.

9. Upon the effective date of the merger,

(a) the separate existence of The Cumberland Brewing Company of Allegany County, Maryland shall cease:

(b) the Surviving Corporation shall have all the purposes and powers set forth in its articles of incorporation as amended; and

(c) all the property, rights, privileges, powers, and franchises of The Cumberland Brewing Company of Allegany County, Maryland, of whatsoever nature and description, as well of a public as of a private nature shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed; and all property, rights, privileges, powers, and franchises, and all and every other interest of each of the corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective corporations.

10. On and after the effective date of the merger,

(a) all debts, obligations, liabilities, and duties of the corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, obligations, liabilities,

and duties had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against either of the corporations may be prosecuted to judgment or decree as if the merger had not taken place, or the Surviving Corporation, upon the motion of the Surviving Corporation or of any party, may be substituted as a party in place of The Cumberland Brewing Company of Allegany County, Maryland, and any such judgment or decree against The Cumberland Brewing Company of Allegany County, Maryland shall constitute a lien upon the property of the Surviving Corporation; and

(b) the title to any real estate shall not revert or be in any way impaired by reason of the merger, but all rights of creditors and all liens upon any property of the corporations shall be preserved unimpaired.

11. The only real estate owned by The Cumberland Brewing Company of Allegany County, title to which will be affected by this merger, is located in Election District No. 5, Allegany County, Maryland.

12. The Articles and Agreement of Merger have been duly approved and authorized by the Board of Directors of each of the said corporations in accordance with the provisions of Article 23, Section 67, of the Annotated Code of Maryland.

13. The merger may be abandoned by majority vote of the entire Board of Directors of either of the corporations at any time prior to the effective date of these Articles and Agreement of Merger but not later than thirty days after the last meeting of the directors of either of the corporations at which these Articles and Agreement of Merger shall have been approved.

IN WITNESS WHEREOF, these corrected Articles and Agreement of Merger are hereby executed in the name and on behalf of each of said corporations by their respective presidents and by their respective secretaries, and under the respective corporate seals of said corporations, this 25th day of June, 1974.

THE QUEEN CITY BREWING COMPANY

ATTEST:

19[illegible] James H. Walburn
James H. Walburn
Secretary

By William L. Wilson
William L. Wilson
President

THE CUMBERLAND BREWING COMPANY OF ALLEGANY COUNTY, MARYLAND

ATTEST:

James H. Walburn
James H. Walburn
Secretary

By Mortimer C. Schaidt
Mortimer C. Schaidt
Vice President

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 25th day of June, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared William L. Wilson, President of The Queen City Brewing Company, and acknowledged the aforegoing corrected Articles and Agreement of Merger to be the act and deed of said corporation; and at the same time also personally appeared Mortimer C. Schaidt, Vice President of The Cumberland Brewing Company of Allegany County, Maryland, and acknowledged the aforegoing corrected Articles and Agreement of Merger to be the act and deed of said corporation; and each made oath in due form of law that he was chairman of the meeting of the Board of Directors of the respective corporation at which the merger set forth in said corrected Articles was approved and that the matters and facts set forth in said Articles and Agreement of Merger with respect to authorization and approval are true to the best of their knowledge and belief.

WITNESS my hand and Notarial Seal.

MARY K. HELKER NOTARY PUBLIC Allegany Co. Md.

Mary K. Helker
Notary Public

My Commission Expires July 1, 1974

FILED FOR RECORD
OCT 10 1974
at 9:30 O'Clock A.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the Records of Allegany County,
Maryland, and compared by

CORRECTED ARTICLES OF MERGER

MERGING

LIBER 022 PAGE 367

THE CUMBERLAND BREWING COMPANY OF ALLEGANY COUNTY, MARYLAND (MD. CORP.

INTO

THE QUEEN CITY BREWING COMPANY (MD. CORP.)-Survivor

approved and received for record by the State Department of Assessments and Taxation of Maryland July 9, 1974 **at** 8:30 **o'clock A. M. as in conformity with law and ordered recorded.**

A 33337

8

Recorded in Liber 2080 **, folio** 76 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____**Recording fee paid $** 19.00

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard L. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 368

OCT 21-74 A [illegible]

FROSTBURG NURSERY SCHOOL, INC.

ARTICLES OF AMENDMENT

FROSTBURG NURSERY SCHOOL, INC., a Maryland corporation, having its principal office at 124 Maple Street, Frostburg, Maryland, 21532, (hereinafter called "Corporation"), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Articles of Incorporation of Corporation, which are recorded in Liber 2020, folio 104, one of the Charter Records of the State Department of Assessments and Taxation of Maryland, are hereby amended by striking out Paragraphs SIXTH and SEVENTH and inserting in lieu thereof the following:

SIXTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value, divided into One Thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) each.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, 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, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

Compared and Mailed ~~Delivered~~ Bw
Frostburg Nursery School Inc
TO 124 Maple Street City
Nov 1 19 74

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affecte or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any directo may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quoru at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

(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 altering the contract rights of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to 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) 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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

SECOND: This resolution was adopted at a joint special meeting of the Directors and Members of the Corporation held on June 20, 1974, at which meeting all of the Directors and all of the Members of the Corporation were present.

IN WITNESS WHEREOF, Frostburg Nursery School, 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 30 day of July, 1974.

FROSTBURG NURSERY SCHOOL, INC.

ATTEST:

By Wayne R. Frohing
Wayne R. Frohing, President

Connie W. Frohing
Connie W. Frohing, Secretary

STATE OF MARYLAND,
ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY that on this 30th day of July, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WAYNE R. FROHING, President of Frostburg Nursery School, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared CONNIE W. FROHING and made oath in due form of law that she was Secretary of the joint meeting of the Stockholders and Directors of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal the date first above written.

Lord L. Hewson
Notary Public

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THE WITHIN
INSTRUMENT WAS FILED
AND RECORDED

OCT 21 10 14 AM '74

IN _____ OF _____
ON PAGE _____

CLERK OF THE CIRCUIT COURT
BY _____ DEPUTY

ARTICLES OF AMENDMENT

OF

FROSTBURG NURSERY SCHOOL, INC.

LIBER 022 PAGE 372

approved and received for record by the State Department of Assessments and Taxation of Maryland August 1, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 33898 - 3.75

5

Recorded in Liber 2093, folio 162 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lanahan

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 373

GINNIMAN COAL COMPANY, INC. 21-74 A #22565 $20.00

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, CHARLES FREDERICK GINNIMAN, JR., whose postoffice address is 113 Main Street, Potomac Park, Cumberland, Maryland, EVA COLLEEN GINNIMAN, whose Post-office address is 113 Main Street, Potomac Park, Cumberland, Maryland, and CHARLES FREDERICK GINNIMAN III, whose Postoffice address is 18 Asbury Avenue, LaVale, Cumberland, Maryland, each being 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:

"GINNIMAN COAL COMPANY, INC."

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

To purchase, take on lease, or otherwise acquire freehold and other farms, properties, mines, lands, and mineral properties, and also grants, concessions, leases, claims, licenses or other interest in mines, mining rights, lands, minerals, ores, diamonds and precious stones, coals, earth and other substances.

To acquire by purchase, concession or lease, or to take in exchange or otherwise, or to erect and construct, and wherever necessary to alter buildings, railways, street cars, roads, shafts, furnaces, quartz crushing and other metals and minerals and drawing and pumping appliances or water works, and crushing working, manufacturing, purifying, cutting, polishing or otherwise dealing with gold, silver, precious metals, minerals, ores, coals, diamonds, precious stones, earth and other substances.

Compared and Mailed Delivered
Charles W. Lemmon
TO 113 E. Main Street
Potomac Park
Cumb. Md.
Nov 1 1974

To search for ores and minerals, mine, and grant licenses for mining in or over any lands which may be acquired by the company, and lease any such lands for building or agricultural and sell or otherwise dispose of the lands, mines or other property of the company.

To carry on the business of a mining, smelting and refining company, and as auxiliary thereto, to purchase or hire vehicles, to purchase or erect buildings and works, and to construct or contribute to the construction of piers, wharves, docks, railways and tramways.

FOURTH: The Postoffice address of the principal office of the Corporation in this State is Michael's Road, Barton, Maryland, 21521. The name and Post office address of the Resident Agent of the Corporation in this State is Horace P. Whitworth, Jr., First National Bank Building, Westernport, Maryland, Allegany County. Said Resident Agent is a citizen of this State and actually resides here in Allegany County, Maryland.

FIFTH: The total number of shares of Stock which the Corporation has authority to issue is TWENTY FIVE HUNDRED (2,500) shares of the par value of ONE HUNDRED DOLLARS ($100.00) a share, all of one class, and having an aggregate par value of TWO HUNDRED FIFTY THOUSAND DOLLARS ($250,000.00).

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 qualify are CHARLES FREDERICK GINNIMAN, JR., EVA COLLEEN GINNIMAN and CHARLES FREDERICK GINNIMAN III.

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

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 of classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on August 19th, 1974.

Sharon Hopkins
Witness:

Charles Frederick Ginniman (SEAL)
Charles Frederick Ginnniman, Jr.

Sharon Hopkins
Witness:

Eva Colleen Ginniman (SEAL)
Eva Colleen Ginniman

Sharon Hopkins
Witness:

Charles Frederick Ginniman (SEAL)
Charles Frederick Ginniman, III

STATE OF MARYLAND, COUNTY OF ALLEGANY , TO-WIT:

I HEREBY CERTIFY, That on this 19 day of August, 1974, before me, a Notary Public of the State and County aforesaid personally appeared Charles Frederick Ginniman, Jr. and Eva Colleen Ginnniman, his wife, and Charles Frederick Ginniman III, and did each acknowledge the aforegoing Articles of Incorporatio to be their voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first above written.

Sharon D. [illegible]
Notary Public

Seal.

My Commission Expires 7-1-78

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THAT THIS
INSTRUMENT WAS FILED
AND RECORDED
OCT 21 10 15 AM '74
IN
ON PAGE
CLERK OF THE CIRCUIT COURT
BY DEPUTY

ARTICLES OF INCORPORATION

OF

GINNIMAN COAL COMPANY, INC.

LIBER 022 PAGE 378

approved and received for record by the State Department of Assessments and Taxation of Maryland August 23, 1974 **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 34356 - 4.00

4

Recorded in Liber 2098 **, folio** 168 **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $ 50.00 **Recording fee paid $** 15.00

To the clerk of the Circuit **Court of** Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 377

OCT 21-74 A 22563 ***3.75

HAS BEENS, INC.

Articles Of Revival
(Under Section 85)

HAS BEENS, INC., a Maryland Corporation having its principal office in Allegany County, Maryland, (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the corporation was forfeited on April 18, 1973, for the non-payment of taxes or the failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of forfeiture of its charter was Has Beens, Inc.

THIRD: The name by which the Corporation will hereafter be known is Has Beens, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 419 Fairmont Lane, Cumberland, Allegany County, Maryland. 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 of the resident agent of the Corporation in the State of Maryland is, F. Allan Weatherholt Sr. and his address is 419 Fairmont Lane, Cumberland, Allegany County, Maryland. Said resident agent is a citizen actually residing in this State.

Compared and Mailed Delivered
Rec
F. Allan Weatherholt Sr
TO 419 Fairmont Lane
Cumberland, Md
Nov 4 19 74

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

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes, (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of the period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, and

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

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who are respectively the last acting President and Treasurer of the Corporation, have signed these Articles of Revival on August 20th, 1974.

F. Allan Weatherholt Sr.
F. Allan Weatherholt Sr. (president)

Dr. Robert E. Shrout
Dr. Robert E. Shrout (treasurer)

STATE OF MARYLAND

Allegany County ss:

I hereby certify that on Aug. 21, 1974 personally appeared before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, the last acting president, F. Allan Weatherholt Sr., and the last acting treasurer, Dr. Robert E. Shrout, of HAS BEENS, INC. a Maryland Corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Janet A. O'Rourke
Notary Public
My Commission Expires 7/01/78

LIBER 022 PAGE 379

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THE WITHIN
INSTRUMENT WAS FILED
AND RECORDED

OCT 21 10 14 AM '74

IN _____ for _____
ON PAGE _____

CLERK OF THE CIRCUIT COURT
BY _____ DEPUTY

ARTICLES OF REVIVAL

OF

HAS BEENS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 22, 1974 at 11:00 o'clock A.M. as in conformity with law and ordered recorded.

A 34320 - 3.75

3

Recorded in Liber 2098, folio 132 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special fee
~~Bonus tax~~ paid $ 5.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Swanson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

JUL 9 9 05 AM '74

LIBER 022 PAGE 380

OCT 10-74 A #21782 ******400

ARTICLES OF AMENDMENT

KLAVUHN COAL & TRUCKING CO., INC.

KLAVUHN COAL & TRUCKING CO., INC., A MARYLAND CORPORATION, HAVING ITS PRINCIPAL OFFICE IN ALLEGANY COUNTY, MARYLAND, HEREINAFTER CALLED THE CORPORATION, HEREBY CERTIFIES TO THE STATE TAX COMMISSION OF MARYLAND THAT:

FIRST: THE CHARTER OF THE CORPORATION IS HEREBY AMENDED BY REVISION OF ARTICLE SECOND OF THE CERTIFICATE OF INCORPORATION WHICH ARTICLE SECOND NOW READS THAT THE NAME OF THE CORPORATION IS KLAVUHN COAL & TRUCKING CO., INC., AND INSERTING IN LIEU THEREOF THE FOLLOWING NAME:

ROBERT KLAVUHN, INC.

SECOND: THE AMENDMENT OF THE CHARTER OF THE CORPORATION HEREIN MADE CONSISTS ONLY OF A CHANGE IN THE NAME OF THE CORPORATION AS INDICATED IN THE PREVIOUS PARAGRAPH.

THE SAID AMENDMENT WAS APPROVED BY A VOTE OF THE MAJORITY OF THE BOARD OF DIRECTORS OF THE SAID CORPORATION AT A MEETING DULY CONVENED AND HELD ON THE 1ST DAY OF JULY, 1974.

SOMERVILLE, JR.
RNEY AT LAW
WEST VIRGINIA
AND, MARYLAND

Compared and Mailed Delivered
Mr Robert C. Klauhn - Cels
TO 110 Knox Street
Nov 4 1974

THIRD: NOTICE SETTING FORTH THAT SAID AMENDMENT OF THE CHARTER TO BE AFFECTED BY SAID AMENDMENT, AND STATING THAT A MEETING OF THE STOCKHOLDERS WOULD BE HELD TO TAKE ACTION THEREON WAS GIVEN AS REQUIRED BY LAW, TO ALL MEMBERS ENTITLED TO VOTE THEREON.

FOURTH: THE AMENDMENT OF THE CHARTER OF THE CORPORATION AS HEREINABOVE SET FORTH WAS APPROVED BY THE MEMBERS OF THE CORPORATION AT A MEETING OF SAID MEMBERS HELD ON THE 1ST DAY OF JULY, 1974, AND SUCH WAS APPROVED BY AN AFFIRMATIVE VOTE OF TWO-THIRDS OR MORE OF ALL OF THE MEMBERS OF SAID CORPORATION.

IN WITNESS WHEREOF, KLAVUHN COAL & TRUCKING CO., INC., HAS CAUSED THESE PRESENTS TO BE SIGNED IN ITS NAME AND ON ITS BEHALF BY ITS PRESIDENT AND ATTESTED BY ITS SECRETARY ON THE 2ND DAY OF JULY, 1974.

KLAVUHN COAL & TRUCKING CO., INC.

BY Robert C. Klavuhn
ROBERT C. KLAVUHN, ITS PRESIDENT

ATTEST:

Irene M. Klavuhn
IRENE M. KLAVUHN, SECRETARY

SOMERVILLE, JR.
NEY AT LAW
WEST VIRGINIA
ND, MARYLAND

LIBER 022 PAGE 382

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY THAT ON THE 2ND DAY OF JULY, 1974, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, IN AND FOR THE COUNTY OF ALLEGANY, PERSONALLY APPEARED ROBERT C. KLAVUHN, PRESIDENT OF KLAVUHN COAL & TRUCKING CO., INC., AND IN THE NAME AND ON BEHALF OF SAID CORPORATION ACKNOWLEDGED THE FOREGOING ARTICLES OF AMENDMENT TO BE THE CORPORATE ACT OF SAID CORPORATION AND AT THE SAME TIME PERSONALLY APPEARED IRENE M. KLAVUHN AND MADE OATH IN DUE FORM OF LAW THAT SHE WAS THE SECRETARY OF THE MEETING OF THE MEMBERS OF SAID CORPORATION IN WHICH THE AMENDMENT TO THE CHARTER OF THE CORPORATION THEREIN SET FORTH WAS APPROVED, AND THAT THE MATTERS AND FACTS SET FORTH IN SAID ARTICLES OF AMENDMENT ARE TRUE TO THE BEST OF HER KNOWLEDGE, INFORMATION AND BELIEF.

WITNESS MY HAND AND NOTARIAL SEAL THE DAY AND YEAR LAST ABOVE WRITTEN.

John V Somerville Jr

NOTARY PUBLIC

MY COMMISSION EXPIRES:

July 1, 1978.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

FILED FOR RECORD
OCT 10 1974 ... 19..
at ... 3:20 Clock P.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ... Records of Allegany County,
Maryland, and compared by
Clerk

LIBER 022 PAGE 383

ARTICLES OF AMENDMENT

OF

KLAVUHN COAL & TRUCKING CO., INC.

changing its name to:

ROBERT KLAVUHN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 9, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 33386

4

Recorded in Liber 2080, folio 125, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard I Kelber

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 384

MOTOR CITY BODY SHOP, INC.

ARTICLES OF INCORPORATION OCT 21-74 A 22567 4.50

FIRST: We, the undersigned, John J. O'Donnell, whose post office address is Popular Street, Millerdale, Mineral County, Ridgeley, West Virginia; and Rosanne F. Bernstein, whose post office address is 731 Washington Street, Allegany County, Cumberland, Maryland; each being at least eighteen 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

MOTOR CITY BODY SHOP, 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:

(1) To repair, buy, manufacture, assemble, lease, either as lessee or lessor, sub-lease, either as lessee or lessor, purchase, or in any other manner acquire, sell, or in any other manner dispose of, export, import, use, operate, rent, hire, furnish, grant the use of, repair, and generally deal in automobiles, trucks, busses, motor cars, airplanes, vehicles, boats and watercraft of any and every kind and description, and property of any and every kind and description, usable or adaptable for the transportation of passengers and goods, for public conveyances, for private conveyances, for pleasure and for income-producing purposes, which may be operated or propelled by motors, engines, machines, or any other contrivance or contrivances, either singly or in combination thereof, operated by means of gasoline, electricity, oil, gas, or any other form or kind of power, either singly or in combination thereof.

Compared and Mailed Delivered Rec'd
TO 731 Washington Street Cbg
Nov 4 1974

(2) To manufacture, buy, sell, and deal in automobiles, trucks, busses, motors, engines, cars, airplanes, boats, and other vehicles, their parts and accessories, and kindred articles, for the transportation of passengers and goods.

(3) To manufacture, buy, sell, exchange, lease, import, export and generally deal in all types of goods, wares and merchandise of every class and description.

(4) To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, rent, mortgage, work, improve, develop, divide, or otherwise handle, deal in and dispose of real estate, real and personal property, and any interest or right therein.

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

(6) 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 insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred on corporations of this charter by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights, or privileges granted and conferred by the laws of said state now or hereafter in force.

FOURTH: 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, 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, subject to such limitations and restrictions,

if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

(2) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the 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.

(3) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits

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

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

(5) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to 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.

(6) 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 stock, whether now or hereafter authorized, by fixing or altering in any one or more

specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualification of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(7) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 36, Motor City, Allegany County, Cumberland, Maryland. The resident agent of the Corporation is Rosanne F. Bernstein, whose post office address is 731 Washington Street, Allegany County, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, John J. O'Donnell, Rosanne F. Bernstein, and Paul J. Stakem, and shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; provided, however, that the stockholders of the Corporation shall have the power to increase the number of directors to not more than ten by amendment to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation shall be One Hundred (100) shares of capital stock without par value, all of which shares shall be common stock.

The issue of stock of this Corporation, which was duly

organized under the laws of the State of Maryland, and the plan of issue of said stock, shall conform to the Section 1244, 1954 Internal Revenue Code, and regulations incident thereto, including Section 1.1244 (a) 1 and the following Sections relating thereto, and pertaining to investments and losses of stock of small business corporations.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30th day of July, 1974.

Witness:

Paul J. Stratton

Paul J. Stratton

JOHN J. O'DONNELL (SEAL)

BY Rosanne F. Bernstein (SEAL)
ROSANNE F. BERNSTEIN

STATE OF MARYLAND,
ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 30th day of July, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared, John J. O'Donnell and Rosanne F. Bernstein and acknowledged the aforegoing Articles of Incorporation to be their act.

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

Barbara A. Clark
Notary Public

My Commission expires: July 1, 1975

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THE WITHIN
INSTRUMENT WAS FILED
AND RECORDED

OCT 21 10 16 AM '74

IN _____ OF _____
ON PAGE _____

CLERK OF THE CIRCUIT COURT
_____ DEPUTY

ARTICLES OF INCORPORATION

OF

MOTOR CITY BODY SHOP, INC.

LIBER 022 PAGE 390

approved and received for record by the State Department of Assessments and Taxation of Maryland July 30, 1974 at 1:00 o'clock P.M. as in conformity with law and ordered recorded.

4.50

A. 33790

8

Recorded in Liber 2089, folio 120 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $19.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Swanson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 391

ARTICLES OF INCORPORATION

OF

OCT 10-74 A 21779 ******4.00

MOULD AND KHO M.D.'s, P.A.

FIRST: I, the undersigned, L. Louis Mould, whose post office address is 1068 National Highway, La Vale, Maryland 21502, being at least twenty-one years of age, do, under and by virtue of Sections 430-44 of the Annotated Code of Maryland, the Professional Service Corporation Act, authorizing the formation of professional corporations, hereby act as Incorporator for the purpose of forming a Professional Service Corporation.

SECOND: The name of the Corporation is:

MOULD AND KHO M.D.'s, P.A.

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

(1) To engage in the general practice of medicine, including, but not limited to, obstetrics and gynecology.

(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 rendering of the professional services specified above.

(3) To do such acts and carry on such business as may be permitted, now or hereafter, by the Professional Service Corporation Act of the State of Maryland, subject to the limitations thereof.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force.

Compared and Mailed Delivered
Rec'd
TO L. Louis Mould
1068 National Highway
La Vale, Maryland
Nov 4 1974

FOURTH: The post office address of the principal office of the Corporation is 1068 National Highway, La Vale, Maryland 21502. The name of the resident agent of the Corporation in this State is L. Louis Mould, a resident of this State, and the post office address of the resident agent is 1068 National Highway, La Vale, Maryland 21502.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares with par value of One Hundred Dollars ($100.00) each, all of one class.

SIXTH: The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the By-laws of the Corporation. At no time shall there be less than one director. The name of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: L. Louis Mould and Ronald L.S. Kho.

SEVENTH: The duration of the Corporation shall be perpetual.

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

Dated: 6/24/74

Louis Mould (SEAL)

L. Louis Mould

FILED FOR RECORD
OCT. 10 1974 ..... 19..
at 9:30 O'Clock A.M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ..... Records of Allegany County,
Maryland, and compared by
Acting Clerk

ARTICLES OF INCORPORATION

OF

MOULD AND KHO M.D.'S, P.A.

LIBER 022 PAGE 393

approved and received for record by the State Department of Assessments and Taxation of Maryland July 1, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 33226

3

Recorded in Liber 2079, folio 75, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Alleghany County

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

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

Richard F. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF INCORPORATION

LIBER 022 PAGE 394

DRS. WEISS AND FIGUEROA, P.A.

OCT 10-74 A 21780 ******4.00

FIRST: WE, THE UNDERSIGNED, Victor Weiss, M.D. and Augusto F. Figueroa, M.D., whose post-office address is Memorial Medical Center, 500 Memorial Ave., Cumberland, Maryland, 21502, being at least twenty-one years of age, do, under and by virtue of Sections 430-44 of the General Laws of the State of Maryland, the Professional Services Corporation Act, authorizing the formation of professional corporations, hereby act as Incorporators for the purpose of forming a Professional Service Corporation.

SECOND: The name of the corporation is:

DRS. WEISS AND FIGUEROA, P.A.

THIRD: The purposes for which the corporation is formed are: To engage in the business of rendering services in the practice of Medicine, including the rendering of all professional services in connection therewith, and any activities necessary and incident thereto, within the purview of the principals of the Code of Ethics of the American Medical Association, and to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary or appropriate for rendering of said professional services.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force.

BW

Compared and Mailed ~~Delivered~~

TO--Victor Weiss M.D. Said
824 Buchanan
Cumberland. Md
Nov 4 19 74

FOURTH: The post-office address of the principal office of the corporation in this State is Memorial Medical Center, 500 Memorial Avenue, , Cumberland, Maryland, 21502. The name of the resident agent of the corporation in this state is Victor Weiss, M.D. and the post office address of the resident agent is 824 Buckingham Road, Cumberland, Maryland, 21502.

FIFTH: The total number of shares of stock which the corporation shall have the authority to issue is 1,000 shares without par value, all of one class.

SIXTH: The number of directors of the corporation shall be two, which number may be increased or decreased pursuant to the by-laws of the corporation. At no time shall there be less than one director. The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Victor Weiss, M.D.

Augusto F. Figueroa, M.D.

SEVENTH: The duration of the corporation shall be perpetual.

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

DATED: June 17, 1974

Victor Weiss, M.D., Incorporator

Augusto F. Figueroa, M.D., Incorporator

Liber-022 - PAGE-396

FILED FOR RECORD
OCT 10 1974 19...
9:30 O'Clock A.M.
same day Recorded in Liber
No. ..... Folio .....
of the Records of Allegany County,
Maryland, and compared by
Clerk

ARTICLES OF INCORPORATION

OF

DRS. WEISS AND FIGUEROA, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 5, 1974 at 8:30 o'clock AM. as in conformity with law and ordered recorded.

A 33307

3

Recorded in Liber 2079, folio 156, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard V. Kuhlen

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

bw

LIBER 022 FAGE 397

ARTICLES OF INCORPORATION

OF

OCT 21-74 A 82568 $4.50

WHARTON'S HAIR STYLE AND BOUTIQUE, INC.

A CLOSE CORPORATION

ARTICLE I

WE, the subscribers, Charles M. Wharton and Shirley A. Wharton, whose address is Route #2, Cumberland, Maryland, being at least twenty-one years of age and being the incorporators of Wharton's Hair Style and Boutique, Inc., and desiring to form a close-stock corporation, do hereby make and subscribe to these Articles of Incorporation.

ARTICLE II

The operations of the said corporation shall be carried on in Allegany County, Maryland, and elsewhere, and the principal office of said corporation shall be located at 416 Maryland Avenue, Cumberland, Allegany County, Maryland. 21502

ARTICLE III

The name of the corporation is:

"WHARTON'S HAIR STYLE AND BOUTIQUE, INC."

ARTICLE IV

The corporation shall be a close corporation as authorized by Section 100 of the General Corporation Laws of Maryland.

ARTICLE V

The purposes for which the corporation is formed are to engage in the hair styling business and the sale of ladies clothing, jewelry and handbags.

Compared and Mailed Delivered
Ronald C. Brubaker
TO Algonquin Hotel - Cty
Nov 4 1974

The corporation shall be authorized to exercise all of the powers, rights and privileges granted to corporations under the General Laws of the State of Maryland, and to engage in such business and transactions which the Board of Directors or the Stockholders shall deem advisable.

ARTICLE VI

The resident agent for the corporation shall be Ronald C. Brubaker, whose address is the Algonquin Hotel, Cumberland, Maryland. Said Resident Agent is a citizen of the State of Maryland, is over twenty-one years of age and actually resides within the State of Maryland.

ARTICLE VII

The corporation shall have two members of the Board of Directors and they shall be Charles M. Wharton and Shirley A. Wharton.

ARTICLE VIII

The corporation shall be authorized to issue two hundred (200) shares of no par stock, designated as common stock.

ARTICLE IX

The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of July, 1974.

WITNESS:

R C Brubaker — Charles M. Wharton (SEAL)
Charles M. Wharton

R C Brubaker — Shirley A. Wharton (SEAL)
Shirley A. Wharton

LIBER 022 PAGE 399

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 22nd day of July, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared Charles M. Wharton and Shirley A. Wharton and acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Louis A. Fallon
Notary Public

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THE WITHIN
INSTRUMENT WAS FILED
AND RECORDED

OCT 21 10 15 AM '74

IN
CLERK OF THE CIRCUIT COURT
BY DEPUTY

ARTICLES OF INCORPORATION

OF

WHARTON'S HAIR STYLE AND BOUTIQUE, INC.

LIBER 022 PAGE 400

approved and received for record by the State Department of Assessments and Taxation of Maryland July 29, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A. 33770 - 480

4

Recorded in Liber 2089, folio 100, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William O. Swann

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 FOLIO 401

ARTICLES OF INCORPORATION

G. A. LARGENT AND ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, George A. Largent, whose post office address is 123 Roberts Street, Cumberland, Maryland, 21502; Gertrude Largent, whose post office address is 123 Roberts Street, Cumberland, Maryland, 21502; and John F. Somerville, Jr., whose post office address is 326 North Bel Air Drive, Cumberland, Maryland, 21502, all being of full legal age, do by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the corporation, shall be:

G. A. LARGENT AND ASSOCIATES, INC.

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

(a) To operate and maintain a roofing and sheet metal

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

NOV 14-74 A 24305 ******4.00

Compared and Mailed Delivered
BW
TO George A. Largent
123 Roberts Street
Cumberland, Md
Nov 20 1974

contracting business engaged in the construction, repair and renovation of roofing composed of slate, asphalt, shingles, tin, monel metals and other materials.

(b) To carry on and conduct a general construction business, including the designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work upon buildings, structures, manufacturing plants, and to engage in all kinds of excavation, and working in iron, steel, wood, masonry, glass with mechanical, electrical and earth construction machinery; to make, execute, take or receive any contracts or assignments of contracts relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other materials and supplies connected therewith or required therefor; and to generally carry on a general contracting and construction business.

(c) To process, deal in, manufacture, install, store, handle, transport or otherwise work in or with building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall tile, ornamental or other boards, brick, concrete, asphalt, structural steel, reinforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements, stucco, stone and gravel, textiles, fencing, wire, staples and all types of hardware items and building supply items necessary for or useful in the building construction and engineering fields.

OHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
CEYSER, WEST VIRGINIA
MBERLAND, MARYLAND

(d) To acquire, own, lease, mortgage, buy, sell and exchange all personal and all real property or properties as shall be reasonably necessary for or incident to the conduct of the business or businesses enumerated above.

(e) To acquire, own and operate the business and all other businesses which may be in any way related to or incident to or necessary for the establishment and operation of retail and/or manufacturing outlets for the products enumerated above.

(f) The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance of, not in limitation of, the powers and purposes 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 or limit the purposes and commercial objectives of the corporation.

FOURTH: The post office address at which the principal office of the corporation in this State will be located is 123 Roberts Street, Cumberland, Maryland, 21502. The resident agent of the corporation will be George A. Largent whose post office address is 123 Roberts Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of Maryland and actually resides therein.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

FIFTH: The total authorized stock of the corporation is Fifty Thousand (50,000) shares of the par value of One Dollar ($1.00) per share.

SIXTH: The corporation shall have not less than three nor more than five directors and George A. Largent, Gertrude Largent and John F. Somerville, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) The Board of Directors of the corporation is empowered to authorize the issuance from time to time of shares of its stock with or without par value of any class and securities convertible into shares of its stock with or without par value of any class, for such consideration as said Board of Directors shall deem advisable, subject to such limitations and restrictions, if any, as may be set forth by the By-Laws of the corporation.

(b) The corporation reserves the right to make from time to time any amendments to its charter which may now or hereafter be authorized by law, including any amendments in terms of any class

HN F. SOMERVILLE, JR.
ATTORNEY AT LAW
EYSER, WEST VIRGINIA
ABERLAND, MARYLAND

of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of two-thirds of all such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

EIGHTH: The existence of the corporation is perpetual.

IN WITNESS WHEREOF, we have set our hands and seals to these Articles of Incorporation this 23rd day of September, 1974.

Barbara J. Miller
WITNESS

George A. Largent
GEORGE A. LARGENT

Barbara J. Miller
WITNESS

Gertrude Largent
GERTRUDE LARGENT

Barbara J. Miller
WITNESS

John F. Somerville, Jr.
JOHN F. SOMERVILLE, JR.

STATE OF MARYLAND,
COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 23rd day of September, 1974, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared GEORGE A. LARGENT, GERTRUDE LARGENT and JOHN F. SOMERVILLE, JR., and severally acknowledged the within and foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Barbara J. Miller
NOTARY PUBLIC

My Commission expires July 1, 1978.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

FILED FOR RECORD
NOV 14 1974
at ... P.M.
and same day recorded in Liber
No. ... folio ...
one of the Records of Allegany County
Maryland, and compared by
Acting

ARTICLES OF INCORPORATION

OF

G. A. LARGENT AND ASSOCIATES, INC.

LIBER 022 FOLIO 406

approved and received for record by the State Department of Assessments and Taxation of Maryland September 25, 1974 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

A 35010

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Recorded in Liber 2106, folio 296 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Alleghany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 FOLIO 407

INTER-FAITH ACTION, INC.

ARTICLES OF AMENDMENT NOV 14-74 A 82 ******3.75

Inter-Faith Action, Inc., a nonstock Corporation, whose post office address is: 20 South Liberty Street, Cumberland, Allegany County, Maryland, (hereinafter called "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking out the provisions of paragraph THIRD of said Articles of Incorporation, and inserting in lieu thereof the following:

"THIRD: The Corporation is organized and will be operated exclusively for charitable, religious and educational purposes as defined in Section 501 (c) 3 of the Internal Revenue Code of 1954 and in furtherance of such purposes will:

a. Encourage and foster the obtaining, renovating, rehabilitation, construction of such housing facilities, units, apartments, projects, of whatever and all kinds as may be deemed for the benefit of low income residents anywhere within the bounds of Allegany County, Maryland.

b. Serve as a communication liason between charitable, religious and educational organizations in the Allegany County, Maryland area.

c. Provide recreational areas for youth in the Allegany County, Maryland area to combat juvenile delinquency.

d. Take, accept, hold and acquire by bequest, devise, gift, purchase, loan or lease any property, real, personal or mixed, whether tangible or intangible, without limitation as to kind, amount or value.

Ben

Compared and Mailed Delivered
Inter-Faith Action, Inc
TO 20 South Liberty Street
Cumberland, Md
Nov 20 1974

e. Sell, convey, lease or make loans, grants or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom.

f. Borrow money upon and pledge or mortgage any such property for any purpose for which the Corporation is organized, and to issue notes, bonds, or other forms of indebtedness to secure any of its obligations.

g. Hold, improve by construction or otherwise, develop, clear, prepare and dispose of real property.

h. Carry on any of the aforesaid activities or purposes either directly or as agent for or with other persons, associations or corporation.

i. Carry on any activity and to deal with and expend any such property or income therefrom for any of the aforesaid purposes without limitations except such limitation as previously noted and that the corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidates for public office, and provided further that no part of the net earnings of this Corporation shall inure to the benefit of any member or private individual and no member, director or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation."

LIBER 022 FOLIO 409

SECOND: That in a meeting of the Board of Directors of Inter-Faith Action, Inc. held on the 9th day of September, 1974, a resolution was adopted declaring that the amendment to the Articles of Incorporation hereinabove set forth were advisable and calling for all members of the corporation to take action thereon and designating Herbert D. Lehr, President of the Board of Trustees, to sign and acknowledge the Articles of Amendment when and if the same be adopted. That pursuant to said resolution and giving of notice as required by the Public General Laws of Maryland, a meeting of the members of Inter-Faith Action, Inc. was held on the 9th day of September, 1974, at which said meeting the number required by the Laws of the State of Maryland and the Articles of Incorporation for the amendment of the Charter thereof, voted to adopt the Articles of Amendment hereinabove set forth.

IN WITNESS WHEREOF, Inter-Faith Action, 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, duly attested by its Secretary on the 12th day of September, 1974.

INTER-FAITH ACTION, INC.

ATTEST:

Doris Growden

DORIS GROWDEN
Secretary

By Herbert D. Lehr

HERBERT D. LEHR
President

LIBER 022 FOLIO 410

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 12th day of September, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared HERBERT D. LEHR, President of Inter-Faith Action, Inc., a Maryland Corporation, and in the name of and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared DORIS GROWDEN, and made oath in due form of law that she was Secretary of said Corporation, and has personal knowledge of and the custody of the contents, in writing, of the minutes of the meeting of the Directors of said Corporation, in which the aforegoing Amendment to the Articles of Incorporation of the Corporation was approved; and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

Angela M. Senkbeil

Angela M. Senkbeil,
Notary Public

My Commission Expires: July 1, 1978

ANGELA M. SENKBEIL * NOTARY PUBLIC * ALLEGANY COUNTY, MARYLAND

FILED FOR RECORD
NOV 14 1974
at 10:30 o'Clock A.M.
and same day Recorded in Liber
No. Folio
one of the Records of Allegany County,
Maryland, and compared by
Clerk

ARTICLES OF AMENDMENT

OF

INTER-FAITH ACTION, INC.

LIBER 022 FOLIO 411

approved and received for record by the State Department of Assessments and Taxation of Maryland September 17, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

375

A 34781

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Recorded in Liber 2104, folio 18, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF INCORPORATION Liber 022 Folio 412
OF
KNOBLEY MOUNTAIN ATHLETIC ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we the subscribers, William ~~Earl~~ Kines, whose post office address is 141 Main Street, Ridgely, West Virginia 26753; Donald ~~June~~ Tansill whose post office address is Box B-418, Ridgely, West Virginia 26753; and Richard ~~Wayne~~ Browning, whose post office address is 102 Main Street, Ridgely, West Virginia 26753; 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.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is "Knobley Mountain Athletic Association, Inc..

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

Tof foster and promote Little League baseball and associated activities by the forming of teams and the sponsoring thereof for competition; to teach and develop character among young boys; and to instill within them the attributes of fair play and leadership, and to executed and do all other things necessary or convenient for the maintenance of said Corporation.

IN C. SULLIVAN
ORNEY AT LAW
GREENE STREET
MBERLAND, MD.
724-7777

Sep 16 10 14 AM '74

NOV 14-74 A 24304 ******4.75

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Compared and Mailed Delivered

John C. Sullivan
To 21 Greene Street
Cumberland. Md
Nov 20 19 74

To promote among boys sportsmanship, physical fitness, and the building of character through the playing of football under able and conscientious adult supervision.

To provide a fall season football program for the Area Youth.

To organize and operate a corporation exclusively for recreation and other non-profitable purposes, no part of the net earnings which is to enure to the benefit of any member. For the purposes aforesaid the Corporation shall have the following powers:

To purchase, lease or otherwise acquire any property, real, personal or mixed suitable or convenient for any of the purposes of the Corporation; and to issue bonds, debentures, notes or other obligations, of any nature and in the manner permitted by law, for money so borrowed by it or in payment for property purchased or for any other lawful consideration and to secure the payment thereof and of the interests therein by mortgage upon, or pledge of any conveyance or assignment of Trust of the whole or any part of the property of the Corporation, real personal or mixed, 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 for any of the purposes of the Corporation. It is the intention that none of the powers defined in any of the aforegoing clauses of the Article 3 shall be anywise limited

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

or restricted by reference to or inference from the terms of any clause but that the powers defined in each clause shall be regarded as independent powers.

It is also the intention that the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon Corporations of this character by the laws of the State of Maryland, that the enumeration of certain powers as herein defined is not intended as exclusive of or as a waiver of any other powers, rights, or privileges granted or conferred by the laws of said State, now or hereafter enforced as in the Article expressly limited or restricted.

FOURTH: The post office address of the principal office in this state is 20 Greene Street, Cumberland, Allegany County, Maryland, the resident agent of the Corporation is John C. Sullivan, whose post office address is 20 Greene Street. The resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall be a membership Corporation, not organized or functioning for gain, having no capital stock and not authorized to issue any capital stock, but shall consist of such persons as shall pursuant to the by-laws hereafter duly enacted, be entitled to membership; and the rights, privileges, obligations and good standing of such members shall be determined in accordance with said by-laws and by the Board of Directors of this Corporation acting under and by virtue of said by-laws.

OHN C. SULLIVAN
TORNEY AT LAW
GREENE STREET
UMBERLAND, MD.
724-7777

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are as follows: William E. Kines, Sarah E. Tansill and Rena V. Buser

SEVENTH: The duration of the Corporation shall be perpetual.

In Witness Whereof, We hereunto affix our names and seals this 14 day of September, 1974.

WITNESS:

John C. Sullivan — William E. Kines (SEAL)
William E. Kines

John C. Sullivan — Donald J. Tansill (SEAL)
Donald J. Tansill

Richard W. Browning (SEAL)
Richard W. Browning

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 14 day of September, 1974, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William E Kines, ~~Donald~~ D Tansill and Richard W Browning, each satisfactorily made known to me, and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS MY Hand and Notarial Seal the day and year first above written:

John C. Sullivan
Notary Public

My Commission Expires July 1, 1976.

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

LIBER 022 PAGE 416

ARTICLES OF INCORPORATION

OF

KNOBLEY MOUNTAIN ATHLETIC ASSOCIATION, INC.

NOV 14 1974 RECORD

at ... o'Clock ... M.
and same day Recorded in Liber
No. ..... Folio .....
one of the ... Records of Allegany County,
Maryland, and examined by

Acting Clerk

approved and received for record by the State Department of Assessments and Taxation of Maryland September 16, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

JCH

A 34803

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Recorded in Liber 2104, folio 40 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Jennings

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF INCORPORATION

OF

L. M. TRUCKING, INC.

022 417

NOV 14-74 A [illegible] ******

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William L. Mauzy and Glory B. Mauzy, whose post office address is Rt. 4, Box 71B, Cumberland, Maryland, 21502, being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a corporation.

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

L. M. TRUCKING, 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:

(a) To engage in the business of hauling and transporting goods and materials of all descriptions in Maryland and other states.

(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

WILSON & SHARER
ATTORNEYS AT LAW
LIBERTY TRUST BLDG.
CUMBERLAND, MD.

Compared and Mailed Delivered
TO William L. Mauzy
Rt # 4 Box # 71-B
Cumberland, Maryland
Nov 20 19 74

materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or 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,

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BERLAND, MD.

powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the

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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 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, 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 adapted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such 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 and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this

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BERLAND, MD.

Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such 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 such contract of 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 any such other corporation or not so interested.

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

WILSON & SHARER
ATTORNEYS AT LAW
LIBERTY TRUST BLDG.
CUMBERLAND, MD.

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion may determine, and at such price as the Board of Directors, in its discretion, may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to 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) 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 stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it

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shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Rt. 4, Box 71B, Cumberland, Maryland, 21502. The resident agent of the Corporation is William L. Mauzy, whose post office address is Rt. 4, Box 71B, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three (3) directors, and William L. Mauzy, Glory B. Mauzy and Roy Knotts shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said corporation shall have the power to increase the number of directors to not more than nine (9) by amendment to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is one thousand shares of the par value of One Hundred Dollars ($100.00) each.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 10th day of September, 1974.

WITNESS:

Mary O. Wilson — William L. Mauzy (SEAL)

Mary O. Wilson — Glory B. Mauzy (SEAL)

WILSON & SHARER
ATTORNEYS AT LAW
LIBERTY TRUST BLDG.
CUMBERLAND, MD.

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 10th day of September, 1974, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared William L. Mauzy and Glory B. Mauzy who acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

MARY O. WILSON NOTARY PUBLIC Allegany Co., Md.

Mary O. Wilson
Notary Public

ON & SHARER
RNEYS AT LAW
TY TRUST BLDG.
BERLAND, MD.

FILED FOR RECORD
NOV 14 1974
at ... o'clock ... M.
and same day recorded in Liber
No. ...
one of the ... Records of Allegany County
Maryland, and compared by ...
Acting

ARTICLES OF INCORPORATION

OF

L. M. TRUCKING, INC.

LIBER 022 PAGE 425

approved and received for record by the State Department of Assessments and Taxation of Maryland September 13, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 34738

9

Recorded in Liber 2103, folio 131, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 21.00

To the clerk of the Circuit Court of Alleghany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 428

ALLEGANY GROVE DRUG STORE, INC.

ARTICLES OF REVIVAL

ALLEGANY GROVE DRUG STORE, INC., a Maryland Corporation, having its principal office in Allegany County, Maryland, (hereinafter called the Corporation) hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on the 15th day of December, 1971, for the failure to file an Annual Report with the State Department of Assessments and Taxation of Maryland, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: That the name of the Corporation at the time of the forfeiture of its charter was "ALLEGANY GROVE DRUG STORE, INC.

THIRD: The name by which the corporation will hereafter be known is "ALLEGANY GROVE DRUG STORE, INC."

FOURTH: (a) The postoffice address of the principal office of the Corporation in the State of Maryland is Box 5131, Cresaptown, Maryland, and said principal office of the Corporation 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 postoffice address of the Resident Agent of the Corporation in the State of Maryland is: Horace P. Whitworth, Jr., First National Bank Building, Westernport, Maryland. Said Resident Agent is a Citizen actually residing in this State.

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

(a) Paid all fees required by law.

(b) Filed all Annual Reports that should have been filed by the Corporation if its charter had not been forfeited.

Compared and Mailed ~~Delivered~~ Rec
TO Horace P. Whitworth Esq
Westernport Md DEC 17-74 A 26152 ******3.75
Dec 20 1974

(c) Paid all State and Local Taxes and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, and

(d) Paid an amount equal to all State and Local taxes and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, which would have been payable by the Corporation if its charter had not been firfeited.

IN WITNESS WHEREOF, the undersigned, who is the last acting President and Secretary of the Corporation, have signed these Articles of Revival on the 30 day of Sept., 1974.

Chelsie A. Liller (SEAL)
Chelsie A. Liller, President

Vivian Rayburn (SEAL)
Vivian Rayburn, Secretary

Witness: Betty Resnick

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 30 day of Sept., 1974, before me, a Notary Public of the State and County aforesaid, personally appeared Chelsie A. Liller, President and Vivian Rayburn, Secretary, and did each acknowledge the aforegoing Articles of Revival to be their voluntary act and deed for said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first above written.

Virginia N. Kelley
Notary Public

My Commission Expires 7-1-78

VIRGINIA N. KELLEY NOTARY PUBLIC ALLEGANY COUNTY

STATE OF MARYLAND
COUNTY OF ALLEGANY, SS:
I CERTIFY THAT THE WITHIN
INSTRUMENT WAS FILED
AND RECORDED

DEC 17 10 09 AM '74

IN
CH. FILE

CLERK OF CIRCUIT COURT
BY _____ DEPUTY

ARTICLES OF REVIVAL

OF

ALLEGANY GROVE DRUG STORE, INC.

LIBER 022 PAGE 428

approved and received for record by the State Department of Assessments and Taxation of Maryland October 18, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

1234

A 35647

3

Recorded in Liber 2114, folio 243, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
~~Bonus/tax/paid~~ $25.00 Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 429

ABL COMMUNITIES SERVICE FUND, INCORPORATED

ARTICLES OF AMENDMENT

ABL Communities Service Fund, Incorporated, a Maryland corporation, having its principle office in Cumberland, Allegany County, Maryland, hereinafter called the "Corporation", hereby certifies to the Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by deleting Paragraph "THIRD" thereof and inserting in lieu thereof, the following:

THIRD (a) To provide for the employees of Hercules, Inc. at Allegany Ballistics Laboratory, a single charitable corporation to which employees may make contributions in money or in property, by way of payroll deduction or otherwise, to be held and disbursed by the Corporation to corporations or other organizations operated exclusively for religious, charitable, scientific, literary or educational purposes, or for youth, health and welfare enterprises and agencies engaged in the relief of the poor and unfortunate, and in the general advancement of public welfare, by providing funds for the work of such enterprises and agencies, including corporations and organizations, organized and operating for that purpose, upon application by any such corporations or organizations, and in such proportions as the Corporation by its Board of Directors may determine.

(b) To allocate the contributions made by employees to organizations and corporations serving the area of residence of members of the Corporation.

(c) To solicit, receive and hold money and property, both real and personal, by gift, contribution, bequest, devise or otherwise, and to sell and convert property into cash, and to disburse funds and other property held by it to corporations and organizations operated for the purposes hereinabove stated, for their use, operation and maintenance in the accomplishment of such purposes.

(d) To contract for the services of employees, agents and others and to pay them reasonable compensation and do all other acts and things not prohibited to a corporation organized under the Laws of the State of Maryland relating to charitable corporations, which are necessary, desirable or appropriate to the accomplishment of the object and purposes of the Corporation.

Compared and Mailed Delivered

TO Cecil C. Metz A.B.L. Communities Service Fund

Dec 30 1974

SECOND: The Charter of the Corporation is hereby amended by adding thereto, as Paragraph "EIGHTH", the following provisions:

"EIGHTH: No part of the contributions made to the Corporation by the Employees, either money or property, shall inure to the benefit of any member, director or individual. In the event of dissolution of the Corporation, all the business, property and assets of the Corporation shall be distributed to an organization or organizations which have established appropriate exempt status as an organization described in Section 501 (c) (3) of the Internal Revenue Code, contributions to which are deductible for tax purposes, or to a State or local government for public purposes, in accordance with the plan of distribution of assets adopted by the Corporation, if any, and as provided in Section 136A of Article 23 of the Annotated Code of Maryland (1973 Repl. Vol.) entitled "Dissolution"."

THIRD: The Amendment of the Charter of the Corporation, as hereinabove set forth, has been duly ordered by the Board of Directors and approved by a majority vote of the entire membership of said Board at a meeting duly convened and held on August 16, 1974.

FOURTH: There were no shares of stock entitled to vote thereon at the time of the adoption of the Amendment.

IN WITNESS WHEREOF, ABL Communities Service Fund, Incorporated has caused these presents to be signed in its name and on its behalf by its President, this 16th day of August, 1974.

Attest:

ABL COMMUNITIES SERVICE FUND, INCORPORATED

Mary D. Eirich
Secretary

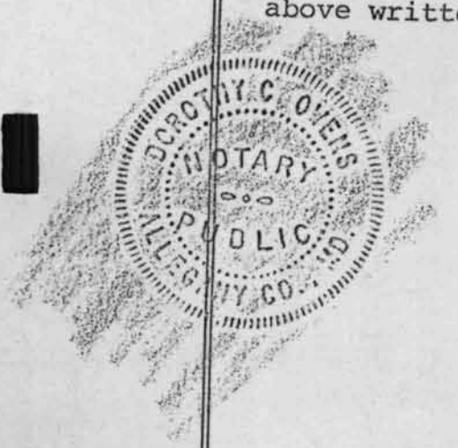
By Lowell L. Metz
President

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on August 16, 1974 before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ___

Cecil C. Metz, President of the Board of Directors of ABL COMMUNITIES SERVICE FUND, INCORPORATED, and in the name and on behalf of the said Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation, and at the same time personally appeared Mary D. Eirich, Secretary, and made oath in due form of law that she was secretary of the meeting of the Board of Directors of said Corporation at which time the Amendments of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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



Dorothy C. Owens
Notary Public

My Commission Expires:
July 1, 1978

DEC 17-74 A 26153 ******3.75

3,73

LIBER 022 PAGE 432

ARTICLES OF AMENDMENT

OF

ABL COMMUNITIES SERVICE FUND, INCORPORATED

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THAT WITHIN
INSTRUMENT WAS FILED
AND RECORDED

Dec 17 10 13 AM '74

IN LIBER Cap
ON PAGE

CLERK OF THE CIRCUIT COURT
BY _____ DEPUTY

approved and received for record by the State Department of Assessments and Taxation of Maryland October 2, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 35228

4

Recorded in Liber 2109, folio 108, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 433

ARTICLES OF INCORPORATION

CLISE COAL COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS HERETO, CHARLES THOMAS CLISE, JR., WHOSE POST OFFICE ADDRESS IS 37 STATE ROUTE 36 NORTH, LONACONING, MARYLAND, 21539; ELAINE KROLL CLISE, WHOSE POST OFFICE ADDRESS IS 37 STATE ROUTE 36 NORTH, LONACONING, MARYLAND, 21539; AND RUTH BECKLEY CLISE, WHOSE POST OFFICE ADDRESS IS 37 STATE ROUTE 36 NORTH, LONACONING, MARYLAND, 21539, ALL BEING OF FULL LEGAL AGE, DO BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES TOGETHER WITH THE INTENTION OF FORMING A CORPORATION.

SECOND: THAT THE NAME OF THE CORPORATION, HEREINAFTER CALLED THE CORPORATION, SHALL BE:

CLISE COAL COMPANY, INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO ACQUIRE, PURCHASE, LEASE, OPTION, OWN, SELL AND MORTGAGE COAL LANDS, OR SUPPOSED COAL LANDS, MINERAL ESTATES

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

RW

Compared and Mailed Delivered

TO Charles Thomas Clise Jr
37 State Street Rt #36 North
Lonaconing Maryland. 21539

Dec 30 1974

IN THE STATE OF MARYLAND OR ELSEWHERE; TO BUY AND SELL REAL ESTATE; TO PROSPECT FOR COAL AND MINE COAL AND OTHER MINERALS OR MINERAL PRODUCTS, AND GENERALLY TO BUY, SELL, HANDLE AND DEAL IN THE MARKET IN COAL OF ALL KINDS; TO PURCHASE, ACQUIRE AND CONTRACT ALL KINDS OF MACHINERY, BUILDINGS, CARS AND APPLIANCES FOR MINING AND MARKETING COAL; TO CONSTRUCT AND OPERATE RAILWAYS AND TRAMWAYS FOR MINING AND MOVING COAL; AND TO BUILD AND LEASE HOUSES FOR THE USE OF MINERS AND OTHERS, INCLUDING THE PURCHASE AND SALE OF SAME.

(B) TO ACQUIRE, OWN, LEASE, MORTGAGE, BUY, SELL AND EXCHANGE ALL PERSONAL AND ALL REAL PROPERTY OR PROPERTIES AS SHALL BE REASONABLY NECESSARY FOR, OR INCIDENT TO, THE BUSINESS ENUMERATED ABOVE.

(C) TO ACQUIRE, OWN AND OPERATE THE BUSINESS AND ALL OTHER ENTERPRISES WHICH MAY BE IN ANY WAY RELATED TO, OR INCIDENT TO, OR NECESSARY FOR THE ESTABLISHMENT AND OPERATION OF RETAIL AND/OR MANUFACTURING OUTLETS FOR THE PRODUCTS ENUMERATED ABOVE.

(D) THE AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS AND BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE OF, AND NOT IN LIMITATION OF, THE POWERS AND PURPOSES 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 OR LIMIT THE PURPOSES AND COMMERCIAL OBJECTIVES OF THE CORPORATION.

N F. SOMERVILLE, JR.
ATTORNEY AT LAW
YSER, WEST VIRGINIA
BERLAND, MARYLAND

DEC 17-74 A 26156 ******4.00

FOURTH: THE POST OFFICE ADDRESS AT WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE WILL BE LOCATED IS 37 STATE ROUTE 36 NORTH, LONACONING, MARYLAND, 21539. THE RESIDENT AGENT OF THE CORPORATION IS CHARLES THOMAS CLISE, JR., WHOSE POST OFFICE ADDRESS IS 37 STATE ROUTE 36 NORTH, LONACONING, MARYLAND, 21539. SAID RESIDENT AGENT IS A CITIZEN OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE TOTAL AUTHORIZED STOCK OF THE CORPORATION IS ONE THOUSAND FIVE HUNDRED (1,500) SHARES OF THE PAR VALUE OF ONE HUNDRED DOLLARS ($100.00) PER SHARE.

SIXTH: THE CORPORATION SHALL HAVE NOT LESS THAN THREE NOR MORE THAN FIVE DIRECTORS AND CHARLES THOMAS CLISE, JR., ELAINE KROLL CLISE AND RUTH BECKLEY CLISE SHALL ACT AS SUCH UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS AND DUTIES OF THE CORPORATION AND OF THE DIRECTORS AND SHAREHOLDERS:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS 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

[redacted] F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

PAR VALUE OF ANY CLASS FOR SUCH CONSIDERATION AS SAID BOARD OF DIRECTORS SHALL DEEM ADVISABLE, SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH BY THE BY-LAWS OF THE CORPORATION.

(B) THE CORPORATION RESERVES THE RIGHT TO MAKE, FROM TIME TO TIME, ANY AMENDMENTS TO ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS IN TERMS OF ANY CLASS OF ITS STOCK BY CLASSIFICATIONS, RE-CLASSIFICATIONS OR OTHERWISE, BUT NO SUCH AMENDMENT WHICH CHANGES THE TERMS OF ANY OF THE OUTSTANDING STOCK SHALL BE VALID UNLESS SUCH CHANGES OF TERMS SHALL HAVE BEEN AUTHORIZED BY THE HOLDERS OF TWO-THIRDS OF ALL SUCH STOCK AT THE TIME OUTSTANDING, BY A VOTE AT A MEETING, OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SET OUR HANDS AND SEALS TO THESE ARTICLES OF INCORPORATION ON THIS THE 3RD DAY OF OCTOBER, 1974.

WITNESS	CHARLES THOMAS CLISE, JR.
WITNESS	ELAINE KROLL CLISE
WITNESS	RUTH BECKLEY CLISE

SOMERVILLE, JR.
ORNEY AT LAW
, WEST VIRGINIA
LAND, MARYLAND

LIBER 022 PAGE 437

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY THAT ON THIS THE 3RD DAY OF OCTOBER, 1974, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, THE COUNTY AFORESAID, PERSONALLY APPEARED CHARLES THOMAS CLISE, JR., ELAINE KROLL CLISE AND RUTH BECKLEY CLISE AND SEVERALLY ACKNOWLEDGED THE WITHIN AND AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND NOTARIAL SEAL.

NOTARY PUBLIC

MY COMMISSION EXPIRES JULY 1, 1978.



JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

4.00

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THAT THIS
INSTRUMENT WAS FILED
AND RECORDED

DEC 17 10 05 AM '74

IN LIBER 022 FOLIO 438

CLERK OF THE CIRCUIT COURT
BY _____ DEPUTY

ARTICLES OF INCORPORATION

OF

CLISE COAL COMPANY, INC.

LIBER 022 PAGE 438

approved and received for record by the State Department of Assessments and Taxation of Maryland October 3, 1974 **at** 8:30 **o'clock** **A.M. as in conformity with law and ordered recorded.**

A 35280

6

Recorded in Liber 2110 **, folio** 213 **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $ 30.00 **Recording fee paid $** 15.00

To the clerk of the Circuit **Court of** Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · SCUTO BONAE VOLVNTATIS TVÆ CORONASTI NOS

LIBER 022 PAGE 439

CONEY ISLAND LUNCH, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, C. William Gilchrist, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, and Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland, 21502, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

CONEY ISLAND LUNCH, INC.

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

(1) To own, lease, manage, and operate restaurants, buffets, lunch counters, bakeries, shops for the sale of hot dogs, hamburgers, candy or ice cream, beer parlors, taverns, delicatessen stores, tobacco stores, cigar stands, soda fountains, check stands, parcel rooms, newsstands, and generally to conduct a restaurant, cafe, tavern, and tobacco business; and to own, lease, manage, and operate such other establishments or enterprises as may or might be appropriate or advantageous in connection with the business of the corporation.

Bw Dec 17-74 A# 26155 4.00

Compared and Mailed ~~Delivered~~

TO Wm R. Carscaden 110 Washington Street city

Dec 30 19 74

(2) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(3) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(4) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid object or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

CONSTRUCTION OF AFOREGOING CLAUSES

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, 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 15 North Liberty Street, Cumberland, Maryland,

21502. The resident agent of the Corporation is William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502. 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) 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 ($100,000.00).

SIXTH: The Corporation shall have four (4) directors and W. Stephen Jenkins, Nancy L. Jenkins, William R. Carscaden, and Francis H. Deremer, shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than fifteen by amendment to the By-laws.

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

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

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

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

(d) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized

by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporotion, nor any right of subscription to any thereof other than such, if any, 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 time and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14th day of October, 1974.

WITNESS:

Angela M. Senkbeil — ANGELA M. SENKBEIL

William R. Carscaden (SEAL) — WILLIAM R. CARSCADEN

Angela M. Senkbeil — ANGELA M. SENKBEIL

C. William Gilchrist (SEAL) — C. WILLIAM GILCHRIST

Angela M. Senkbeil — ANGELA M. SENKBEIL

Lora L. Henson (SEAL) — LORA L. HENSON

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 14th day of October, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM R. CARSCADEN, C. WILLIAM GILCHRIST and LORA L. HENSON, and acknowledged the foregoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Notarial Seal the date aforesaid.

Angela M. Senkbeil,
Notary Public

4.0

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THE WITHIN
INSTRUMENT WAS FILED
AND RECORDED

Dec 17 10 08 AM '74

IN LIBER ____ OF
ON PAGE ____

CLERK OF THE CIRCUIT COURT
BY _____ DEPUTY

ARTICLES OF INCORPORATION

OF

CONEY ISLAND LUNCH, INC.

LIBER 022 PAGE 445

approved and received for record by the State Department of Assessments and Taxation of Maryland October 16, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 35549

Recorded in Liber 2112, folio 174 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 17.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Swanson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 446

CUMBERLAND OPTICIANS, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; C. William Gilchrist, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; and Susan L. Wilson, whose post office address is P. O. Box 314, Cumberland, Maryland, 21502, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles

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

CUMBERLAND OPTICIANS, INC.

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

(1) To carry on a retail optical dispensing business and also to manufacture, purchase, sell and deal in eyeglasses of every nature and description and to trade and deal in all other property appertaining to said business or businesses.

(2) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

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Compared and Mailed Delivered
TO William R. Carscaden 110 Washington Street City
Dec 20 1974

(3) To purchase, lease, or otherwise acquire, hold, develop, improve mortgage, sell, exchange, let, or in any manner encumber of dispose of real property wherever situated.

(4) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid object or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

CONSTRUCTION OF AFOREGOING CLAUSES

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, 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 18 South Liberty Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502. 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) 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 ($100,000.00).

SIXTH: The Corporation shall have three (3) directors and Albert B. Tosh, Richard J. Boughner and John W. Rollins, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualified, provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than fifteen by amendment to the By-laws.

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise

interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may 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 time and prices of redemption of, and the conversion rights of such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14th day of October, 1974.

WITNESS:

Lora L. Henson
LORA L. HENSON

(SEAL)
WILLIAM R. CARSCADEN

Lora L. Henson
LORA L. HENSON

(SEAL)
C. WILLIAM GILCHRIST

Lora L. Henson
LORA L. HENSON

(SEAL)
SUSAN L. WILSON

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 14th day of October, 1974, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM R. CARSCADEN, C. WILLIAM GILCHRIST and SUSAN L. WILSON, and acknowledged the foregoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Notarial Seal the date aforesaid.

LORA L. HENSON NOTARY PUBLIC ALLEGANY COUNTY, MD.

Lora L. Henson
NOTARY PUBLIC
LORA L. HENSON

DEC 17-74 A #26154 ******4.00

4.00

ARTICLES OF INCORPORATION

OF

CUMBERLAND OPTICIANS, INC.

LIBER 022 FAGE 452

Dec 17 10 03 AM '74

approved and received for record by the State Department of Assessments and Taxation of Maryland October 16, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 35560

1

Recorded in Liber 2113, folio 246 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 17.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

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LIBER 022 PAGE 453

HANKS PHARMACY, INC.

ARTICLES OF INCORPORATION

Compared and Mailed Delivered
William R. Carscaden
TO 110 Washington St. Cbl
Dec 20 1974

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, C. William Gilchrist, whose post office address is 110 Washington Street, Cumberland, Maryland 21502, and Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland 21502, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: Dec 17-74 A# 26158 4.00

HANKS PHARMACY, INC.

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

(1) To engage in any mercantile, manufacturing, or trading business of any kind or character whatsoever, within or without the State of Maryland; and, more particularly, but without limiting the generality of the foregoing, to carry on in all or any of the several branches thereof, the business of manufacturing and jobbing druggists, chemists, and pharmacists, and to manufacture, import, purchase, sell, and deal in drugs, medicines, paints, chemicals, oils, dyestuffs, glassware, toilet articles, fancy goods, druggists' sundries, perfumeries, surgical apparatus, physicians' and hospital supplies, and general merchandise; to carry on the business of manufacturers, importers, and

dealers in pharmaceutical, medicinal, chemical, industrial, and other preparations and articles, compounds, cements, oils, paints, pigments, dye-ware, and proprietary articles of all kinds; and to import, manufacture, buy, sell, export, trade, and otherwise deal in apparatus, appliances, instruments, materials, and supplies of all kinds, used or capable of being used by physicians, surgeons, dentists, chemists, druggists, apothecaries, hospitals, dispensaries, and sanitariums; and to manufacture or otherwise produce and to buy, sell, trade, export, import, and deal in all kinds of machinery, tools, materials, goods, wares, and merchandise which may be required for any of the purposes of the business of the corporation.

(2) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(3) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(4) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid object or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

CONSTRUCTION OF AFOREGOING CLAUSES

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, 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 221 Maryland Avenue, Cumberland, Maryland, 21502. The resident agent of the Corporation is William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502. 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) 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 ($100,000.00).

SIXTH: The Corporation shall have three (3) directors and Edward G. Dowling, Dolores A. Dowling, and William R. Carscaden, shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than fifteen by amendment to the By-laws.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or

without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any directors may be a member, may be a party to, or may be pecuniarly or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may 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 time and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of September, 1974.

WITNESS:

Angela M. Senkbeil
ANGELA M. SENKBEIL

(SEAL)
WILLIAM R. CARSCADEN

Angela M. Senkbeil
ANGELA M. SENKBEIL

C. William Gilchrist (SEAL)
C. WILLIAM GILCHRIST

Angela M. Senkbeil
ANGELA M. SENKBEIL

Lora L. Henson (SEAL)
LORA L. HENSON

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 26th day of September, 1974, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM R. CARSCADEN, C. WILLIAM GILCHRIST and LORA L. HENSON, and acknowledged the foregoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Notarial Seal the date aforesaid.

ANGELA M. SENKBEIL NOTARY PUBLIC ALLEGANY COUNTY MARYLAND

Angela M. Senkbeil
Angela M. Senkbeil
Notary Public

4.0

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THAT THE WITHIN INSTRUMENT WAS FILED AND RECORDED
DEC 17 10 03 AM '74
IN CHANCERY
CLERK OF THE CIRCUIT COURT
BY Beryl
ALLEGANY COUNTY

LIBER 022 PAGE 459

ARTICLES OF INCORPORATION

OF

HANKS PHARMACY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 27, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 35089

7

Recorded in Liber 2107, folio 76, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 17.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

Compared and Mailed Delivered By
TO Gary G. Leasure
110 Washington St City
Dec 30 19 74

LIBER 022 PAGE 460

HARBEL, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; GARY G. Leasure, whose post office address is 110 Washington Street, Cumberland Maryland, 21502; and Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland, 21502, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

HARBEL, INC.

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

(1) To carry on and conduct any and every kind of general contracting, construction and engineering business.

(2) To design, draw and prepare plans, specifications, and estimates for and to supervise, bid upon, enter into, and execute contracts for the construction and alteration of buildings, structures, houses, piers, wharves, canals, docks, slips, dams, bridges, viaducts, railroads, railways, rights of way, cuts, fills, roads, avenues, streets, fortifications, conduits, pipe lines, electric or other transmission lines, subways, tunnels, foundations, mines, shafts, wells, walls, waterworks, manufactories, plants, machinery, drainage, irrigation, and sewage disposal systems, and any other engineering or construction project or enterprise of any nature whatsoever.

(3) To own, lease and rent equipment in the general contracting business.

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

(5) To engage in and carry on any other business which may conveniently be conducted in connection with any of the business of the Corporation.

(6) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(7) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of stores, offices, 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.

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

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

and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(10) 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 insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

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, 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 is Post Office Box No. 358, Cumberland, Maryland, 21502. The resident agent of the corporation will be Gary G. Leasure, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502.

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) 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 ($100,000.00).

SIXTH: The Corporation shall have three (3) directors and Carl O. Belt, Jr., Harold P. Hite and Daniel L. Fradiska shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than fifteen by amendment to the By-laws.

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in,

any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall 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 interest[illegible] may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may 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 time and prices of redemption of, and the conversion rights of such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease, or otherwise acquire the

business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 16th day of October, 1974.

WITNESS:

M. Ellen Damewood — William R. Carscaden (SEAL)
WILLIAM R. CARSCADEN

M. Ellen Damewood — Gary G. Leasure (SEAL)
GARY G. LEASURE

M. Ellen Damewood — Lora L. Henson (SEAL)
LORA L. HENSON

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 16th day of October, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM R. CARSCADEN, GARY G. LEASURE and LORA L. HENSON, and acknowledged the foregoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Notarial Seal the date aforesaid.

Sandra M. Senkbeil
Notary Public

DEC 17-74 A 26161 *******.75
DEC 17-74 A 26160 *******4.00

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ARTICLES OF INCORPORATION

OF

HARBEL, INC.

LIBER 022 PAGE 467

Dec 17 10 10 AM '74

I CERTIFY THAT THIS INSTRUMENT WAS FILED AND RECORDED

IN LIBER ____ OF THE ____ COURT ON PAGE ____

CLERK OF THE CIRCUIT COURT

BY _____ DEPUTY

approved and received for record by the State Department of Assessments and Taxation of Maryland October 21, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 35675

8

Recorded in Liber 2114, folio 271 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 468

FRANK A. LaPARLE, D.D.S. & ASSOCIATES, P.A.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Frank A. LaParle, whose post office address is Memorial Medical Building, 500 Memorial Avenue, Cumberland, Maryland, 21502; William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; and C. William Gilchrist, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, each being at least twenty-one (21) years of age, do hereby form a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

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

FRANK A. LaPARLE, D.D.S. & ASSOCIATES, P.A.

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

(1) To engage in the general practice of dentistry.

(2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment or to own real estate or personal property necessary for the rendering of the professional services specified above.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Memorial Medical Building, 500 Memorial Avenue, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland is William R. Carscaden, 110 Washington Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of Maryland and actually resides therein.

Compared and Mailed Delivered

TO----------

----------19----

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand shares of the par value of One Hundred Dollars ($100.00) a share, all of one class, and have an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Frank A. LaParle, Norma Lea LaParle, and Lowell M. Sowers, Jr.

SEVENTH: This Corporation shall have all of the powers and be subject to all of the limitations granted and imposed upon a professional service corporation formed in accordance with the Maryland Professional Service Corporation Act (Article 23, Section 430 et seq) and all other powers conferred on corporations by the laws of the State of Maryland, subject to the limitations of the aforementioned Professional Service Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 27th day of September, 1974.

WITNESS:

Lora L. Henson
LORA L. HENSON

Frank A. LaParle (SEAL)
FRANK A. LaPARLE

Lora L. Henson
LORA L. HENSON

(SEAL)
WILLIAM R. CARSCADEN

Lora L. Henson
LORA L. HENSON

C. William Gilchrist (SEAL)
C. WILLIAM GILCHRIST

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 27th day of September, 1974, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared FRANK A. LaPARLE, WILLIAM R. CARSCADEN and C. WILLIAM GILCHRIST and acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the date aforesaid.



Lora L. Henson
LORA L. HENSON
Notary Public

DEC 17-74 A 26157 *****4.00

LIBER 022 PAGE 471

4.00

STATE OF MARYLAND
COUNTY OF ALLEGANY
I CERTIFY THIS WITHIN
INSTRUMENT WAS FILED
AND RECORDED

Dec 17 10 07 AM '74

IN
CIR. CT. FILE

CLERK OF THE CIRCUIT COURT
BY _____ DEPUTY

ARTICLES OF INCORPORATION

OF

FRANK A. LaPARLE, D.D.S. & ASSOCIATES, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 30, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 35123

Recorded in Liber 2109, folio 3, 4 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 472

ARTICLES OF INCORPORATION

OF

FREDERICK W. MILTENBERGER, M.D., P.A.

The undersigned, subscriber to these Articles of Incorporation, a natural person of at least twenty-one (21) years of age, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws, of the State of Maryland.

ARTICLE I

Name

The name of this corporation is: FREDERICK W. MILTENBERGER, M.D., P.A.

ARTICLE II

Nature of Business

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

To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine, duly licensed under the laws of the State of Maryland, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Maryland to practice medicine therein.

To invest funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

Dec 17-74 A# 26159 4.00

LAW OFFICES
ALEY & ROTHMAN
530 WISCONSIN AVE.
CHEVY CHASE, MD. 20015

Compared and Mailed Delivered BW
TO Frederick W. Miltenberger, M.D.
Rt #2 - Box #685
Emmanuel Mill Road -
Leeds, Md 19 74
Dec 30

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock having a nominal or par value of ONE ($1.00) DOLLAR per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Maryland.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

The post office address of the principal office of this corporation is 122 S. Center Street, Cumberland, Maryland 21502. The Board of Directors may from time to time move the principal office to any other address in the State of

LAW OFFICES
PALEY & ROTHMAN
5530 WISCONSIN AVE.
CHEVY CHASE, MD. 20015

Maryland. The resident agent of the Corporation is FREDERICK W. MILTENBERGER, M.D., whose address is Route 2, Box 605 Smouse's Mill Road, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE VI

Directors

This Corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII

Initial Director

The name and post office address of the member of the first Board of Director is: FREDERICK W. MILTENBERGER, M.D., Route 2, Box 605 Smouse's Mill Road, Cumberland, Maryland 21502.

ARTICLE VIII

Voting Trusts

No Stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX

Contracts

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm or

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WISCONSIN AVE.
CHASE, MD. 20015

corporation, shall be affected by the fact that any director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE X

Removal of Directors

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XI

Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Maryland and of the purposes and objects hereinabove stated this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive rights to purchase or subscribe to any new issues of any type stock of this corporation, and no stockholder shall have any pre-emptive right to subscribe to any such stock.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Directors, proposed by the

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PALEY & ROTHMAN
5530 WISCONSIN AVE.
CHEVY CHASE, MD. 20015

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 all 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.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 23rd day of September, 1974, and I acknowledge the same to be my act.

Mark S. Rothman

MARK S. ROTHMAN

OFFICES
& ROTHMAN
SCONSIN AVE.
ASE, MD. 20015

4.00

STATE OF MARYLAND
COUNTY OF ALLEGANY
I HEREBY CERTIFY THAT THE WITHIN
INSTRUMENT WAS FILED
AND RECORDED

Dec 17 10 04 AM '74

IN
OFFICE Capl
CLERK OF THE CIRCUIT COURT
BY Bill DEPUTY

LIBER 022 PAGE 477

ARTICLES OF INCORPORATION

OF

FREDERICK W. MILTENBERGER, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 25, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 35049

6

Recorded in Liber 2107, folio 36 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 478

BAKER LANDSCAPING & CONSTRUCTION COMPANY

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FEB 26-75 A 20757 ******4.00

FIRST: That we, William B. Baker, whose post office address is 541 North First Street, LaVale, Maryland; and Delores A. Baker, whose post office address is 541 North First Street, LaVale, Maryland; and James Alfred Avirett, whose post office address is 740 Washington Street, Cumberland, Maryland, all being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of a corporation, associate ourselves with the intention of forming a corporation.

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

BAKER LANDSCAPING & CONSTRUCTION COMPANY

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

(1) To carry on the business of landscaping, gardening and activities relating to the improvement and beautification of homes and business locations.

(2) To carry on the business of constructing homes and business structures and the remodeling and repairs of the same and all activities associated with the general construction business.

BW

Compared and Mailed ~~Delivered~~
William B. Baker
TO 541 N. First St.
La Vale. Md.
Feb 27 1975

(3) To erect, maintain, construct, purchase, rent, hire, lease or let, or otherwise acquire or dispose of buildings, structures for said purpose; to acquire, sell, mortgage, lease or otherwise acquire or dispose of all real or personal property necessary or convenient to the operation and continuance of such business; to acquire the good will, rights, property, franchise, licenses, privileges of any person, firm, association, or corporation engaged in any similar business or business incident thereto and pay for the same in cash, bonds, debentures or obligations secured by the pledged assets of this Company or otherwise, and to hold or in any manner dispose of any part of the property, or property so acquired.

(4) To apply for, acquire, buy, sell, assign, lease, pledge, mortgage, or otherwise dispose of letters patent of the United States, or of any foreign country, and all or any rights, territorial or otherwise, thereunder. To apply for, acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of patent rights, licenses, privileges, inventions, trade marks, trade names, and pending application therefor, relating to or useful in connection with any business of the Corporation. To use, manufacture or grant licenses under any letters patent owned or controlled by the Corporation, and to expend money in experimenting upon and testing the validity or value of any patent rights the Corporation may acquire or propose to acquire.

(5) To acquire by purchase, lease, or otherwise, the property rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on, in whole or in part, the aforesaid businesses, or any of them, or any other business, in whole or in part, that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness

and liabilities thereof, and to pay for any property, rights, business, good will, franchises, or assets so acquired in the stock, bonds or other securities of the Corporation or otherwise, as provided by law.

(6) 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.

(7) To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for moneys so borrowed or in payment for property purchased, 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.

(8) To carry on any other business which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects or any of them, or to facilitate in the transaction of its business or any part thereof, or in the transaction of any business that may be calculated, directly or indirectly, to enchance 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 and to the laws and statutes of the United States and foreign countries in which the same may be transacted or its property may be located.

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

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

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 541 North First Street, LaVale, Maryland, 21502. The Resident Agent of the Corporation is William B. Baker, whose post office address is 541 North First Street, LaVale, Maryland, 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors and William B. Baker, Delores A. Baker and Herbert Martin shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Thousand (1,000) shares of stock having no par value.

No stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered for sale as

follows: first, to the Corporation and secondly to the other stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The offer to sell shall be in writing, shall set forth the price and terms, and shall be sent by registered mail to the Corporation and to each stockholder at the address listed on the Corporation books. The right to transfer the stock to a person not a stockholder shall not exist until the Corporation and the stockholders fail for a period of thirty days after receipt of the offer to accept the same by compliance with the terms therein set forth.

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 and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(2) No holder of stock of any class shall be entitled as a matter of right to subscribe for, or purchase, any part of any new or additional issue of stock of any class, or of securities convertible into stock of any class, whether now or hereafter authorized, or whether issued for money, for a consideration other than money or by way of dividend.

(3) The Board of Directors shall have power to determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws; and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

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

(5) Any contract, transaction or act of the Corporation, or of the directors, which shall be ratified by a majority of a quorum of the stockholders

having voting powers at any annual meeting, or any special meeting called for such purposes, shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of the Corporation.

(6) 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.

(7) 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 term 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 7th day of October, 1974.

WITNESS:

Nancy E Lewis — William B. Baker (SEAL)
WILLIAM B. BAKER

Nancy E Lewis — Delores A. Baker (SEAL)
DELORES A. BAKER

Nancy E Lewis — (SEAL)
JAMES ALFRED AVIRETT

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 8th day of October, 1974, before me, the subscriber, a Notary Public, in and for the State of Maryland, Allegany County, personally appeared WILLIAM B. BAKER, DELORES A. BAKER and JAMES ALFRED AVIRETT, and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

FILED FOR RECORD
FEB 26 1975
at 3:30 o'clock P. M.
and same day Recorded in
Liber No. [illegible]
one of the [illegible]
Records of Allegany
County, Maryland, and com-
pared by me
[illegible]
Clerk

ARTICLES OF INCORPORATION

OF

BAKER LANDSCAPING & CONSTRUCTION COMPANY

LIBER 022 PAGE 486

approved and received for record by the State Department of Assessments and Taxation of Maryland October 21, 1974 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 35709

9

Recorded in Liber 2115, **folio** 283, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 487

ARTICLES OF INCORPORATION

OF

HILL TOP GROCERY, INC. FEB 26-75 A 29760 ******10.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Anna E. Seifarth and Bruce J. Seifarth, whose postoffice address is R.D. #1, Box 518, Frostburg, Maryland, 21532, and Clarence Lippel, whose postoffice address is One Washington Street, Cumberland, Maryland, 21502, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

HILL TOP GROCERY, INC.

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

(a) To buy, sell, merchandise, 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 and alcoholic beverages, of all kinds and for all purposes, and generally to deal in groceries, grocery products, meats and foods and any and all other articles of every kind, character and description dealt in in a modern grocery store.

Compared and Mailed Delivered
TO Bruce J. Seifarth
R.D. #1 Box 518
Frostburg, Md
Feb 27 19 75

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

(b) To manufacture, purchase, hold, sell, transfer, mortgage, pledge and in any and every manner acquire, encumber and dispose of goods, wares, merchandise and personal property of every kind and character.

(c) To purchase, hold, develop, improve, lease, mortgage, sell, exchange and in any and every manner acquire, encumber and dispose of real property wherever situated.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the corporation or otherwise.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The 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

OFFICES
E LIPPEL
AND, MD.

mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the corporation in this State is 432 Williams Street, Cumberland, Maryland, 21502. The resident agent of the corporation is Bruce J. Seifarth, whose postoffice address is R.D. #1, Box 518, Frostburg, Maryland, 21532. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is five hundred (500) shares of the par value of One Hundred ($100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Fifty Thousand ($50,000.00) Dollars.

SIXTH: The corporation shall have three directors and Anna E. Seifarth, Bruce J. Seifarth and Clarence Lippel shall act as such until the first annual meeting, or until their successor or successors are duly chosen and qualified.

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

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock,

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CLARENCE LIPPEL
CUMBERLAND, MD.

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 or any co-partnership, 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 or a member of such other co-partnership; any director individually, or any corporation or co-partnership of which any director may be an officer or 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 corporation or 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 a member of such other co-partnership, 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 a member of such other co-partnership.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part, of the surplus of the corporation or of the net profits arising from its business shall be

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ICE LIPPEL
LAND, MD.

declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

(f) The Board of Directors shall have 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,

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, We have signed these articles of incorporation on this 18th day of October, 1974.

WITNESS:

Martin E Lewis as to Anna E. Seifarth (SEAL)

Martin E Lewis as to Bruce Seifarth (SEAL)

Martin E Lewis as to Steven Seifarth (SEAL)
T.S

LAW OFFICES
LARENCE LIPPEL
UMBERLAND, MD.

LIBER 022 PAGE 493

STATE OF MARYLAND,

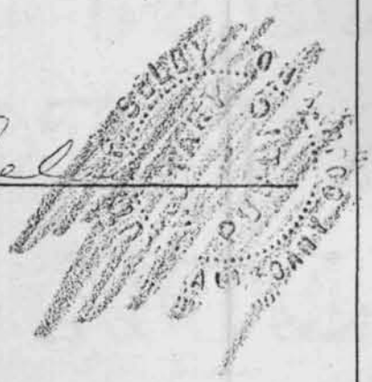
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 18th day of October, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared Anna E. Seifarth, Bruce J. Seifarth and Clarence Lippel known to me personally to be the persons whose names are subscribed to the within and aforegoing Articles of Incorporation and they acknowledged the aforegoing instrument of writing to be their act and deed.

WITNESS my hand and Notarial Seal.

Ruth F. Sel

NOTARY PUBLIC



LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

FILED FOR RECORD
FEB 26 1975
at 3:30 o'clock P. M.
and same day Recorded in
Liber [illegible]
one of the Folio [illegible]
of Allegany
County and com-
[illegible]

ARTICLES OF INCORPORATION

OF

HILL TOP GROCERY, INC.

LIBER 022 PAGE 494

approved and received for record by the State Department of Assessments and Taxation of Maryland October 30, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 35860

8

Recorded in Liber 2117, folio 207 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard D. Kahl

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 495

ARTICLES OF INCORPORATION

OF

THE KING'S CRUSADES, INC.

FEB 26-75 A #29761 ******10.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, RALPH ASHBY JACKSON, Sr., whose post office address is 515 Henderson Avenue, Cumberland, Allegany County, Maryland, 21502; and CHARLES WILLIAM JACKSON, whose post office address is 515 Henderson Avenue, Cumberland, Allegany County, Maryland, 21502; and VIRGINIA CLARENE JACKSON, whose post office address is 515 Henderson Avenue, Cumberland, Allegany County, Maryland, 21502; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the Corporation is:

THE KING'S CRUSADES, INC.

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

A. To further the work of the kingdom of God through Christ Jesus, His Son.

B. To provide Christian fellowship and counsel for the people.

C. To provide Christian eduational instruction in Bible knowledge.

JOHN C. SULLIVAN
ATTORNEY AT LAW
70 GREENE STREET
CUMBERLAND, MD.
724-7777

Compared and Mailed Delivered
TO Ralph Ashby Jackson Sr
515 Henderson Avenue
Cumberland, Md
Feb 27 19 75

D. To provide a place of worship for God's people and a place where the people can receive free counsel and instruction.

E. To provide a national and international outreach for Christ Jesus.

F. To secure radio, television and literature printing and distributing.

G. To perform marriage ceremonies as prescribed under the laws of Maryland.

H. To purchase, lease or otherwise acquire any property, real, personal or mixed suitable or convenient for any of the purposes of the corporation; and to sell, lease, or otherwise dispose of any such property no longer required for the purposes of the corporation.

I. It is also the intention that the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the laws of the State of Maryland, and that the enumerating of certain powers as herein defined is not intended as exclusive or as a waiver of any other powers, rights, or privileges granted or conferred by the laws of said state, now or hereinafter enforced as in the article expressly limited or restricted.

FOURTH: The post office address or the principal office of the corporation in this state is 515 Henderson Avenue, Cumberland, Allegany County, Maryland, 21502; the resident

OHN C. SULLIVAN
TORNEY AT LAW
GREENE STREET
UMBERLAND, MD.
724-7777

agent of the corporation is Charles William Jackson, whose post office address is Post Office Box 91, Cumberland, Allegany County, Maryland, 21502. Said resident agent is a citizen of the state of Maryland and actually resides therein.

FIFTH: The corporation shall be without capital stock and will not be operated for profit.

SIXTH: That the Corporation shall have three (3) directors and said number shall be subject to increase pursuant to the by-laws of the corporation, but shall be never less than three (3); that Ralph Ashby Jackson, Sr., Charles William Jackson and Virginia Clarene Jackson shall act as such directors until the first meeting of the members after the adoption of Certificate of Incorporation or until their successors are duly chosen and qualified.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 31st day of October, 1974.

WITNESS:

Edith L. Sullivan — Ralph Ashby Jackson Sr.
Ralph Ashby Jackson, Sr.

Edith L. Sullivan — Charles William Jackson
Charles William Jackson

Edith L. Sullivan — Virginia Clarene Jackson
Virginia Clarene Jackson

[redacted]N C. SULLIVAN
[redacted]ORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

LIBER 022 PAGE 498

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

THIS IS TO CERTIFY, that on this 31st day of October, 1974, before me, the subscriber, a Notary Public of the state of Maryland in the county of Allegany, personally appeared Ralph Ashby Jackson, Sr., Charles William Jackson and Virginia Clarene Jackson and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS My Hand and Notarial Seal the day and year last above written.

Edith L. Sullivan
Notary Public



. SULLIVAN
EY AT LAW
NE STREET
RLAND, MD.
4-7777

FILED FOR RECORD
FEB 26 1975
at 3:30 o'clock P. M.
and same day Recorded in
Liber No. [redacted]
one of the [redacted]
Records of Allegany County,
Maryland, and compared by
[redacted] Clerk

ARTICLES OF INCORPORATION

OF

THE KING'S CRUSADES, INC.

LIBER 022 PAGE 499

approved and received for record by the State Department of Assessments and Taxation of Maryland November 4, 1974, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 36018

5

Recorded in Liber 2119, folio 33 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegheny County

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

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

Richard V. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

hm

LIBER 022 PAGE 500

ARTICLES OF INCORPORATION

OF

LIBERTY TEMPLE, INC. FEB 26-75 A 20759 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John W. Gordon, whose post office address is 112 Mt. Pleasant Street, Frostburg, Maryland, 21532, Deanna J. Gordon, whose post office address is 112 Mt. Pleasant Street, Frostburg, Maryland, 21532, Ruth E. Gordon, whose post office address is 124 Spring Street, Frostburg, Maryland, 21532, and George W. Kerns, whose post office address is 197 Welsh Hill, Frostburg, Maryland, 21532, selected by the members of LIBERTY TEMPLE, INC. to act as Trustees in the name of and on behalf of said Congregation to manage the estate, property, interest and inheritance of the same, and each being at least twenty-one years of age, and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

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

LIBERTY TEMPLE, INC.

THIRD: The plan and purpose of the corporation adopted at the meeting of the members of the Congregation selecting the Trustees is as follows, to-wit:

(a) To adopt a seal and to conduct a church for religious purposes of the Christian faith and for the purpose of receiving, holding and purchasing

Compared and Mailed Delivered BW
TO John W. Gordon
112 Mt Pleasant St.
Frostburg, Md
Feb 27 1975

property, real, personal and mixed, by gift, grant, bargain, and sale, devise and bequest of any person or persons, body corporate or politic, capable of making the same and at pleasure to alien, lease, transfer and dispose of in any manner not inconsistent with custom, usage and doctrine of the Penecostal faith, as they may deem conductive to the pecuniary interest and religious welfare of this Corporation; to borrow money and secure the payment thereof by mortgage, pledge or otherwise; the specification of particular powers herein being intended to be not in limiation of but in furtherance of the powers granted to religious corporations under said law.

(b) To promote the reading and study of the Holy Bible as the revealed word of God; to promote the teaching and preaching of the Gospel of our Lord and Saviour, Jesus Christ; to promote, maintain and defend the principles and faith of the Christian religion; and to preach the Gospel of Jesus Christ as commanded in the great commission (Matt. 28:9-20; Mark 16:15-18) by means of sermons, radio, television, publications and by any other reasonable means.

(c) To work and to have fellowship with local established churches and to establish new places of religious worship, wherever deemed necessary.

(d) To work in cooperation with all believers who desire the literal fulfillment of Christ's prayer "that they all might be one..." (St. John 17:21). To uphold the Full Gospel which is Salvation by faith (Rom. 10:9-10). Baptism of the Holy Spirit (Acts 2:4). Healing of the physical body (Isa. 53:5, Pa. 103:3, 1 Peter 2:24). Second coming of Christ for His Church (Hew. 9:28, Matt. 24:27, Luke 12:40).

(e) To help with and give religious instructions to individuals called of God.

FOURTH: Special provisions for corporations which will apply for tax exempt status:

(a) Said Corporation is organized exclusively for charitable, religious educational, and scientific 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).

(b) 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 subparagraph (a) of this paragraph. 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 (1) 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 (2) 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) Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities

of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of by the Trustees as aforesaid 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.

FIFTH: The number of Trustees of the Corporation shall be not less than four (4), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than four (4). The Trustees shall serve for an indefinite term, and the names of the Trustees who shall act until their successors are duly chosen and qualified are John W. Gordon, Deanna J. Gordon, Ruth E. Gordon and George W. Kerns. Every person over the age of twenty-one who is a member of LIBERTY TEMPLE, INC. pursuant to the By-laws of the Corporation and who shall have been a member of the said Congregation for not less than six (6) months shall be eligible to serve as a Trustee and to have the right of suffrage in such matters as are referred to the Congregation by the Trustees. A vacancy in the office of Trustee shall be filled by appointment of a person eligible to serve as a Trustee by the remaining Trustees by a majority vote. A person may be discharged as a Trustee by a majority vote of the other Trustees, but not less than three (3) votes, because of bad conduct, failure to uphold the standards of holiness, or failing to promote the cause of the Corporation.

SIXTH: The post office address of the place at which the principal office of the Corporation in this State will be located is P. O. Box 11, Frostburg, Maryland, 12532. The resident agent of the Corporation is John W. Gordon, whose post office address is 112 Mt. Pleasant Street, Frostburg, Maryland, 21532. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: The Corporation is not authorized to issue capital stock and will not be operated for profit.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21st day of October, 1974.

WITNESS:

Lora L. Henson
LORA L. HENSON

John W. Gordon (SEAL)
JOHN W. GORDON

Lora L. Henson
LORA L. HENSON

Deanna J. Gordon (SEAL)
DEANNA J. GORDON

Lora L. Henson
LORA L. HENSON

Ruth E. Gordon (SEAL)
RUTH E. GORDON

Lora L. Henson
LORA L. HENSON

George W. Kerns (SEAL)
GEORGE W. KERNS

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 21st day of October, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared JOHN W. GORDON, DEANNA J. GORDON, RUTH E. GORDON and GEORGE W. KERNS, and

acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal the date aforesaid.



Lora L. Henson

LORA L. HENSON, Notary Public

FILED FOR RECORD
FEB 12 1975
at 2:30 o'clock P.M.
and same day recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland and com-
pared by

LIBER 022 PAGE 506

ARTICLES OF INCORPORATION

OF

LIBERTY TEMPLE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 25, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 35816

255 7

Recorded in Liber 2116, folio 156 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 10.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard V. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 507

THE SOUTHHAMPTON COAL COMPANY, INC.

ARTICLES OF INCORPORATION

FEB 26-75 A 2075 *****1.00

FIRST: We, the undersigned, Edward W. Dove, whose Post Office address is Route 3, Box 251, Bedford Road, Cumberland, Allegany County, Maryland; and George W. Danner, whose Post Office address is P. O. Box 38, Spring Gap, Allegany County, Maryland; each being at least eighteen (18) 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 The Southhampton Coal Company, 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:

(a) To purchase, locate, lease, or otherwise acquire, mines, mining claims, mining rights, and lands and any interest therein, and explore, work, exercise, develop, and turn to account the same; to quarry, mine, smelt, refine, dress, amalgamate, and prepare for market, ore metal, coal and mineral substances of all kinds, and to carry on any other operations or business which may seem necessary, convenient, or incidental to any of the objects of the company;

(b) To buy, sell, manufacture, and deal in minerals, plants, machinery, implements, conveniences, provisions, and things capable of being used in connection with the mining or operations of this Corporation;

(c) To construct, carry, put, maintain, improve, manage, work, control and superintend any roads, ways, railroads, bridges, resevoirs, water courses, aqueducts, furnaces, mills, and crushing works, hydraulic works, factories, warehouses, and other works and conveniences which may seem necessary and proper or incidental

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered
BW
TO Edward W. Dove Rt #3 Box #251 Bedford Road Cumberland, Md
Feb 27 19 75

to any object of the company and to contribute to or otherwise aid or take part in such operations as an ore extracting, mining, refining, and processing operation.

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

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

(f) 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 insure 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 orpersonal, 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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other

N & GERSON
YS AT LAW
ND, MARYLAND
EENE ST.

clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of said state now or hereafter in force.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any directors of this Corporation

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ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

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

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

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

(e) No holder of stock of this Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its

ERSON & GERSON
ATTORNEYS AT LAW
BERLAND, MARYLAND
39 GREENE ST.

discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(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 the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock when such use could cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(i) To classify or reclassify the capital stock of the corporation or any class thereof in accordance with the laws of the State of Maryland.

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

FIFTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 36 Howard Street, Cumberland, Allegany County, Maryland.

The resident agent of the Corporation is Edward W. Dove, whose Post Office address is Route 3, Box 251, Bedford Road, Cumberland, Allegany County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, Edward W. Dove, George W. Danner, and Mary E. Morales, and shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; provided, however, that the stockholders of the Corporation shall have the power to increase the number of directors to not more than ten by amendment of the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value divided into one thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) each, all of which shares shall be common stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21 day of October, 1974.

Allan A Gerson — Edward W. Dove (SEAL)
EDWARD W. DOVE

Allan A Gerson — George W. Danner (SEAL)
GEORGE W. DANNER

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 21st day of October, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared EDWARD W. DOVE and GEORGE W. DANNER, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Lucille Ritchey
Notary Public

My Commission Expires: July 1, 1978

ERSON & GERSON
ATTORNEYS AT LAW
BERLAND, MARYLAND
29 GREENE ST.

FILED FOR RECORD
FEB 26 1975
at 3:32 o'clock P. M.
and same day Recorded in
Liber No. [redacted] Folio [redacted]
one of the [redacted] Records of Allegany
County, Maryland, and com-
pared by [redacted]
[redacted] Clerk

LIBER 022 PAGE 513

ARTICLES OF INCORPORATION

OF

THE SOUTHHAMPTON COAL COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 24, 1974 **at** 8:30 **o'clock** A **M. as in conformity with law and ordered recorded.**

A 35763

L 248
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Recorded in Liber 2116 **, folio** 103 **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Kelbaugh

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 514

ARTICLES OF INCORPORATION

OF

F. E. VALE, INC.

FEB 26-75 A 29756 ******4.00

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Frank A. Coppa, whose post office address is 841 Camden Avenue, Cumberland, Maryland, 21502, being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a corporation.

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

F. E. VALE, 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:

(1) To own, lease, manage and operate restaurants, and to buy, sell, manufacture, prepare, distribute and otherwise deal in and with food products and any and all commodities entering into the restaurant or food business; and any and all articles and things which may be necessary or convenient to the carrying on of a restaurant or food business and the sale of products allied thereto.

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

(3) To engage in and carry on any other business which may conveniently be conducted in connection with any of the business of the Corporation.

BW

Compared and Mailed Delivered
Frank A. Coppa.
TO 841 Camden Avenue
Cumberland Md
Feb 27 1975

(4) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(5) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of stores, offices, 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.

(6) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has 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 or corporation.

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

(8) 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 insure

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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the aforegoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this Charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of the said state now or hereafter in force.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such 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 and the laws of the State of Maryland.

(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 the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and 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 such contract or transaction, with like force and effect as if he were not such director or officer of any such other corporation or not so interested.

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the corporation, nor any rights of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to holders of 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) 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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this state will be located is 841 Camden Avenue, Cumberland, Maryland, 21502. The resident agent of the Corporation is Frank A. Coppa, whose post office address is 841 Camden Avenue, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The corporation shall have three directors, and Frank A. Coppa, Eleanor M. Coppa and Anna Coppa shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than nine or decrease the same to not less than three, by amendment to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Thousand Shares of the par value of One Hundred ($100.00) each.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 14th day of November, 1974.

WITNESS:

C. William Gilchrist

C. William Gilchrist

Frank A. Coppa (SEAL)

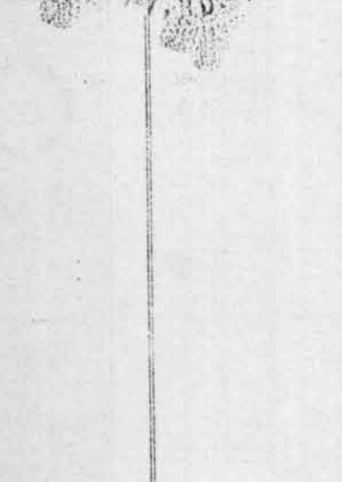
FRANK A. COPPA

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 14th day of November, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared FRANK A. COPPA, and acknowledged the aforegoing Articles of Incorporation to be his act and deed.

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



Lora L. Henson

Notary Public

Lora L. Henson

FILED FOR RECORD
FEB 26 1975
at 3:30 o'clock P. M.
and same day recorded in
Liber No. [redacted]
one of the [redacted]
Records of Allegany County
Maryland, and com-
pared by
Clerk

LIBER 022 PAGE 521

ARTICLES OF INCORPORATION

OF

F. E. VALE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 15, 1974 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 36334

8

Recorded in Liber 2122, **folio** 96 **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

[redacted]

Bonus tax paid $ 20.00 **Recording fee paid $** 19.00

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·
VOLVNTATIS TVÆ CORONAST NOS SCVTO BONÆ

LIBER 022 PAGE 522

WITMER FOODS, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Kenneth D. Witmer, of 1022 Weires Avenue, LaVale, Allegany County, Maryland 21502; Patricia A. Witmer, of 1022 Weires Avenue, LaVale, Allegany County, Maryland 21502; and Fred H. Anderson, whose post office address is 915 Camden Avenue, Cumberland, Allegany County, Maryland 21502; each being at least eighteen (18) 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 Witmer Foods, 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:

(a) To operate and maintain a business for the purchase, preparation, processing, distribution and service of foods and food products in a wholesale capacity; in particular, to deal in, handle, store, transport, buy, sell, and prepare food, and to carry on all other functions in connection with the ownership and operation of a wholesale food distribution business.

(b) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(c) To acquire all or any part of the good-will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to

SON & GERSON
RNEYS AT LAW
LAND, MARYLAND
GREENE ST.

FEB 26-75 A 29762 ******5.50

Compared and Mailed Delivered BW
Kenneth D. Witmer
TO 1022 Weires Avenue
LaVale. Md- 21502
Feb 27 1975

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 or corporation.

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

(e) 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 insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of said state now or hereafter in force.

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, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors 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.

ON & GERSON
NEYS AT LAW
LAND, MARYLAND
GREENE ST.

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

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

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

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

(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 the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock when such use could cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(i) To classify or reclassify the capital stock of the corporation or any class thereof in accordance with the laws of the State of Maryland.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 1022 Weires Avenue, LaVale, Allegany County, Maryland 21502. The resident agent of the Corporation is Kenneth D. Witmer, whose post office address is 1022 Weires Avenue, LaVale, Allegany County, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ERSON & GERSON
...'S AT LAW
...ND, MARYLAND
...GREENE ST.

SIXTH: The Corporation shall have four directors, Kenneth D. Witmer, Diane Witmer, Alvin Conner and Joseph Graham, and shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; provided, however, that the stockholders of the Corporation shall have the power to increase the number of directors to not more than ten by amendment to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value divided into one thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) each, all of which shares shall be common stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28th day of October, 1974.

Lucille Ritchie
Witness

Kenneth D Witmer (SEAL)
KENNETH D. WITMER

Lucille Ritchie
Witness

Patricia A. Witmer (SEAL)
PATRICIA A. WITMER

Lucille Ritchie
Witness

Fred H Anderson (SEAL)
FRED H. ANDERSON

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 28th day of October, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared KENNETH D. WITMER, PATRICIA A. WITMER and FRED H. ANDERSON, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Lucille Ritchie
Notary Public

My Commission Expires: July 1, 1978

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

FILED FOR RECORD
FEB 26 1975
at 3:30 o'clock P M.
and same day Recorded in
Liber No. 0 Folio
one of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

WITMER FOODS, INC.

LIBER 022 PAGE 528

approved and received for record by the State Department of Assessments and Taxation of Maryland November 6, 1974 **at** 8:30 **o'clock** a. **M. as in conformity with law and ordered recorded.**

A 36080

Recorded in Liber 2119, **folio** 95 7 , **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

RS.S

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

To the clerk of the Circuit **Court of** ALLEGANY COUNTY

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

hm

NATIONAL CREDIT UNION ADMINISTRATION
WASHINGTON, D.C. 20456

Liber-22 Page-529

CHARTER NO.

13345

CERTIFICATE OF NAME CHANGE

I, the undersigned, certify that in accordance with the prescribed procedures of the National Credit Union Administration, the Government agency having jurisdiction over Federal credit unions, the name of the

Amcelle Employees Federal Credit Union

was changed to

First Peoples Community Federal Credit Union

The amendment of the charter changing the name of the credit union was approved on April 3, 1975.

Acting Regional Director
National Credit Union Administration

(NOTE: This certificate may be used to support the changing of the name of the credit union with the bank, the surety company, on investment certificates owned by the credit union, etc.)

MAY-1-75 A 24820 ******4.00

NCUA 4106

Compared and Mailed Delivered BW
Amcelle Employees Fed
TO Credit Union Cumb. Md
P.O. Box# 1377
May 2-19-75

LIBER 022 PAGE 530

THE BOOK CENTERS OF WESTERN MARYLAND, INC.

ARTICLES OF AMENDMENT

MAY -2-75 A 24990 ******3.75

The Book Centers of Western Maryland, Inc., a Maryland corporation, formerly known as Rex News Agency, Inc., having its principal office at 310 Seymore Street, Cumberland, Allegany County, Maryland, 21502, (hereinafter called "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Articles of Incorporation are hereby amended by striking out Paragraph FIFTH of the Articles of Incorporation and inserting in lieu thereof the following:

FIFTH: The total amount of authorized capital stock of the corporation is One Hundred Thousand Dollars ($100,000.00) par value divided into two thousand (2,000) shares of the par value of Fifty Dollars ($50.00) each.

SECOND: (a) The total number of shares of all classes of stock of the corporation heretofore authorized and the number and par value of the shares of authorized capital stock is Fifty Thousand Dollars ($50,000.00) divided into one thousand (1,000) shares of the par value of Fifty Dollars ($50.00) each.

(b) The total number of shares of all classes of stock of the corporation as increased and the number and par value of said stock is herein set forth in Paragraph FIRST of these Articles of Amendment.

THIRD: The Board of Directors and Stockholders of the corporation at a joint meeting at which all Stockholders and Directors were present in person, and held on November 15, 1974, unanimously adopted a resolution in which was set forth the aforegoing amendment to the corporate charter as is set forth in Paragraph FIRST of these Articles of Amendments.

Compared and Mailed Delivered
Rex News Agency Inc
TO 310 Seymour Street
Cumb. Md.
May 8 1975

IN WITNESS WHEREOF, The Book Centers of Western Maryland, 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 16th day of December, 1974.

THE BOOK CENTERS OF WESTERN MARYLAND, INC.

ATTEST:

By Martin Schwartz
Martin Schwartz, President

Jean W. Schwartz
Jean W. Schwartz, Secretary

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 16th day of December, 1974, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared MARTIN SCHWARTZ, President of The Book Centers of Western Maryland, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared JEAN W. SCHWARTZ and made oath in due form of law that she was Secretary of the joint meeting of the Stockholders and Directors of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal the date aforesaid.

Lora L. Henson
NOTARY PUBLIC
(Lora L. Henson)

FILED FOR RECORD
MAY 2 1975
at 3:00 o'clock P.M.
and same day recorded in
Liber No. — Folio —
one of the — Records of Allegany
County, Maryland, and com-
pared by

LIBER 022 PAGE 532

ARTICLES OF AMENDMENT

OF

THE BOOK CENTERS OF WESTERN MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 19, 1974 **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 37010

3

Recorded in Liber 7130 **, folio** 160**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Rudolph Kolb

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 533

ARTICLES OF INCORPORATION

OF

GEORGE W. BROWN INSURANCE, INC.

MAY -2-75 A [illegible] ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland, 21502; and Joan Marie Martin, whose post office address is 25 Wempe Drive, Cumberland, Maryland, 21502, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

GEORGE W. BROWN INSURANCE, INC.

THIRD: The purposes for which the Corporation is formed and the objects to be carried out are as follows:

(1) To carry on a general and life insurance business.

(2) To act as agents for insurance companies in soliciting and receiving applications for automobile, fire, casualty, plate glass, boiler, elevator, accident, health, burgulary, rent, marine, credit and life insurance and all other kinds of insurance and fidelity and surety bonds, the collection of premiums and the doing of such other business as may be delegated to agents by such companies, and to conduct a general insurance agency and insurance brokerage business.

Compared and Mailed-Delivered
TO Wm R. Carscaden Esq
110 Washington Street & City
May 8 19 75

(3) To erect, maintain, construct, purchase, rent, hire, lease or let or otherwise acquire or dispose of buildings, structures for said purpose; to acquire, sell, mortgage, lease or otherwise acquire or dispose of all real or personal property necessary or convenient to the operation and continuance of such business; to acquire the goodwill, rights, property, franchise, licenses, privileges of any person, firm association, or corporation engaged in any similar business or business incident thereto and pay for the same in cash, bonds, debentures or obligations secured by the pledged assets of this Company or otherwise, and to hold or in any manner dispose of any part of the property, or property so acquired.

(4) To acquire by purchase, lease, or otherwise, the property rights, business, goodwill, franchises and assets of every kind of any corporation, association, firm or individual carrying on, in whole or in part, the aforesaid businesses, or any of them, or any other business, in whole or in part, that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any property, rights, business, goodwill, franchises or assets so acquired in the stock, bonds or other securities of the Corporation or otherwise, as provided by law.

(5) 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.

(6) To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for moneys so borrowed or in payment for property purchased, 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.

(7) To carry on any other business 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 aforesaid objects or any of them, or to facilitate 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 and to the laws and statutes of the United States and foreign countries in which the same may be transacted or its property may be located.

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

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

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 6 Market Street, Cumberland, Allegany County, Maryland. The resident agent of the Corporation is William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors and H. Elizabeth Brown Shank, J. Arthur Shank and James M. Shank shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) of the par value of One Hundred Dollars ($100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars ($100,000.00).

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 considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

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

(3) No holder of stock of any class shall be entitled as a matter of right to subscribe for, or purchase, any part of any new or additional issue of stock of any class, or of securities convertible into stock of any class, whether now or hereafter authorized, or whether issued for money, for a consideration other than money or by way of dividend.

(4) The Board of Directors shall have power to determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-laws; and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

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

interested, or a member of a firm so interested.

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

(7) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares, or of the shares of each class, or otherwise to be taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in the charter or in the By-laws, but in cases in which the law authorizes such action to be taken or authorized by a less vote, such action shall be effective and valid if so taken or authorized, except as otherwise provided in the charter or in the By-laws.

(8) 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 4th day of December, 1974.

LIBER 022 PAGE 539

WITNESS:

Angela M. Senkbeil
ANGELA M. SENKBEIL

William R. Carscaden (SEAL)
WILLIAM R. CARSCADEN

Angela M. Senkbeil
ANGELA M. SENKBEIL

Lora L. Henson (SEAL)
LORA L. HENSON

Angela M. Senkbeil
ANGELA M. SENKBEIL

Joan Marie Martin (SEAL)
JOAN MARIE MARTIN

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 4th day of December, 1974, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM R. CARSCADEN, LORA L. HENSON and JOAN MARIE MARTIN, and acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the date aforesaid.

ANGELA M. SENKBEIL NOTARY PUBLIC ALLEGANY COUNTY MARYLAND

Angela M. Senkbeil
Notary Public
ANGELA M. SENKBEIL

FILED FOR RECORD
MAY 2 1975
at 2:00 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany County, Maryland, and compared by me.
Clerk

LIBER 022 PAGE 540

ARTICLES OF INCORPORATION

OF

GEORGE W. BROWN INSURANCE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 5, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 36776

8

Recorded in Liber 2126, folio 200, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 541

ARTICLES OF INCORPORATION

OF

CUMB-MAC, INC.

MAY -2-75 A [illegible] ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Roy W. Jackson, whose post office address is 108 Porter Street, LaVale, Maryland, 21502; Betty L. Jackson, whose post office address is 108 Porter Street, LaVale, Maryland, 21502; and Stephen C. Jackson, whose post office address is 108 Porter Street, LaVale, Maryland, 21502, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

CUMB-MAC, 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:

(1) To own, lease, manage and operate restaurants, and to buy, sell, manufacture, prepare, distribute and otherwise deal in and with food products and any and all commodities entering into the restaurant on food business; and any and all articles and things which may be necessary or convenient to the carrying on of a restaurant or food business and the sale of products allied thereto.

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

BW

Compared and Mailed Delivered

TO Ray W. Jackson
108 Porter Street
La Vale, Maryland

May 8 1975

(3) To engage in and carry on any other business which may conveniently be conducted in connection with any of the business of the Corporation.

(4) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(5) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of stores, offices, 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.

(6) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has 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 or corporation.

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

(8) 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 insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the aforegoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this Charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of the said state now or hereafter in force.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

(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 the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuiarily 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 such contract or transaction, with like force and effect as if he were not such director or officer of any such other corporation or not so interested.

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

surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the corporation, nor any rights of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to holders of 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) 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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 32 Queen City Drive, Cumberland, Maryland, 21502. The resident agent of the Corporation is Roy W. Jackson, whose post office address is 108 Porter Street, LaVale, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, and Roy W. Jackson, Betty L. Jackson and Stephen C. Jackson shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than nine or decrease the same to not less than three, by amendment to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Thousand Shares of the par value of One Hundred Dollars ($100.00) each.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation, this 4th day of December 1974.

WITNESS: LIBER 022 PAGE 547

C. William Gilchrist — Roy W. Jackson (SEAL)
C. WILLIAM GILCHRIST — ROY W. JACKSON

C. William Gilchrist — Betty L. Jackson (SEAL)
C. WILLIAM GILCHRIST — BETTY L. JACKSON

C. William Gilchrist — Stephen C. Jackson (SEAL)
C. WILLIAM GILCHRIST — STEPHEN C. JACKSON

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 10 day of December, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROY W. JACKSON, BETTY L. JACKSON and STEPHEN C. JACKSON, and severally acknowledge the aforegoing Articles of Incorporation to be their respective act and deed.

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

NOTARY PUBLIC ANGELA M. SENKBEIL ALLEGANY COUNTY, MARYLAND

Angela M. Senkbeil
Notary Public
Angela M. Senkbeil

FILED FOR RECORD
MAY 2 1975
at 3:00 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 022 PAGE 548

ARTICLES OF INCORPORATION

OF

CUMB-MAC, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 36800

8

Recorded in Liber 2127, folio 113, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $17.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 549

ARTICLES OF INCORPORATION MAY-2-75 A 24085 ******4.00

OF

GROUP HOME OF CUMBERLAND, MARYLAND, INC.

FIRST: The Undersigned, Mildred M. Ransom, 1002 Holland Street, Cumberland, Maryland, 21502, being more than eighteen years of age, does hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation is GROUP HOME OF CUMBERLAND, MARYLAND, INC.

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

1. General Purposes. To operate exclusively for charitable, scientific, literary, religious, or educational purposes a group home or homes for children in order to help meet the custodial, educational, social and health needs of children residing in the State of Maryland.

2. Auxillary Purposes. To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of the corporation.

3. Statutory Purposes. To have and exercise the general powers granted to corporations of this type by the general laws of the State of Maryland and the general laws specified in Article 23 of the Annotated Code of Maryland, and more specifically the provisions of Nonstock Corporations as provided in Section 132 of Article 23 of the Annotated Code of Maryland, as now in force or afterwards amended.

FOURTH: The following additional provisions are inserted for the regulation of the affairs of the corporation:

Compared and Mailed ~~Delivered~~ Bud
Mildred M. Ransom
TO 1002 Holland Street
Cumb. Md
May 8 19 75

1. Legislative and Political Activities. No substantial part of the activities of the corporation shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), and political campaign on behalf of or in opposition of any candidate for public office.

2. Distribution of Assets on Dissolution. Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as now in force or afterwards amended as the directors of the corporation shall determine. Any such assets not so distributed shall be distributed by the Circuit Court for Allegany County or the Circuit Court of the County in which the registered office of the corporatio is then located to another organization to be used in such manner as in the judgment of such Court will best accomplish the general purpose for which the corporation was organized.

3. Prohibited Transactions. The corporation shall not engage in any of the prohibited transactions described in Section 503 (c) of the Internal Revenue Code, as now enforced or afterwards amended.

4. Accumulation of Income. The corporation shall not unreasonably accumulate any income within the meaning of Section 504 of the Internal Revenue Code, as now in force or afterwards amended.

5. Trade or Business. The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now enforced or afterwards amended.

6. Distribution of Earnings. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of Section 501 (c) (3) of the Internal Revenue Code as now enforced or afterwards amended.

7. Compensation. No compensation shall be paid to any member, officer, director, trustee, creator, or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

8. Public Purpose. The corporation is organized to serve the public interests. Accordingly, it shall not be operated for the benefit of private interest, such as contributors to or shareholders of the corporation, or persons controlled directly or indirectly by such private interests.

FIFTH: The post office address of the principal office of the corporation in Maryland is in care of First Presbyterian Church, 11-17 Washington Street, Cumberland, Allegany County, Maryland, 21502. The name and post office address of the Resident Agent of the corporation in Maryland is Mildred M. Ransom, 1002 Holland Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The corporation shall have no capital stock and shall not be authorized to issue capital stock, but shall be composed of the members of the Session of First Presbyterian Church, Cumberland, Maryland, as it shall from time to time be constituted pursuant to the rules governing the organization of said church.

SEVENTH: The number of directors of the corporation shall be five (5) which number may be increased or decreased pursuant to the By-laws of the corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are, namely, Elizabeth M. Duke,

Betsy Fisk, Allan D. Macy, William C. Menges and Robert J. Dawson.

EIGHTH: By-Laws may be adopted, made, altered or repealed by the Board of Directors and in the manner provided by law, and in addition to other provisions for the regulation and management of the affairs of the corporation, such By-Laws may provide for voting by proxy at meetings of the members.

NINTH: No transaction between the corporation and any other corporation shall be affected or invalidated by reason of the fact that any one or more members of the corporation or members of the Board of Directors of the corporation is or are interested in or is or are a director or officer of any other corporation, and each director or directors, member or members, individually or jointly, or in fiduciary capacity, may be a party to or may be interested in any transaction of the corporation in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or firms or corporation or corporations shall be affected or invalidated by the fact that any director or directors of the corporation is or are parties to or interested in such contract, act or transaction, or is or are in any way connected with such person or persons, firm or firms of corporations, and each and every person who may become a director or member of the corporation is hereby relieved of any liability that may otherwise exist because of any transaction with the corporation for the benefit of himself or any firm or corporation in which he may be interested.

TENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 5th day of December, 1974.

WITNESS:

C. William Gilchrist
C. WILLIAM GILCHRIST

Mildred M. Ransom (SEAL)
MILDRED M. RANSOM,
Incorporator

LIBER 022 PAGE 553

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 6th day of December, 1974, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MILDRED M. RANSOM, Incorporator, who acknowledged the aforegoing Articles of Incorporation to be her act.

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



Angela M. Senkbeil
Notary Public
Angela M. Senkbeil

FILED FOR RECORD
MAY 8 1975 at 2:00 o'clock P.M.
and same day recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 022 PAGE 554

ARTICLES OF INCORPORATION

OF

GROUP HOME OF CUMBERLAND, MARYLAND, INC.

20.00

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 36802

6

Recorded in Liber 2127, folio 115, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelbe

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · STATE OF MARYLAND ·

LIBER 022 PAGE 555

McDADE MARKETS, INC.

ARTICLES OF DISSOLUTION

McDade Markets, Inc., a Maryland corporation, having its principal office at 11 North Front Street, Cumberland, Allegany County, Maryland, 21502, its mailing address being 11 North Front Street, Cumberland, Maryland, 21502, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is 11 North Front Street, Cumberland, Allegany County, Maryland, 21502.

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 R. Carscaden, P.O. Box 839, Cumberland, Allegany County, Maryland, 21502. Said resident agent is an individual actually residing in this State.

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

Loretta M. McDade
623 Williams Street
Cumberland, Maryland 21502

MAY -2-75 A ☜24985 ******4.25

DeSales F. McDade
11 North Front Street
Cumberland, Maryland 21502

Compared and Mailed ~~Delivered~~ BW
TO Wm R. Carscaden
P. O. Box # 839
Cumb. Md
May 8 1975

Fay C. Mummert
Upper Homewood Addition
Cumberland, Maryland 21502

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

Loretta M. McDade	President	623 Williams Street Cumberland, Maryland 21502
DeSales F. McDade	Vice-President	11 North Front Street Cumberland, Maryland 21502
Fay C. Mummert	Secretary	Upper Homewood Addition Cumberland, Maryland 21502

SIXTH: The entire Board of Directors and all of the owners of the issued and outstanding capital stock of McDade Markets, Inc., in an informal action in lieu of a special meeting of the board of directors and stockholders by written agreement dated January 4, 1974, a photographic copy of which agreement is attached hereto and made a part hereof, approved a plan of complete liquidation and dissolution of the Corporation, which said action was unanimous having been approved by all of the Directors and the owners of all of the issued and outstanding capital stock of the Corporation.

SEVENTH: That the Corporation has no creditors.

EIGHTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof supplied to the Corporation by the State Department of Assessments and Taxation stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected namely:

State and County Tax Collector for Allegany County, Maryland
Tax Collector for the City of Cumberland, Maryland.

IN WITNESS WHEREOF, McDade Markets, 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 2nd day of July, 1974.

McDADE MARKETS, INC.

ATTEST:

By Loretta M McDade
Loretta M. McDade, President

Fay C. Mummert, Secretary

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 2nd day of July, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared LORETTA M. McDADE, President of McDade Markets, 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 FAY C. MUMMERT and made oath in due form of law that he was Secretary of the meeting of the stockholders of the 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 date aforesaid.

Angela M. Swinehart
Notary Public

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 267-5805
ANNAPOLIS, MARYLAND 21404

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

LIBER 022 PAGE 558

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

McDADE MARKETS, INC.

have been paid.

WITNESS my hand and official seal this

First day of May A.D. 1974.

Deputy Comptroller

PS-409

ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 209
COURT HOUSE
TELEPHONE 722-2080
CUMBERLAND, MARYLAND

December 12, 1974.

FRANCIS G. PHILPOT - TREASURER

I. J. SMITH - - DEPUTY
DOROTHY DAYCHAK - CHIEF CLERK
H. LOAR - - BOOKKEEPER
RHEBA JAMES - CLERK

LIBER 022 PAGE 559

TO WHOM IT MAY CONCERN:

According to the records of this office, the Corporation Taxes of McDade Markets, Inc., are paid through June 30, 1975.

Yours very truly,

ALLEGANY COUNTY TAX OFFICE,

Francis G. Philpot

FRANCIS G. PHILPOT, TREASURER.

FGP:DD

City of Cumberland

MARYLAND

LIBER 022 PAGE 560

December 12, 1974

Mr. William R. Carscaden, lawyer
110 Washington Street
Cumberland, Maryland 21502

Re: McDades Market - Account Number 13-00170
11 North Front Street, Cumberland, Md. 21502
Corporation Tax for 1974-'75 $711.49
Assessment $40,890.00.

Dear Mr. Carscaden:

In reply to your inquiry on the above account, the 1974-'75 corporation taxes were paid on December 9, 1974. They are paid up to date.

Sincerely yours,

W. Long
Clerk
City Tax Office

/wl

FILED FOR RECORD
MAY 2 1975
at 3:00 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF DISSOLUTION

OF

McDADE MARKETS, INC.

LIBER 022 PAGE 561

approved and received for record by the State Department of Assessments and Taxation of Maryland December 19, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 37020

7

Recorded in Liber 2130, folio 170, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
~~Bonus tax paid~~ $15.00 Recording fee paid $17.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 562

ARTICLES OF INCORPORATION

OF

MARYLAND SHERIFFS' BOYS' RANCH, INC. MAY -2-75 A #24992 ******1.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Harry A. Holsinger, whose address is Suite 408, Fort Cumberland Hotel, Cumberland, Maryland, William E. Orr, Jr., whose address is 59 Prospect Square, Cumberland, Maryland, and John F. Browning, whose address is Marsh Hill Road, P.O. Box 34, McHenry, Maryland, all being at least 21 years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

MARYLAND SHERIFFS' BOYS' RANCH, INC.

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

The specific and primary purposes for which this Corporation is formed are to operate for the advancement of educational and charitable purposes and for the distribution of its funds for such purposes and particularly to operate a home for children.

For the general purposes aforesaid, the Corporation shall have the following powers and purposes:

(a) To form and perpetuate an efficient organization of the members for such educational and charitable purposes.

(b) To acquire, use and dispose of such property as may be necessary for the transaction of its business.

(c) To make and enter into contracts necessary and proper for the purposes set forth herein.

(d) To raise funds and to otherwise obtain personal property and real property of all kinds; acquire by purchase, lease or otherwise, and hold any kind of property, real or personal; to sell, lease, mortgage or exchange such real or personal property and to convey the same in fee

Compared and Mailed ~~Delivered~~
Harry A. Holsinger
TO Suite 408
Fort Cumb. Hotel Cbg
May 8 1975

simple by lease or by mortgage or by deed of trust; to borrow or raise money by subscriptions, dues, or otherwise for any of the purposes of the Corporation; to invest, sell, re-invest, distribute and otherwise administer, manage and control all of its property and funds consistent with the purposes hereinbefore indicated, and generally to do all things necessary for the attainment of its purposes.

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, 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 postoffice address of the principal office of the Corporation in this State is Suite 408, Fort Cumberland Hotel, Cumberland, Maryland. The resident agent of the Corporation is Harry A. Holsinger, whose postoffice address is Suite 408, Fort Cumberland Hotel, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock. Members may be resigned or be removed, vacancies may be filled and additional members elected as provided for in the by-laws which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The officers of the Corporation shall be a President, a First Vice President, a Second Vice President, a Treasurer and Secretary; which said duties may be prescribed by the by-laws of the Corporation.

SEVENTH: The Corporation shall be governed by a Board of Directors of not less than three (3) which shall be elected at the organizational meeting of the Corporation by a majority vote of the membership present. The names and addresses of the persons who shall serve as Directors until the organizational meeting of the Corporation are as follows: Harry A. Holsinger, whose address is Suite 408, Fort Cumberland Hotel, Cumberland, Maryland, William E. Orr, Jr., whose address is 59 Prospect Square, Cumberland, Maryland, and John F. Browning, whose address is Marsh Hill Road,

P.O. Box 34, McHenry, Maryland.

EIGHTH: Other provisions of these articles of incorporation notwithstanding, the corporation shall not engage in any act of self-dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor 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; nor make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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.

NINTH: This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, religious, and/or scientific purposes and which has established its tax-exempt status under Section 501 subdivision (c) (3) of the Internal Revenue Code.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 22nd day of November, 1974.

WITNESS:

Paula D. Mills as to Harry A. Holsinger
Harry A. Holsinger

Paula D. Mills as to William E. Orr, Jr.
William E. Orr, Jr.

LIBER 022 PAGE 565

Jack L. Mills as to John F. Browning

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

THIS IS TO CERTIFY, that on this 22 day of November, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Harry A. Holsinger, William B. Orr, Jr., and John F. Browning, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

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

Terry C. Dicks
Notary Public

My Commission Expires: July 1, 1978

TERRY C. DICKS NOTARY PUBLIC ALLEGANY COUNTY, MD.

FILED FOR RECORD
MAY 2 1975
at 2:00 o'clock P.M.
and same day Recorded in
Liber No. ... Folio ...
one of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 022 PAGE 566

ARTICLES OF INCORPORATION

OF

MARYLAND SHERIFFS' BOYS' RANCH, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 5, 1974 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 36764

5

Recorded in Liber 2126 **, folio** 189 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 567

VALLEY TRUCKING COMPANY

(a close corporation
under Section 100)

MAY -2-75 A 24991 ******4.00

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, Fred E. O'Baker, whose post office address is Post Office Box 217 A, Route #1, Mt. Savage, Maryland, 21545, 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 VALLEY TRUCKING COMPANY.

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

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

(a) To carry freight for hire; to operate as a public or private carrier of freight; to receive and load all varieties of minerals, goods and commercial freight on board trucks and other motor vehicles, and to transport such minerals, goods and freight to various destinations throughout the United States; to transport such freight in scheduled or unscheduled moves; to transport such freight by regular or irregular routes, whether licensed or unlicensed; and to buy, sell, and otherwise deal in and with tractors, trailers, trucks and other vehicles or equipment suitable for commercial or private hauling, and to maintain and repair the same.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, lease, possess, maintain, handle, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, contract in respect of, trade and deal in, sell, exchange, let, lend, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, and in all other ways deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, where-

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed Delivered
Fred E. O'Baker
TO P. O. Box # 217-A
Mt Savage Md 21545
May 1 19 75

ever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property and real property, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

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

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

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

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in the general corporation law of the State of Maryland, and to have and 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.

LAW OFFICES
PPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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 as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FIFTH: The post office address of the principal office of the Corporation in Maryland is P. O. Box 176, Corriganville, Maryland, 21524. The name and post office address of the resident agent of the Corporation in Maryland are Fred E. O'Baker, P. O. Box 217 A, Route #1, Mt. Savage, Maryland, 21545. Said resident agent is a citizen of Maryland, and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is five hundred (500) shares of the par value of One Hundred Dollars ($100.00) a share, all of one class, and having an aggregate par value of Fifty Thousand Dollars ($50,000.00).

The following is a description of each class of stock with the preferences, voting powers and qualifications thereof:

> The Corporation is authorized to issue only one class of shares of stock; no distinction shall exist between the shares of this Corporation or the holders thereof; each holder of the common stock of the Corporation shall be entitled to one vote for each share of such stock held by such stockholder.

SEVENTH: The number of Directors of the Corporation shall be two (2) which number may be increased pursuant to the By-laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Fred E. O'Baker and Fay E. Leydig.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, and of the Directors and Stockholders:

(a) The Corporation and its Stockholders shall be empowered and

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GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

authorized to exercise all the rights and privileges conferred upon a close corporation under the sub-title "Close Corporation" of Article 23 of the Annotated Code of Maryland, as existing on the effective date of these articles, or as the same may be amended from time to time, including without limitation, the authority to enter into one or more stockholders' agreements as authorized by Section 104 under such sub-title; but no provision of the Charter or By-laws of the Corporation shall as such constitute a stockholders' agreement specially authorized by Section 104 under said sub-title, unless such provision specifically states that it shall be deemed to be such a stockholders' agreement.

(b) The stockholders of the Corporation are hereby empowered to authorize, by unanimous action, the issuance, from time to time, of shares of its stock, for such consideration as said stockholders may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and/or the laws of the State of Maryland.

(c) In the absence of fraud, no contract or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the stockholders of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and any stockholders, individually, or any firm of which any stockholder may be a member, may be a party to, or may be otherwise interested in, any contract, agreement or other transaction of the Corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the stockholders of the Corporation or a majority thereof. Upon such disclosure or the existence of such knowledge, such stockholder who is so interested, may be counted in determining the existence of a quorum at any meeting of the stockholders at which any such contract or other transaction may be entered into or authorized, and said stockholder may vote at such meeting to enter into or authorized, and said stockholder may vote at such meeting to enter into or authorize any such contract, agreement or other transaction with the same force and effect as if no such relationship or interest existed.

(d) The Corporation may purchase, hold, sell and transfer the shares

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& PAYE
CUMBERLAND
MARYLAND

of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation acting as Incorporator, and have acknowledged them to be my act, on this 26th day of November, 1974.

WITNESS:

Sandra K. Twigg

Fred E. O'Baker (SEAL)
FRED E. O'BAKER

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
MAY 2 1975
at 3:00 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Records of Allegany
County, Maryland and com-
pared by me.
Clerk

LIBER 022 PAGE 572

ARTICLES OF INCORPORATION

OF

VALLEY TRUCKING COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland December 3, 1974 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 36754

6

Recorded in Liber 2126, folio 179, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 573

MAY -2-75 A ☆24996 ******1.50

ARTICLES OF INCORPORATION

WOLFE REALTY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, Ted A. Wolfe, whose post office address is 700 Gephart Drive, Cumberland, Maryland, 21502; K. Albert Wolfe, whose post office address is 700 Gephart Drive, Cumberland, Maryland, 21502; and Bernadette R. Wolfe, whose post office address is 700 Gephart Drive, Cumberland, Maryland, 21502, all being of full legal age, do by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the corporation, shall be:

WOLFE REALTY, INC.

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

(a) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account,

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

Compared and Mailed Delivered
TO Ted A. Wolfe
700 Gephart Drive
Cumb. Md. May 8 19 75

real estate, to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by the company or by any other person, firm or corporation.

(b) To engage in the buying, selling and improving lands and tenements; the loaning of money for itself and as agents for others upon mortgages or other securities; and the purchasing and selling of lands and money obligations secured upon real or personal property; the borrowing of money and the executing and issuing of promissory notes, bills of exchange, bonds, debentures or other negotiable transferrable instruments; the doing of any or all of said acts either on its own behalf or as agents for others; and the doing of any and all acts necessary for the carrying out of the powers above enumerated.

(c) To acquire, retain and dispose of second deed of trust notes secured by real estate property located in Maryland; to acquire, retain, rent and dispose of real estate located in said State; and to generally engage in the real estate business and to specifically engage in the sale of real estate and the acting as consultants and advisors on real estate matters.

(d) To acquire, own, lease, mortgage, buy, sell and exchange all personal and all real property or properties as shall be reasonably necessary for, or incident to, the business enumerated above.

HN F. SOMERVILLE, JR.
TTORNEY AT LAW
YSER, WEST VIRGINIA
ERLAND, MARYLAND

(e) To acquire, own and operate the business and all other enterprises which may be in any way related to, or incident to, or necessary for the establishment and operation of retail and/or manufacturing outlets for the products enumerated above.

(f) The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance of, and not in limitation of, the powers and purposes 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 or limit the purposes and commercial objectives of the corporation.

FOURTH: The post office address at which the principal office of the corporation in this State will be located is 700 Gephart Drive, Cumberland, Maryland, 21502. The resident agent of the corporation is Ted A. Wolfe, whose post office address is 700 Gephart Drive, Cumberland, Maryland, 21502. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total authorized stock of the corporation is Five Thousand (5,000) shares of the par value of One Dollar ($1.00) per share.

SIXTH: The corporation shall have not less than three nor more than five directors and Ted A. Wolfe, K. Albert Wolfe and Bernadette R. Wolfe shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

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

(a) The Board of Directors of the corporation is 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 deem advisable, subject to such limitations and restrictions, if any, as may be set forth by the By-Laws of the corporation.

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

EIGHTH: The existence of the corporation is perpetual.

IN WITNESS WHEREOF, we have set our hands and seals

N F. SOMERVILLE, JR.
TORNEY AT LAW
ER, WEST VIRGINIA
RLAND, MARYLAND

to these Articles of Incorporation on this the 29th day of November, 1974.

WITNESS — TED A. WOLFE

WITNESS — K. ALBERT WOLFE

WITNESS — BERNADETTE R. WOLFE

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 29th day of November, 1974, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared TED A. WOLFE, K. ALBERT WOLFE and BERNADETTE R. WOLFE and severally acknowledged the within and aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

My Commission expires July 1, 1978.

J[redacted] F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

FILED FOR RECORD
MAY 2 1975
at 3:00 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Charter
Records of Allegany
County, Maryland, and com-
pared by
Raymond H. Wolfe Clerk

ARTICLES OF INCORPORATION

OF

WOLFE REALTY, INC.

LIBER 022 PAGE 578

approved and received for record by the State Department of Assessments and Taxation of Maryland December 2, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 36694

6

Recorded in Liber 2126, folio [redacted] 110 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 FOLIO 579

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF SALE

Pursuant to Article 23, Section 66(g) (2) of the Annotated Code of Maryland (1966 Replacement Volume), Title "Corporations," subtitle "Consolidation, Merger and other Transfer of Property": We hereby certify that the herein described property is being conveyed by Articles of Sale

.

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

All that piece or parcel of land consisting of approximately 5.7 acres, Brotemarkle Place, in the City of Cumberland, Allegany County, Maryland, and along the southerly side of Williams Road in said city, the same being in Election District No. 4 in Allegany County, Maryland, being improved by a commercial office building. Said property having been conveyed unto WCUM, Inc. by deed of Group B Broadcasting Company, Inc., dated April 30, 1968, and recorded in Liber 418, folio 514, among the Land Records of Allegany County, Maryland.

MAY -2-75 A #24988 ******1.00

Ordinary Post Office Address for receipt tax bills

516 White Avenue
Address
Cumberland, Maryland 21502

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 29 day of November 1974 I have set my hand and caused the seal of said Department to be hereto affixed.

Richard H. Kelbaugh
Supervisor-Charter Division

*Note: Submit in duplicate.

Frederick J. Shaver Esq.
Liberty First Bldg. City Bank
Compared and Mailed ~~Delivered~~
TO W. C. U. M.
~~516 White Ave~~ Cbg
May 8 1975

LIBER 022 PAGE 580

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF SALE

To the Clerk of the CIRCUIT Court for ALLEGANY COUNTY

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

J. Frederick Sharer, Esq.
Liberty Trust Bldg., Cumberland, Maryland 21502

which said Articles of SALE were duly approved by said Department on November 29, 1974 and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

WCUM, INC. (MD. CORP.)

the name of the transferee is

WCUM RADIO, INC. (MD. CORP.)

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

White Avenue, Cumberland, Maryland 21502

(c) The Articles of SALE are dated October 31, 1974.

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

November 29, 1974, at 8:30 a.m.

LIBER 022 FOL 581

(Filed & Recorded November 4, 1974 @ 1:10 P.M.)

LIBER 475 PAGE 537

ARTICLES OF SALE,

NOV -4-74 A #23616 *****17.00

ARTICLES OF SALE, Made this 31st day of October, 1974, by and between WCUM, Inc., a Maryland Corporation, hereinafter called "Transferor" and WCUM Radio, Inc., a Maryland Corporation, hereinafter called "Transferee".

1. By Purchase Agreement heretofore executed and dated April 26, 1974, Transferor has agreed to sell and transfer and does hereby sell and transfer substantially all of its property and assets to Transferee.

2. WCUM, Inc., Transferor, is a Maryland Corporation, and WCUM Radio, Inc., Transferee, is a Maryland Corporation.

3. The principal place of business of the Transferor is Cumberland, Allegany County, Maryland, 21502. The Transferee will have the same address.

4. The amount of consideration to be paid by Transferee to Transferor is Two Hundred and Ten Thousand ($210,000.00) Dollars to be paid partly in cash and partly by the assumption of a mortgage and a note, more particularly set forth in Paragraph 8.

5. Transferor owns real property, the title to which could be affected by the recording of an instrument among the Land Records of Allegany County, Maryland.

6. The aforesaid Purchase Agreement and these Articles of Sale have been duly advised by the Board of Directors of Transferor Corporation at a meeting duly called and held on April 8, 1974, and were subsequently unamimously approved by the stockholders of said Corporation at a special meeting duly called and held on April 8, 1974, all in the manner and by the vote required by the provisions of Article 23, Sections 65-73, of the Annotated Code of Maryland, subtitle "Consolidation, Merger and Other Transfers of Property Not in the Ordinary Course of Business" and by the charter of Transferor corporation.

7. The assets of Transferor intended to be sold and conveyed by these Articles of Sale as follows:

(a) All that lot or parcel of ground situated in Brotemarkle Place lying South of the Williams Road in Election District No. 4, Allegany County, Maryland, and being the same property conveyed to Transferor by Group "B" Broadcasting Company, Inc., a Maryland Corporation, by deed dated April 30, 1968, and recorded among the Land Records of Allegany County, Maryland, in Liber No. 418, Folio 514, a reference to which deed is hereby made for a description of the property hereby conveyed.

(b) All its tangible personal property, goods and chattels a list of which is set forth in the accompanying schedule attached hereto and made a part hereof, identified as "Schedule A" consisting of two (2) pages.

MAY -2-75 A #24987 ******3.75

Compared and Mailed Delivered

TO J. Frederick Sharer Esq. Liberty Trust Bldg - City

May 8 1975

(c) There are excepted from the operation of these Articles of Sale the stock books and records of Transferor, cash on hand, cash in banks, accounts and notes receivable, all of which are to remain the property of Transferor.

8. Transferee is to receive title to all of the assets listed in Paragraph 7, Sub-paragraphs (a) and (b) free, clear and discharged of any liabilities of Transferor except for the following two items of indebtedness due and owing by Transferor as at October 31, 1974:

(a) Mortgage from Transferor to Allied Capital Corporation dated April 30, 1968, and recorded among the Mortgage Records of Allegany County, Maryland, in Liber No. 444, Folio 115, on which there is due as at October 31, 1974, the sum of $15,060.13, including interest to October 31, 1974; and

(b) Promissory note due Allied Capital Corporation on which there is owing as at October 31, 1974, the sum of $67,598.45, including interest to October 31, 1974.

(c) Transferee assumes payment of the mortgage note listed in Sub-paragraph (a) next preceding.

9. Transferee has paid to Transferor the sum of $102,341.52 at the time of the execution of these Articles of Sale, the receipt whereof is hereby acknowledged.

10. Transferor will execute such additional confirmatory bills of sales, assignments or other like instruments as are determined desirable to evidence such transfer, vesting or devolution of the title to any of the property hereby sold and transferred, including a confirmatory deed for the real estate transferred hereunder.

11. This transaction and the Articles of Sale shall be governed by the laws of the State of Maryland.

IN WITNESS WHEREOF, Transferor and Transferee have caused these presents to be signed in their respective names and on their respective behalfs by their respective Presidents or Vice-Presidents and their respective corporate seals to be hereby affixed and to be attested by their respective secretaries the day and year first above written.

ATTEST:

Asst. Secretary

WCUM, INC.

By _____ President

ATTEST:

Secretary

WCUM RADIO, INC.

By _____ President

LIBER 022 PAGE 583

LIBER 475 PAGE 539

DISTRICT OF COLUMBIA, ss:

I HEREBY CERTIFY that on this 31st day of October, 1974, before me, the subscriber, a Notary Public, in and for the District of Columbia, personally appeared Tom C. Feldman, who acknowledged himself to be President of WCUM, Inc., a Maryland Corporation, and that he, as such President, being authorized so to do, executed the aforegoing Articles of Sale for the purposes therein contained by signing the name of the Corporation by himself as President; and at the same time the said Tom C. Feldman, made oath in due form of law that he was Chairman of the meeting of stockholders of WCUM, Inc., held on April 8, 1974, at which meeting the aforegoing Articles of Sale were adopted and that the said Articles were duly advised by the Board of Directors of WCUM, Inc., and unanimously approved by the holders of all of the common capital stock of the corporation issued and outstanding, and that the matters and facts set forth in said Articles of Sale are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal.

Judy Cooper
Notary Public

My commission expires: 8/31/75.

JUDY COOPER NOTARY PUBLIC DISTRICT OF COLUMBIA

LIBER 022 PAGE 584

LIBER 475 PAGE 540

DISTRICT OF COLUMBIA, ss:

I HEREBY CERTIFY that on this 31st day of October, 1974, before me, the subscriber, a Notary Public in and for the District of Columbia, personally appeared Margaret Miller, Secretary of WCUM Radio, Inc., a Maryland Corporation, and as such Secretary, made oath in due form of law that she is Secretary of WCUM Radio, Inc. and was such at the time when the transfer to be affected under the aforegoing Articles of Sale by and between WCUM, Inc., a Maryland Corporation, Transferor, and WCUM Radio, Inc., a Maryland Corporation, Transferee, was advised, authorized and approved in the manner and by the vote required by the charter of WCUM Radio, Inc. and by the laws of the State of Maryland; that the matters and facts set forth in the Articles of Sale with the respect to the authorization and approval thereof by WCUM Radio, Inc. are true and correct to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal.

Judy Cooper
Notary Public

My commission expires: 8/31/75.

JUDY COOPER NOTARY PUBLIC DISTRICT OF COLUMBIA

LIBER 022 PAGE 585

FILED FOR RECORD
MAY 2 1975
at 3:00 o'clock P M.
and same day recorded in
Liber No. [illegible] Folio [illegible]
one of the [illegible]
Records of Allegany
County, Maryland, and com-
pared by [illegible]

ARTICLES OF SALE

BETWEEN

WCUM, INC. (MD. CORP.)-TRANSFEROR

TO

WCUM RADIO, INC. (MD. CORP.)-TRANSFEREE

[redacted]

approved and received for record by the State Department of Assessments and Taxation of Maryland November 29, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 36706

6

Recorded in Liber 2126, folio 122 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

[redacted]

Bonus tax paid $_____ Recording fee paid $15.00
2.00 Certif to Allegany Co. Land Record Office
$17.00 Total

To the clerk of the Circuit Court of Allegany County

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

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

Richard A Kelly

[redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 586

MAMIE SCOTT COIFFURES OF VIRGINIA AVE., INC.

JUL -1-75 A 29725 ******4.25

ARTICLES OF DISSOLUTION

Mamie Scott Coiffures of Virginia Ave., Inc., a Maryland corporation, having its principal office at 119 North Centre Street, Cumberland, Allegany County, Maryland, 21502, its mailing address being 119 North Centre Street, Cumberland, Maryland, 21502, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is 119 North Centre Street, Cumberland, Allegany County, Maryland, 21502.

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 R. Carscaden, P.O. Box 839, Cumberland, Allegany County, Maryland, 21502. Said resident agent is an individual actually residing in this State.

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

Compared and Mailed Delivered
Wm R. Carscaden
TO 110 Hash St City
July 3 1975

Mamie V. Scott
337 N. Bel Air Drive
Bel Air
Cumberland, Maryland 21502

Paul H. Scott
337 N. Bel Air Drive
Bel Air
Cumberland, Maryland 21502

LIBER 022 PAGE 587

John W. Rollins, Jr.
64 Pershing Street
Cumberland, Maryland 21502

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

Mamie V. Scott	President	337 N. Bel Air Drive Cumberland, Maryland 21502
John W. Rollins, Jr.	Vice-President	64 Pershing Street Cumberland, Maryland 21502
Paul H. Scott	Secretary-Treasurer	337 N. Bel Air Drive Cumberland, Maryland 21502

SIXTH: The entire Board of Directors and all of the owners of the issued and outstanding capital stock of Mamie Scott Coiffures of Virginia Ave., Inc., in an informal action in lieu of a special meeting of the Board of Directors and Stockholders by written agreement dated November 7, 1974, a photographic copy of which agreement is attached hereto and made a part hereof, approved a plan of complete liquidation and dissolution of the Corporation, which said action was unanimous having been approved by all of the Directors and the owners of all of the issued and outstanding capital stock of the Corporation.

SEVENTH: That the Corporation has no creditors.

EIGHTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof supplied to the Corporation by the State Department of Assessments and Taxation) stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

State and County Tax Collector for Allegany County, Maryland
Tax Collector for the City of Cumberland, Maryland.

IN WITNESS WHEREOF, Mamie Scott Coiffures of Virginia Ave., 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 to by its Secretary on this 16th day of December, 1974.

MAMIE SCOTT COIFFURES
OF VIRGINIA AVE., INC.

ATTEST:

Paul H Scott
Paul H. Scott, Secretary

By Mamie V Scott
Mamie V. Scott, President

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 16th day of December, 1974, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared MAMIE V. SCOTT, President of Mamie Scott Coiffures of Virginia Ave., 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 PAUL H. SCOTT and made oath in due form of law that he was Secretary of the meeting of the stockholders of the 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 date aforesaid.

M Ellen Hammond
Notary Public

ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 209
COURT HOUSE
TELEPHONE 722-2080
CUMBERLAND, MARYLAND
21502

November 15, 1974.

FRANCIS G. PHILPOT - TREASURER

I. J. SMITH - - DEPUTY
DOROTHY DAYCHAK - CHIEF CLERK
RHEBA SNYDER - BOOKKEEPER
JOSEPHINE CHEVALIER - CLERK

LIBER 022 PAGE 589

TO WHOM IT MAY CONCERN:

According to the records of this office, there are no outstanding Corporation Taxes for Mamie Scott Coiffures of Virginia Avenue, Inc.

Yours very truly,

ALLEGANY COUNTY TAX OFFICE,

Francis G. Philpot

FGP:DD

FRANCIS G. PHILPOT, TREASURER.

City of Cumberland

MARYLAND

LIBER 022 PAGE 590

November 21, 1974

Carscaden, Gilchrist and Getty
110 Washington Street
Cumberland, Maryland 21502

Dear Mr. Carscaden:

Our records show that the account of Mamie Scott Coiffures of Virginia Avenue, Inc. was last billed in 1969. This was paid on February 4, 1970 in the amount of $71.92.

Very truly yours,

Judy Brehm

Tax Office

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 267-5819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

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

LIBER 022 PAGE 591

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

MAMIE SCOTT COIFFURES OF VIRGINIA AVE., INC.

have been paid.

WITNESS my hand and official seal this

Thirty-first day of December A.D. 1974.

Mary Ellen Hopkins
Deputy Comptroller

PS-409

FILED FOR RECORD
JUL 1 1975
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. ---- Folio
one of the Records of
County, Maryland, and com-
pared by
Clerk

LIBER 022 PAGE 592

ARTICLES OF DISSOLUTION

OF

MAMIE SCOTT COIFFURES OF VIRGINIA AVE., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 31, 1974 at 4:30 o'clock P.M. as in conformity with law and ordered recorded.

A 37572

7

Recorded in Liber 2138, folio 177, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
Bonus tax paid $ 15.00 Recording fee paid $ 17.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelbaugh

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

CUMBERLAND BLOUSE COMPANY, INC.

ARTICLES OF REVIVAL

JUL -1-75 A 29719 ******3.75

(Under Section 85)

LIBER 022 PAGE 593

CUMBERLAND BLOUSE COMPANY, INC., a Maryland corporation having its principal office in Allegheny County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on October 5, 1971, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation

SECOND: The name of the Corporation at the time of the forfeiture of its charter was CUMBERLAND BLOUSE COMPANY, INC.

THIRD: The name by which the Corporation will hereafter be known is CUMBERLAND BLOUSE COMPANY, INC.

FOURTH: (a) The post office address of the principal office of the corporation in the State of Maryland is 210 South Centre Street, Alleghany County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland is William L. Wilson, Liberty Trust Building, Cumberland County, Maryland. Said resident a citizen actually residing in this State.

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

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise

Compared and Mailed ~~Delivered~~ Inc
Cumberland Blouse Co.
TO William L. Wilson
Liberty Trust Bldg City
July 3 1975

prescribed by law affecting the collection of any part of such taxes, would have been payable to the Corporation if its charter had not been forfeited.

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President (or Vice-President) and Secretary (or Treasurer) of the Corporation, have signed these Articles of Revival on February 5, 1975.

Nathan Melnick, Last Acting President

Marvin Erlich, Last Acting Treasurer

STATE OF MARYLAND ,

COUNTY OF ALLEGHANY , ss:

I HEREBY CERTIFY that on February 5, 1975, before me, the subscriber, a notary public of the State of Maryland in and for the County of Alleghany, personally appeared Nathan Melnick, the last acting President and Marvin Erlich, the last acting Treasurer of CUMBERLAND BLOUSE COMPANY, INC., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Notary Public

My commission expires July 1, 1978

JULY 1975 RECORD
...o'clock ... M.
...ecorded in
Liber N ... Folio ...
one of the ... Records
Re... of Allegany
County, Maryland, and com-
pared by ...
... Clerk

ARTICLES OF REVIVAL

OF

CUMBERLAND BLOUSE COMPANY, INC.

LIBER 022 FOLIO 595

approved and received for record by the State Department of Assessments and Taxation of Maryland February 6, 1975 at 8 :30 o'clock A. M. as in conformity with law and ordered recorded.

A 38285

3

Recorded in Liber 2147, folio 4, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
Bonus tax paid $ 25.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegheny County

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

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

Gerhard Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

MASONIC TEMPLE ASSOCIATION OF CUMBERLAND, MARYLAND

DEC 23 8 49 AM '74

ARTICLES OF REVIVAL

(Under Section 85)

LIBER 022 PAGE 596

JUL -1-75 A #29718 ******3.75

Masonic Temple Association of Cumberland, Maryland, a Maryland Corporation having its principal office in Cumberland, Allegany County, Maryland, (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on November 18, 1970, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Masonic Temple Association of Cumberland, Maryland.

THIRD: The name by which the Corporation will hereafter be known is Masonic Temple Association of Cumberland, Maryland.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Nos. 25-35 Greene Street, Cumberland, Allegany County, Maryland 21502, 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 William H. Harman, Post Office Box 3243, LaVale, Allegany County, Maryland 21502. Said resident agent is a citizen actually residing in this State.

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

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter has not been forfeited;

(c) Paid all State and local taxes (other then taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and

STEGMAIER, MCMULLEN AND KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

Compared and Mailed ~~Delivered~~ By
William H. Harman
TO P.O. Box # 3243
La Vale. Md
July 3 1975

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.

WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on December 19, 1974.

Roy W. Ringler,
Last acting President

William H. Harman,
Last acting Secretary

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on December 19, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared Roy W. Ringler, last acting President, and William H. Harman, last acting Secretary of Masonic Temple Association of Cumberland, Maryland, a Maryland Corporation, and severally acknowledged the aforegoing Articles of Revival to be their act.

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

Carolyn A. Martin
Notary Public

My Commission Expires: July 1, 1973.

STEGMAIER, MCMULLEN AND KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 209
COURT HOUSE
TELEPHONE 722-2080
CUMBERLAND, MARYLAND 8 49 AM '74
21502

November 21, 1974.

FRANCIS G. PHILPOT - TREASURER

I. J. SMITH - - DEPUTY
DOROTHY DAYCHAK - CHIEF CLERK
H. LOAR - - BOOKKEEPER
RHEBA JAMES - CLERK

LIBER 022 FOL. 598

TO WHOM IT MAY CONCERN:

According to the records of this office, as of above date, there are no outstanding Corporation Taxes owing from the Masonic Temple Association of Cumberland, Maryland.

Yours very truly,

ALLEGANY COUNTY TAX OFFICE,

Francis G. Philpot

FGP:DD

FRANCIS G. PHILPOT, TREASURER.

FILED FOR RECORD
JUL 1 1975 at 2:30 o'clock P M.
and same day Recorded in
Liber No. — Folio —
one of the Records of Allegany
County, Maryland com-
puted by [illegible]
Clerk

LIBER 022 PAGE 599

ARTICLES OF REVIVAL

OF

THE MASONIC TEMPLE ASSOCIATION OF CUMBERLAND, MD.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 23, 1974 **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 37212

4

Recorded in Liber 2132 **, folio** 171 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Special Fee
~~Bonus tax paid~~ $ 25.00 **Recording fee paid** $ 15.00

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 600

ARTICLES OF INCORPORATION

DIGGS SANITATION, INC.

JUL -1-75 A 29716 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, Joseph Thomas Diggs, whose post office address is Limestone Road, Cumberland, Maryland, 21502; Patricia Ann Diggs, whose post office address is Limestone Road, Cumberland, Maryland, 21502; and John F. Somerville, Jr., whose post office address is 71 Prospect Square, Cumberland, Maryland, 21502, all being of full legal age, do by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the corporation, shall be:

DIGGS SANITATION, INC.

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

(a) To acquire, purchase, lease, option, own, sell and mortgage any and all equipment necessary to operate a private and/or public trucking and transportation system for hire.

HN F. SOMERVILLE, JR.
TTORNEY AT LAW
SER, WEST VIRGINIA
ERLAND, MARYLAND

Compared and Mailed Delivered
Joseph Thomas Diggs
TO Limestone Road - 21502
Cumb. Md.
July 3 19 75

To engage in the business of sanitation refuse disposal and the hauling, transportation and trucking of all related commodities and/or items generally transported for hire by trucks or trucking organizations.

(b) To engage in the business of welding, both stationary and mobile, and to render all services in connection with the use and maintenance of equipment subject to maintenance by welding and/or the welding process. To do and perform contract welding, both public and private, and to own, operate and maintain all equipment necessary to perform such enterprises.

(c) To engage in the business of sandblasting buildings and structures of all types of materials including wood, stone, brick, steel and other types of surfaces. To own, maintain and operate all equipment necessary to engage in such activities and/or related activities.

(d) To acquire, own, lease, mortgage, buy, sell and exchange all personal and all real property or properties as shall, in the discretion of the directors, be reasonably necessary for, or incident to, the businesses enumerated above.

(e) To acquire, own and operate the business and all other enterprises which may be in any way related to, or incident to, or necessary for the establishment and operation of retail and/or manufacturing outlets for the products enumerated above.

[redacted] F. SOMERVILLE, JR.
[redacted]TORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

(f) The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance of, and not in limitation of, the powers and purposes 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 or limit the purposes and commercial objectives of the corporation.

FOURTH: The post office address at which the principal office of the corporation in this State will be located is Limestone Road, Cumberland, Maryland, 21502. The resident agent of the corporation is Joseph Thomas Diggs, whose post office address is Limestone Road, Cumberland, Maryland, 21502. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total authorized stock of the corporation is Ten Thousand (10,000) shares of the par value of One Dollar ($1.00) per share.

SIXTH: The corporation shall have not less than three nor more than five directors and Joseph Thomas Diggs, Patricia Ann Diggs and John F. Somerville, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

[redacted] F. SOMERVILLE, JR.
[redacted]TORNEY AT LAW
[redacted]ER, WEST VIRGINIA
CUMBERLAND, MARYLAND

and duties of the corporation and of the directors and shareholders:

(a) The Board of Directors of the corporation is empowered to authorize the issuance, from time to time, of shares of its stock with or without par value of any class and securities convertible into shares of its stock with or without par value of any class for such consideration as said Board of Directors shall deem advisable, subject to such limitations and restrictions, if any, as may be set forth by the By-Laws of the corporation.

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

EIGHTH: The existence of the corporation is perpetual.

IN WITNESS WHEREOF, we have set our hands and seals to these Articles of Incorporation on this the 31st day of

SOMERVILLE, JR.
RNEY AT LAW
WEST VIRGINIA
ND, MARYLAND

December, 1974.

WITNESS — JOSEPH THOMAS DIGGS

WITNESS — PATRICIA ANN DIGGS

WITNESS — JOHN F. SOMERVILLE, JR.

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 31st day of December, 1974, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared JOSEPH THOMAS DIGGS, PATRICIA ANN DIGGS and JOHN F. SOMERVILLE, JR., and severally acknowledged the within and aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

My Commission expires July 1, 1978.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

FILED FOR RECORD
JUL 1 1975 19
at 2:30 o'clock P M.
and same day recorded in
Liber [illegible] Folio
one of the Land
Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

DIGGS SANITATION, INC.

LIBER 022 PAGE 604

approved and received for record by the State Department of Assessments and Taxation of Maryland January 6, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 37591

6

Recorded in Liber 2138, folio 196, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 605

ARTICLES OF INCORPORATION

OF

KAPLON'S YOUNG MEN'S SHOP, INC.

JUL -1-75 A 29717 ******4.25

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Toby M. Kaplon and Jay P. Kaplon, whose postoffice address is 115 Baltimore Street, Cumberland, Maryland, 21502, and Clarence Lippel, whose postoffice address is One Washington Street, Cumberland, Maryland, 21502, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

KAPLON'S YOUNG MEN'S SHOP, INC.

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

(a) To manufacture, buy, sell, lease, distribute and in any and every way deal in clothing, wearing apparel and any and all materials and articles of every kind, character and description used or useful in connection with the operation of a modern clothing store for men, women and children.

(b) To manufacture, purchase, hold, sell, transfer, mortgage, pledge and in any and every manner acquire, encumber and dispose of goods, wares, merchandise and personal property of every kind and character.

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

BW

Compared and Mailed Delivered
Jay P. Kaplon
TO 115 Baltimore St.
Cumb. Md. 21502
July 3 19 75

(c) To purchase, hold, develop, improve, lease, mortgage, sell, exchange and in any and every manner acquire, encumber and dispose of real property wherever situated.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the corporation or otherwise.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The 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, 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

W OFFICES
ENCE LIPPEL
ERLAND, MD.

is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the corporation in this State is 115 Baltimore Street, Cumberland, Maryland, 21502. The resident agent of the corporation is Jay P. Kaplon, whose postoffice address is 115 Baltimore Street, Cumberland, Maryland, 21502. 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 seven hundred fifty (750) shares of the par value of One Hundred ($100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Seventy Five Thousand ($75,000.00) Dollars.

SIXTH: The corporation shall have three directors and Toby M. Kaplon, Jay P. Kaplon and Clarence Lippel shall act as such until the first annual meeting, or until their successor or successors are duly chosen and qualified.

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

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, 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

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

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 or any co-partnership, 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 or a member of such other co-partnership; any director individually, or any corporation or co-partnership of which any director may be an officer or 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 corporation or 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 a member of such other co-partnership, 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 a member of such other co-partnership.

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

AW OFFICES
RENCE LIPPEL
BERLAND, MD.

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 shall have been authorized by the holders of three-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

(f) The Board of Directors shall have power, 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

W OFFICES
ENCE LIPPEL
ERLAND, MD.

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

(g) The Board of Directors shall have 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 entitles.

IN WITNESS WHEREOF, We have signed these articles of incorporation on this 2nd day of January, 1975.

WITNESS:

Ruth F. Selby as to Toby M. Kaplon (SEAL)

Ruth F. Selby as to Jay P. Kaplon (SEAL)

Ruth F. Selby as to Clarence Lippel (SEAL)

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

LIBER 022 PAGE 611

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 2nd day of January, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared Toby M. Kaplon, J. P. Kaplon and Clarence Lippel known to me personally to be the persons whose names are subscribed to the within and aforegoing Articles of Incorporation and they acknowledged the aforegoing instrument of writing to be their act and deed.

WITNESS my hand and Notarial Seal.

Ruth F. Kelly

NOTARY PUBLIC

RUTH F. KELLY NOTARY PUBLIC ALLEGANY COUNTY, MD.

AW OFFICES
RENCE LIPPEL
BERLAND, MD.

FILED FOR RECORD
JUL 1 1975
at 2:30 O'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Charter
Records of Allegany
County, Maryland, and com-
pared by me.

ARTICLES OF INCORPORATION

OF

KAPLON'S YOUNG MEN'S SHOP, INC.

LIBER 022 PAGE 612

approved and received for record by the State Department of Assessments and Taxation of Maryland January 10, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 37745

8

Recorded in Liber 2140, folio 232, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 613

ARTICLES OF INCORPORATION

OF

ALLEGANY THEATER CORPORATION

JUL -1-75 A 29715 ******4.0

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Hugh A. McMullen, whose post office address is 211 Washington Street, Cumberland, Maryland, 21502; Alice R. Monahan, whose post office address is 376 Welsh Hill, Frostburg, Maryland 21532; and Shirley M. Bittner, whose post office address is 59 Bowery Street, Frostburg, Maryland, 21532; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

SECOND: The name of the Corporation is: "ALLEGANY THEATER CORPORATION"

THIRD: That 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 own, lease, control, maintain and operate theaters, both indoor theaters and outdoor theaters, including drive-in theaters, and open air theaters, and other entertainments and places of entertainments, amusements and recreations, and to conduct a theatrical booking agency in Allegany County, Maryland and elsewhere within and without said State, and to buy, own, mortgage, grant, bargain, sell and convey real and personal property necessary or convenient for carrying on the business of the general nature herein specified.

To erect, establish, equip and manage public halls, theaters, and places of amusement, and to produce, exhibit, preserve and exploit attractions of various kinds and natures including dramatic, operatic and musical performances, vaudeville moving pictures and instructive entertainments and to cater to public diversion, entertainment and amusement by and through theatrical exhibition or other amusement devices and to carry on the business of theatrical proprietors; to lease or hire film for moving picture machines and stereopticons and sound devices, and to purchase, sell, lease, and hire supplies and apparatus; and to manufacture, purchase, sell, lease and hire supplies and apparatus of every kind pertaining to the theatrical exhibition or other amusement devices.

LAW OFFICES
GEBHART, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~
Hugh A. McMullen
TO 211 Washington St. City
July 3 1975

To loan money for itself or as agent for others, upon mortgages or other securities, and to purchase and sell lands, and money obligations secured upon real or personal properties; to acquire, hold, sell, hypothecate, assign, transfer and convey all of its own obligations or the obligations of any other person or persons or other corporations, partnerships, etc. and to collect, foreclose, compound, compromise, release, satisfy and discharge the same of record; to buy, own and improve real estate by erecting buildings or other structures thereon and to lease or cultivate the same; to borrow money and execute mortgages or deeds of trust upon real estate or execute any security instrument on personal property or security therefore; to borrow money and to execute and issue promissory notes, bills of exchange, bonds, debentures, mortgages, or other negotiable or transferrable instruments; to buy, sell, and improve, produce and/or manufacture real estate, or building products, or other personalty. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects, herein enumerated, or which shall at any time appear condusive to or expedient for the benefit or protection of this corporation.

And in general to carry on any other lawful business whatsoever in connection with the foregoing, or which is calculated, directly or indirectly, to promote the interests of the Corporation or to enhance the value of its properties.

The aforegoing objects and purposes shall in no way limit or restrict the powers of the Corporation. In addition to the above-mentioned powers the Corporation shall also have all those powers bestowed upon a Corporation under the provisions of Article 23 of the Annotated Code of Maryland, as the same may from time to time be amended.

FOURTH: That the principal office of the Corporation in this State shall be situated at 21 Prospect Square, Cumberland, Maryland, 21502; and the name and address of the Resident Agent is Hugh A. McMullen, whose post office address is 211 Washington Street, Cumberland, Maryland 21502, and that he is a citizen of this State and actually resides herein.

LAW OFFICES
-PERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FIFTH: The Incorporators of said Corporation shall serve as Directors of said Corporation until the first meeting of the Stockholders of said Corporation.

SIXTH: That the Corporation shall have three or more Directors, but said number shall be subject to increase or decrease pursuant to the provisions of the By-Laws of the Corporation, and the Laws of the State of Maryland, but shall never be less than three (3); and that the said Hugh A. McMullen, Alice R. Monahan and Shirley M. Bittner, shall act as such Directors until the first meeting of the Stockholders after the adoption of the Articles of Incorporation or until their successors are duly chosen and qualified.

SEVENTH: That the total amount of authorized capital stock is ten thousand shares (10,000) having a par value of Ten Dollars ($10.00) per share.

EIGHTH: The following is a description of each class of stock with the preference, voting powers, restrictions and qualifications therefore:

The Corporation is authorized to issue only one class of shares of stock; the total number of shares is Ten Thousand (10,000) shares and all shares shall have a par value of Ten Dollars ($10.00) per share.

No distinction shall exist between the shares of the Corporation or the holders thereof.

Each holder of the common stock of the Corporation shall be entitled to one vote for each share of stock held by such stockholder.

NINTH: No dividends shall be payable except out of the profits of the Corporation and no dividend shall carry interest as against the Corporation. The declaration of the Directors as to the amount of the net profit shall be conclusive. The Directors may from time to time pay to the stockholders such interim dividends as in their judgment the position of the Company justifies. The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards the satisfaction of the debt, liabilities, or engagements in respect to which the lien exists.

TENTH: The existence of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

day of December, 1974.

Witness:

Sandra K. Twigg — Hugh A. McMullen (SEAL)
Hugh A. McMullen

Sandra K. Twigg — Alice R. Monahan (SEAL)
Alice R. Monahan

Sandra K. Twigg — Shirley M. Bittner (SEAL)
Shirley M. Bittner

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 30th day of December, 1974, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared HUGH A. MCMULLEN, ALICE R. MONAHAN and SHIRLEY M. BITTNER, and each did acknowledge the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Sandra K. Twigg
Notary Public

My Commission Expires:

July 1, 1978

LAW OFFICES
FFERT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

FILED FOR RECORD
JUL 1 1975
at 2:30 o'clock P M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Records of Allegany
County, Maryland and com-
pared by me
Clerk

ARTICLES OF INCORPORATION

OF

ALLEGANY THEATER CORPORATION

LIBER 022 PAGE 617

approved and received for record by the State Department of Assessments and Taxation of Maryland January 3, 1975 **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 37540

5

Recorded in Liber 2138 **, folio** 141 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Kebler

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF DISSOLUTION

JUL -1-75 A 29726 ******4.25

TO: State Department of Assessments and Taxation
Baltimore, Maryland

LIBER 022 PAGE 618

Pursuant to the provisions of Article 23, Section 77, of the Code of Laws of the State of Maryland, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

FIRST: The name of the Corporation is Cumberland Medical Center, Inc. The post office address of its principal office in the State of Maryland is 500 Green Street, Cumberland, Maryland.

SECOND: 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 thereafter instituted or filed against the Corporation one year after dissolution and thereafter until the affairs of the Corporation are wound up is Metropolitan Agents, Inc., Suite 1400, 5454 Wisconsin Avenue, Chevy Chase, Maryland 20015.

THIRD: The name and address of each of the Directors of the Corporation are:

NAME	ADDRESS
Herbert S. Ezrin	11501 Hornfair Court Potomac, Maryland
Rae K. Brodell	856 Camden Avenue Cumberland, Maryland
Robert D. Brodell	856 Camden Avenue Cumberland, Maryland

FOURTH: The name title and post office address of each of the officers of the Corporation are:

NAME	TITLE	ADDRESS
Rae K. Brodell	President	856 Camden Avenue Cumberland, Maryland
Herbert S. Ezrin	Vice President	11501 Hornfair Court Potomac, Maryland
Robert D. Brodell	Sec./Treas.	856 Camden Avenue Cumberland, Maryland

Compared and Mailed ~~Delivered~~ Rec
Rae K. Brodell
TO 856 Camden Ave
Cumb. Md
July 3 19 75

OFFICES
EZRIN, CRAMER
& WEINSTEIN
Chartered
FLOW BUILDING
CONSIN AVENUE
TON, D.C. 20015
656-0915

FFITH: At a special meeting of the Board of Directors of the Corporation held on December 9, 1974, it was duly advised that the Corporation be dissolved. At a special meeting of the Stockholders of the Corporation held on December 9, 1974, it was unanimously resolved by a vote of all shares outstanding and entitled to vote that the Corporation be dissolved in accordance with the laws of the State of Maryland.

SIXTH: Pursuant to Article 23, Section 76(a)(3) of the Code of Laws of the State of Maryland, on December 9, 1974, there were no known creditors of the Corporation to whom notice was required.

SEVENTH: All remaining property and assets of the Corporation have been distributed among its Stockholders, in accordance with their respective rights and interests.

EIGHTH: All provisions of the Code of Laws of the State of Maryland have been complied with and the Corporation is hereby dissolved.

DATED: Dec 19, 1974.

ATTEST: CUMBERLAND MEDICAL CENTER, INC.

Robert D Brodell
Robert D. Brodell, Secretary

BY: Rae K. Brodell
Rae K. Brodell, President

I, RAE K. BRODELL, President of Cumberland Medical Center, Inc., a Corporation organized under the laws of the State of Maryland, hereby certify, as President of said Corporation, that the Articles of Dissolution to which this Certificate is attached, after having been first duly signed on behalf of said Corporation by the President and Secretary of Cumberland Medical Center, Inc., was duly submitted to the Stockholders of the Corporation at a special meeting of said Stockholders called and held separately from the meeting of stockholders of

LAW OFFICES
TAN, EZRIN, CRAMER,
EST & WEINSTEIN
Chartered
BARLOW BUILDING
WISCONSIN AVENUE
HINGTON, D C 20015
(301) 656-0915

any other Corporation, upon Waiver of Notice, signed by all Stockholders of the Corporation for the purpose of considering and taking action upon said Articles of Dissolution, that said Stockholders voted unanimously in favor of said Articles of Dissolution, and that thereby the Articles of Dissolution were, at said meeting, duly adopted as the act of the Stockholders of the Corporation, and the duly adopted Agreement of the said Corporation.

WITNESS, the hand and seal of CUMBERLAND MEDICAL CENTER, INC., on this 19th day of December, 1974.

Rae K. Brodell
Rae K. Brodell, President

CUMBERLAND MEDICAL CENTER, INC. CORPORATE SEAL

STATE OF MARYLAND,

COUNTY OF Allegany, to wit:

I, Barbara K.Twigg, a Notary Public in and for the State and County aforesaid, do hereby certify that Rae K. Brodell, President of Cumberland Medical Center, Inc., who is personally well known to me as (or proved by the oath of credible witnesses to be) the person who executed the foregoing instrument hereto annexed, personally appeared before me in said State and County and as attorney-in-fact for said corporation, acknowledged the same to be the act and deed of said corporation for the purposes therein contained.

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

Barbara K Twigg
Notary Public

My Commission Expires: July 1, 1978

BARBARA K. TWIGG NOTARY PUBLIC ALLEGANY COUNTY

LAW OFFICES
AN EZRIN, CRAMER,
ST & WEINSTEIN
Chartered
ARLOW BUILDING
ISCONSIN AVENUE
NGTON, D.C. 20015
(301) 656-0915

LIBER 022 PAGE 621

City of Cumberland

MARYLAND

December 17, 1974

Mr. Nelson Cohen
Suite 1400
5454 Wisconsin Avenue
Chevy Chase, Maryland 20015

Dear Mr. Cohen:

This is to advise you that the Real Estate and Corporation taxes in the name of the Cumberland Medical Center, Inc., 500 Greene Street, have been paid.

The Real Estate taxes for lot 530 thru 533 of $1,040.78 were paid on September 11, 1974 and lot 178 of $52.20 was also paid on September 11, 1974.

The Corporation taxes of $114.84 were paid on December 16, 1974.

Very truly yours,

Judy Brehm

City of Cumberland
Tax Office

ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 209
COURT HOUSE
TELEPHONE 722-2080
CUMBERLAND, MARYLAND
21502

December 26, 1974.

FRANCIS G. PHILPOT - TREASURER

I. J. SMITH - - DEPUTY
DOROTHY DAYCHAK - CHIEF CLERK
H. LOAR - - BOOKKEEPER
RHEBA JAMES - CLERK

LIBER 022 FAL. 622

TO WHOM IT MAY CONCERN:

According to the records of this office as of the above date, there are no outstanding taxes due for the Cumberland Medical Center, Inc.

We trust this is the information you desire.

Yours very truly,

ALLEGANY COUNTY TAX OFFICE,

Francis G Philpot

FGP:DD

FRANCIS G. PHILPOT, TREASURER.

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 267-5819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

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

LIBER 022 FOL. 623

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

CUMBERLAND MEDICAL CENTER, INC.

have been paid.

WITNESS my hand and official seal this

Tenth day of January A.D. 1975.

Mary Ellen Hopkins
Deputy Comptroller

PS-409

ARTICLES OF DISSOLUTION

OF

CUMBERLAND MEDICAL CENTER, INC.

LIBER 022 PAGE 624

approved and received for record by the State Department of Assessments and Taxation of Maryland January 29, 1975 at 1:45 o'clock P. M. as in conformity with law and ordered recorded.

A 38081

7

Recorded in Liber 2144, folio 70, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
~~Bonus tax paid~~ $15.00 Recording fee paid $17.00

To the clerk of the Circuit Court of Allegany County

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

LIBER 022 PAGE 625

JUL -1-75 A 29724 ******3.75

ARTICLES OF MERGER

MERGING

THE STAR RUBBER COMPANY
(A corporation of the State of Ohio)

INTO

THE KELLY-SPRINGFIELD TIRE COMPANY
(A corporation of the State of Maryland)

FIRST: The Star Rubber Company, a corporation organized and existing under the laws of the State of Ohio, (hereinafter referred to as "Subsidiary Corporation"), and The Kelly-Springfield Tire Company, a corporation organized and existing under the laws of the State of Maryland, (hereinafter referred to as "Parent Corporation"), agree that said Subsidiary Corporation shall be merged into said 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: Parent Corporation, a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name The Kelly-Springfield Tire Company.

THIRD: The parties to the articles of merger are the Parent Corporation, a corporation organized and existing under the laws of the State of Maryland, and the Subsidiary Corporation, a corporation incorporated on the 30th day of November, 1928, under the General Corporation Law of the State of Ohio, which corporation is not qualified to do business in the State of Maryland.

FOURTH: No amendment is made to the Articles of Incorporation of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said Parent Corporation has authority to issue is one hundred thousand (100,000) shares divided into twenty-five thousand (25,000) shares of Class A stock of the par value of One Hundred Dollars ($100.00) each, of the aggregate par value of Two Million Five Hundred Thousand Dollars ($2,500,000.00), and seventy-five thousand (75,000) shares of Class B stock without par value.

BW

Compared and Mailed ~~Delivered~~
TO Robert E. Mercer Co
Kelly Springfield Tire
July 3 19 75

SIXTH: The total number of shares of stock of all classes which said Subsidiary Corporation has authority to issue is two thousand (2,000) shares of a single class of capital stock without par value, of which there are issued and outstanding one thousand seven hundred eighty (1,780) shares, all of which are now owned and will continue to be owned by the Parent Corporation at the time of the merger provided for herein.

SEVENTH: The authorized stock of the survivor Parent Corporation shall be the same as set forth in the FIFTH section hereof.

All of the capital stock of the Subsidiary Corporation as described in the SIXTH section hereof, shall upon the effective date of this merger be surrendered to the Parent Corporation for cancellation.

No shares of the Parent Corporation nor any other consideration shall be given for the shares of the Subsidiary Corporation.

EIGHTH: The principal office of said Parent Corporation, organized under the laws of the State of Maryland, is located in the County of Allegany, State of Maryland.

Said Subsidiary Corporation does not own property the title to which could be affected by the recording of an instrument among the Land Records within the State of Maryland.

NINTH: The articles of merger were duly approved by resolution adopted by a majority vote of the entire Board of Directors of Parent Corporation, on December 3, 1974.

TENTH: The merger to be effected by these Articles of Merger was duly advised and authorized and approved by said Subsidiary Corporation in the manner and by the vote required by laws of the State of Ohio, and by the charter of the said corporation.

ELEVENTH: The following other provisions are deemed by the merging corporations necessary to effect the merger:

a) The Board of Directors of the surviving corporation shall consist of the same members as the present Board of Directors of the Parent Corporation, to continue at the pleasure of the stockholders.

b) Upon the effective date of the merger, the assets and liabilities of the merged corporation shall be carried on the books of the surviving corporation at the amounts at which they respectively shall be carried on such date on the books of the merged corporation. Capital surplus and earned surplus of the continuing corporation shall be the sum of the capital surpluses and earned surpluses of the merged and surviving corporations, subject in each case to such intercompany adjustments or eliminations as may be required to give effect to the merger. The amount

of the net assets of the merged corporation which was legally available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the surviving corporation.

IN WITNESS WHEREOF, Parent Corporation and Subsidiary Corporation, the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents and witnessed or attested by their respective secretaries all as of the 3rd day of December, 1974.

THE KELLY-SPRINGFIELD TIRE COMPANY

By _____
Robert E. Mercer, President

Attest:

_____
Robert D. Merrick, Secretary

THE STAR RUBBER COMPANY

By _____
H. H. Peace, President

Attest:

_____
Robert D. Merrick, Secretary

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

Robert E. Mercer

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

H. H. Peace

LIBER 022 PAGE 629

JUL 1 FOR RECORD
at 2:30 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF MERGER

MERGING

THE STAR RUBBER COMPANY (OHIO, CORP.)

INTO

THE KELLY-SPRINGFIELD TRIE COMPANY (MD. CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation of Maryland December 31, 1974- **at** 8:30 **o'clock A. M. as in conformity with law and ordered recorded.**

A 37481

5

Recorded in Liber 2137 **, folio** 209 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____**Recording fee paid $**15.00

To the clerk of the Circuit **Court of** Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland. 3.71

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

Richard H. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 630

ARTICLES OF MERGER

By and Between

LIBERTY MILK COMPANY, INC.

And

JUL -1-75 A 29722 ******6.7

ROYALE DAIRY, INC.

And

THE ELDRIDGE DAIRY COMPANY

And

BERKELEY FARMER'S DAIRY, INC.

THESE ARTICLES AND AGREEMENT OF MERGER, Made and executed on this 29th day of January, 1975, by and between LIBERTY MILK COMPANY, INC., a Maryland corporation, ROYALE DAIRY, INC., a West Virginia corporation, THE ELDRIDGE DAIRY COMPANY, a Maryland corporation, and BERKELEY FARMER'S DAIRY, INC., a West Virginia corporation.

FIRST: The Corporations which are the parties to these Articles and Agreement of Merger are: Liberty Milk Company, Inc. (hereinafter called "Liberty"), a corporation organized and existing under the Laws of the State of Maryland; Royale Dairy, Inc. (hereinafter called "Royale"), a corporation duly organized and existing under the Laws of the State of West Virginia; The Eldridge Dairy Company (hereinafter called "Eldridge"), a corporation duly organized and existing under the Laws of the State of Maryland; and Berkeley Farmer's Dairy, Inc. (hereinafter called "Berkeley"), a corporation duly organized and existing under the Laws of the State of West Virginia.

Liberty was incorporated on November 9, 1934, under the Laws of the State of Maryland authorizing the formation of corporations. Royale was incorporated on September 16, 1953 under the Laws of the State of West Virginia authorizing the formation of Corporations. Eldridge was

Compared and Mailed Delivered
TO Liberty Milk Co. Inc
Kathryn B. Wagner
Race St. & West Side Plant Cels
July 3 1975

incorporated on November 12, 1923 under the Laws of the State of Maryland authorizing the formation of Corporations. Berkeley was incorporated on May 13, 1953 under the Laws of the State of West Virginia authorizing the formation of Corporations. Liberty is the owner of all of the issued and outstanding capital stock of Royale, Eldridge and Berkeley, so that Royale, Eldridge and Berkeley are wholly owned subsidiaries of Liberty.

SECOND: Royale, Eldridge and Berkeley shall be merged into Liberty in accordance with the applicable provisions of Article 23 of the Annotated Code of Maryland. Liberty, Royale, Eldridge and Berkeley (hereinafter collectively called "Constituent Corporations") agree to effect said merger (hereinafter called the "merger").

THIRD: The terms and conditions of the merger, and the mode of carrying the same into effect shall be as hereinafter set forth.

FOURTH: Liberty shall be the single corporation to survive the merger, and said Surviving Corporation, which is formed under the Laws of the State of Maryland, shall continue under the name Liberty Milk Company, Inc. (hereinafter sometimes called the "Surviving Corporation"). The Laws of the State of Maryland shall govern the Surviving Corporation.

FIFTH: The Constituent Corporations shall be merged and become a single corporation, to wit: the Surviving Corporation, as soon as: (a) these Articles and Agreement of Merger have been authorized, approved and adopted by each of the Constituent Corporations in accordance with the requirements of the Laws of the States of Maryland and West Virginia; (b) these Articles and Agreement of Merger so authorized, adopted and approved, have been certified, signed and acknowledged by the Constituent Corporations in accordance with the Laws of the States of Maryland and West Virginia; and (c) these Articles and Agreement of Merger so

authorized, adopted and approved, certified, signed and acknowledged, and shall be filed with and accepted for record by the State Department of Assessments and Taxation of Maryland, and the fees and bonus tax, if any, provided by law, shall be paid; and the same shall also be filed with the Secretary of State of West Virginia, and recorded in accordance with the Laws of the States of Maryland and West Virginia.

The date upon which the Constituent Corporations shall become a single corporation, to wit: the Surviving Corporation, is hereinafter called "the effective date of merger". The effective date of the merger shall also be the effective date of these Articles and Agreement of Merger.

SIXTH: The Charter of Liberty shall be the Charter of the Surviving Corporation.

SEVENTH: The By-Laws of Liberty in effect immediately prior to the effective date of the merger, shall be the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed.

EIGHTH: The By-Laws of Liberty as now in effect provide that the Board of Directors shall consist of five (5) Directors, but that such number may be increased or decreased as provided in said By-Laws. The names and addresses of the Directors of the Surviving Corporation, who shall hold office until the next annual meeting of the Stockholders of the Surviving Corporation, and until their respective successors are duly chosen and qualified are as follows:

James H. Laher, Sr.
2612 E. Bay Isle Drive, S. E.,
St. Petersburg, Florida 33705

James H. Laher, Jr.
8239 Brentwood Road,
Bardmoor Largo, Florida 33542

Richard L. Laher
4530 - 38th Way, South
St. Petersburg, Florida 33705

Arnold A. Robertson
1311 Oldtown Road,
Cumberland, Maryland 21502

Harvey Bradley
10 Jones Street,
Ridgeley, West Virginia 26753

If, on the effective date of the merger, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy may be filled in the manner provided in the By-Laws of the Surviving Corporation.

NINTH: The total number of shares of stock of all classes which Liberty has authority to issue is Six Hundred Thousand Dollars ($600,000.00) divided into Sixty Thousand (60,000) Shares with a par value of Ten Dollars ($10.00) each, of which said authorized capital stock Liberty has issued and outstanding Thirty-Four Thousand Two Hundred Ninety-Eight (34,298) Shares, having a par value of Three Hundred Forty-Two Thousand Nine Hundred Eighty Dollars ($342,980.00).

The total number of shares of stock of all classes which Royale has authority to issue is Five Thousand (5,000) Shares of capital stock having a par value of Fifty Thousand Dollars ($50,000.00), of which said authorized capital stock Royale has issued and outstanding Five Hundred (500) Shares having a par value of Five Thousand Dollars ($5,000.00), all of which are owned by Liberty.

The total number of shares of stock of all classes which Eldridge has authority to issue is One Hundred Thousand Dollars ($100,000.00) divided into One Thousand (1,000) Shares of the par value of One Hundred Dollars ($100.00) each, of which said authorized capital stock Eldridge has issued Sixty-Four (64) Shares having a par value of Six Thousand Four

Hundred Dollars ($6,400.00), all of which are owned by Liberty.

The total number of shares of stock of all classes which Berkeley has authority to issue is Five Thousand (5,000) Shares having a par value of Fifty Thousand Dollars ($50,000.00), of which said authorized capital stock Berkeley has issued and outstanding One Thousand Five Hundred Fifty (1,550) Shares having a par value of Fifteen Thousand Five Hundred Dollars ($15,500.00), all of which are owned by Liberty.

TENTH: Upon the effective date of the merger, the authorized capital stock of the Surviving Corporation shall be the same as set forth in the Articles of Incorporation, and any and all amendments thereto of Liberty.

Upon the effective date of the merger, all of the issued and outstanding capital stock of Royale shall be delivered to Royale by Liberty for cancellation.

Upon the effective date of the merger, all of the issued and outstanding capital stock of Eldridge shall be delivered to Eldridge by Liberty for cancellation.

Upon the effective date of the merger, all of the issued and outstanding capital stock of Berkeley shall be delivered to Berkeley by Liberty for cancellation.

The Surviving Corporation shall not issue any new stock of any nature or description in connection with this merger since Royale, Eldridge and Berkeley are wholly owned subsidiaries of Liberty.

Upon the effective date of the merger, the stock of the Surviving Corporation then issued and outstanding shall be the same as the issued and outstanding capital stock of Liberty.

ELEVENTH: Upon the effective date of the merger, the issued and outstanding capital stock of the Surviving Corporation shall be Thirty-Four Thousand Two Hundred Ninety-Eight (34,298) shares of capital stock having a par value of Ten Dollars ($10.00) each, for the total amount of Three Hundred Forty-Two Thousand Nine Hundred Eighty Dollars ($342,980.00).

TWELFTH: The capital stock of the Surviving Corporation upon the effective date of the merger shall be equal to the par value of all of the capital stock of Liberty which was issued and outstanding on the effective date of the merger.

THIRTEENTH: The existence and all of the rights, privileges, powers and franchises of whatsoever nature of Liberty shall continue unaffected and unimpaired by the merger except as otherwise expressly provided herein.

FOURTEENTH: Upon the effective date of the merger,

(a) the separate existence of Royale shall cease;

(b) the separate existence of Eldridge shall cease;

(c) the separate existence of Berkeley shall cease;

(d) the Surviving Corporation shall have all of the purposes and powers set forth in the Articles of Incorporation of Liberty.

(e) all property, rights, privileges, powers and franchises of Royale, Eldridge and Berkeley, of whatsoever nature and description, of a public as well as a private nature, shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and any and every other interest of each of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the

several and respective Constituent Corporations.

FIFTEENTH: On and after the effective date of the merger,

(a) all debts, obligations, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if any of said debts, obligations, liabilities and duties had been incurred or contracted by it; and any claim existing, or action or proceeding pending by or against any of the Constituent Corporations, may be prosecuted to judgment or decree as if the merger had not taken place; or the Surviving Corporation, upon the motion of the Surviving Corporation, or any party, may be substituted as a party in place of Royale, Eldridge and Berkeley, and any such judgment or decree against Royale, Eldridge and Berkeley shall constitute a lien upon the property of the Surviving Corporation; and

(b) the title to any real estate shall not revert or be in any way impaired by reason of the merger, but all rights of creditors and all liens upon any property of the Constituent Corporations shall be preserved unimpaired.

SIXTEENTH: Notwithstanding the provisions of Article Fourteenth hereof, confirmatory deeds, assignments or other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property, right, privilege or franchise may at any time or from time to time be made and delivered in the names of Royale, Eldridge and Berkeley by the last acting Officers thereof, or by the corresponding officers of the Surviving Corporation.

SEVENTEENTH: The principal office of Liberty in the State of Maryland is Race Street & West Industrial Boulevard, Cumberland, Allegany County, Maryland 21502. The principal office of Royale was at 236 S. Water Street, Keyser, West Virginia 26726. The principal office of Eldridge was at 215 E. Washington Street, Hagerstown, Maryland 21740. The principal office of Berkeley was at 513 Biser Street, Berkeley Springs, West Virginia 25411.

All of the property of Eldridge and Berkeley has been sold and disposed of, and neither owns real estate in the State of Maryland or in the State of West Virginia. Royale owns no real estate in the State of Maryland, but is the owner of certain real estate located at 236 S. Water Street, Keyser, West Virginia 26726, which will be conveyed to Liberty pursuant to the provisions of Chapter 31, Article 1, Section 63b of the West Virginia Code Annotated.

EIGHTEENTH: The Surviving Corporation shall pay all expenses of effecting the merger.

NINETEENTH: The merger may be abandoned by majority vote of the entire Board of Directors of any of the Constituent Corporations at any time prior to the effective date of these Articles and Agreement of Merger, but not later than thirty (30) days after the last meeting of the Stockholders of any of the Constituent Corporations at which these Articles and Agreement of Merger shall have been approved.

TWENTIETH: These Articles and Agreement of Merger were duly approved by all of the Directors of the Constituent Corporations and by Liberty, as the owner of all of the issued and outstanding capital stock of Royale, Eldridge and Berkeley, by the unanimous affirmative vote of all of the said Directors; and by Liberty, as the owner of all of the issued and outstanding capital stock of Royale, Eldridge and Berkeley.

IN WITNESS WHEREOF, these Articles and Agreement of Merger are hereby signed in the name and on behalf of each of said corporations by their respective Presidents and by their respective Secretaries under the respective corporate seals of said corporations, this 29th day of January, 1975.

ATTEST:

Norma B. Wagoner
Norma B. Wagoner
Secretary

LIBERTY MILK COMPANY, INC.

By James H. Laher, Jr.
James H. Laher, Jr.
President

ATTEST:

Norma B. Wagoner
Norma B. Wagoner
Secretary

ROYALE DAIRY, INC.

By James H. Laher, Jr.
James H. Laher, Jr.
President

ATTEST:

Norma B. Wagoner
Norma B. Wagoner
Secretary

THE ELDRIDGE DAIRY COMPANY

By James H. Laher, Jr.
James H. Laher, Jr.
President

ATTEST:

Norma B. Wagoner
Norma B. Wagoner
Secretary

BERKELEY FARMER'S DAIRY, INC.

By James H. Laher, Jr.
James H. Laher, Jr.
President

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 29th day of January, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JAMES H. LAHER, JR., President of Liberty Milk Company, Inc., and acknowledged the aforegoing Articles and Agreement of Merger to be the act and deed of said Corporation, and further made oath that he is authorized to execute the same on behalf of the said Corporation; and at the same time also personally appeared NORMA B. WAGONER, and made oath in due form of law that she was the Secretary of a Joint Meeting of the Directors and Stockholders of Liberty Milk Company, Inc., Royale Dairy, Inc., The Eldridge Dairy Company and Berkeley Farmer's Dairy, Inc., at which the merger set forth in said Articles was approved, and that the matters and facts set forth in said Articles and Agreement of Merger with respect to authorization and approval are true to the best of her knowledge, information and belief.

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

Dorothy L. Hellyer
NOTARY PUBLIC.

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 29th day of January, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JAMES H. LAHER, JR., President of Royale Dairy, Inc., and acknowledged the aforegoing Articles and Agreement of Merger to be the act and deed of said Corporation, and further made oath that he is authorized to execute the same on behalf of the said Corporation; and at the same time also personally appeared NORMA B. WAGONER, and made oath in due form of law that she was the Secretary of a Joint Meeting of the Directors and Stockholders of Liberty Milk Company, Inc., Royale Dairy, Inc., The Eldridge Dairy Company and Berkeley Farmer's Dairy, Inc., at which the merger set forth in said Articles was approved, and that the matters and facts set forth in said Articles and Agreement of Merger with respect to authorization and approval are true to the best of her knowledge, information and belief.

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

Dorothy L. Hellyer
NOTARY PUBLIC.

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 29th day of January, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JAMES H. LAHER, JR., President of The Eldridge Dairy Company, and acknowledged the aforegoing Articles and Agreement of Merger to be the act and deed of said Corporation, and further made oath that he is authorized to execute the same on behalf of the said Corporation; and at the same time also personally appeared NORMA B. WAGONER, and made oath in due form of law that she was the Secretary of a Joint Meeting of the Directors and Stockholders of Liberty Milk Company, Inc., Royale Dairy, Inc., The Eldridge Dairy Company and Berkeley Farmer's Dairy, Inc., at which the merger set forth in said Articles was approved, and that the matters and facts set forth in said Articles and Agreement of Merger with respect to authorization and approval are true to the best of her knowledge, information and belief.

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

Dorothy L. Hetherington
NOTARY PUBLIC

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 29th day of January, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JAMES H. LAHER, JR., President of Berkeley Farmer's Dairy, Inc., and acknowledged the aforegoing Articles and Agreement of Merger to be the act and deed of said Corporation, and further made oath that he is authorized to execute the same on behalf of the said Corporation; and at the same time also personally appeared NORMA B. WAGONER, and made oath in due form of law that she was the Secretary of a Joint Meeting of the Directors and Stockholders of Liberty Milk Company, Inc., Royale Dairy, Inc., The Eldridge Dairy Company and Berkeley Farmer's Dairy, Inc., at which the merger set forth in said Articles was approved, and that the matters and facts set forth in said Articles and Agreement of Merger with respect to authorization and approval are true to the best of her knowledge, information and belief.

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

Dorothy L Hetherington
NOTARY PUBLIC

FILED FOR RECORD
JUL 1 1975
at 2:30 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF MERGER

MERGING

ROYALE DAIRY, INC. (WEST VA. CORP.)
AND
THE ELDRIDGE DAIRY COMPANY (MD. CORP.)
AND
BERKELEY FARMER'S DAIRY, INC. (WEST VA. CORP.)

INTO

LIBERTY MILK COMPANY, INC. (MD. CORP.)-SURVIVOR

LIBER 022 PAGE 641

approved and received for record by the State Department of Assessments and Taxation of Maryland February 4, 1975 **at** 8:30 **o'clock A. M. as in conformity with law and ordered recorded.**

A 38279

12

Recorded in Liber 2146 **, folio** 234 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____**Recording fee paid $** 27.00

6.75

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 642

ARTICLES OF MERGER

MERGING

JUL -1-75 A 29723 ******4.75

Investors Loan Corporation of Frederick
Investors Loan Corporation of Hagerstown
Investors Loan Corporation of Rockville
Investors Loan Corporation of Suitland
Investors Loan Corporation of Westminster
Investors Loan Corporation of Wheaton
Investors Loan Corporation of Pikesville
INTO

Investors Loan Corporation of Cumberland

FIRST: Investors Loan Corporation of Frederick
Investors Loan Corporation of Hagerstown
Investors Loan Corporation of Rockville
Investors Loan Corporation of Suitland
Investors Loan Corporation of Westminster
Investors Loan Corporation of Wheaton
Investors Loan Corporation of Pikesville
(hereinafter collectively referred to as the "Merged Corporations"), each of which is a corporation organized and existing under the laws of the State of Maryland, and Investors Loan Corporation of Cumberland (hereinafter referred to as the "Surviving Corporation"), a corporation organized and existing under the laws of the State of Maryland, agree that the Merged Corporations shall be merged into the Surviving 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 Surviving Corporation, a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall change its name to Investors Loan Corporation of Maryland.

THIRD: The parties of merger are each of the Merged Corporations, each of which is a corporation organized and existing under the laws of the State of Maryland, and the Surviving Corporation, a corporation organized and existing under the laws of the State of Maryland.

FOURTH: The following amendments to the charter of the surviving corporation are to be effected as part of the merger:

(A) By striking our Article I of the Articles of Incorporation of the Surviving Corporation and inserting in lieu thereof the following: The name of the Corporation shall be Investors Loan Corporation of Maryland.

FIFTH: (a) The total number of shares of all classes of stock which said

Compared and Mailed Delivered
Investors Loan of Frederick
TO 12 South Market Street
Frederick, Md.
July 3 1975

Investors Loan Corporation of Frederick has authority to issue is One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars ($100.00) each, of the aggregate par value of One Hundred Thousand Dollars ($100,000.00).

(b) The total number of shares of all classes of stock which said Investors Loan Corporation of Hagerstown has authority to issue is One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars ($100.00) each, of the aggregate par value of One Hundred Thousand Dollars ($100,000.00).

(c) The total number of shares of all classes of stock which said Investors Loan Corporation of Rockville has authority to issue is One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars ($100.00) each, of the aggregate par value of One Hundred Thousand Dollars ($100,000.00).

(d) The total number of shares of all classes of stock which said Investors Loan Corporation of Suitland has authority to issue is One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars ($100.00) each, of the aggregate par value of One Hundred Thousand Dollars ($100,000.00).

(e) The total number of shares of all classes of stock which said Investors Loan Corporation of Westminster has authority to issue is One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars ($100.00) each, of the aggregate par value of One Hundred Thousand Dollars ($100,000.00).

(f) The total number of shares of all classes of stock which said Investors Loan Corporation of Wheaton has authority to issue is One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars ($100.00) each, of the aggregate par value of One Hundred Thousand Dollars ($100,000.00).

(g) The total number of shares of all classes of stock which said Investors Loan Corporation of Pikesville has authority to issue is One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars ($100.00) each, of the aggregate par value of One Hundred Thousand Dollars ($100,000.00).

(h) The total number of shares of all classes of stock which said Investors Loan Corporation of Cumberland has authority to issue is One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars ($100.00) each, of the aggregate par value of One Hundred Thousand Dollars ($100,000.00).

SIXTH: The shares of capital stock of each of the Merged Corporations issued and outstanding on the effective date of the merger shall not be converted or exchanged, but shall be surrendered and cancelled, and no shares or securities or obligations of the Surviving Corporation or other consideration shall be issued in exchange therefor.

SEVENTH: (a) The principal office of said Investors Loan Corporation of Cumberland organized under the laws of the State of Maryland, is located in the County of Allegany , State of Maryland.

(b) The principal office of said Investors Loan Corporation of Frederick organized under the laws of the State of Maryland, is located in the County of Frederick, State of Maryland.

(c) The principal office of said Investors Loan Corporation of Hagerstown organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland.

(d) The principal office of said Investors Loan Corporation of Rockville organized under the laws of the State of Maryland, is located in the County of Montgomery, State of Maryland.

(e) The principal office of said Investors Loan Corporation of Suitland organized under the laws of the State of Maryland, is located in the County of Prince George, State of Maryland.

(f) The principal office of said Investors Loan Corporation of Westminster organized under the laws of the State of Maryland, is located in the County of Carroll, State of Maryland.

(g) The principal office of said Investors Loan Corporation of Wheaton organized under the laws of the State of Maryland, is located in the County of Montgomery, State of Maryland.

(h) The principal office of said Investors Loan Corporation of Pikesville organized under the laws of the State of Maryland, is located in the County of Baltimore, State of Maryland.

None of the Merged Corporations owns any property in the State of Maryland the title to which could be affected by the recording of an instrument among the

Land Records.

EIGHTH: The articles of merger were duly adopted by the joint unanimous written consent of the sole stockholder and the members of the board of directors of the Surviving Corporation.

NINTH: The articles of merger were duly adopted by the joint unanimous written consent of the sole stockholder and the members of the board of directors of each of the Merged Corporations.

TENTH: The merger of the Merged Corporations into the Surviving Corporation shall be effective upon the close of business on December 31, 1974.

IN WITNESS WHEREOF,

Investors Loan Corporation of Cumberland
Investors Loan Corporation of Frederick
Investors Loan Corporation of Hagerstown
Investors Loan Corporation of Rockville
Investors Loan Corporation of Suitland
Investors Loan Corporation of Westminster
Investors Loan Corporation of Wheaton
Investors Loan Corporation of Pikesville

the corporations parties to the merger, have caused these Articles of Merger be signed in their respective corporate names and on their behalf by their respective presidents attested by their respective presidents and attested by their respective secretaries all as of the 3rd day of December, 1974.

Attest:

By Robert C. Flake
Robert C. Flake, Secretary

(Corporate Seal)

INVESTORS LOAN CORPORATION OF CUMBERLAND

By Charles R. Bond
Charles R. Bond, President

Attest:

By Robert C. Flake
Robert C. Flake, Secretary

(Corporate Seal)

INVESTORS LOAN CORPORATION OF FREDERICK

By Charles R. Bond
Charles R. Bond, President

Attest:

By Robert C. Flake
Robert C. Flake, Secretary

(Corporate Seal)

INVESTORS LOAN CORPORATION OF HAGERSTOWN

By Charles R. Bond
Charles R. Bond, President

LIBER 022 PAL. 646

Attest:

By Robert C. Flake
Robert C. Flake, Secretary

(Corporate Seal)

INVESTORS LOAN CORPORATION OF ROCKVILLE

By Charles R. Bond
Charles R. Bond, President

Attest:

By Robert C. Flake
Robert C. Flake, Secretary

(Corporate Seal)

INVESTORS LOAN CORPORATION OF SUITLAND

By Charles R. Bond
Charles R. Bond, President

Attest:

By Robert C. Flake
Robert C. Flake, Secretary

(Corporate Seal)

INVESTORS LOAN CORPORATION OF WESTMINSTER

By Charles R. Bond
Charles R. Bond, President

Attest:

By Robert C. Flake
Robert C. Flake, Secretary

(Corporate Seal)

INVESTORS LOAN CORPORATION OF WHEATON

By Charles R. Bond
Charles R. Bond, President

Attest:

By Robert C. Flake
Robert C. Flake, Secretary

(Corporate Seal)

INVESTORS LOAN CORPORATION OF PIKESVILLE

By Charles R. Bond
Charles R. Bond, President

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

Charles R. Bond, President

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

Charles R. Bond, President

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

Charles R. Bond, President

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

Charles R. Bond, President

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

Charles R. Bond, President

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

Charles R. Bond, President

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

Charles R. Bond, President

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

Charles R. Bond, President

FILED FOR RECORD
JUL 1 1975
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Records of Allegany
County, Maryland, and com-
pared by

LIB 022 FOL 649

ARTICLES OF MERGER
MERGING
INVESTORS LOAN CORPORATION OF FREDERICK
INVESTORS LOAN CORPORATION OF HAGERSTOWN
INVESTORS LOAN CORPORATION OF ROCKVILLE
INVESTORS LOAN CORPORATION OF SUITLAND
INVESTORS LOAN CORPORATION OF WESTMINSTER
INVESTORS LOAN CORPORATION OF WHEATON
INVESTORS LOAN CORPORATION OF PIKESVILLE
(ALL MD. CORP.)
INTO
INVESTORS LOAN CORPORATION OF CUMBERLAND (MD. CORP.)-SURVIVOR
changing its name to:
INVESTORS LOAN CORPORATION OF MARYLAND

approved and received for record by the State Department of Assessments and Taxation of Maryland December 27, 1974 **at** 8:30 **o'clock** **A. M. as in conformity with law and ordered recorded.**
Effective Date: December 31, 1974.

A 37383

8

Recorded in Liber 2136 **, folio** 119 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____**Recording fee paid $**19.00

To the clerk of the Circuit **Court of** Allegany County

4.75

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

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

Herbert C. Noble

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

LIBER 022 PAGE 650

MASONIC TEMPLE ASSOCIATION OF CUMBERLAND, ~~MARYLAND~~ D.

ARTICLES OF AMENDMENT JUL -1-75 A 29721 ******3.75

The Masonic Temple Association of Cumberland, ~~Maryland~~ D., a Maryland corporation having its principal office in Cumberland, Allegany County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Paragraph 2 of the articles of incorporation and inserting in lieu thereof the following:

The purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows: To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situated and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description for the various Masonic and Eastern Star bodies in the City of Cumberland, Allegany County, Maryland, and the grounds appurtenant thereto, which shall be for the benefit of the Masonic and Eastern Star bodies and other benevolent and fraternal organizations, without profit to the holders of the stock of said Corporation.

SECOND: The charter of the Corporation is hereby amended by striking out Paragraph 5 of the articles of incorporation and inserting in lieu thereof the following:

The total amount of the capital stock of said Corporation is One Hundred Twenty-Five Thousand Dollars, ($125,000.00), divided into five thousand shares of the par value of Twenty-Five Dollars each, none of which said shares shall be sold or disposed of by said Association to a person not a member of one of the fraternal bodies regularly meeting in said Temple, but any of said stock may be sold or disposed of to any benevolent or fraternal organization meeting in said Temple. It is specifically provided that stockholders in this Corporation shall have no rights to receive dividends or share in any profits of this Corporation or to receive more than the original cost per share paid for that particular share upon redemption of the stock of the Corporation.

At the dissolution of this Corporation, the stockholders have the right to receive the original cost per share for each individual share of stock and no more, the balance of the "assets" of the Corporation shall be distributed to an exempt Masonic

EGMAIER, MULLEN AND KAZARY NEYS AT LAW LAND, MARYLAND

Compared and Mailed ~~Delivered~~

TO Ray V. Ringler, Jr. Esquire Cumb. Md

July 3 1975

Organization described in Sec. 501 (C) (8) of the Internal Revenue Code of 1954, or to the Federal Government, or to the State or local government to be used for a public purpose. The Board of Directors of this Corporation shall be charged with the responsibility of selecting the organization or governmental agency to be recipient of the balance of the assets of this Corporation so as to affect the provisions of this paragraph. At the dissolution of this Corporation, in no way shall any of the "balance of the assets" of the Corporation be distributed to or for the benefit of any member, professional group or any other individual.

THIRD: The charter of the Corporation is hereby amended by striking out Paragraph 6 of the articles of incorporation and inserting in lieu thereof the following:

The said Corporation shall have nine (9) directors.

FOURTH: The Board of Directors of the Corporation, at a meeting duly convened and held on April 24, 1974, adopted a resolution in which was set forth the foregoing amendments to the charter, declaring that the said amendments of the charter were advisable and directing that they be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on May 22, 1974.

FIFTH: Notice setting forth the said amendments of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon.

SIXTH: 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 two-thirds of all the votes entitled to be cast thereon.

SEVENTH: The amendments of the charter of the Corporation as hereinabove set forth have been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

EIGHTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

3,000 shares of the par value of $25.00 each = total - $75,000.00

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par

STEGMAIER, MCMULLEN AND KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

value of the shares of each class are as follows:

5,000 shares of the par value of $25.00 each = total - $125,000.00

(c) The capital stock of the Corporation is not divided into classes, all being common stock.

IN WITNESS WHEREOF, The Masonic Temple Association of Cumberland, Maryland, has caused these presents to be signed in its name and on its behalf by its President and it corporate seal to be hereunto affixed and attested by its Secretary on January 14, 1975.

MASONIC TEMPLE ASSOCIATION OF CUMBERLAND, MARYLAND

Attest:

William H. Harman
WILLIAM H. HARMAN, SECRETARY

BY Roy V. Ringler
ROY V. RINGLER, PRESIDENT

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I hereby certify that onJanuary 14, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared Roy V. Ringler, President of The Masonic Temple Association of Cumberland, Maryland, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act and deed of said Corporation; and at the same time personally appeared William H. Harman and made oath in due form of law that he was the Secretary of the meeting of the stockholders of said Corporation at which the amendments of the charter of the Corporation therein set forth were approved, and that the matters and facts set forth in the said Articles of Amendment are true and correct to the best of his knowledge, information and belief.

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

Carolyn M. Whitesell
Notary Public

My Commission Expires: July 1, 1978.

STEGMAIER, MCMULLEN AND KAZARY
TORNEYS AT LAW
ERLAND, MARYLAND

FILED FOR RECORD
2:30 o'clock P M.
and same day Recorded in
Liber No. folio
of the Records of Allegany
County, Maryland and com-
pared by me.
Clerk

LIBER 022 PAGE 653

ARTICLES OF AMENDMENT

OF

THE MASONIC TEMPLE ASSOCIATION OF CUMBERLAND, MD.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 28, 1975 **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 38037

4

Recorded in Liber 2144 **, folio** 26 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 654

THE COMMUNITY ACTION COMMITTEE OF 1-75 A 29720 ******3.75
ALLEGANY COUNTY, MARYLAND, INC.

ARTICLES OF AMENDMENT

The Community Action Committee of Allegany County, Maryland, Inc., a non-stock, non-profit charitable corporation, whose post office address is 206 Paca Street, Cumberland, Allegany County, Maryland (hereinafter called "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking out the provisions of paragraph SECOND of said Articles of Incorporation, and inserting in lieu thereof the following:

"SECOND: The name of the Corporation is:

Allegany County Human Resources Development Commission, Inc."

SECOND: At a meeting of the Executive Committee of the Governing Board of The Community Action Committee of Allegany County, Maryland, Inc., held on the 7th day of January, 1975, a resolution was adopted declaring that the aforegoing Amendment to the Articles of Incorporation is advisable, recommending that all members of the Corporation approve the same, and designating the President of the Board of Directors to sign and acknowledge said Articles of Amendment when and if the same are adopted. Pursuant to said resolution and the giving of notice as required by the Public General Laws of Maryland, a meeting of the members of the Corporation was held on the 9th day of January, 1975, at which at least a quorum of said members was present, and the number thereof required by the Laws of the State of Maryland and the Articles of Incorporation for the amendment of the Charter thereof voted to adopt the Articles of Amendment herein set forth.

IN WITNESS WHEREOF, The Community Action Committee of Allegany County, Maryland, 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

Compared and Mailed ~~Delivered~~ Law
Luther Cat
TO 434 Williams Street
Cumb. Md.
July 3 19 75

affixed, all duly attested by its Secretary on this 10 day of February, 1975.

ATTEST:

THE COMMUNITY ACTION COMMITTEE OF ALLEGANY COUNTY, MARYLAND, INC.

Ethel Spaulding
Ethel Spaulding, Secetary

By: Luther C. Cox
Luther C. Cox, President

STATE OF MARYLAND; ALLEGANY COUNTY; TO WIT:

I HEREBY CERTIFY, that on this 10 day of February, 1975, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Luther C. Cox, President, The Community Action Committee of Allegany County, Maryland, Inc., a Maryland corporation, and in the name of and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Ethel Spaulding, and made oath in due form of law that she is Secretary of said Corporation and has personal knowledge of and the custody of the contents, in writing, of the minutes of the meeting of the Directors of said Corporation, in which the aforegoing Amendment to the Articles of Incorporation of the Corporation was approved; and that the matters and facts set forth in said Articles of Amendment are true and correct to the best of her information, knowledge and belief.

WITNESS my hand and Notarial Seal on the date above-written.

Mary Ellen Helm
NOTARY PUBLIC

My Commission Expires: July 1, 1978

FILED FOR RECORD
JUL 1 1975
Recorded in
Records of Allegany
County, Maryland,
and com-
pared by

LIBER 022 FOLIO 656

ARTICLES OF AMENDMENT

OF

THE COMMUNITY ACTION COMMITTEE OF ALLEGANY COUNTY, MARYLAND, INC.

changing its name to:

ALLEGANY COUNTY HUMAN RESOURCES DEVELOPMENT COMMISSION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 13, 1975 **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 38443

3

Recorded in Liber 2148 **, folio** 336 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____**Recording fee paid $** 15.00

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 657

ARTICLES OF INCORPORATION

A & J LUMBER AND TREE KING, INC.

JUL -1-75 A 29711 ******4.00

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS HERETO, ARLEN L. MILLER, WHOSE POST OFFICE ADDRESS IS RD #1, BOX 44-B, LONACONING, MARYLAND, 21539; VIRGINIA C. MILLER, WHOSE POST OFFICE ADDRESS IS RD #1, BOX 44-B, LONACONING, MARYLAND, 21539; JACK L. MILLER, WHOSE POST OFFICE ADDRESS IS GENERAL DELIVERY, BARTON, MARYLAND, 21521; AND JUANITA E. MILLER, WHOSE POST OFFICE ADDRESS IS GENERAL DELIVERY, BARTON, MARYLAND, 21521, ALL BEING OF FULL LEGAL AGE, DO BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES TOGETHER WITH THE INTENTION OF FORMING A CORPORATION.

SECOND: THAT THE NAME OF THE CORPORATION, HEREINAFTER CALLED THE CORPORATION, SHALL BE:

A & J LUMBER AND TREE KING, INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

Compared and Mailed Delivered BW
Arlen L. Miller
TO Rd #1 Box #44-B
Lonaconing Md
July 3 19 75

(A) TO ACQUIRE, PURCHASE, LEASE, OPTION, OWN, SELL AND MORTGAGE COAL LANDS, OR SUPPOSED COAL LANDS, MINERAL ESTATES IN THE STATE OF MARYLAND OR ELSEWHERE; TO BUY AND SELL REAL ESTATE; TO PROSPECT FOR COAL AND MINE COAL AND OTHER MINERALS OR MINERAL PRODUCTS, AND GENERALLY TO BUY, SELL, HANDLE AND DEAL IN THE MARKET IN COAL OF ALL KINDS; TO PURCHASE, ACQUIRE AND CONTRACT ALL KINDS OF MACHINERY, BUILDINGS, CARS AND APPLIANCES FOR MINING AND MARKETING COAL; TO CONSTRUCT AND OPERATE RAILWAYS AND TRAMWAYS FOR MINING AND MOVING COAL; TO BUILD AND LEASE HOUSES FOR THE USE OF MINERS AND OTHERS, INCLUDING THE PURCHASE AND SALE OF SAME.

(B) TO ENGAGE IN, OWN, OPERATE AND RUN, CONDUCT AND MANAGE A BUSINESS ENGAGED IN THE SALE OF LUMBER, LUMBERING, LOGGING, HAULING, EXCAVATING, CONSTRUCTION, ROAD BUILDING AND THE SELLING OF SAID PRODUCTS AND SERVICES AT WHOLESALE OR RETAIL AND TO DO ALL OTHER ACTS AND THINGS REQUIRED TO BE DONE IN CONNECTION THEREWITH EITHER WITHIN OR WITHOUT THE STATE OF MARYLAND; AND TO DO SUCH OTHER THINGS AS ARE INCIDENTAL, PROPER OR NECESSARY TO THE OPERATION OF SAID BUSINESSES OR TO THE CARRYING OUT OF ANY OR ALL OF THE ABOVE MENTIONED PURPOSES.

TO ENGAGE IN THE BUSINESS OF SELLING, SERVICING, HANDLING AND DISTRIBUTING HEAVY EQUIPMENT INCLUDING THE TREE KING LUMBER MACHINE AND ALL OTHER RELATED EQUIPMENT USED IN THE LOGGING AND LUMBERING BUSINESS; AND TO ENGAGE IN SUCH ACTIVITIES AT THE WHOLESALE OR RETAIL LEVELS; AND TO DO ALL

N F. SOMERVILLE, JR.
TTORNEY AT LAW
SER, WEST VIRGINIA
ERLAND, MARYLAND

OTHER ACTS AND THINGS INCIDENTAL, PROPER OR NECESSARY TO THE OPERATION OF SUCH BUSINESS.

(C) TO ACQUIRE, OWN, LEASE, MORTGAGE, BUY, SELL AND EXCHANGE ALL PERSONAL AND ALL REAL PROPERTY OR PROPERTIES AS SHALL BE REASONABLY NECESSARY FOR, OR INCIDENT TO, THE BUSINESS OR BUSINESSES ENUMERATED ABOVE.

(D) TO ACQUIRE, OWN AND OPERATE THE BUSINESS AND ALL OTHER ENTERPRISES WHICH MAY BE IN ANY WAY RELATED TO, OR NECESSARY FOR, OR INCIDENT TO THE ESTABLISHMENT AND OPERATION OF RETAIL AND/OR MANUFACTURING OUTLETS FOR THE PRODUCTS ENUMERATED ABOVE.

(E) THE AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS AND BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE OF, AND NOT IN LIMITATION OF, THE POWERS AND PURPOSES CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS TO RESTRICT OR LIMIT THE PURPOSES AND COMMERCIAL OBJECTIVES OF THE CORPORATION IN ANY MANNER.

FOURTH: THE POST OFFICE ADDRESS AT WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE WILL BE LOCATED IS RD #1, BOX 44-B, LONACONING, MARYLAND, 21539. THE RESIDENT AGENT OF THE CORPORATION IS ARLEN L. MILLER WHOSE POST OFFICE ADDRESS IS RD #1, BOX 44-B, LONACONING, MARYLAND, 21539. SAID RESIDENT AGENT IS A CITIZEN OF MARYLAND AND

HN F. SOMERVILLE, JR.
ATTORNEY AT LAW
YSER, WEST VIRGINIA
BERLAND, MARYLAND

ACTUALLY RESIDES THEREIN.

FIFTH: THE TOTAL AUTHORIZED STOCK OF THE CORPORATION IS TWO HUNDRED THOUSAND (200,000) SHARES OF THE PAR VALUE OF ONE DOLLAR ($1.00) PER SHARE.

SIXTH: THE CORPORATION SHALL HAVE NOT LESS THAN THREE NOR MORE THAN FIVE DIRECTORS AND ARLEN L. MILLER, JACK L. MILLER AND CURLEE L. MILLER SHALL ACT AS SUCH UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS AND DUTIES OF THE CORPORATION AND OF THE DIRECTORS AND SHAREHOLDERS:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS EMPOWERED TO AUTHORIZE THE ISSUANCE, FROM TIME TO TIME, OF SHARES OF ITS STOCK WITH OR WITHOUT PAR VALUE OF ANY CLASS AND SECURITIES CONVERTIBLE INTO SHARES OF ITS STOCK WITH OR WITHOUT PAR VALUE OF ANY CLASS FOR SUCH CONSIDERATION AS SAID BOARD OF DIRECTORS SHALL DEEM ADVISABLE, SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH BY THE BY-LAWS OF THE CORPORATION.

(B) THE CORPORATION RESERVES THE RIGHT TO MAKE, FROM TIME TO TIME, ANY AMENDMENTS TO ITS CHARTER WHICH MAY NOW

IN F. SOMERVILLE, JR.
ATTORNEY AT LAW
YSER, WEST VIRGINIA
DERLAND, MARYLAND

OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS IN TERMS OF ANY CLASS OF ITS STOCK BY CLASSIFICATIONS, RECLASSIFICATIONS OR OTHERWISE, BUT NO SUCH AMENDMENT WHICH CHANGES THE TERMS OF ANY OF THE OUTSTANDING STOCK SHALL BE VALID UNLESS SUCH CHANGES OF TERMS SHALL HAVE BEEN AUTHORIZED BY THE HOLDERS OF TWO-THIRDS OF ALL SUCH STOCK AT THE TIME OUTSTANDING, BY A VOTE AT A MEETING, OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SET OUR HANDS AND SEALS TO THESE ARTICLES OF INCORPORATION ON THE 18TH DAY OF JANUARY, 1975.

WITNESS	ARLEN L. MILLER
WITNESS	VIRGINIA C. MILLER
WITNESS	JACK L. MILLER
WITNESS	JUANITA E. MILLER

N F. SOMERVILLE, JR.
TTORNEY AT LAW
ER, WEST VIRGINIA
ERLAND, MARYLAND

LIBER 022 FOL. 662

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY THAT ON THIS THE 18TH DAY OF JANUARY, 1975, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, THE COUNTY AFORESAID, PERSONALLY APPEARED ARLEN L. MILLER, VIRGINIA C. MILLER, JACK L. MILLER AND JUANITA E. MILLER AND SEVERALLY ACKNOWLEDGED WITHIN AND AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND NOTARIAL SEAL.

NOTARY PUBLIC

MY COMMISSION EXPIRES JULY 1, 1978.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

FILED FOR RECORD
FEB 1 1975
2:30 o'clock P M.
same day Recorded in
No. Folio
of the Records of Allegany
Co., Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

A & J LUMBER AND TREE KING, INC.

LIBER 022 PAGE 663

approved and received for record by the State Department of Assessments and Taxation of Maryland February 3, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 38195

7

Recorded in Liber 2145, folio 56, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 17.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Kellam

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 664

ARTICLES OF INCORPORATION

OF

QUEEN GLASS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; and Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland, 21502; and Mary Kay Kennell, whose post office address is Box 24, Wellersburg, Pennsylvania, 15564, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

JUL -1-75 A 29710 ******4.00

QUEEN GLASS, 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:

(1) To engage in the manufacture, purchase, importation, exportation, sale and distribution of glass in all forms, including but not limited to glass ornaments, mirrors, and all other forms of glass, and all other articles made in whole or in part from glass; to carry on the business of glass cutting, engraving, embossing and any and all kindred trades.

(2) To buy and sell, both at wholesale and retail, export, import, and generally trade in chinaware, dishware, crockery, porcelain ware, glassware, cut glass, books, book ends, candles, candlesticks, doorstops, plaques,

Bus

Compared and Mailed Delivered

Wm R. Carscaden Esq

TO 110 Washington St Cbld

July 3 1975

greeting cards, jewelry, and other novelties, and all kinds of goods, wares and merchandise of every kind, nature, and description; to conduct one or more gift and miscellaneous novelty shops, and to operate any business along any line cognate to the businesses herein more specifically described.

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

(4) To engage in and carry on any other business which may conveniently be conducted in connection with any of the business of the Corporation.

(5) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(6) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of stores, offices, 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.

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

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

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

(10) And to carry on any other business which may be permitted under the laws of the State of Maryland.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred on corporations of this character by

laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted and conferred by the laws of said state now or hereinafter in force.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, 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 the 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 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 any such other corporation or not so interested.

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to 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) 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 stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and price of redemption of, such stock.

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located at 505 National Highway, LaVale, Maryland, 21502. The resident agent of the Corporation is William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, and E. Louis Shinnamon, Tana G. Shinnamon, and Frances W. Sensabaugh shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than nine or decrease the same to not less than three, by amendment to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value divided into One Thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) each, all of which shares shall be common stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation the 7th day of February, 1975.

WITNESS:

Angela M. Senkbeil — William R. Carscaden (SEAL)
WILLIAM R. CARSCADEN

Angela M. Senkbeil — Lora L. Henson (SEAL)
LORA L. HENSON

Angela M. Senkbeil — Mary Kay Kennell (SEAL)
MARY KAY KENNELL

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 7th day of February, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared WILLIAM R. CARSCADEN, LORA L. HENSON, and MARY KAY KENNELL, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal the date aforesaid.

Angela M. Senkbeil
Notary Public
Angela M. Senkbeil

FILED FOR RECORD
JUL 1 1975
at 2:30 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land
Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

QUEEN GLASS, INC.

LIBER 022 PAGE 671

approved and received for record by the State Department of Assessments and Taxation of Maryland February 10, 1975 **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 38365

8

Recorded in Liber 2147 **, folio** 84 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $ 20.00 **Recording fee paid $** 19.00

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H. Kelbaugh

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF INCORPORATION
OF
TRI-STATE CITIZENS BAND RADIO CLUB, INC.

JUL -1-75 A 29709 ******4.00

THIS IS TO CERTIFY: LIBER 022 PAGE 672

FIRST: That we, the subscribers, PAUL LEE THRASHER, Jr., whose postoffice address is 630 White Avenue, Cumberland, Maryland, 21502; and IVAN EUGENE IZZETT, Sr., whose postoffice address is Post Office Box 3186, LaVale, Maryland, 21502; and DOROTHY MAE THRASHER, whose postoffice address is 630 White Avenue, Cumberland, Maryland, 21502; 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.

SECOND: The name of the Corporation is TRI-STATE CITIZENS BAND RADIO CLUB, INC.

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

A. To provide a means whereby citizens band operators can utilize their equipment and efforts as an organized team to aid in public welfare.

B. To promote the knowledge and use of citizens band radio.

C. To provide a fellowship of operators.

D. To organize and operate a corporation exclusively for recreation and other non-profitable purposes, no part of the net earnings which are to enure to the benefit of any member. For the purposes aforesaid the Corporation shall have the following powers:

Compared and Mailed ~~Delivered~~
Dorothy Mae Thrasher
TO 630 White Ave.
Cumberland, Md.
July 3 1975

To purchase, lease or otherwise acquire any property, real, personal or mixed, suitable or convenient for any of the purposes of the Corporation; and to issue bonds, debentures, notes or other obligations of any nature and in the manner permitted by law, for money so borrowed by it or in payment for property purchased or for any other lawful consideration and to secure the payment thereof and of the interests therein by mortgage upon or pledge of any conveyance or assignment of Trust of the whole or any part of the property of the Corporation, real, personal or mixed, 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 for any of the purposes of the Corporation. It is the intention that none of the powers defined in any of the aforegoing clauses of the Article 3 shall be anywise limited or restricted by reference to or inference from the terms of any clause, but that the powers defined in each clause shall be regarded as independent powers.

It is also the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon Corporations of this character by the laws of the State of Maryland, that the enumeration of certain powers as herein defined is not intended as exclusive

of or as a waiver of any other powers, rights or privileges granted or conferred by the laws of said State, now or hereafter enforced as in the Article expressly limited or restricted.

FOURTH: The post office address of the principal office in this State is 1101 McMullen Highway, Cumberland, Allegany County, Maryland, 21502; the resident agent of the Corporation is Dorothy Mae Thrasher, whose post office address is 630 White Avenue, Cumberland, Allegany County, Maryland, 21502. The resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall be a membership corporation, not organized for gain and having no capital stock.

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are as follows: WILLIAM EARL KINES, CLYDE ROLAND MANN, TIMOTHY DUANE DAWSON and RAYMOND STUART GYGER.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we hereunto affix our names and seals this 12th day of February, 1975.

ATTEST:

Edith L. Sullivan

Paul Lee Thrasher, Jr. (SEAL)
Paul Lee Thrasher, Jr.

#4

LIBER 022 FOLIO 675

Edith L. Sullivan Ivan Eugene Izzett Sr. (SEAL)
Ivan Eugene Izzell, Sr.

Edith L. Sullivan Dorothy Mae Thrasher (SEAL)
Dorothy Mae Thrasher

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 12th day of February, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul Lee Thrasher, Jr., and Ivan Eugene Izzett, Sr., and Dorothy Mae Thrasher, each satisfactorily made known to me, and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS My Hand and Notarial Seal the day and year first above written.

Edith L. Sullivan
Notary Public

EDITH L. SULLIVAN NOTARY PUBLIC ALLEGANY COUNTY, MD.

FILED FEB 1975 RECORD
at 2:30 O'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Carp-
Records of Allegany
County, Maryland and com-
pared by

ARTICLES OF INCORPORATION

OF

TRI-STATE CITIZENS BAND RADIO CLUB, INC.

LIBER 022 PAGE 676

approved and received for record by the State Department of Assessments and Taxation of Maryland February 13, 1975, **at** 8:30 **o'clock** **A. M. as in conformity with law and ordered recorded.**

A 38480

5

Recorded in Liber 2149 **, folio** 36 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard D Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 677

RENROY FLOWERS, INC.

(a close corporation
under Section 100)

JUL -1-75 A 29714 ******4.00

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles Jackson Wagoner, whose post office address is 71 Prospect Square, Cumberland, Maryland, 21502, and Harry E. White, whose post office address is 916 Center Street, LaVale, Maryland, 21502, both being at least twenty-one (21) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is RENROY FLOWERS, INC.

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

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

(a) To own, lease, and operate a general merchandising business, both wholesale and retail, of buying and selling all kinds of flowers, floral bouquets, floral properties, ornamental shrubs and plants, baskets and other containers, decorative items, interior decorations of any type and to deal in and provide any and all goods and services related thereto.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, lease, possess, maintain, handle, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, contract in respect of, trade and deal in, sell, exchange, let, lend, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, and in all other ways 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, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences

LAW OFFICES
PPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~ Bw
Charles Jackson Wagoner
TO 71 Prospect Square - Cbl
July 3 1975

of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property and real property, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

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

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

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

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in the general corporation law of the State of Maryland, and to have and 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.

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

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& PAYE
BERLAND
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purposes, but the purposes and powers stated shall be construed distributively as each object expressed and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 198 North Centre Street, Cumberland, Maryland. 21502. The name and post office address of the resident agent of the Corporation in Maryland is Charles Jackson Wagoner, 71 Prospect Square, Cumberland, Maryland. 21502. Said resident agent is a citizen of Maryland, and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares, having no par value, all of one class.

The following is a description of each class of stock with the preferences, voting powers and qualifications thereof:

> The Corpration is authorized to issue only one class of shares of stock; no distinction shall exist between the shares of this Corporation or the holders thereof; each holder of the common stock of the Corporation shall be entitled to one vote for each share of such stock held by such stockholder.

SEVENTH: The number of Directors of the Corporation shall be two (2) which number may be increased pursuant to the By-laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Charles Jackson Wagoner and Josephine W. Pownell.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, and of the Directors and Stockholders:

(a) The Corporation and its Stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a close corporation under the sub-title "Close Corporation" of Article 23 of the Annotated Code of Maryland, as existing on the effective date of these articles, or as the same may be amended from time to time, including without limitation, the authority to enter into one or more stockholders' agreements as authorized by Section 104 under such sub-title; but no provision of the Charter or By-laws of the Corporation shall as such constitute a stockholders' agreement specially

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& PAYE
CUMBERLAND
MARYLAND

authorized by Section 104 under said sub-title, unless such provision specifically states that it shall be deemed to be such a stockholders' agreement.

(b) The stockholders of the Corporation are hereby empowered to authorize, by unanimous action, the issuance, from time to time, of shares of its stock, for such consideration as said stockholders may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and/or the laws of the State of Maryland.

(c) In the absence of fraud, no contract or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the stockholders of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and any stockholders, individually, or any firm of which any stockholder may be a member, may be a party to, or may be otherwise interested in, any contract, agreement or other transaction of the Corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the stockholders of the Corporation or a majority thereof. Upon such disclosure or the existence of such knowledge, such stockholder who is so interested, may be counted in determining the existence of a quorum at any meeting of the stockholders at which any such contract or other transaction may be entered into or authorized, and said stockholder may vote at such meeting to enter into or authorize, and said stockholder may vote at such meeting to enter into or authorize any such contract, agreement or other transaction with the same force and effect as if no such relationship or interest existed.

(d) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

NINTH: The duration of this Corporation shall be perpetual.

W OFFICES
T, McMULLEN
& PAYE
ERLAND
ARYLAND

LIBER 022 FAL 681

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, each acting as an Incorporator, and we severally acknowledged the same to be our act on this 24th day of December, 1974.

WITNESS:

Robert S. Paye — Charles Jackson Wagoner (SEAL)
CHARLES JACKSON WAGONER

Robert S. Paye — Harry E. White (SEAL)
HARRY E. WHITE

LAW OFFICES
ROBERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
JUL 1 1975
at 2:30 o'clock P.M.
and same day recorded in
Liber No. ___ folio ___
one of the ___ Cargo
Records of Allegany
County, Maryland, and com-
pared by
Edward R. McGuigan
CLERK

ARTICLES OF INCORPORATION

OF

RENROY FLOWERS, INC.

LIBER 022 PAGE 682

approved and received for record by the State Department of Assessments and Taxation of Maryland December 26, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 37281

6

Recorded in Liber 2134, folio 235, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Backard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 683

ARTICLES OF INCORPORATION JUL -1-75 A 29712 ******4.00

OF

REPUBLIC LUMBER COMPANY

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Andrew J. Rost, whose post office address is 414 Glenn Arden Street, Pittsburgh, Pennsylvania, 15208; David M. Rost, whose post office address is 836 South Negley Street, Pittsburgh, Pennsylvania, 15213; and Robert P. Rost, whose post office address is Rd. 1, Evan City, Pennsylvania, 16033; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation is: "REPUBLIC LUMBER COMPANY".

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

To own, lease, control, maintain and operate lumber processing facilities, or to buy lumber, or sell lumber, or to grow timber and process it in any manner, or to build, construct, purchase, lease, process, own or otherwise acquire and dispose of timber and lumber.

To purchase, improve, develop, lease, exchange, sell, dispose of, or otherwise deal in and turn to account, real estate and the minerals and lumber thereon; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, construction of land, the minerals underlying thereon, and the timber growing thereon, and buildings belonging to or to be acquired by this Company, or any other person, firm or corporation.

To loan money for itself or as agent for others, upon mortgage or other securities, and to purchase and sell lands, and money obligations secured upon real and personal property; to acquire, hold, sell, hypothecate, assign, transfer and convey all of its own obligations or the obligations of any other person or persons or other corporations, partnerships, etc. and to collect, foreclose, compound, compromise, release, satisfy and discharge the same of record; to buy,

LAW OFFICES
RT. McMULLEN
& PAYE
UMBERLAND
MARYLAND

Compared and Mailed Delivered By
Idella Brennan
TO P.O. Box # 576. Md
mt Lange.
July 3 1975

own and improve real estate by erecting buildings or other structures thereon and to lease or cultivate the same; to mine minerals underlying said properties, or remove timber from said real estate; to borrow money and execute mortgages or deeds of trust upon real estate or execute any security instrument on personal property as security therefor; to borrow money and to execute and issue promissory notes, bills of exchange, bonds, debentures, mortgages or other negotiable or transferable instruments; to buy, sell, and improve, produce and/or manufacture real estate, or building products, or other personalty. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects, herein enumerated, or which shall at any time appear conducive to or expedient for the benefit of/or protection of this Corporation.

To carry on any other business, or acquire any other business, which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, or to facilitate transactions of the Corporation which may be calculated directly or indirectly to enhance the value of its assets and property. To engage in any other lawful business which is calculated to promote the interest of the Corporation or to enhance the value of its assets and properties.

The aforegoing objects and purposes shall in no way limit or restrict the powers of the Corporation. In addition to the above mentioned powers, the Corporation shall have all of those powers bestowed upon a Corporation under the provisions of Article 23 of the Annotated Code of Maryland, or as the same may, from time to time, be amended.

FOURTH: The principal office of the Corporation is this State shall be situated in Mt. Savage, Maryland, and the post office address shall be Box 576, Mt. Savage, Maryland, 21545; and the name and the address of the Resident Agent is Idella Pressman, whose post office address is P. O. Box 576, Mt. Savage, Maryland, 21545, and that she is a citizen of this State, and actually resides herein.

FIFTH: The incorporators of said Corporation shall serve as Directors of said Corporation until the first meeting of stockholders of said Corporation.

SIXTH: That the Corporation shall have three or more Directors, but

said number shall be subject to increase or decrease pursuant to the provisions of the By-Laws of the Corporation, and the Laws of the State of Maryland, but shall never be less than three (3); and that the said Andrew J. Rost, David M. Rost and Robert P. Rost, shall act as such Directors until the first meeting of stockholders after the adoption of the Articles of Incorporation, or until their successors are duly chosen and qualified.

SEVENTH: The total amount of authorized capital stock is ten thousand shares (10,000), having a par value of Ten Dollars ($10.00) per share.

EIGHTH: The following is a description of each class of stock with the preference, voting powers, restrictions and qualifications therefor:

The Corporation is authorized to issue only one class of shares of stock; the total number of shares is ten thousand (10,000) shares, and all shares shall have a par value of Ten Dollars ($10.00) per share.

No distinction shall exist between the shares of the Corporation, or the holders thereof.

Each holder of the common stock of the Corporation shall be entitled to one (1) vote for each share of stock held by such stockholder.

NINTH: No dividend shall be payable except out of the profits of the Corporation, and no dividend shall carry interest as against the Corporation. The declaration of the Directors as to the amount of the net profits shall be conclusive. The Directors may, from time to time, pay to the stockholders such interim dividends as in their judgment the position of the Corporation justifies. The Directors may retain any dividends on which the Corporation has a lien, and may apply the same in or towards the satisfaction of a debt, liabilities or engagement in respect to which the lien exists.

TENTH: The existence of this Corporation shall be perpetual.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, this 16th day of January, 1975.

WITNESS:

R. P. Rost

Andrew J. Rost (SEAL)
ANDREW J. ROST

LAW OFFICES
GEBERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

LIBER 022 PAGE 686

WITNESS:

A. J. Rost (SEAL)
ANDREW J. ROST

A. J. Rost (SEAL)
ROBERT P. ROST

STATE OF PENNSYLVANIA,

ALLEGHENY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 16th day of January, 1975, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ANDREW J. ROST, DAVID M. ROST and ROBERT P. ROST, and each did acknowledge the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Rose A. Balash
Notary Public

My Commission Expires:

ROSE A. BALASH, N
Pittsburgh, Allegheny County
My Commission Expires
October 15, 1978

LAW OFFICES
T. McMULLEN
PAYE
BERLAND
RYLAND

FILED FOR RECORD
JUL 1 1975
at 2:30 o'clock P.M.
and same day recorded in
Liber No. ____ Folio ____
one of the ____ Courts
Records of Allegany
County, Maryland and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

REPUBLIC LUMBER COMPANY

LIBER 022 PAGE 687

approved and received for record by the State Department of Assessments and Taxation of Maryland January 23, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 37926

5

Recorded in Liber 2143, folio 38, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 FOLIO 688

A. LEO FRANKLIN, M.D., P. A.

ARTICLES OF INCORPORATION

FIRST: That I, the subscriber, A. LEO FRANKLIN, whose Post Office address is 412 Washington Street, Cumberland, Maryland 21502, being of full legal age do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, and in particular pursuant to the Professional Service Corporation Act, hereby act as incorporator with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is JUL -1-75 A 29713 *****

A. LEO FRANKLIN, M.D., P. A.

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

To engage in the business of rendering services in the practice of Medicine, including the rendering of all professional services in connection therewith, and any activities reasonably necessary and incident thereto, within the purview of the principles of the Code of Ethics of the American Medical Association and to engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly licensed under the laws of the State of Maryland, is authorized to render; to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of professional services.

To do such acts and carry on such business as may be permitted by the Professional Service Corporation Act of the State of Maryland, subject to the limitations thereof.

Compared and Mailed Delivered
Dr. A. Leo Franklin
TO 412 Washington St
Cbg
July 3 19 75

LIBER 022 FOLIO 689

FOURTH: The post office address of the principal office of the Corporation in this State is 924 Seton Drive, Cumberland, Maryland 21502. The resident agent of the Corporation is A. LEO FRANKLIN, M. D., whose post office address is 412 Washington Street, Cumberland, Maryland 21502. Said resident agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or later decreased pursuant to the by-laws of the Corporation. At no time shall there be less than one (1) director. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is:

A. LEO FRANKLIN, M. D., P. A.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of December, 1974.

ATTEST:

A. Leo Franklin (SEAL)
A. LEO FRANKLIN, M. D.

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 27th day of December, 1974, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared A. LEO FRANKLIN, M. D., and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

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

My Commission expires
July 1, 1978

Notary Public

FILED FOR RECORD
at 2:32 o'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Land
Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

A. LEO FRANKLIN, M.D., P.A.

LIBER 022 PAGE 690

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 37348

3

Recorded in Liber 2135, folio 196, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelbaugh

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 691

MAR 27 9 40 AM '75

ALLEGANY ART AND FRAME, INC.

ARTICLES OF INCORPORATION

JUL 18-75 A 2 837 ******3.50

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; Gary G. Leasure, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; and Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland, 21502, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

ALLEGANY ART AND FRAME, INC.

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

(1) To manufacturer, devise, create, construct, buy, sell and generally to deal in all kinds of works of art, antiques, wares, chattels, goods, merchandise, and personal property of every kind and description, which may be lawfully kept or offered for sale.

(2) To devise, create, construct and supply art exhibits to merchants and others, and to give advice and instructions as to the proper and artistic display of same.

(3) To establish, maintain, conduct and carry on a general merchandising of objects of art, artistic frames and to manufacture, buy, acquire, own, lease, sell, import, export or otherwise deal in, either at wholesale or retail,

Compared and Mailed ~~Delivered~~ Bur

TO Gary G. Leasure
110 Washington Street
Cumberland, Md

July 31 19 75

either as principal or agent, for others or on commission, either upon consignment or otherwise, any such merchandise.

(4) To own, lease and rent equipment in the general contracting business.

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

(6) To engage in and carry on any other business which may conveniently be conducted in connection with any of the business of the Corporation.

(7) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(8) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of stores, offices, 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.

(9) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has 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 or corporation.

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

(11) 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 insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

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, 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 is 1235 Braddock Road, Cumberland, Maryland, 21502. The resident agent of the corporation will be Gary G. Leasure, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502.

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) 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 ($100,000.00).

SIXTH: The Corporation shall have four (4) directors and William M. Kenney, Mary E. Kenney, John E. Davis and Thomas J. Kenney shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than fifteen by amendment to the By-laws.

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

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

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

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may 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 time and prices of redemption of, and the conversion rights of such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of March, 1975.

WITNESS:

Susan L. Wilson — (SEAL)
SUSAN L. WILSON — WILLIAM R. CARSCADEN

Susan L. Wilson — (SEAL)
SUSAN L. WILSON — GARY G. LEASURE

Susan L. Wilson — (SEAL)
SUSAN L. WILSON — LORA L. HENSON

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 26th day of March, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared WILLIAM R. CARSCADEN, GARY G. LEASURE and LORA L. HENSON, and acknowledged the aforegoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Notarial Seal the date aforesaid.

Angela M. Senkbeil
Notary Public
ANGELA M. SENKBEIL

NOTARY PUBLIC ALLEGANY COUNTY, MARYLAND

LIBER 022 PAGE 698

FILED FOR RECORD
JUL 18 1975
at 10:30 o'clock A.M. and same day Recorded in Liber No. ___ Folio ___ one of the Records of Allegany County, Maryland, and compared by

ARTICLES OF INCORPORATION

OF

ALLEGANY ART AND FRAME, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 39539

8

Recorded in Liber 2159, folio 606, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelley

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 699

CERTIFICATE OF CHANGE OF POST OFFICE ADDRESS OF RESIDENT AGENT AND OF POST OFFICE ADDRESS OF PRINCIPAL OFFICE

OF

JUL 18-75 A 12 834 ******3.50

THADDEUS ELDER, M.D., P.A.

- - - - - - - - - - - - - - - - - - - -

RESOLUTION OF DIRECTORS

RESOLVED, that the post office address of the Resident Agent of this Corporation and the post office address of the principal office of this Corporation within the State of Maryland are hereby changed from 13001 Mistletoe Spring Lane, Laurel, Maryland 20810 to Memorial Medical Building, 500 Memorial Avenue, Cumberland, Maryland 21502.

CERTIFICATION

I HEREBY CERTIFY, that the foregoing resolution was adopted by the Board of Directors of Thaddeus Elder, M.D., P.A. on March 4, 1975.

Winifred Elder

Winifred Elder, Secretary

Dated: 3/4/75

Compared and Mailed Delivered BW

TO Martha O'Donnell
Frank, Bernan, Conaway & Goldman
1300 Mercantile Bank & Tr Co.
2 Hopkins Plaza
Baltimore, Md.

19 75

July 31

FILED FOR RECORD
JUL 18 1975
at 10:30 o'clock A. M. 19
and same day Recorded in
Liber No. ___ Folio ___
one of the Records of Allegany
County, Maryland and com-
pared by me.
W. Mathias Clerk

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

LIBER 022 PAGE 700

THADDEUS ELDER, M.D., P.A.

received for record March 27, 1975 , at 8:30 A. M.

and recorded on Film No. F2172 Frame No. 27 one of 2

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Allegany County

AA № 11911

Special Fee Paid	$3.00
Recording Fee Paid	2.00
Total	$5.00

Mr. Clerk - Mail to: Martha O'Donnell
FRANK, BERNSTEIN, CONAWAY & GOLDMAN
1300 Mercantile Bank & Trust Building
2 Hopkins Plaza
Baltimore, Maryland 21201

alk

LIBER 022 PAGE 701

RC

EVITTS CREEK VALLEY CIVIC ASSOCIATION, INC.

ARTICLES OF INCORPORATION JUL 18-75 A 12 840 ******3.50

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles D. Callis, whose post office address is R.F.D. #2, Williams Road, Cumberland, Maryland; Catherine R. Robinette, whose post office address is R.F.D. #2, Williams Road, Cumberland, Maryland; and Howard W. Pfeiffer, whose post office address is Willowbrook Road, Cumberland, Maryland, all being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

EVITTS CREEK VALLEY CIVIC ASSOCIATION, INC.

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

(1) To promote and advance civic improvement and development of the unincorporated community situated in and along Evitts Creek Valley near the City of Cumberland, Allegany County, Maryland.

(2) To acquire property and build such association facilities as are deemed necessary and appropriate for the carrying out of the objects of the association.

Compared and Mailed Delivered BW
Charles D. Callis
TO Box #459 R.F.D.#2.
Williams Road
Cumb. Md.
July 31 1975

(3) To borrow or raise money for any of the purposes of the Corporation and to issue notes or other obligations for monies so borrowed.

(4) To carry on any other business which may seem to the Association to be calculated, directly or indirectly, to effectuate the aforesaid objects.

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

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Box 459, R.F.D. #2, Williams Road, Cumberland, Maryland, 21502. The resident agent of the Corporation is Charles D. Callis, whose post office address is Box 459, R.F.D. #2, Williams Road, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than five directors, and Charles D. Callis, Catherine R. Robinette, Howard W. Pfeiffer, Jerry D. Twigg and James K. Moreland, Jr., shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The Corporation, being a civic organization and not organized for profit, no part of the net income thereof, if any, shall inure to the benefit of any member, shall have no capital stock.

SEVENTH: The members of the Corporation shall consist of the residents in and along Evitts Creek Valley near the City of Cumberland, Maryland, who shall become members in good standing of the Corporation pursuant to the provisions of its By-Laws.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 4th day of March, 1975.

WITNESS:

Harold L. Fields — Charles D. Callis (SEAL)
CHARLES D. CALLIS

Frances D. Callis — Catherine R. Robinette (SEAL)
CATHERINE R. ROBINETTE

[illegible] — Howard W. Pfeiffer (SEAL)
HOWARD W. PFEIFFER

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 4th day of March, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared, Charles D. Callis, Catherine R. Robinette and Howard W. Pfeiffer, and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Sarah Avirett
NOTARY PUBLIC

SARAH AVIRETT NOTARY PUBLIC ALLEGANY COUNTY, MD.

FILED FOR RECORD
at 10:30 o'clock AM 1975
and same day Recorded in
Liber No. — Folio —
one of the Allegany
County, Maryland, and com-
pared by

LIBER 022 PAGE 704

ARTICLES OF INCORPORATION

OF

EVITTS CREEK VALLEY CIVIC ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 10, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 39052

4

Recorded in Liber 2157, folio 297, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 705

ARTICLES OF INCORPORATION JUL 18-75 A 12 842 ******3.50

OF

FAITH DELIVERANCE CHURCHES, INC.

KNOW ALL MEN BY THESE PRESENTS, That the membership of Faith Deliverance Churches, Inc., with its principle place of worship in Cumberland, Allegany County, Maryland, above the age of twenty-one (21) years, being desirous to avail themselves of the benefit of Section 256, etc., of Article 23, of the Code of Public General Laws of Maryland, in pursuance of a meeting held by the said members of said congregation assembled in Allegany County, Maryland, on the 23rd day of February, 1975, being the place in which said meeting of said congregation was duly called, and did then and there elect the following persons, to-wit:

Reverened Barnabas McFarland, 517 Decatur Street, Cumberland, Maryland 21502; Onzella Taylor, 311 Paca Street, Cumberland, Maryland, 21502; Darnell Allen, 515 Decatur Street, Cumberland, Maryland, 21502; and Ada Maiers, Oldtown Road, Cumberland, Maryland 21502; who shall act as trustees of the corporation to be hereby formed; and did then and there adopt the following regulations for the government of the said corporation;

FIRST: That the name of the said Corporation shall be:

FAITH DELIVERANCE CHURCHES, INC.

SECOND: The trustees, hereinbefore named, shall hold their respective offices until their successors have been duly elected and qualified according to the bylaws to be hereafter adopted;

THIRD: The trustees hereafter elected shall be fourin number and shall be chosen from the membership of said Church according to the bylaws, and the minister for the time being shall always be one of the said Trustees

Ben

Compared and Mailed Delivered

TO Earl E. Manges Esq.
120 S. Liberty Street
Cumberland, Md.
21502

July 31 1975

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

by virtue of his ministry. If a vacancy occurs in the Board of Trustees by death, resignation, or otherwise, the said vacancy shall be filled by the remaining members of said Board of Trustees. The said Board of Trustees shall select one of their members to be president of said Corporation for the term of one year.

FOURTH: That at all meetings of the Church corporation, the president of the Board of Trustees shall preside; and in his absence the said trustees shall elect some other member of the Board of Trustees to preside in his stead. A majority of the said Board of Trustees shall constitute a quorum for the transaction of said business.

FIFTH: Every act and deed of the said corporation shall be signed by the president of said corporation, elected as hereinbefore set out, and sealed by its corporate seal; and all deeds for the conveyance for any lands or other property of the congregation which by law ought to be acknowledged and recorded, shall be acknowledged by the said president, and all acts and deeds of the corporation so authenticated shall be deemed valid;

SIXTH: The corporation shall have full poer to acquire, own, dispose of, improve, encumber, mortgage, and convey property, real or personal, for Church purposes, in conformity with the laws of the State of Maryland. All of the aforesaid acts to be done by the Board of Trustees without the necessity of having the approval of the members of said Church prior to the doing of said acts;

SEVENTH: The Resident Agent of the Corporation is Earl E. Manges, 120 South Liberty Street, Cumberland, Maryland, 21502. Said resident agent is a resident of the State of Maryland and actually resides therein.

EIGHTH: This Certificate of Incorporation may be altered or amended at any time by a two-thirds majority of all the members of said Church being present at a meeting called for such purpose, providing one month's notice of such alteration or amendment of said Certificate of Incorporation shallbe given by the minister in charge or the Board of Trustees at a public worship service.

E. MANGES
RNEY AT LAW
LAND, MARYLAND

NINTH: We, the undersigned, being the Trustees of Faith Deliverance Churches, Inc., 517 Decatur Street, Cumberland, Maryland and who are named in the above Articles of Incorporation, do hereby declare that this act of incorporation has been duly formed in accordance with the provisions of the Code of Public General Laws of Maryland.

WITNESS, our hands and seals this 4th day of March, 1975:

ATTEST:

Earl E Manges — Reverend Barnabas McFarland (SEAL)
REVEREND BARNABAS McFARLAND

Earl E Manges — Onzella Taylor (SEAL)
ONZELLA TAYLOR

Earl E Manges — Darnell Allen (SEAL)
DARNELL ALLEN

Earl E Manges — Ada P. Maiers (SEAL)
ADA MAIERS

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 4th day of March, 1975, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Reverend Barnabas McFarland, Onzella Taylor, Darnell Allen and Ada Maiers, and personally known to me, and did each acknowledge the aforegoing instrument of writing to be their true act and deed.

WITNESS, my hand and Notarial Seal:

Earl Edmund Manges
NOTARY PUBLIC

My commission expires:
July 1, 1978.

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
JUL 18 1975
at 10:30 O'clock A. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Cards
Records of Allegany
County, Maryland, and com-
pared by
[illegible]

LIBER 022 PAGE 708

ARTICLES OF INCORPORATION

OF

FAITH DELIVERANCE CHURCHES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 5, 1975, at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

A 38917

1539

4

Recorded in Liber 2156, folio 114, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $10.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Swanson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 709

The FREESTATESMEN SENIOR DRUM AND BUGLE CORPS, INCORPORATED.

MAR 18-75 A 12 832 ******3.50

ARTICLES OF AMENDMENT

spare

The Freestatesmen Senior Drum and Bugle Corps, Incorporated, a Maryland Corporation, having its principal office at 720 Virginia Avenue, in Cumberland, Allegany County, Maryland (hereinafter called the Corporation) hereby certifies to the Department of Assessments and Taxation, that:-

FIRST: The Charter of the Corporation is hereby amended by striking out the name "The FREESTATESMAN SENIOR DRUM AND BUGLE CORPS, INCORPORATED," of the Certificate of Incorporation and inserting in lieu thereof the following name:- "CONFEDERATE STATESMEN SR. DRUM & BUGLE CORPS.INC. "

SECOND:- The Amendment to the Charter of the Corporation herein made was approved by vote of a majority of the entire Board of Directors at a meeting duly convened and held on February 13th, 1975; and there are no shares of Stock of the Corporation entitled to vote thereon either outstanding or subscribed for. Members of the Corporation approved said Director's Resolution to Amend.

IN WITNESS WHEREOF, the Freestatesmen Senior Drum and Bugle Corps, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 17th day of March, 1975.

FREESTATESMEN SENIOR DRUM AND BUGLE CORPS, INCORPORATED

By John E. Crump (SEAL)
John Crump, President

Corporate Seal

ATTEST:

Allen A. Preston
Allen Preston, Secretary

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:-

I hereby certify that on this 17th day of March, 1975, before me, a Notary Public of the State and County aforesaid, personally appeared John Crump, President of the Freestatesmen Senior Drum and Bugle Corps. 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 at the same time personally appeared Allen Preston and made oath in due form of law that he was secretary of the meeting of the Directors at which the amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge and belief.

Richard W. White (SEAL)
NOTARY PUBLIC

My Commission Expires 7-1-78

Compared and Mailed Delivered

TO Confederate Statesmen Sr. Drum & Bugle Corps Inc.
720 Virginia Avenue
Cumberland
July 31 1975

LIBER 022 PAGE 710

FILED FOR RECORD
JUL 18 1975
at 10 30 o'clock A.M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland and com-
pared by me.
Clerk

ARTICLES OF AMENDMENT

OF

THE FREE STATESMEN SENIOR DRUM AND BUGLE

CORPS, INCORPORATED

changing its name to:

CONFEDERATE STATESMEN SR. DRUM & BUGLE CORPS. INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 24, 1975 **at** 8:30 **o'clock A.M. as in conformity with law and ordered recorded.**

A 39430

2

Recorded in Liber 2162, **folio** 491, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____ **Recording fee paid $** 15.00

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 711

GEORGE'S CREEK GAS AND OIL COMPANY

ARTICLES OF INCORPORATION

JUL 18-75 A 12 836 ******3.50

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, William Walsh, whose Post Office address is 218 Fayette Street, Cumberland, Maryland 21502, being of full legal age do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, do hereby act as incorporator with the intention of forming a corporation.

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

GEORGE'S CREEK GAS AND OIL COMPANY.

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

To buy, sell, lease, exchange, mine, produce and otherwise generally deal in gas, oil, coal, coke, clay, sand, gravel, crushed stone and all forms of minerals and other products of mines and quarries, and to drill, produce and otherwise deal in gas and oil, as principal, owner, agent or broker; to buy, sell, lease, exchange, own, operate and otherwise generally deal in coal mines, clay mines, quarries, gas wells, oil wells, and other property containing or producing coal, clay, sand, gravel, crushed stone, gas, oil and all other minerals; to buy, sell, lease, exchange and otherwise generally deal in all the foregoing products as principal, owner, agent or broker; to buy, sell, own, lease, exchange and otherwise generally deal in land, timber, and all other forms of real estate; to buy, sell, own, lease, exchange and otherwise generally deal in all types of mining equipment, including equipment for oil wells and gas wells, and for timbering operations, and all other forms of personal property, as owner, principal,

Compared and Mailed Delivered BW
TO William Walsh Esq.
Room #504 Liberty Trust Bldg
Cumberland July 31 1975

agent or broker, and to do any and all other things deemed desirable and advantageous in carrying out any of the foregoing purposes, or conducting any of the foregoing businesses.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Room 504, Liberty Trust Building, Cumberland, Maryland 21502. The resident agent of the Corporation is William Walsh, whose Post Office address is Liberty Trust Building, Cumberland, Maryland 21502. Said resident agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three directors, which number may be increased pursuant to the by-laws of the Corporation, and George H. Bortz, Jr., James A. Butler and William Walsh shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand ($100,000.00) Dollars par value, divided into ten thousand (10,000) shares of the par value of Ten ($10.00) Dollars each, and all of said stock shall be common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of March, 1975.

ATTEST:

_____ _____ (SEAL)
WILLIAM WALSH

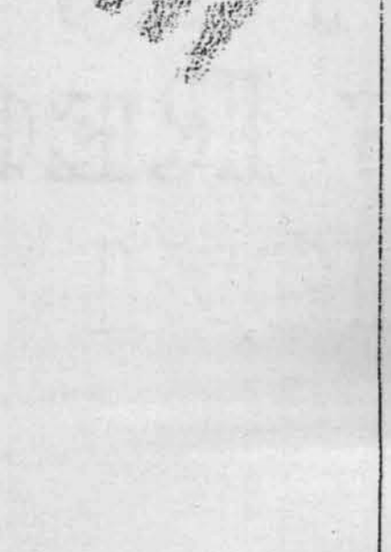
STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 17th day of March, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared WILLIAM WALSH, 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.

My Commission expires
July 1, 1978

Jean Bochy
Notary Public



FILED FOR RECORD
JUL 18 1975
at 10:20 o'clock A. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Records of Allegany
County, Maryland and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

GEORGE'S CREEK GAS AND OIL COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland March 20, 1975, **at** 8:30 **o'clock A. M. as in conformity with law and ordered recorded.**

A 39332

4

Recorded in Liber 2161 **, folio** 597 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

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

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 715

ARTICLES OF INCORPORATION

OF

THE GULICK AUTO EXCHANGE, INC. JUL 18-75 A 12 839 ******3.50

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William E. Gulick, whose post office address is 915 Louisiana Avenue, Cumberland, Maryland 21502; Lois K. Gulick, whose post office address is 915 Louisiana Avenue, Cumberland, Maryland 21502; and William E. Gulick, Jr., whose post office address is 107 North Johnson Street, Cumberland, Maryland 21502, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles:

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

THE GULICK AUTO EXCHANGE, INC.

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

(a) To own, lease, operate, and manage garages and filling stations for motor vehicles; to manufacture, buy, sell, rent, store, prepare, and care for motor vehicles of all kinds, their parts, appurtenants, accessories, supplies, tools, equipment, and all other personal property of every kind and description; to make loans secured by motor vehicles, their parts, appurtenances, supplies, and accessories, and to deal in such securities; to own, operate, and manage parking places for motor vehicles, and to do any or all things necessary or incident to the business of the Corporation, and to exercise and possess the powers herein set forth as fully as natural persons, whether as principal, agent, trustee, or otherwise;

RL E. MANGES
TTORNEY AT LAW
ERLAND, MARYLAND

Compared and Mailed Delivered
Carl E. Manges
TO R. F. D. #2, said
Flintstone,
July 31 19 75

(b) To manufactire, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind;

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situate;

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

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, object, or business, in any manner to limit or restrict the generality of any other purpose, object, or business mentioned, or to limit or restrict any of the powers of the Corporation. The corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State;

FOURTH: The post office address of the principal office of the Corporation in this State is 501 Virginia Avenue, Cumberland, Maryland 21502; the resident agent of the Corporation is Earl E. Manges, whose post office address is R. F. D. #2, Flintstone, Maryland 21530. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

RL E. MANGES
TTORNEY AT LAW
ERLAND, MARYLAND

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is 1,000 shares of common stock at the par value of One Hundred ($100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand ($100,000.00) Dollars;

SIXTH: The Corporation shall have three directors and William E. Gulick, William E. Gulick, Jr., and Lois K. Gulick shall act as such until the first annual meeting, or until their sucessors are duly chosen and qualify;

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

(a) The Board of Directors 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 declare in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extend and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(b) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification, or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 12th day of March, 1975:

ATTEST:

Earl E Manges — William E. Gulick (SEAL)
WILLIAM E. GULICK

Earl E Manges — Lois K. Gulick (SEAL)
LOIS K. GULICK

William E. Gulick Jr. (SEAL)
WILLIAM E. GULICK, JR.

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 12th day of March, 1975, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared William E. Gulick, Lois K. Gulick, and William E. Gulick, Jr., personally known to me, and did each acknowledge, the aforegoing instrument of writing to be their respective act and deed.

WITNESS, my hand and Notarial Seal:

Earl E Manges
NOTARY PUBLIC

My commission expires:
July 1, 1978.

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
JUL 18 1975
at 10:30 o'clock A. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the [redacted] Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 022 PAGE 719

ARTICLES OF INCORPORATION

OF

THE GULICK AUTO EXCHANGE, INC.

[redacted]

approved and received for record by the State Department of Assessments and Taxation of Maryland March 14, 1975, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 39201

5

Recorded in Liber Z158, folio 505, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 720

ARTICLES OF INCORPORATION

OF

JUL 18-75 A 12 838 ******3.50

HAFER FUNERAL SERVICE, P. A.

The undersigned, each of whom is duly licensed to practice the profession of Funeral Directing, in the State of Maryland, desire to form a Professional Corporation pursuant to Article 23, Section 430-444 of the Annotated Code of Maryland, for the purpose of rendering Funeral Directing services, and hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE: The name of the corporation shall be HAFER FUNERAL SERVICE, P. A.

ARTICLE TWO: The purposes for which the corporation is organized are as follows:

A. Primarily, to engage in the specific business of a Funeral Director, as a Funeral Director Corporation.

B. To engage generally in the business of a Funeral Director as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.

C. To engage in such other business as may be authorized or permitted by the provisos of Article 43, Section 339-367, and all other statutes and ordinances having jurisdiction over the subject matter herein.

ARTICLE THREE: Principal Office. The Post Office Address of the principal office of the corporation in the State of Maryland is 1302

Compared and Mailed Delivered Rec

TO John J. Hafer Jr. Happy Hills Farm Star Route Thurmont Md.

July 31 1975

National Highway, LaVale, Allegany County, State of Maryland, 21502.
The resident agent is John J. Hafer, Jr., whose addres is the same as above.

ARTICLE FOUR: The name and post office address of each incorporator is:

JOHN J. HAFER, JR
Happy Hills Farm, Star Route
Frostburg, Maryland 21532

CHARLES E. HAFER
529 Cumberland Street
Cumberland, Maryland 21502

LEAH HAFER
58 Frost Avenue
Frostburg, Maryland 21532

SHERRY HAFER
Happy Hills Farm, Star Route
Frostburg, Maryland 21532

ARTICLE FIVE. Directors. The corporation shall be governed by a Board consisting of no less than three and nor more than five directors. Directors shall be stockholders in the corporation and shall be elected by the Stockholders.

The number of directors constituting the inital board of directors if Three, and the names and post office addresses of the persons who shall serve as directors until their successors are elected and qualify are:

1. JOHN J. HAFER
Happy Hills Farm, Star Route
Frostburg, Maryland 21532

2. CHARLES E. HAFER
529 Cumberland Street
Cumberland, Maryland

3. LEAH D. HAFER
58 Frost Avenue
Frostburg, Maryland 21532

ARTICLE SIX. Capitalization. The aggregate number of shares of stock that the corporation is authorized to issue is 100 shares, which shares shall be common stock having a par value of $200.00 Dollars per share. Stock shall be issued only to persons who are licensed to practiced Funeral Directing in the State of Maryland.

ARTICLE SEVEN: Initial Capital. The Corporation shall not begin business until the sum of $20,000.00 Dollars has been recieved for the issuance of shares.

ARTICLE EIGHT: Duration. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the Undersigned have executed these Articles of Incorporation at Cumberland, Maryland, on the 2nd day of April 1975.

John J. Hafer
JOHN J. HAFER, JR.

Charles E. Hafer
CHARLES E. HAFER

Leah Hafer
LEAH HAFER

Sherry Hafer
SHERRY HAFER

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, that on this 2nd day of April 1975, before me, a Notary Public, in and for the State and County aforementioned personally appeared JOHN J. HAFER, JR., and he did acknowledge that the aforegoing Articles of Incorporation are true to the best of his knowledge and belief.

WITNESS my hand and Notarial Seal.

James J. Rice
NOTARY PUBLIC

My Commission Expires: July 1, 1978

STATE OF MARYLAND, COUNTY OF ALLEGANY TO WIT:

I HEREBY CERTIFY, that on this 2nd day of April 1975 before me, a Notary Public, in and for the State and County aforementioned, personally appeared CHARLES E. HAFER, and he did acknowledge that the aforegoing Articles of Incorporation are true to the best of his knowledge and belief.

WITNESS my hand and Notarial Seal.

Irene J. Rose
NOTARY PUBLIC

My Commission Expires: July 1, 1978

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, that on this 2nd day of April 1975 before me, a Notary Public, in and for the State and County aforementioned, personally appeared LEAH D. HAFER, and she did acknowledge the aforegoing Articles of Incorporation to be true to the best of her knowledge and belief.

WITNESS my hand and Notarial Seal.

Irene J. Rose
NOTARY PUBLIC

My Commission Expires: July 1, 1978

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, that on this 2nd day of April 1975 before me, a Notary Public, in and for the State and County aforementioned, personally appeared SHERRY HAFER, and she did acknowledge that the aforegoing Articles of Incorporation are true to the best of her knowledge and belief.

WITNESS my hand and Notarial Seal.

Irene J. Rose
NOTARY PUBLIC

My Commission Expires: July 1, 1978

FILED FOR RECORD
JUL 18 1975
at 10:20 o'clock A M.
and same day Recorded in
Liber No. ___ Folio ___
one of the ___ Records of
Allegany County, Maryland, and com-
pared by me.
Clerk

LIBER 022 PAGE 724

ARTICLES OF INCORPORATION

OF

HAFER FUNERAL SERVICE, P. A.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 8, 1975, at 1:20 o'clock P. M. as in conformity with law and ordered recorded.

A 39977

5

Recorded in Liber F2166, folio 516, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

Rachael H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 725

RC

HEART ASSOCIATION OF WESTERN MARYLAND, INC.

ARTICLES OF AMENDMENT

MAR 20 9 30 AM '75

THE HEART ASSOCIATION OF WESTERN MARYLAND, INC., a Maryland corporation, having its principal office at 551 North Centre Street, Cumberland, Maryland, 21502 (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

MAR 18 75 A 42 833 ******3.50

FIRST: The Charter of the Corporation be amended by striking out Article SECOND and substituting in lieu thereof the following:

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

AMERICAN HEART ASSOCIATION
WESTERN MARYLAND CHAPTER, INC."

SECOND: The Amendment to the Charter of the Corporation herein made was approved by unanimous action taken by the Board of Directors and members of the Corporation on December 6, 1973.

THIRD: The Amendment of the Charter of the Corporation as hereinabove set forth has been duly approved by the Board of Directors and members.

THE UNDERSIGNED, President of the American Heart Association-Western Maryland Chapter, 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.

ATTEST: AMERICAN HEART ASSOCIATION-WESTERN MARYLAND CHAPTER, INC.

John H. Hornbaker, Jr., M.D.
President

R. E. McKenzie
Secretary

Compared and Mailed Delivered

TO American Heart Association
Western Maryland Chapter Inc
551 N. Center Street. Cumb. Md
July 31 19 75

FILED FOR RECORD
JUL 18 1975
at 10:30 o'clock A. M.
and same day Recorded in
Liber No. ---
one of the Land
Records of Allegany
Maryland
Clerk

LIBER 022 PAGE 726

ARTICLES OF AMENDMENT

OF

HEART ASSOCIATION OF WESTERN MARYLAND, INC.

changing its name to:

AMERICAN HEART ASSOCIATION WESTERN MARYLAND CHAPTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 20, 1975 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 39310

2

Recorded in Liber 2161, folio 465, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 727

ARTICLES OF INCORPORATION

KYLE NURSING HOME, INC.

JUL 18-75 A 12 843 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, Virginia C. Kyle, whose post office address is 55 Jackson Street, Lonaconing, Maryland, 21539; Roger L. Kyle, whose post office address is Water Station Run, Lonaconing, Maryland, 21539; and Gary F. Kyle, whose post office address is Water Station Run, Lonaconing, Maryland, 21539; all being of full legal age do by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the corporation, shall be:

KYLE NURSING HOME, INC.

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

(a) To own, manage and conduct a nursing home for the acceptance and care of patients and for their medical and

J[redacted] F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

Compared and Mailed Delivered BW
TO Virginia C. Kyle
55 Jackson Street
Cumberland, Md.
July 31 1975

hygienic treatment.

To furnish medical, nursing, ambulance or other services necessary contingent upon sickness or disability and to generally care for patients and for their medical and nursing needs and to care for, feed, bathe, clothe and generally to provide care for said patients and supervise the activities of such patients.

(b) To acquire, own, lease, mortgage, buy, sell and exchange all personal and all real property or properties as shall be reasonably necessary for, or incident to, the business or businesses enumerated above.

(c) To acquire, own and operate the business and all other enterprises which may be in any way related to, or incident to, or necessary for the establishment and operation of retail and/or manufacturing outlets for the products enumerated above.

(d) The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance of, and not in limitation of, the powers and purposes 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 or limit the purposes and commercial objectives of the corporation.

N F. SOMERVILLE, JR.
TTORNEY AT LAW
LER, WEST VIRGINIA
ERLAND, MARYLAND

FOURTH: The post office address at which the principal office will be located in this State will be 55 Jackson Street, Lonaconing, Maryland, 21539. The resident agent of the corporation is Virginia C. Kyle, whose post office address is 55 Jackson Street, Lonaconing, Maryland, 21539. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total authorized stock of the corporation is Five Thousand (5,000) shares of the par value of One Dollar ($1.00) per share.

SIXTH: The corporation shall have not less than three nor more than five directors and Virginia C. Kyle, Roger L. Kyle and Gary F. Kyle shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) The Board of Directors of the corporation is empowered to authorize the issuance, from time to time, of shares of its stock with or without par value of any class and securities convertible into shares of its stock with or without par value of any class for such consideration as said Board of Directors shall deem advisable, subject to such limitations and

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

restrictions, if any, as may be set forth by the By-Laws of the corporation.

(b) The corporation reserves the right to make, from time to time, any amendments to its charter which may now or hereafter be authorized by law, including any amendments in terms of any class of its stock by classifications, reclassifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of two-thirds (2/3rds) of all such stock at the time outstanding, by a vote at a meeting, or in writing with or without a meeting.

EIGHTH: The existence of the corporation is perpetual.

IN WITNESS WHEREOF, we have set our hands and seals to these Articles of Incorporation on this the 5th day of February, 1975.

WITNESS — VIRGINIA C. KYLE

WITNESS — ROGER L. KYLE

WITNESS — GARY F. KYLE

F. SOMERVILLE, JR.
TORNEY AT LAW
ER, WEST VIRGINIA
RLAND, MARYLAND

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 5th day of February, 1975, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared VIRGINIA C. KYLE, ROGER L. KYLE and GARY F. KYLE, and severally acknowledged the within and aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

My Commission expires July 1, 1978.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

FILED FOR RECORD
JUL 18 1975
at 10:30 o'clock A. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Records of Allegany
County, Maryland, and com-
pared by

LIBER 022 PAGE 732

ARTICLES OF INCORPORATION

OF

KYLE NURSING HOME, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 13, 1975, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 38534

6

Recorded in Liber 2149, folio 88, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 733

MALLOW LANDSCAPING, INC.

ARTICLES OF INCORPORATION

JUL 18-75 A 12 835 ******3.50

FIRST: We, the undersigned, AUSTIN DONALD MALLOW, whose post office address is Route 2, Johnson Road, Cumberland, Allegany County, Maryland; and ALLAN M. GERSON, whose post office address is 830 MacDonald Terrace, Cumberland, Allegany County, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is MALLOW LANDSCAPING, INC.

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

a) To carry on a general landscaping and excavation business and to engage in general earthmoving, tractor, and contracting business and to that end, to lease, to charter, own, manufacture, acquire, deal in, advertise, and dispose of cranes, bulldozers, tractors, trucks, rigging, backhoes, automobiles and other vehicles and equipment necessary to conduct a successful general landscaping and excavating business.

b) To carry on and conduct a general excavating and landscaping business, including designing, excavating and alteration of surface terrain, backfilling, planting, seeding, and sodding of earth and grass; planting and care of trees, shrubbery, bushes and all plant life necessary and proper for the carrying on of a general excavating and landscaping business.

c) To process, manufacture, distribute, buy, sell, lease, install, or otherwise trade or deal in, at wholesale or retail, and either directly as principal and through its agents, representatives and employees, and or indirectly itself as agent, factor, or broker, all and any products and materials that aid or are used directly or indirectly in the general contracting business and any other materials or merchandise ordinarily handled by corporations, firms, or individuals engaged in similar businesses with full power to conduct said operation to the same broad extent and with the same extensive powers that such similar businesses usually exercise.

d) To construct, purchase, sell, lease, and maintain apartments and rental units for both residential and commercial use.

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered
Austin Donald Mallow
TO Rt #2. Johnson Road
Cumberland. Md. 21502
July 31 19 75

e) To enter into such contracts or agreements as may be advisable to bring before the public by advertisement or in any other manner of the advantage which may be secured by the services rendered by said Corporation;

f) To acquire by purchase, lease, or otherwise to own, hold, develop, improve, mortgage, sell, exchange, let, use, operate or, in any manner and to any extent, to encumber or dispose of any other property, real or personal, necessary and advisable to accomplish any of the purposes, or to carry on and promote the business or objects referred to in these Articles of Incorporation;

g) To purchase, lease or otherwise acquire, all or any part of the property, trade marks, trade names, rights, businesses, contracts, good will, franchises, patents, patents applied for, use of patents applied for, and assets of every kind, or any corporation, co-partnership or individual (including the assets of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on;

h) To advance money with or without security, and without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bond, debentures, notes or other obligations of any nature and in any manner permitted by law, for money so borrowed or in payment of 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 businesses and purposes;

i) To carry on any of the businesses hereinbefore enumerated for itself or for account of other, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated 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.

ION & GERSON
RNEYS AT LAW
LAND, MARYLAND
GREENE ST.

CONSTRUCTION OF AFOREGOING CLAUSES

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, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 208, Johnson Road, Cumberland, Allegany County, Maryland, 21502 and the principal business address of the Corporation is the same. The resident agent of the Corporation is Austin Donald Mallow, whose post office address is Route 2, Johnson Road, Cumberland, Allegany County, Maryland, 21502 Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors, Austin Donald Mallow, Wilma Mae Mallow, and Gary Edwin Mallow, and shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; provided, however, that the stockholders of the corporation shall have the power to increase the number of directors to not more than ten by amendment of the By-laws.

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

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, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation and the laws of the State of Maryland.

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 pecunarily or otherwise interested in, or are directors or officers of, such

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecunarily 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 transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such corporation or not so interested.

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

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

e) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof

RSON & GERSON
TTORNEYS AT LAW
BERLAND, MARYLAND
39 GREENE ST.

other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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 the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

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 stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

h) To purchase, hold, sell and transfer the shares of its own captial stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock when such use could cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

i) To classify or reclassify the capital stock of the Corporation or any class thereof in accordance with the laws of the State of Maryland.

SEVENTH: The total amount of the authorized capital stock of the Corporation is Two Hundred and Fifty Thousand Dollars ($250,000.00) par value, divided into Two Thousand Five Hundred (2,500) shares of the par value of One Hundred Dolalrs ($100.00) each, all of which shares shall be common stock.

EIGHTH: The Charter of this Corporation may, from time to time, be amended for any purpose, upon the affirmative vote of two-thirds (2/3) of all

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

the shares of stock outstanding and entitled to vote.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14th day of March, 1975.

Lucille Ritchie
Witness

Austin Donald Mallow (SEAL)
AUSTIN DONALD MALLOW

Lucille Ritchie
Witness

Allan M Gerson (SEAL)
ALLAN M. GERSON

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 14th day of March, 1975, before me, the subscrib er, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared AUSTIN DONALD MALLOW and ALLAN M. GERSON and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Lucille Ritchie
Notary Public

My Commission Expires: July 1, 1978

LUCILLE RITCHIE NOTARY PUBLIC ALLEGANY COUNTY

SON & GERSON
ORNEYS AT LAW
IRLAND, MARYLAND
9 GREENE ST.

FILED FOR RECORD
JUL 18 1975 19
at 2:30 o'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 022 PAGE 739

ARTICLES OF INCORPORATION

OF

MALLOW LANDSCAPING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 17, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 39233

1

Recorded in Liber 2160, folio 564, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 50.00 Recording fee paid $ 17.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 740

ARTICLES OF INCORPORATION

OF

SOWERS, BURKEY AND MASON, P. A.

JUL 18-75 A 12 841 ******3.50

THIS IS TO CERTIFY:

FIRST: We, M. Kathryn Burkey, whose post office address is 601 Patterson Avenue, Cumberland, Allegany County, Maryland 21502; and Bert Mason, whose post office address is 1105 Bedford Street, Cumberland, Allegany County, Maryland 21502, the subscribers, being of full legal age, and duly licensed to render general accounting services under the laws of the State of Maryland, do hereby present these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act, with the intention of forming a Professional Corporation.

SECOND: That the name of the Corporation shall be "SOWERS, BURKEY AND MASON, P. A."

THIRD: The Corporation is a Professional Service Corporation as defined by Article 23, Section 430 et seq of the Annotated Code of Maryland (1966 Replacement Volume) as the same may be amended from time to time and as is governed by those provisions applicable thereto.

FOURTH: The general nature of the business to be transacted by this Corporation is as follows:

To engage in each phase of all aspects of the business rendering the same professional services in the State of Maryland as authorized to render, that such professional services shall be rendered only through employees and agents who are duly licensed or otherwise legally authorized to render such professional service under the laws of the State of Maryland.

To engage in the practice of general accounting, tax work and auditing, but such professional services shall be rendered only through employees and agents who are duly licensed or otherwise legally authorized to render such professional services under the laws of the State of Maryland.

To invest funds in this Corporation and real estate, mortgage, stocks, bonds, or any other type of investment, and to own real and personal property

LAW OFFICES
ERT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

Bert
Compared and Mailed ~~Delivered~~
M. Kathryn Burkey
TO 54 N. Mason Street
Cumb. Md.
July 31 19 75

necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishments of any of the purposes for the obtaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and the benefit of the Corporation, and in general, either alone or in association with other Corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the obtainment of the objects or to the furtherance of such purposes or objects of this Corporation.

The foregoing paragraph shall be construed as enumerating both objects and purposes of this Corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by Law.

FIFTH: The principal office of the Corporation in this State shall be situated at 54 West Main Street, Frostburg, Maryland 21532 and the name and address of the Resident Agent is M. Kathryn Burkey, 54 West Main Street, Frostburg, Maryland, 21532 and she is a citizen of this State and actually resides herein.

SIXTH: The Incorporators of said Corporation shall serve as Directors of said Corporation until the first meeting of the Stockholders of said Corporation.

SEVENTH: The Corporation shall have three or more Directors, the said number shall be subject to increase or decrease pursuant to the provisions of the By-Laws of the Corporation and the Laws of the State of Maryland, and the Stockholders shall elect three Directors at the first meeting of the Stockholders after the adoption of the Articles of Incorporation.

EIGHTH: The total amount of authorized capital stock is Ten Thousand Shares and they have a par value of Ten Dollars($10.00) per share.

NINTH: The following is a description of each class of stock with the preferences, voting powers, restrictions and qualifications thereof:

The Corporation is authorized to issue one class of shares of stock; the

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

total number of shares is Ten Thousand Shares and all shares shall have a par value of Ten Dollars ($10.00) per share.

No distinction shall exist between the shares of the Corporation or the holders thereof.

Each holder of the common stock of the Corporation shall be entitled to one vote for each share of stock held by such Stockholder.

None of the shares of this Corporation may be issued to anyone other than an individual duly licensed as an accountant or a certified public accountant in the State of Maryland.

TENTH: No dividend shall be payable except out of the profits of the Corporation, and no dividend shall carry interest as against the Corporation. The Declaration of the Directors as to the amount of net profit shall be conclusive. The Directors may from time to time pay to the stockholders such interim dividends as in their judgment, the position of the Company justifies. The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards the satisfaction of the debt, liabilities, or engagements in respect to which liens exist.

ELEVENTH: The existence of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 6th day of March, 1975.

Witness:

Carol A. Griffith — M. Kathryn Burkey (SEAL)
M. Kathryn Burkey

Carol A. Griffith — Bert Mason (SEAL)
Bert Mason

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 6 day of March, 1975, before me, the subscriber, a Notary of the State and County aforesaid, personally appeared M. KATHRYN BURKEY and BERT MASON and acknowledged the aforegoing Articles of Incorporation to be their respective acts and deeds.

AS WITNESS my hand and Notarial Seal.

My Commission Expires: July 1, 1975

Carol A Griffith
Notary Public

LAW OFFICES
ERT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

CAROL A. GRIFFITH
NOTARY PUBLIC
ALLEGANY COUNTY, MD.

FILED FOR RECORD
19
at 10:30 o'clock A. M.
and same day Recorded in
Liber No. Folio
one of the Records of
Allegany County, Maryland, and com-
pared by me.
Clerk

LIBER 022 PAGE 743

ARTICLES OF INCORPORATION

OF

SOWERS, BURKEY AND MASON, P. A.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 10, 1975, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 39046

4

Recorded in Liber 2157, folio 243 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 744

MAY 9 9 19 AM '75

ARTICLES OF AMENDMENT

OF

ANIMAL WELFARE SOCIETY OF ALLEGANY COUNTY, INC.

AUG 13-75 A 22518 ******4.00

ANIMAL WELFARE SOCIETY OF ALLEGANY COUNTY, INC., a Maryland corporation havings its principal office on Eastman Road, R.F.D., Cumberland, Maryland, and whose post office address is P.O. Box 123, Cumberland, Maryland, 21502, (hereinafter called "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

Allegany

FIRST: The Articles of Incorporation are hereby amended by adding Paragraph EIGHTH thereto which shall read as follows:

EIGHTH: Upon liquidation or dissolution of this Corporation or abandonment by it of its property, the same shall be distributed and dispersed to foundations or corporations organized and operated exclusively for charitable, educational and/or civic purposes, none of which property of Corporation of any nature or description shall inure to the benefit of any private person.

SECOND: The Board of Directors and members of Corporation at a joint meeting at which a quorum was present in person and held on January 30, 1975, unanimously adopted a resolution in which there was set forth the aforegoing amendment to the Articles of Incorporation, as is set forth in Paragraph FIRST of these Articles of Amendment.

IN WITNESS WHEREOF, ANIMAL WELFARE SOCIETY OF ALLEGANY COUNTY, INC., of Maryland 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 May 1, 1975.

BW

Compared and Mailed Delivered
TO Animal Welfare Society Inc
of Allegany County Inc
P.O. Box # 123
Cumb. Md. 19 75
Aug-21

LIBER 022 PAGE 745

ANIMAL WELFARE SOCITY OF
ALLEGANY COUNTY, INC.

ATTEST:

Linda Thompson

Linda Thompson, Secretary

By Victoria Ann Wolodkin
Victoria Ann Wolodkin, President

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 2nd day of May, 1975, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared VICTORIA ANN WOLODKIN, President of Animal Welfare Society of Allegany County, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared LINDA THOMPSON, and made oath in due form of law that she was Secretary of the joint meeting of the Stockholders and Directors of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal the date aforesaid.

Lora L. Henson
Notary Public

FILED FOR RECORD
AUG 13 1975
3:00 o'clock P M.
and same day recorded in
Liber No. Folio
one of the Charter
Records of Allegany
County, Maryland,
and com-
pared by me.
Clerk

ARTICLES OF AMENDMENT

OF

ANIMAL WELFARE SOCIETY OF ALLEGANY COUNTY, INC.

LIBER 022 - 746

approved and received for record by the State Department of Assessments and Taxation of Maryland May 9, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 40765

3

Recorded in Liber F2174, folio 202 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·
BONA VOLVNTATIS TVÆ CORONASTI NOS

LIBER 022 PAGE 747

BEALL-GARNER-GEARE, INC.

ARTICLES OF AMENDMENT

Beall-Garner-Geare, Inc., a Maryland corporation having its principal office at Queen City Triangle, Cumberland, Allegany County, Maryland (hereinafter called Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that: AUG 13-75 A #22519 ******3.75

FIRST: The charter of the Corporation is hereby amended by striking out Paragraph "Second" of the Articles of Incorporation as amended and inserting in lieu thereof the following:

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

BEALL, GARNER, SCREEN & GEARE, INC."

SECOND: The Board of Directors and Stockholders of the Corporation at a joint meeting at which all of the directors and stockholders were present in person and held on March 31, 1975, unanimously adopted the resolution approving the change of the name of the Corporation as herein set forth.

IN WITNESS WHEREOF, Beall-Garner-Geare, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary, on the 23rd day of April, 1975.

BEALL-GARNER-GEARE, INC.

ATTEST:

Robert G. Garner
ROBERT G. GARNER
Secretary

By John E. Geare
JOHN E. GEARE
President

Compared and Mailed ~~Delivered~~ BW
Beall, Garner, Screen-Geare Inc
TO Queen City Garner Triangle
Cumberland. Md
Aug 21 1975

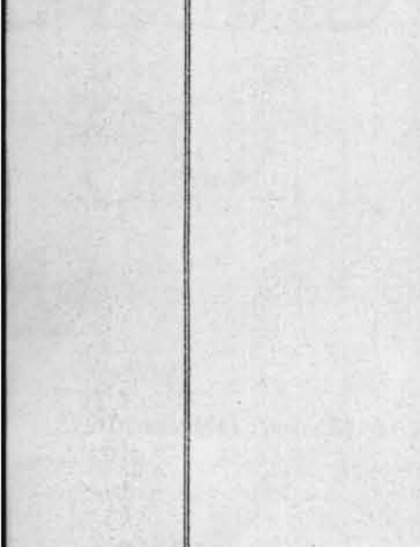
LIBER 022 PAGE 748

STATE OF MARYLAND,

ALLEGANY COUNTY, SS:

I HEREBY CERTIFY, that on this 23rd day of April, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared John E. Geare, President of Beall-Garner-Geare, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Robert G. Garner and made oath in due form of law that he was Secretary of the joint meeting of the Board of Directors and Stockholders of the Corporation at which the amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal the date aforesaid.



Lora L. Henson
NOTARY PUBLIC

FILED FOR RECORD
APR 23 1975
2:08 o'clock P.M.
Same day Recorded in
No. Folio
the Cash
Records of Allegany
Maryland, and com-
pared
By W. Thurston Clerk

LIBER 022 PAGE 749

ARTICLES OF AMENDMENT

OF

BEALL-GARNER-GEARE, INC.

changing its name to:

BEALL, GARNER, SCREEN & GEARE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 24, 1975 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

SLE

A 40319

3

Recorded in Liber F2169, folio 630, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 FACE 750

ARTICLES OF INCORPORATION

FURLOW'S GARAGE, INC.

AUG 13-75 A 22521 *****4.00

THIS IS TO CERTIFY:

FIRST: That we the subscribers hereto, James Neil Furlow, whose post office address is 1501 Ford Avenue, Cumberland, Maryland, 21502; Andrea Kay Grimm, whose post office address is Porter Lane, LaVale, Maryland, 21502; and Pluma Edna Furlow, whose post office address is McMullen Highway, Cresaptown, Maryland, 21502; all being of full legal age, do by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the corporation, shall be:

FURLOW'S GARAGE, INC.

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

(a) To engage in the business of transporting property for hire by motor vehicle or other means of conveyance by common carrier or otherwise and to generally transport for hire all items of merchandise associated with the transport

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

Compared and Mailed ~~Delivered~~ Bw
James Neil Furlow
TO 1501 Ford Avenue
Cumberland, Md.
Aug 21 19 75

industry and more specifically to engage in the towing and hauling of disabled or wrecked vehicles and to provide a general towing service and wrecker service.

(b) To engage in the business of operating and managing a garage for the purpose of repair, rehabilitation and maintenance of all types of motor vehicles, parts, accessories, supplies, tools and equipment for same and all items related to the general automotive repair business.

(c) To acquire, own and operate the business and all other businesses which may be related to, incident to or necessary for the establishment and operation of retail and/or manufacturing outlets for the products and services enumerated above.

(d) To acquire, own, lease, maintain, mortgage, sell and exchange all personal and all real property or properties as shall be necessary to the conduct of the business and activities enumerated above.

(e) The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance of, and not in limitation of, the powers and purposes 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 or limit the purposes and commercial objectives of the corporation.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

FOURTH: The post office address at which the principal office of the corporation in this State will be located is 1501 Ford Avenue, Cumberland, Maryland, 21502. The resident agent of the corporation is James Neil Furlow, whose post office address is 1501 Ford Avenue, Cumberland, Maryland, 21502. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total authorized stock of the corporation is One Hundred Thousand (100,000) shares of the par value of One Dollar ($1.00) per share each.

SIXTH: The corporation shall have not less than three nor more than five directors and James Neil Furlow, Andrea Kay Grimm and Pluma Edna Furlow shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) The Board of Directors of the corporation is 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 kind or class, for such consideration as said Board of

HN F. SOMERVILLE, JR.
TTORNEY AT LAW
VSER, WEST VIRGINIA
BERLAND, MARYLAND

Directors shall deem advisable, subject to such limitations and restrictions, if any, as may be set forth by the By-Laws of the corporation.

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

EIGHTH: The existence of the corporation is perpetual.

IN WITNESS WHEREOF, we have set our hands and seals to these Articles of Incorporation on this the 30th day of April, 1975.

WITNESS — JAMES NEIL FURLOW

WITNESS — ANDREA KAY GRIMM

WITNESS — PLUMA EDNA FURLOW

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

LIBER 022 PAGE 754

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 30th day of April, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared JAMES NEIL FURLOW, ANDREA KAY GRIMM and PLUMA EDNA FURLOW, whose names are signed to the within, and severally acknowledged the within and foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

My Commission expires July 1, 1978.

HN F. SOMERVILLE, JR.
ATTORNEY AT LAW
YSER, WEST VIRGINIA
BERLAND, MARYLAND

FILED FOR RECORD
MAY 13 1975 at 1:00 o'clock P. M.
Same day recorded in
Liber No. Folio
of the Case
Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

FURLOW'S GARAGE, INC.

LIBER 022 PAGE 755

approved and received for record by the State Department of Assessments and Taxation of Maryland May 1, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 40766

20th

6

Recorded in Liber F2174, folio 205, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

bt

LIBER 022 PAGE 756

AUG 13 8 45 AM '75

ARTICLES OF INCORPORATION

OF

THREE-M ASSOCIATES, INC.

AUG 13-75 A 22520 **** [redacted] 4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ralph A. Maltba, whose postoffice address is Route 1, Box 85, Mount Clare, West Virginia, 26408, Robert L. Merryman, whose postoffice address is 100 May Street, Clarksburg, West Virginia 26301, and Mark A. McCoy, whose postoffice address is Route 2, Box 365A, Ridgeley, West Virginia, 26753, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

THREE-M ASSOCIATES, INC.

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

(a) To construct, own, buy, sell, lease, equipt hotels, restaurants, cafes, theatres, amusement parks and amusement enterprises of all kinds; to manufacture, grow, compound, create and generally deal in all kinds of foods, food stuffs and food products; to manufacture, purchase, sell and generally deal in hotel and restaurant equipment and supplies of all kinds and to manufacture, own, operate and generally deal in and with all kinds of facilities and appurtenances convenient, desirable or necessary in the conduct and operation of the foregoing.

(b) To 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.

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

Compared and Mailed Delivered
TO Harry I. Stegmaier Esq
First Federal Savings Bldg
Cumberland Md
Aug 21 1975

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this corporation.

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

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

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

STEGMAIER AND KAZARY TORNEYS AT LAW ERLAND, MARYLAND

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, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Camp Ground Road, LaVale, Maryland. The resident agent of the Corporation is Harry I. Stegmaier, whose postoffice address is First Federal Building, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the corporation has authority to issue is One Hundred (100) shares, all of which is Common Stock without par value.

SIXTH: The Corporation shall have three directors and Ralph A. Maltba, Robert L. Merryman, and Mark A. McCoy shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

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

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

(d) The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with

STEGMAIER AND KAZARY ORNEYS AT LAW RLAND, MARYLAND

or without a meeting.

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

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

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

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

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on May 14, 1975.

WITNESS:

Diane Young as to Ralph Maltba
RALPH A. MALTBA

Verna Norman as to Robert L Merryman
ROBERT L. MERRYMAN

James E Reed as to Mark A. McCoy
MARK A. MCCOY

*****

STATE OF MARYLAND,

COUNTY OF ALLEGANY, TO WIT:

THIS IS TO CERTIFY, That on May 14, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared RALPH A. MALTBA, ROBERT L. MERRYMAN, and MARK A. McCOY, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

My Commission Expires: July 1, 1978.

Linda J Bratt
NOTARY PUBLIC

STEGMAIER
AND
KAZARY
ORNEYS AT LAW
RLAND, MARYLAND

FILED FOR RECORD
MAY 13 1975 10 O'clock A. M.
same day recorded in
Liber No. Folio
the Cash.
Records of Allegany
Maryland and com-
by Edward W. Mulvey
Clerk.

ARTICLES OF INCORPORATION

OF

THREE-M ASSOCIATES, INC.

LIBER 022 PAGE 763

approved and received for record by the State Department of Assessments and Taxation of Maryland May 19, 1975 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 40978

Recorded in Liber F2176, folio 408, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 19.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVÆ CORONASTI NOS

LIBER 022 PAGE 764

WITMER FOODS, INC.

ARTICLES OF AMENDMENT

Witmer Foods, Inc., pursuant to Section 11 and Section 12 of Article 23 of the Code of Public General Laws of the State of Maryland as amended, adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following amendment has been approved and adopted by a majority of the Board of Directors of the Corporation by the following Resolution adopted by the Board of Directors on the 11th day of December, 1974, in the manner prescribed by the laws of the State of Maryland.

BE IT RESOLVED, that the Articles of Incorporation be and they are hereby amended by striking therefrom Paragraph SEVENTH and substituting thereto a new Paragraph SEVENTH as amended which shall read as follows:

> SEVENTH: The total amount of the authorized capital stock of the Corporation is Five Hundred Thousand Dollars ($500,000.00) par value divided into Five Thousand (5,000) shares of the par value of One Hundred Dollars ($100.00) each, all of which shares shall be common stock.

SECOND: That the amendment has been approved by a majority of the Board of Directors and, at the time of the amendment, there were no shares of stock entitled to vote thereon.

THIRD: The total number of shares of common stock, it being the only class of stock to be issued, heretofore authorized was 1,000 shares at the par value of $100.00 each.

FOURTH: The total number of shares of common stock as increased by the amendment, it being the only class of stock to be issued, is 5,000 shares at the par value of $100.00 each.

SON & GERSON
ORNEYS AT LAW
RLAND, MARYLAND
GREENE ST.

AUG 13-75 A 22517 ******4.00

Compared and Mailed ~~Delivered~~ Bur
Anderson & Gerson
TO attorneys at Law
39 Greene Street
Cumb. Md
Aug 21 1975

LIBER 022 FALL 765

IN WITNESS WHEREOF, I have signed these Articles of Amendment this 18 day of April, 1975.

ATTEST:

Diane M. Witmer, Sec.
~~Patricia A.~~ Witmer, Secretary
DIANE M.

WITMER FOODS, INC.

By Kenneth D Witmer Pres. (SEAL)
Kenneth D. Witmer, President

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 18th day of April, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared KENNETH D. WITMER, President of Witmer Foods, Inc., and he acknowledged under oath that the aforesaid Resolution was approved and passed by the Board of Directors at its meeting of December 11, 1974.

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

Lucille Ritchie
Notary Public

My Commission Expires: July 1, 1978

ERSON & GERSON
ATTORNEYS AT LAW
MBERLAND, MARYLAND
39 GREENE ST.

FILED FOR RECORD
6.13 1975
2:00 o'clock P.M.
same day recorded in
No. — Folio —
of the Records of Allegany
Co. Md., and com-
pared by
Clerk

LIBER 022 PAGE 766

ARTICLES OF AMENDMENT

OF

WITMER FOODS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 24, 1975 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 40320

3

Recorded in Liber F2169, folio 633, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 80.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 767

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF _____

OCT 20-75 A #27130 ******3.0

Pursuant to Article 23, Section 66(g) (2) of the Annotated Code of Maryland (1966 Replacement Volume), Title "Corporations," subtitle "Consolidation, Merger and other Transfer of Property": We hereby certify that the herein described property is being conveyed by Articles of _____

_____.

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

Ordinary Post Office Address for receipt tax bills

Liberty Trust Co. Att. Mr. John Morton
Address
Baltimore St. Cumberland, Md. 21502

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 30th day of June 19 75 I have set my hand and caused the seal of said Department to be hereto affixed.

William O. Lennon
Supervisor-Charter Division

*Note: Submit in duplicate.

Compared and Mailed ~~Delivered~~
Liberty Trust Co.
TO Mr. John Morton
Cumberland, Md
Oct 24 1975

A 42285

ADDENDUM TO ARTICLES OF SALE BETWEEN GRATTON FORD, INC., AND ARTHUR KOWELL AND ELEANOR B. KOWELL, HIS WIFE, DATED JUNE , 1975

The property to be sold by Gratton Ford, Inc., a Maryland corporation, to Arthur Kowell and Eleanor B. Kowell, his wife, is all that piece or parcel of property situated on the southeasterly side of Maryland Route No. 36, in Election District No. 20, in Allegany County, Maryland and being a parcel of land of approximately 275 feet by 58 feet by 277 feet by 77 feet.

Being the same property which was conveyed to Gratton Ford, Inc., by W. Donald Smith, Sr., et ux, by deed dated September 28, 1965 and recorded in Liber 390, folio 97, one of the Land Records of Allegany County, Maryland.



V OFFICES
T, McMULLEN
: PAYE
MBERLAND
ARYLAND

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF SALE

To the Clerk of the CIRCUIT Court for ALLEGANY COUNTY

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

Geppert, McMullen & Paye

Cumberland, Maryland

which said Articles of SALE were duly approved by said Department on June 30, 1975, at 2:00 P.M. and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

GRATTON FORD, INC. (MD. CORP.)

the name of the transferee is

ARTHUR KOWELL AND ELEANOR B. KOWELL (as Tenants in Common)

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

Motor City, Cumberland, Maryland

(c) The Articles of SALE are dated June 30, 1975.

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

June 30, 1975, at 2:00 P.M.

[redacted]

LIBER 022 PAGE 770

C. CHANEY CHEVROLET, INC.

ARTICLES OF INCORPORATION OCT 20-75 A #27138 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, Coy R. Chaney, whose post office address is 111 Frost Avenue, Frostburg, Maryland; and Patricia Ann Chaney, whose post office address is 111 Frost Avenue, Frostburg, Maryland; and James Alfred Avirett, whose post office address is 740 Washington Street, Cumberland, Maryland; all being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of a corporation, associate ourselves with the intention of forming a corporation.

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

C. CHANEY CHEVROLET, INC.

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

(1) To carry on the business of an automobile dealership.

(2) To purchase, rent, manufacture, repair, deal in, sell, operate and let for hire, motor vehicles of every kind, nature and description designed to move or transport persons or property including automobiles, trucks, tractors and motorcycles and other vehicles which are or may be used in connection with any of these and any supplies, parts, accessories and fittings for any of these.

Compared and Mailed ~~Delivered~~ 3cs
TO Coy R. Chaney
111 Frost Avenue
Frostburg, Md.
Oct 24 19 75

(3) To erect, purchase, lease or otherwise acquire and to maintain and operate places for the sale of gasoline, oils and other automobile supplies, and garages, repair shops and other places for the making, storing, repairing, displaying and selling of motor vehicles and parts and accessories therefor of every kind, nature and description.

(4) To make, repair, sell and otherwise deal in parts, supplies, batteries and accessories connected with the use of motor vehicles; to store, clean, change, rebuild and repair such vehicles or any portions thereof; and to do all other things incidental to the business of conducting a dealership for the sale of new and used motor vehicles and other businesses connected therewith.

(5) To act as insurance broker or agent for insurance companies in soliciting and receiving applications for insurance of all kinds and classes with respect to and covering motor vehicles, and in the collecting and receiving of and receipting for, premiums on such insurance written by insurance companies; to do such other acts as are necessary or customary in such brokerage or agency and which may be delegated to it by insurance companies, and to receive commissions for its services as broker or agent.

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

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

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 219 North Mechanic Street, Cumberland, Maryland, 21502. The Resident Agent of the Corporation is Coy R. Chaney, whose post office address is 111 Frost Avenue, Frostburg, Maryland, 21532. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors and Coy R. Chaney, Patricia Ann Chaney, and James Alfred Avirett shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Three Thousand (3,000) shares; of which Two Thousand (2,000) shares of the par value of One Hundred Dollars ($100.00) each, having an aggregate par value of Two Hundred Thousand Dollars ($200,000.00) are Preferred Stock, and One Thousand (1,000) shares without par value are Common Stock.

PREFERRED STOCK

(a) Dividends - The holders of the preferred stock shall be entitled to receive from the surplus or net profits of the Corporation,

when and as declared by its Board of Directors, dividends at the rate of eight and one-half (8 1/2%) percent per annum upon the par value thereof. Such dividends shall be cumulative, accounting from the date of issue of each share of stock, and shall be payable for the current and all previous years before any dividends shall be paid or set apart on the common stock. The preferred stock shall not be entitled to participate in or receive any dividend or share of profits, whether payable in cash, stock or property, in excess of the aforesaid cumulative dividends.

(b) Preferences Upon Liquidation, etc. - In the event of liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary) the holders of the issued and outstanding preferred stock shall be entitled to receive out of the assets before any distribution to the holders of any other class of stock a sum equal to One Hundred (100%) percent of the par value of each share plus all accumulated and unpaid dividends thereon.

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

(c) Redemption - At the option of the Board of Directors, the whole or any part of the preferred stock outstanding at any time may be redeemed on any of the respective dates fixed for the payment of dividends thereon, at One Hundred (100%) percent of its par value, together with all unpaid dividends accrued thereon to the date of redemption, upon not less than thirty (30) days previous notice given by mail to the holders of record of the preferred stock. In the event that less than all of the outstanding preferred

stock is to be redeemed, the redemption may be effected either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors, After any of the outstanding preferred stock shall have been called for redemption and the holders thereof duly notified and the funds necessary to effect such redemption have been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the Corporation but shall be entitled only upon presentation of the certificates properly endorsed to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such preferred stockholders at the addresses recorded on the books of the Corporation and mailed at the City of Cumberland, State of Maryland.

(d) Voting Rights - The holders of the Preferred Stock shall not be entitled to vote under any circumstances, or in connection with any action taken by the Corporation.

COMMON STOCK

(a) Dividends - After all accumulated dividends on the outstanding preferred stock shall have been declared, and the Corporation shall have paid the same or shall have set apart a sum sufficient therefor, the holders of the outstanding common stock shall be entitled to receive out of the remaining surplus or net profits, such dividends as may from time to time be declared by the Board of Directors.

(b) Preferences Upon Liquidation, etc. - In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the outstanding common stock after the payments

hereinabove provided for have been made to the holders of the outstanding preferred stock, shall be entitled to share equally, share for share, in all remaining assets available for distribution.

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

(c) Voting Rights- Each share of common stock shall entitle the holder of record thereof to one (1) vote in all proceedings in which action shall be taken by stockholders of the Corporation.

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 and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(2) No holder of stock of any class shall be entitled as a matter of right to subscribe for, or purchase, any part of any new or additional issue of stock of any class, or of securities convertible into stock of any class, whether now or hereafter authorized, or whether issued for money, for a consideration other than money or by way of dividend.

(3) The Board of Directors shall have power to determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws; and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

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

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

(6) 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.

(7) 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 term 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 22nd day of May, 1975.

WITNESS:

Frank R. King — Coy R. Chaney (SEAL)
COY R. CHANEY

Frank R. King — Patricia Ann Chaney (SEAL)
PATRICIA ANN CHANEY

Martin E. Lewis — James Alfred Avirett (SEAL)
JAMES ALFRED AVIRETT

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 22nd day of May, 1975, before me, the subscriber, a Notary Public, in and for the State of Maryland, Allegany County, personally appeared COY R. CHANEY, PATRICIA ANN CHANEY, and JAMES ALFRED AVIRETT, and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Charles [illegible]
NOTARY PUBLIC

FILED FOR RECORD
OCT 20 1975
at 2:30 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Cash.
Records of Allegany
County, Maryland, and com-
pared by
Maynard W. Mallonee Clerk

ARTICLES OF INCORPORATION

OF

C. CHANEY CHEVROLET, INC.

LIBER 022 PAGE 779

approved and received for record by the State Department of Assessments and Taxation of Maryland May 26, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 41160

10

Recorded in Liber F2178, folio 637, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $44.00 Recording fee paid $23.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 780

ARTICLES OF INCORPORATION

OF

MICHAEL CRESAP MUSEUM, INC.

OCT 20-75 A 27134 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, IRVIN GLENWOOD ALLEN, whose post office address is Route #1, Box 1, Oldtown, Maryland 21555; and MARJORIE VIRGINIA ALLEN, whose post office address is Route #1, Box 1, Oldtown, Maryland 21555; and JUDITH (NMI) O'HARA, whose post office address is Oak Tree Lane, Williamsport, Maryland 21795, 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 is:

MICHAEL CRESAP MUSEUM, INC.

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

(a) To promote the general public to view the historical facts, artifacts, home and surroundings of the Michael Cresap Home and all that is related to his life and career; and the origin and development of Oldtown, Maryland.

(b) To promote a reawakening of our national heritage.

(c) To organize and operate a corporation exclusively for recreation and other non-profitable purposes, no part of the net earnings which is to enure to the benefit of any member. For the purpose aforesaid the corporation shall have the following powers:

JOHN C. SULLIVAN
ATTORNEY AT LAW
10 GREENE STREET
CUMBERLAND, MD.
724-7777

Compared and Mailed Delivered
Margarie Virginie Allen
TO Rt #1 Box #1
Oldtown, Md. 21555
Oct 24 1975

To purchase, lease or otherwise acquire any property, real, personal, or mixed suitable or convenient for any of the purposes of the corporation; and to sell, lease or otherwise dispose of any such property no longer required for the purposes of the corporation, and to issue bonds, debentures, notes or other obligations, of any nature and in the manner permitted by law for money so borrowed by it or in payment for property purchased or for any other lawful consideration and to secure the payment thereof and of the interest therein by mortgage upon, or pledge of any conveyance or assignment of trust of the whole or any part of the property of the corporation, real, personal, or mixed 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 for any of the purposes of the corporation.

It is also the intention that the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the laws of the State of Maryland, that the enumeration of certain powers as herein defined is not intended as exclusive of or as a waiver of any other powers, rights or privileges granted or conferred by the laws of said State, now or hereafter inforced as in the Article expressly limited or restricted.

FOURTH: The post office address of the principal office of the corporation in this State is Main Street, Oldtown, Allegany County, Maryland 21555; the resident agent of the corporation is Marjorie Virginia Allen, whose post office

address is Route #1, Box 1, Oldtown, Maryland 21555. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall be without capital stock and will not be operated for profit.

SIXTH: That the corporation shall have four directors and said number shall be subject to increase pursuant to the bylaws of the corporation, but shall never be less than three; and that Irvin Glenwood Allen, Marjorie Virginia Allen, Judith (NMI) O'Hara, and Jilla Diane Tolbert shall act as such directors until the first meeting of the members after the adoption of the Certificate of Incorporation or until their successors are duly chosen and qualified.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these articles of incorporation on this 23 day of June, 1975.

WITNESS:

Beulah R. Lewis
To all

Irvin Glenwood Allen
Irvin Glenwood Allen

Marjorie Virginia Allen
Marjorie Virginia Allen

Judith O'Hara
Judith O'Hara

STATE OF MARYLAND LIBER 022 PAGE 783

COUNTY OF ALLEGANY, TO WIT:

THIS IS TO CERTIFY, that on this 23 day of June, 1975, before me, the subscriber, a Notary Public of the State of Maryland in the County of Allegany, personally appeared, Irvin Glenwood Allen, Marjorie Virginia Allen, and Judith (NMI) O'Hara, and severally acknowledged the aforegoing articles of incorporation to be their respective act.

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



Notary Public

Comm Exp July 1, 1977

FILED FOR RECORD
19 at 8:30 o'clock A. M.
and same day Recorded in
Liber No. — Folio
the of the Clerk's
Records of Allegany
County, Maryland and com-
pared by

ARTICLES OF INCORPORATION

OF

MICHAEL CRESAP MUSEUM, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 24, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

F 816

A 42085

5

Recorded in Liber 2188, folio 311, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Sennott

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVÆ CORONASTI NOS

LIBER 022 PAGE 785

ARTICLES OF SALE

OCT 20-75 A ☆27129 ******4.75

THESE ARTICLES OF SALE, Made this 30th day of June, 1975, by and between GRATTON FORD, INC., a Maryland corporation (the "Transferor"), and ARTHUR KOWELL and ELEANOR B. KOWELL, of Allegany County, Maryland, (the "Transferees"):

W I T N E S S E T H

1. Gratton Ford, Inc. agrees to sell and transfer to Arthur Kowell and Eleanor B. Kowell as tenants in common, all of its remaining property and assets, which consist of an improved parcel of real estate located on the south-easterly side of Maryland Route No. 36, in Election District No. 20, in Allegany County, Maryland.

2. The Transferees are Arthur Kowell and Eleanor B. Kowell, as tenants in common, individuals who reside in Allegany County, Maryland. The Transferees are engaged in the operation of an automobile dealership and their principal place of business is Motor City, Cumberland, Maryland.

3. Gratton Ford, Inc. is incorporated under the laws of the State of Maryland.

4. The nature and amount of the consideration to be paid, transferred and issued by Arthur Kowell and Eleanor B. Kowell for the property and assets of Gratton Ford, Inc. is Two Hundred and Sixty Thousand Dollars ($260,000.00) in cash.

5. The principal office of the Transferor corporation is located in Allegany County, Maryland. The only county in Maryland in which the Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records, is Allegany County.

6. These Articles of Sale were duly advised by the Board of Directors and approved by the Stockholders of Gratton Ford, Inc., in the manner and by the vote required by its Charter and by the applicable provisions of the Corporation Laws of the State of Maryland.

IN WITNESS WHEREOF, Gratton Ford, Inc. has caused these presents to be executed by its President, and its seal to be duly affixed and attested by its Assistant Secretary and the Transferees have executed the same as individuals the day and year first above written.

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

RW

Compared and Mailed Delivered
Geppert, McMullen, Paye
TO 21 Prospect Square
Cumb. Md.
Oct 21 1975

Attest:

GRATTON FORD, INC.

William H. Geppert

William H. Geppert, Assistant Secretary

By Joseph S. Gratton

Joseph S. Gratton, President

Arthur Kowell

Arthur Kowell

Eleanor Kowell

Eleanor Kowell

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 30th day of June, 1975, before me, the subscriber, a Notary Public of the State of Maryland in and for Allegany County aforesaid, personally appeared JOSEPH S. GRATTON, President of Gratton Ford, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and made oath in due form of law that the said Articles of Sale were duly advised and authorized by the Board of Directors and approved by the stockholders of the said corporation in the manner and by the vote required by the laws of the State of Maryland and by the Charter of the corporation, and that the matters and facts set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

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

John F. Motter

Notary Public

My Commission Expires:

July 1, 1978.

LAW OFFICES
ERT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 30th day of June, 1975, before me, the subscriber, a Notary Public of the State of Maryland in and for Allegany County aforesaid, personally appeared ARTHUR KOWELL and ELEANOR B. KOWELL of Allegany County, Maryland, and acknowledged the foregoing Articles of Sale to be the act and deed of each of said individuals.

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

John F. Norton
Notary Public

My Commission Expires:

July 1, 1978.

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
JUN 20 1975
2:30 o'clock P.M.
same day Recorded in
Liber No. 022 Folio 788
of the Records of Allegany
County, Maryland
Clerk

LIBER 022 PAGE 788

ARTICLES OF SALE

OF

GRATTON FORD, INC. (MD. CORP.)-TRANSFEROR

TO

ARTHUR KOWELL AND ELEANOR B. KOWELL (as Tenants in Common)-TRANSFEREES

approved and received for record by the State Department of Assessments and Taxation of Maryland June 30, 1975, **at** 2:00 **o'clock** P.M. **as in conformity with law and ordered recorded.**

SCT

A 42285

4

Recorded in Liber 2190, **folio** 216, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____ **Recording fee paid $** 15.00
2.00 Cert. among Land Record Allegany
$17.00 Total

To the clerk of the Circuit **Court of** Allegany County

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

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

William J. Lennon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVÆ CORONASTI NOS SCITO

LIBER 022 PAGE 789

JUN 18 8 53 AM '76

J & J AUTO SERVICE, INC.

ARTICLES OF INCORPORATION

OCT 20-75 A 27135 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; Gary G. Leasure, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; and Mary Kay Kennell, whose post office address is P. O. Box 24, Wellersburg, Pennsylvania, 15564, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

J & J AUTO SERVICE, INC.

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

(1) To operate a display area and sales agency for the display, purchase, sale, or lease or to otherwise maintain, equip, repair, hold, own, hire, use, operate, pledge, exchange or otherwise dispose of, generally deal and traffic in all kinds of motor driven vehicles, automobiles, trucks, motors, motorcycles, engines and other vehicles and machinery and all chassis, bodies, parts, accessories and equipment which can or may be used in connection therewith, and generally to conduct an automobile sales and service business in all its branches as distributor, dealer, broker, owner, buyer, agent or otherwise.

Compared and Mailed ~~Delivered~~ BW
TO Gary G. Leasure
110 Washington St.
Cumb. Md.
Oct 21 19 75

(2) To own, lease and rent equipment in the general automobile sales business.

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

(4) To engage in and carry on any other business which may conveniently be conducted in connection with any of the business of the Corporation.

(5) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(6) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of stores, offices, 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.

(7) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has 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 or corporation.

(8) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exe cise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(9) To borrow or raise money for any of the purposes of the Corporatio 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 insure 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.

CONSTRUCTION OF AFOREGOING CLAUSES

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, 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 is 817 Maryland Avenue, Cumberland, Allegany County, Maryland, 21502. The resident agent of the corporation will be Gary G. Leasure, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502.

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) 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 ($100,000.00).

SIXTH: The Corporation shall have four (4) directors, and James Raupauch, E. Jane Raupauch, Edsel Kennell and Jennifer Kennell shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than fifteen by amendment to the By-laws.

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

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

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

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may 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 provisions 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 time and prices of redemption of, and the conversion rights of such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 17th day of June, 1975.

WITNESS:

Lora L. Henson
LORA L. HENSON

William R. Carscaden (SEAL)
WILLIAM R. CARSCADEN

Lora L. Henson
LORA L. HENSON

Gary G. Leasure (SEAL)
GARY G. LEASURE

Lora L. Henson
LORA L. HENSON

Mary Kay Kennell (SEAL)
MARY KAY KENNELL

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 17th day of June, 1975, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared WILLIAM R. CARSCADEN, GARY G. LEASURE and MARY KAY KENNELL, and acknowledged the aforegoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Notarial Seal the date aforesaid.

LORA L. HENSON NOTARY PUBLIC ALLEGANY COUNTY, MD.

Lora L. Henson
Notary Public

FILED FOR RECORD
OCT 20 1975
1:30 o'clock P.M.
same day recorded in
Liber No. Folio
of the Charter Records of Allegany
County, Maryland, and com-
pared by

LIBER 022 PAGE 798

ARTICLES OF INCORPORATION

OF

J & J AUTO SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 23, 1975 **at** 8:30 **o'clock A.M. as in conformity with law and ordered recorded.**

19DE3 0095

A 42043

3900-a 8275

Recorded in Liber ~~2127~~ 2193 **, folio** ~~776~~ 153 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $ 20.00 **Recording fee paid $** 19.00

To the clerk of the Circuit **Court of** Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONÆ VOLVNTATIS TVÆ CORONAVIT NOS SCVTO

LIBER 022 PAGE 797

LONG STRETCH YOUTH HOMES, INC.

ARTICLES OF INCORPORATION

OCT 20-75 A #27136 ******4.00

FIRST: We, the subscribers, Allan M. Gerson, whose residence and post office address is 830 McDonald Terrace, Allegany County, Cumberland, Maryland; and William V. Platter, whose residence and post office address is Box 28, Star Route, Allegany County, Frostburg, Maryland; each being of full age, do, by virtue of the laws of the State of Maryland authorizing the formation of a Corporation, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation is Long Stretch Youth Homes, Inc.

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

(a) To organize, operate, and maintain a youth center near the community of Frostburg, Garrett County, Maryland, containing the facilities for the housing, boarding, entertainment, recreation, instruction, and social opportunities for children and young people who, because of financial limitations or social depravation of their home environment, otherwise would be unable to enjoy such opportunities in the general areas in which they live; to promote fellowship and extend acquaintanceship by means of social intercourse among the members; and to engage generally in any causes or objects similar to the above-mentioned in order to promote the educational, cultural, social, literary, and mental welfare of the members; to the end that crime, poverty, and misery may be lessened, that a nobler manhood and womanhood may be developed, and that a more perfect love of home, family, and country may be fostered.

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered Bus
William V. Platter
TO Post Office Box #28
Star Route
Allegany County Md
Oct-21-1975

(b) To engage exclusively in work calculated to improve the moral, mental, social and physical betterment of mankind; and to acquire real and personal property to be used exclusively for the mental, moral, social, and physical betterment of children and young people.

(c) To purchase, lease, hold, sell, develop, convey or otherwise acquire or dispose of real and personal property necessary for the carrying out of the purposes of this corporation; and to equip and maintain social club rooms or other appropriate buildings for the use and enjoyment of all the members of this organization upon and under such terms as may from time to time be determined by the Board of Directors.

(d) To do all and everything necessary, suitable, or proper for the furtherance, attainment, or accomplishment of any of the foregoing objects and purposes, acting as a non-profit organization, either alone or in association with other corporation shall have all powers conferred or authorized by laws, of the State of Maryland, now or hereafter in effect, that may be necessary, suitable or proper thereunto.

(e) To buy, own, manage, operate, lease, mortgage, pledge, option, sell and in any other lawful way hold and dispose of land, real estate, goods, wares, merchandise, and other personal property of all kinds, or any interest of the same which may seem directly or indirectly to facilitate or effectuate the objects of the corporation.

FOURTH: The post office address at which the principal office of the Corporation in this State will be located is Box 28, Star Route, Allegany County, Frostburg, Maryland. The resident agent is William V. Platter, whose post office address is Box 28,

ON & GERSON
NEYS AT LAW
LAND, MARYLAND
GREENE ST.

Star Route, Allegany County, Frostburg, Maryland. The said resident agent is a Citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation will not have any capital stock nor any shares of stock.

SIXTH: The corporation shall have eight members of the governing board, namely: Lloyd Robertson, M.A., Dan Nofziger, M.D., Ronald M. Barmoy, D.D.S., Rev. Adrian Keeton, Joan Hartman, M.S.W., Jim Sheehe, Jr. M.S.W., Dorothy Minick, M.A., and Allan M. Gerson, Attorney-At-Law, and said Board of Governors shall act as such until the annual meeting of the corporation or until their successors are duly chosen and qualified. The number of members of the governing board may be changed from time to time in such lawful manner as the By-Laws may provide.

IN WITNESS WHEREOF, we have signed our names and affixed our seals this 12th day of June, 1975.

Ann C. Smith
Witness

Allan M. Gerson (SEAL)
ALLAN M. GERSON

Ann C. Smith
Witness

William V. Platter (SEAL)
WILLIAM V. PLATTER

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 12th day of June, 1975, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ALLAN M. GERSON and WILLIAM V. PLATTER, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Ann C. Smith
Notary Public

My Commission Expires:
Oct. 1, 1978

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 022 PAGE 800

ARTICLES OF INCORPORATION

OF

LONG STRETCH YOUTH HOMES, INC.

FILED FOR RECORD
JUN 20 1975 — 19—
30 o'clock — M.
same day Recorded in
No. — Folio —
the Camp.
Records of Allegany
Maryland, and com-
by [illegible]

19AOE31148

approved and received for record by the State Department of Assessments and Taxation of Maryland June 13, 1975 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

3500-a 8175

A 41720

4

Recorded in Liber 2184, folio 369, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Swinnerton

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · SCUTO BONÆ VOLVNTATIS TVÆ CORONASTI NOS

MT. SAVAGE SPECIALTY REFRACTORIES CO.,Inc.

LIBER 022 PAGE 801

ARTICLES OF INCORPORATION

First: The undersigned, J. Gerald Zawatski and David Rost, whose post office address is Box 865, 550 Grant Street, Pittsburgh, Pa. 15219, (respectively, each) being at least twenty-one years of age, (do) hereby form a corporation under the general laws of the State of Maryland.

Second: The name of the corporation (which is hereinafter called the Corporation) is MT. SAVAGE SPECIALTY REFRACTORIES CO.,Inc.

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

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

REFRACTORY MANUFACTURING and shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the general laws of the State of Maryland and for these purposes to have, possess and enjoy all the rights, benefits and privileges of said laws.

Fifth: The post office address of the principal office of the Corporation in Maryland is FOUNDRY ROW, MT. SAVAGE, MD., 21545. The name and post office address of the resident agent of the Corporation in Maryland is MICHAEL CHRISTOPHER, FOUNDRY ROW, MT. SAVAGE, MD., 21545.

Sixth: The total number of shares of stock which the corporation has authority to issue is 30,000 shares of par value of zero dollars ($0.00) a share, all of one class, and having an aggregate par value of zero dollars ($0.00).

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations, as to dividends and qualifications of each class:

All shares of stock of the Corporation shall be without par value with equal voting rights. There are no restrictions, limitations or qualifications on these shares

Seventh:

The number of directors of the corporation shall be:

(Four), which number may be increased or decreased pursuant to the by-laws of the Corporation, 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

Compared and Mailed ~~Delivered~~ Rec'd
Michael Christopher
TO Foundry Row
Mt Savage Md. 21545
Oct 27 19 75

successors are duly chosen and qualified are:

Karen Zawatski

J. Gerald Zawatski

David M. Rost

Andrew J. Rost

Eighth:

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF We have signed these Articles of Incorporation on May 1st, 1975.

Witness

J. Gerald Zawatski

David M. Rost

Andrew J. Rost

STATE OF Pennsylvania ,

County of Allegheny , ss:

I HEREBY CERTIFY that on May 1, 1975, before me, the subscriber, a notary public of the State of Pennsylvania in and for the County of Allegheny personally appeared J. Gerald Zawatski and David Rost and acknowledged the foregoing Articles of Incorporation to be their act.

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

Notary Public

RICHARD A. FERRIS, Notary Public
Pittsburgh, Allegheny County, Pa.
My Commission Expires Sept. 25, 1977

FILED FOR RECORD
OCT 20 1975 ... 10 ...
...:30 o'clock ... M.
...d same day Recorded in
...ber No. ... Folio ...
...e of the ... Cavil.
... Records of Allegany
...unty, Maryland, and com-
...ared by ...
...Clerk

Liber 22 - Page - 803

ARTICLES OF INCORPORATION

OF

MT. SAVAGE SPECIALTY REFRACTORIES CO.,INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 29, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 41283

3

Recorded in Liber F2179, folio 575, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William L. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

QUEEN CITY BIRD DOG CLUB, INC.

LIBER 022 PAGE 804

ARTICLES OF REVIVAL*

(Under Section 85)

OCT 20-75 A #27133 *****-4.00

JUN 16 9 10 AM '75

QUEEN CITY BIRD DOG CLUB, INC., a Maryland corporation having its principal office in ALLEGANY County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on July 3, 1974, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation

SECOND: The name of the Corporation at the time of the forfeiture of its charter was QUEEN CITY BIRD DOG CLUB, INC.

THIRD: The name by which the Corporation will hereafter be known is QUEEN CITY BIRD DOG CLUB, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is No. 318 Prince George Street, Cumberland, Allegany County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland are Cumberland, #318 Price George Street, Allegany County, Maryland. Said resident agent is a

Charter Member and Secretary (Frank B. Moreland, Jr.)

BW

Compared and Mailed ~~Delivered~~

Frank B. Moreland Jr.

TO 318 Prince Geo. St.

Cumb. Md

Oct 27 19 75

citizen actually residing in this State (or a corporation of this State).

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

(a) Paid all fees required by law;

(b) Filed all annual reports which sould have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

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

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President (or Vice-President) and Secretary (or Treasurer) of the Corporation, have signed these Articles of Revival on June 6, 1975.

Howard Taylor pr.

Howard Taylor-President

Last Acting President (or Vice-President)

Robert W. Shewbridge - TREASURE

Robert W. Shewbridge - Treasure

Frank B. Maryland Jr. Secy.

Last Acting Secretary (or Treasurer)

STATE OF MARYLAND ,

County of Allegany , ss: LIBER 022 PAGE 806

I HEREBY CERTIFY that on June 6, , 1975, before me, the subscriber, a notary public of the State of Maryland in and for the County of Allegany, personally appeared Howard Taylor, the last acting President (or vice-President) and Robert Shewbridge, the last acting Secretary (or Treasurer) of QUEEN CITY BIRD DOG CLUB, INC., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

R.W. Green

My commission expires July 1, 1978

Notary Public*

FILED FOR RECORD
2:30 o'clock P. M.
same day Recorded in
Liber No. ____ Folio ____
of the Records of Allegany
County, Maryland, and com-
pared by me.
Clerk

ARTICLES OF REVIVAL

OF

QUEEN CITY BIRD DOG CLUB, INC.

LIBER 022 PAGE 807

19ADE3119038

approved and received for record by the State Department of Assessments and Taxation of Maryland June 16, 1975 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

2000-as8195

A 41766

4

Recorded in Liber 2145, folio 23, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
~~Bonus Tax~~ paid $ 5.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

SHAWNEE GIRL SCOUT COUNCIL INC.

ARTICLES OF REVIVAL LIBER 022 PAGE 808
(Under Section 85)

JUN 26 8 52 AM '75 OCT 20-75 A #27132 ******3.00

SHAWNEE GIRL SCOUT COUNCIL INC., a Maryland Corporation having its principal office in Allegany County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on January 28, 1975, for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation

SECOND: The name of the Corporation at the time of the forfeiture was SHAWNEE GIRL SCOUT COUNCIL INC.

THIRD: The name by which the Corporation will hereafter be known is SHAWNEE GIRL SCOUT COUNCIL, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 83 East Main Street, Lonaconing, Allegany County, 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 corp oration in the State of Maryland are Mrs. Leslie Miles, 83 East Main Street, Lonaconing, Allegany County, Maryland. Said resident agent is a citizen actually residing in this State.

Compared and Mailed Delivered BW
TO Mrs Leslie Miles
83 E. Main St.
Lonaconing, Md
Oct 27 19 75

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation Has:

(a) Paid all fees requiredby law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

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

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Treasurer of the Corporation, have signed these Articles of Revival on June 23, 1975.

Donna Miles
Donna Miles, Last Acting President

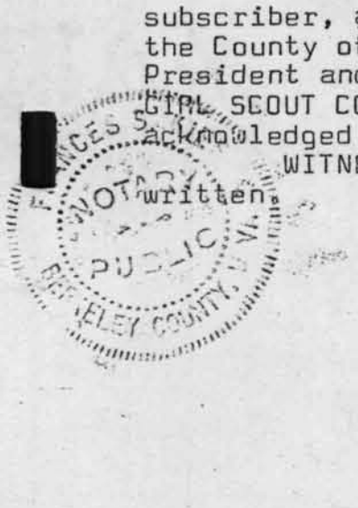
Kenneth L Psillas
Kenneth L. Psillas, Last Acting Treas.

STATE OF West Virginia

County of Berkeley,

I HEREBY CERTIFY that on June 23, 1975, before me, the subscriber, a notary public of the State of West Virginia in and for the County of Berkeley, personally appeard DONNA MILES, the last acting President and KENNETH L. PSILLAS, the last acting Treasurer of SHAWNEE GIRL SCOUT COUNCIL, INC., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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



Frances S. Kief
Frances S. Kief, Notary Public
MY COMMISSION EXPIRES DECEMBER 5, 1983

FILED FOR RECORD
20 1975
:30 O'clock P.M.
same day Recorded in
Folio
the Cavel
Records of Allegany
Maryland, and com-
by
Edward W. Walker

ARTICLES OF REVIVAL

OF

SHAWNEE GIRL SCOUT COUNCIL INC.

LIBER 022 PAGE 810

approved and received for record by the State Department of Assessments and Taxation of Maryland June 26, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 42155

3

Recorded in Liber 2188, folio 735, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
~~Bonus tax paid~~ $ 5.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William J. Lennon Jr

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 811

RC

TRI-TOWNS CHAMBER OF COMMERCE, INCORPORATED

ARTICLES OF REVIVAL

(Under section 85)

OCT 20-75 A #27131 ******3.00

Tri-Towns Chamber of Commerce, INCORPORATED a Maryland corporation having its principal office in Allegany County, Westernport Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on Nov. 18 1970, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Tri-Towns Chamber of Commerce, Incorporated

THIRD: The name by which the Corporation will hereafter be known is Tri-Towns Chamber of Commerce, Incorporated

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Allegany County Westernport Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland are William Kenny 154 River Road, Westernport, Maryland. Said resident agent is a

JUN 30 9 54 AM '75

Compared and Mailed Delivered By
TO William Kenny
154 River Road
Westernport Md
Oct 27 19 75

citizen actually residing in this State (or a corporation of this State).

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

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

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

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President (or Vice-President) and Secretary (or Treasurer) of the Corporation, have signed these Articles of Revival on June 16, 1975.

Donald M Mease
Last Acting President (~~or Vice-President~~)

Woodrow C Wilson
Last Acting ~~Secretary~~ (or Treasurer)

CHAMBER OF COMMERCE INCORPORATED 1961 TRI-TOWNS MARYLAND

FILED FOR RECORD
1975
30 o'clock P M.
same day Recorded in
No. Folio
of the Records of Allegany
ty, Maryland, and com-
d by

ARTICLES OF REVIVAL

OF

TRI-TOWNS CHAMBER OF COMMERCE, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland June 30, 1975 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 42251

Recorded in Liber 2189, folio 760, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
~~Bonus tax~~ paid $ 5.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

William S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 814

CENTRE STREET METHODIST CHURCH OF CUMBERLAND,

ALLEGANY COUNTY, MARYLAND

ARTICLES OF AMENDMENT OCT 22-75 A #27339 ******4.00

THIS IS TO CERTIFY:

FIRST: That the charter of the Centre Street Methodist Church of Cumberland, Allegany County, Maryland (hereinafter called the Corporation), is hereby amended by striking out the name of said Corporation in the certificate of incorporation and inserting in lieu thereof the following:

CENTRE STREET UNITED METHODIST CHURCH

SECOND: That the Board of Trustees of the Corporation, at a meeting duly convened and held on July 8 , 1975, duly advised the amendment of the charter of the Corporation by changing its name as above set forth by passing a resolution declaring that said change is advisable; that at said meeting, all Trustees were present and voting and unanimously agreed to the change of name as aforesaid.

THIRD: That the original certificate of incorporation of said Centre Street Methodist Church of Cumberland, Allegany County, Maryland, was granted by the General Assembly of Maryland by Chapter 199 of the General Public Laws of Maryland, Session of 1884.

Compared and Mailed ~~Delivered~~
BW
Donald G. Paulman
TO Centre Street
Frederick Md.
Oct 27 19 75

IN WITNESS WHEREOF, the said Corporation has caused these presents to be signed in its name and on its behalf by the President of its Board of Trustees and its corporate seal to be hereto attached and attested by its Secretary, on this 10th day of July, 1975.



Corporate Seal

CENTRE STREET METHODIST CHURCH OF CUMBERLAND, ALLEGANY COUNTY, MARYLAND.

By Donald G Paulman
President

(Mrs) Kay M. Mansfield
Secretary

LIBER 022 PAGE 816

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 10th day of July, 1975, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Allegany, personally appeared Donald G. Paulman, President of the Board of Trustees of Centre Street Methodist Church of Cumberland, Allegany County, Maryland, a Maryland corporation, and in the name of and on behalf of said corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Fay M. Mansfield and made oath in due form of law that she was Secretary of the said Board of Trustees, at the meeting of the said Board of Trustees at which the amendment of the charter of the corporation set forth in said Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

Suzanne Weidenauth
Notary Public 7/1/78

SUZANNE T. WEIDENAUTH
NOTARY PUBLIC
ALLEGANY COUNTY, MD.

LIBER 022 PAGE 817

FILED FOR RECORD
OCT 22 1975
at 1:45 O'clock P. M.
and same day recorded in
Liber No. ____ Folio ____
one of the Carbl
Records of Allegany
County, Maryland and com-
pared by me.
Wm. M. Mueller Clerk

ARTICLES OF AMENDMENT

OF

CENTRE STREET METHODIST CHURCH OF CUMBERLAND,
ALLEGANY COUNTY, MARYLAND

changing its name to:

CENTRE STREET UNITED METHODIST CHURCH

approved and received for record by the State Department of Assessments and Taxation of Maryland July 16, 1975 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 42649

4

Recorded in Liber 2194 **, folio** 459**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

[redacted]onus tax paid $_____Recording fee paid $ 10.00

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Keller

[redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 818

ARTICLES OF INCORPORATION

OF

COLONIAL CHARLESTOWN INC. OCT 22-75 A R# 27343 ******4.00

****

FIRST: We, the undersigned, Nelson H. McCall, John Gonce, Sr., Rebecca C Phillips, Jane Williams, Elizabeth Henry, Lyle Bott and Vernon Bryant, all of Charlestown, Maryland 21914, being at least twenty-one years of age, do hereby declare ourselves 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 COLONIAL CHARLESTOWN INC.

THIRD: The purposes for which this Corporation is organized and shall be operated are exclusively charitable and educational (including historical education). For the general purposes aforesaid, and limited to those purposes, the objects to be carried on by it are as follows:

(a) To combat community deterioration, advance education, lessen neighborhood tensions, support and promote the quality of community life, stimulate rehabilitation of the community; to provide assistance, counsel and advice to all persons in the community, particularly property owners, prospective property owners, and others having an interest in the improvement and proper maintenance of properties for the purpose of eliminating existing blight and guarding against future deterioration; to develop, sponsor, promote, initiate and foster charitable and educational programs designed to contribute to the enrichment of community life and harmonious community relations and to encourage broadest possible participation by individuals and groups and maximum citizen participation in activities directed towards these purposes.

SON C. COLE, JR.
RNEY AT LAW
LLE, MARYLAND
hone 642-6168

N, MARYLAND
hone 358-2757

Compared and Mailed Delivered BW
TO Donaldson C. Cole Jr.
Post Office Box 172
Charlestown, Md.
Oct 27 19 75

(b) To acquire, receive by gift, devise, purchase, or otherwise own property, real or personal, necessary to the operation of the Corporation, provided there is no conflict with the provisions of section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(c) To preserve, maintain and reconstruct historical structures and sites and to research and investigate same.

(d) To research the history of Charlestown, and to record and preserve same.

(e) To collect and preserve the Artifacts of Charlestown.

(f) To coordinate scenic improvements of Charlestown and placing specific significance on the public owned and historic areas, sites, dwellings, buildings and other improvements.

FOURTH: The post office address of the principal office of the Corporation in this State is Post Office Box 1742, Charlestown, Maryland 21914. Donaldson C. Cole, Jr. is the resident agent of said Corporation, and his address is Broad Street, Box 96, Perryville, Maryland 21903. Said Resident Agent is a citizen of the State and actually resides herein.

FIFTH: This Corporation is not 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 Bylaws of the Corporation, but shall never be less than three (3) and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Nelson H. McCall, John Gonce, Sr., Rebecca Phillips, Jane Williams, Elizabeth Henry, Lyle Bott and Vernon Bryant.

SEVENTH: The following provisions are hereby adopted for the

DONALDSON C. COLE, JR.
ATTORNEY AT LAW
PERRYVILLE, MARYLAND
Telephone 642-6168

ELKTON, MARYLAND
Telephone 398-2757

purpose of defining, limiting and regulating the powers of the Corporation and of the directors:

(a) The Corporation shall not be operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any member, officer, director of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behlaf of any candidate for public office.

(b) Notwithstanding any other provision of these Articles or the Bylaws, the Corporation shall not conduct or carry on any activity not permitted to be carried on by an organization exempt under section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(c) (2) of such Code and Regulations.

(c) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for paying of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) If in the event this Corporation is in any one year held a "private foundation," as defined in section 509(c) of the Internal Revenue Code

N C. COLE, JR.
EY AT LAW
E, MARYLAND
ne 642-6168

MARYLAND
ne 398-2757

it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to tax under section 4942 of the Code; and further, shall be prohibited from engaging in any act of 'self dealing', as defined in section 4941 (d) of the Code; from retaining an 'excess business holdings' as defined in section 4943(c) of the Code; from making any investments in such manner as to subject the foundation to tax under section 4944 of the Code; and from making any taxable expenditures as defined in section 4954 of the Code.

(e) The conditions of membership in the Colonial Charlestown Inc. shall be determined and fixed by the Bylaws.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 2 day of July, 1975.

WITNESS:

Jeannette F. McCall

Nelson H. McCall
NELSON H. MC CALL

John Gonce
JOHN GONCE, SR.

Rebecca C. Phillips
REBECCA PHILLIPS

Jane Williams
JANE WILLIAMS

Elizabeth Henry
ELIZABETH HENRY

Lyle Bott
LYLE BOTT

Vernon Bryant
VERNON BRYANT

We, Nelson H. McCall, John Gonce, Sr., Rebecca Phillips, Jane Williams, Elizabeth Henry, Lyle Bott, and Vernon Bryant, acknowledge the foregoing Articles of Incorporation to be our act, and do solemnly declare

DONALDSON C. COLE, JR.
ATTORNEY AT LAW
PERRYVILLE, MARYLAND
Telephone 642-6168

ELKTON, MARYLAND
Telephone 398-2757

and affirm under the penalties of perjury that the matters and facts set forth herein are true and correct in all material respects to the best of our knowledge, information and belief.

Date: July 2, 1975

Nelson H McCall
NELSON H. MC CALL

John Gonce
JOHN GONCE, SR.

Rebecca C. Phillips
REBECCA PHILLIPS

Jane Williams
JANE WILLIAMS

Elizabeth Henry
ELIZABETH HENRY

Lyle Bott
LYLE BOTT

Vernon Bryant
VERNON BRYANT

C. COLE, JR.
Y AT LAW
MARYLAND
542-6168

MARYLAND
398-2757

FILED FOR RECORD
OCT 22 1975
...o'clock ...M.
and same day Recorded in
Liber No. ... Folio ...
one of the Cases.
Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF INCORPORATION

OF

COLONIAL CHARLESTOWN INC.

LIBER 022 PAGE 823

[redacted] approved and received for record by the State Department of Assessments and Taxation of Maryland July 14, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 42568

6

Recorded in Liber 2193, folio 611, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

[redacted] Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H. Keller

[redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 824

ARTICLES OF INCORPORATION

OF

CUMBERLAND LIQUORS, INC.

OCT 22-75 A 27345 ******4.50

FIRST: We, the undersigned, Bernard E. Creegan, whose Post Office address is 706 Glenmore Street, Cumberland, Maryland; Edward C. Carnes, whose Post Office address is 15 Buddy Lane, Ridgeley, West Virginia; and Charles J. Soethe, whose Post Office address is 401 Columbia Street, Cumberland, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as Incorporators, with the intention of forming a Corporation under and by virtue of the public general laws of the State of Maryland.

SECOND: The name of the Corporation, hereinafter sometimes called the "Corporation:, is:

CUMBERLAND LIQUORS, INC.

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

(a) To engage in the retail or wholesale merchandising, purchase, sales or other transactions, either as principal, agent, commercial agent, warehousing, factoring, brokerage or in any other fashion to deal with alcoholic and other beverages, foods, beverage equipment or supplies of all kinds, including merchandising of materials and equipment of every and any kind relating to commercial or home consumption, distribution or supplying of beverages of all kinds; to engage in commercial enterprises of every kind or

Compared and Mailed ~~Delivered~~
Bernard E. Creegan
TO 706 Glenmore Street
Cumberland, Md. 21502
Oct 27 1975
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description, whether primarily related to beverages or otherwise; to promote or engage in businesses or ventures of all kinds and in all fields, whether wholesale or retail; to engage in processing and marketing of goods, wares, products and merchandise of every type and description; and to do all things necessary, convenient or desirable in connection with any operations undertaken in the course of said business or businesses.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, equipment and other personal property of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To transact for itself or for the account of others the business of general brokers, general agent, commercial agents or buyers and sellers of, dealers in, importers and exporters of raw materials, parts, manufactured goods, equipment, supplies and new or used perchandise of all kinds.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co=partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any businesses, wholesale or retail, 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 to, 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, asign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

notes or other obligations of any nature, and in any manner permitted by law, for money borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real, or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers converred 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 gener-

alities of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 419 Henderson Avenue, Cumberland, Maryland; and the Resident Agent of said Corporation is Bernard E. Creegan, whose Post Office address is 706 Glenmore Street, Cumberland, Maryland 21502. 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 300 shares, without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have at least three directors, which number may be increased pursuant to the By-Laws of the Corporation; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are as follows: Bernard E. Creegan, Edward C. Carnes and Charles J. Soethe.

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 from time to time the issuance of shares of

its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(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 part to or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any

of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

(f) The Board of Directors shall have power to declare any authorize the payment of dividends, whether in cash or by way of issuance of additional shares of stock, except that with respect

to any single dividend, payment must be made to all stockholders in cash or in stock, i.e., payment shall not be in cash to one stockholder and in stock to another; and said Board of Directors 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 businesses entities, whether associations, partnerships or individuals.

(g) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, provided that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescind by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days' notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 18th day of July, 1975.

WITNESS:

Mrs. Eleanor Rapson

Bernard E. Creegan (SEAL)
BERNARD E. CREEGAN

WITNESS:

Eleanor Rice — Edward C. Carnes (SEAL)
EDWARD C. CARNES

Mrs. Eleanor Rapson — Charles J Soethe (SEAL)
CHARLES J. SOETHE

STATE OF MARYLAND, ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 18th day of July, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared BERNARD E. CREEGAN, EDWARD C. CARNES and CHARLES J. SOETHE, each being satisfactorily made known to me, and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Eleanor Rice

Notary Public

FILED FOR RECORD
OCT 22 1975
at 4:45 o'clock P. M.
same day Recorded in
er No. ____ Folio ____
of the Carbellion
Records of Allegany
D'y, Maryland and com-
ed by
Clayborne W. Walker

ARTICLES OF INCORPORATION

OF

CUMBERLAND LIQUORS, INC.

LIBER 022 PAGE 833

approved and received for record by the State Department of Assessments and Taxation of Maryland July 23, 1975, **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 42808

10

Recorded in Liber 2196, **folio** 322, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

OSP

Bonus tax paid $ 20.00 **Recording fee paid $** 23.00

To the clerk of the Circuit **Court of** Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVÆ CORONAVISTI NOS SCVTO

LIBER 022 PAGE 834

ARTICLES OF INCORPORATION

OF

WALTER F. OSTER, M.D., P.A.

OCT 22-75 A #27344 ******4.00

FIRST: I, Walter F. Oster, M.D., whose post office address is 610 Washington Street, Cumberland, Maryland, 21502, being at least twenty one (21) years of age, and duly licensed to practice medicine in the State of Maryland do hereby form a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporation Act.

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

Walter F. Oster, M.D., P.A.

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

1. to engage in the practice of Laboratory Medicine. The professional services involved in the Corporation's medical practice may be rendered only through those of its officers, agents and employees who are duly licensed or otherwise authorized to practice medicine in the State of Maryland.

2. to invest its funds in real estate, mortgages, stocks, bonds, and any other types of instrument, and to own real and personal property necessary for the rendering of the professional services of the Corporation.

3. to do any and all other acts and to exercise all other powers authorized or permitted by Article 23, of the Annotated Code of Maryland, as amended from time to time, subject to the provisions and

Compared and Mailed ~~Delivered~~
Dr Walter F. Oster
TO 610 Washington St.
Cumb. Md.
Oct 27 19 75

limitations of the Professional Service Corporation Act.

FOURTH: The post office address of the principal office of the Corporation in this State is Memorial Hospital, Department of Laboratories, Memorial Avenue, Cumberland, Maryland, 21502. The Resident Agent of the Corporation is Dr. Walter F. Oster, whose post office address is 610 Washington Street, Cumberland, Maryland. 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 is authorized to issue is five thousand (5,000) shares, without par value. The shareholders shall have no preemptive rights with respect to the capital stock of the Corporation, and the Corporation may issue and sell its capital stock from time to time without offering such shares to the shareholders then holding shares of capital stock. Shares of the Corporation's stock and certificates therefore, shall be issued only to physicians authorized and licensed to practice medicine in the State of Maryland, subject to such further limitations as may be set out in By-Laws of the Corporation or as may be agreed upon by the shareholders.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one. The name of the initial director of the Corporation, who shall act until the first annual meeting or until his successor is duly elected and qualified is:

Walter F. Oster, M.D.

SEVENTH: The Board of Directors shall have continuing exclusive authority to make management decisions of the Corporation necessary for the conduct of its business, including, without limiting the generality

of the aforegoing, the powers to assign professional responsibilities to those of its employees who are authorized to practice medicine and to fixed fees for professional services rendered by the agents and employees of the Corporation.

EIGHTH: The Corporation shall have a perpetual existence.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 3 day of July, 1975.

WITNESS:

Cathy Cunningham Walter F. Oster MD

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, that before me, the subscriber, a Notary Public of the City and State aforesaid, personally appeared Walter F. Oster, M.D., and acknowledged the aforegoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal this 3rd day of July, 1975.

Virginia A. Patti
Notary Public

My Commission expires: July, 1978

FILED FOR RECORD
July 22 1975
at 8:30 o'clock A.M.
same day Recorded in
No. Folio
the Cards
Records of Allegany
Maryland, and com-
by
Clerk

ARTICLES OF INCORPORATION

OF

WALTER F. OSTER, M.D., P.A.

LIBER 022 PAGE 837

approved and received for record by the State Department of Assessments and Taxation of Maryland July 16, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 42638

4

Recorded in Liber 2194, folio 272, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 838

DRS. BESS & BOSLEY, P. A.
ARTICLES OF DISSOLUTION

OCT 22-75 A #27338 ******1.00

TO: THE DEPARTMENT OF TAXATION AND ASSESSMENTS OF THE STATE OF MARYLAND:

We, the undersigned, Robert W. Bess, Jr., whose post office address is 193 Centre Street, Keyser, West Virginia; and James C. Bosley, whose post office address is Box 136, New Creek, West Virginia, Directors of Drs. Bess & Bosley, P. A., in compliance with the provisions of Article 23, Section 76 et. seq. of the Annotated Code of Maryland, hereby give notice of the dissolution of the Professional Association and certify as follows:

FIRST: That the name of the Professional Association is Drs. Bess & Bosley, P. A.

SECOND: That the post office address of its principal office in this State is Box 367, Westernport, Maryland.

THIRD: That the resident agent of the Professional Association in Maryland is Robert W. Bess, Jr., Route 1, Box 360, Westernport, Allegany County, Maryland, and that service of process upon him shall bind the Professional Association in any action, suit or proceeding pending or thereafter instituted or filed against the Professional Association for one (1) year after dissolution and thereafter until the affairs of the Professional Association are wound up.

FOURTH: That the name and post office address of each of the Directors of the Professional Association are as follows: Robert W. Bess, Jr., 193 Centre Street, Keyser, Mineral County, West Virginia; James C. Bosley, Box 136, New Creek, Mineral County, West Virginia.

FIFTH: The name, title and post office address of each of the officers of the Professional Association is as follows: President, Robert W. Bess, Jr., 193 Centre Street, Keyser, Mineral County, West Virginia; Vice-President, James C. Bosley, Box 136, New Creek, Mineral County, West Virginia; Secretary-Treasurer, Darla Jean Saweikis, 414 Poplar Street, Westernport, Allegany County, Maryland.

SIXTH: That the dissolution of the Professional Association was duly authorized by resolution of the Directors of the Professional Association adopted January 2, 1975, and that the Stockholders of the Professional Associa-

ISON & GERSON
ORNEYS AT LAW
RLAND, MARYLAND
0 GREENE ST.

Compared and Mailed ~~Delivered~~
Robert W. Bess Jr.
TO Rt #1 Box #360
Westernport, Md
Oct 27 1975

tion duly approved and adopted the Articles of Dissolution of the Professional Association on the 6th day of January, 1975, in the manner and by the vote required by this sub-title of Article 23, Section 76 of the Annotated Code of Maryland.

SEVENTH: That the officers and Directors of the Professional Association do hereby verify and affirm that the Professional Association has no known creditors.

EIGHTH: All taxes due and owing to the Comptroller of the Treasury and other tax authorities of the State and local governments, as well as the Federal Government, have been paid. Attached hereto are certificates of the Comptroller of the Treasury, City of Westernport tax collector; Allegany County tax collector; and The Department of Taxation and Assessments of the State of Maryland, so indicating.

NINTH: Upon the acceptance of these Articles of Dissolution of Drs. Bess & Bosley, P. A. by the State Department of Assessments and Taxation of Maryland, the Professional Association is hereby dissolved.

IN WITNESS WHEREOF, Drs. Bess & Bosley, P. A. has caused these presents to sign its name and in its behalf by its President and Vice-President and the corporate seal hereunto affixed and attested by its Secretary-Treasurer, this 6th day of January, 1975.

ATTEST:

DRS. BESS & BOSLEY, P. A.

By _____ (SEAL)
ROBERT W. BESS, JR., President

_____
Darla Jean Saweikis, Secretary-Treasurer

_____ (SEAL)
JAMES C. BOSLEY, Vice-President

STATE OF MARYLAND, COUNTY OF ALLEGANY TO-WIT:

I HEREBY CERTIFY, That on this 6th day of January, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared ROBERT W. BESS, JR., President, and JAMES C. BOSLEY, Vice-President, of DRS. BESS & BOSLEY, P.A., a Maryland Pro-

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

fessional Association, and in the name and on behalf of said Professional Association, acknowledged the foregoing Articles of Dissolution to be the corporate act of said Professional Association; and at the same time personally appeared DARLA JEAN SAWEIKIS and made oath in due form of law that she was Secretary of the meeting of the members of said Professional Association at which dissolution of the Professional Association was authorized, and that the matters and facts set fath in said Articles of Dissolution are true to the best of her knowledge, information and belief.

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

Lucille Ritchie
NOTARY PUBLIC

MY COMMISSION EXPIRES: July 1, 1978.

ERSON & GERSON
TTORNEYS AT LAW
EERLAND, MARYLAND
30 GREENE ST.

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 267-5819
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

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

LIBER 022 PAGE 841

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

DRS. BESS & BOSLEY, P.A.

have been paid.

WITNESS my hand and official seal this

Fourteenth day of July A.D. 1975.

Mary Ellen Hopkins
Deputy Comptroller

PS-409

FILED FOR RECORD
JUL 22 1975
4:45 o'clock P.M.
same day Recorded in
No. ____ Folio ____
the Land
Records of Allegany
Maryland and com-
by

ARTICLES OF DISSOLUTION

OF

DRS. BESS & BOSLEY, P.A.

LIBER 022 PAGE 842

approved and received for record by the State Department of Assessments and Taxation of Maryland July 16, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 42640

5

Recorded in Liber 2194, folio 472, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
~~Bonus tax paid~~ $ 15.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 843

ARTICLES OF REVIVAL

OF

DISTRICT 16 VOLUNTEER FIRE DEPARTMENT, INC.

OCT 22-75 A #27337 ******4.

District 16 Volunteer Fire Department, Inc., a Maryland corporation having its principal office in Allegany County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on October 19, 1956, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was:

District 16 Volunteer Fire Department, Inc.

THIRD: The name by which the Corporation will hereafter be known is:

District 16 Volunteer Fire Department, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is RFD #4, Cumberland, Allegany County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Charles H. Merritt, RFD #4, Box 193, Cumberland, Allegany County, Maryland. Said resident agent is a citizen actually residing in this State.

Compared and Mailed ~~Delivered~~ Bur
Charles H. Merritt
TO R.D. #4 Box #193
Cumb. Md
Oct 22 19 75

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

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

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

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Treasurer of the Corporation, have signed these Articles of Revival on June 30, 1975.

Harold McDonald
HAROLD McDONALD, President

Alphonsus J. Grabenstein
ALPHONSUS J. GRABENSTEIN,
Treasurer

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on June 30, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared HAROLD McDONALD, the last acting President, and ALPHONSUS J. GRABENSTEIN, the last acting Treasurer of District 16 Volunteer Fire Deparment, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Notarial Seal the date aforesaid.

Lucille L. Hodson
Notary Public

My Commission Expires: July 1, 1978

FILED FOR RECORD
OCT 2 1975
at 1:45 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by me
Clerk

ARTICLES OF REVIVAL

OF

DISTRICT 16 VOLUNTEER FIRE DEPARTMENT, INC.

LIBER 022 PAGE 845

approved and received for record by the State Department of Assessments and Taxation of Maryland July 2, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 42342

3

Recorded in Liber 2190, folio 693, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
~~Bonus tax paid~~ $5.00 Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

JACKARD CONSTRUCTION COMPANY, INCORPORATED

ARTICLES OF AMENDMENT

LIBER 022 PAGE 846

JACKARD CONSTRUCTION COMPANY, INCORPORATED, a Maryland corporation having its principal office in Cumberland, Allegany County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

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

FIFTH: The total amount of the authorized capital stock of the Corporation is increased from One Hundred Thousand Dollars ($100,000.00) to Three Hundred Thousand Dollars ($300,000.00) par value, divided into fifteen hundred (1500) shares of Class B. Common Stock of the par value of One Hundred Dollars ($100.00) per share, and fifteen hundred (1500) shares of Class A. Common Stock of the par value of One Hundred Dollars ($100.00) per share.

Class B. Common Stock

(a) Dividends. The holders of the Class B. Common Stock shall be entitled to receive from the surplus or net profits of the Corporation, when and as declared by its Board of Directors, dividends at the rate of six per cent (6%) per annum upon the par value thereof, payable semi-annually on the first days of April and October in each year. Such dividends shall not be cumulative. The Class B. Common Stock shall not be entitled to participate in or receive any dividend or share of profits whether payable in cash, stock or property, in excess of the aforesaid dividends.

(b) Preferences Upon Liquidation, Etc. In the event of liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary), the holders of the issued and outstanding Class B. Common Stock shall be entitled to receive out of the assets before any distribution to the holders of any other

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

Compared and Mailed Delivered
TO John Sullivan Esq
20 Gilmore Street
Cumb. Md
Oct 2 1975

class of stock a sum equal to the par value of each share. In addition Class B. Common Stock holders will share in remaining assets available for distribution on the proportionate basis of one part per Class B. share to five parts per Class A. share.

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

(c) Voting Rights. The holders of the Class B. Common Stock shall not be entitled to vote under any circumstances, or in connection with any action taken by the Corporation.

(d) Redemption. At the option of the Board of Directors, the whole or any part of the Class B. Common Stock outstanding at any time may be redeemed on any of the respective dates fixed for the payment of dividends thereon, at one hundred per cent (100%) of par value, plus such increase in value as determined by proportionate share in assets as defined herein, as determined by public audit, not less than thirty (30) days previous notice given by mail to the holders of record of the Class B. Common Stock. In the event that less than all of the outstanding Class B. Common Stock is to be redeemed, the redemption may be effected either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors. After any of the outstanding Class B. Common Stock shall have been called for redemption from time to time, and the holders thereof duly notified and the funds necessary to effect such redemption have been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the Corporation but shall be entitled only upon presentation of the certificates properly endorsed, to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Class B. Common Stockholders at the addresses recorded on the books of the Corporation and mailed at the City of Cumberland, State of Maryland.

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

Class A. Common Stock

(a) Dividends. After all dividends on the outstanding Class B. Common Stock shall have been declared, and the Corporation shall have paid the same or shall have set apart a sum sufficient therefor, the holders of the outstanding Class A. Common Stock shall be entitled to receive out of the remaining surplus or net profits, such dividends as may, from time to time, be declared by the Board of Directors.

(b) Preferences Upon Liquidation, etc. In the event of the liquidation, dissolution or winding up of the Corporation whether voluntary or involuntary, the holders of both the outstanding Class A. and Class B. Common Stock, after the payments hereinabove provided for have been made to the holders of the outstanding Class B. Common Stock, shall be entitled to share in all remaining assets available for distribution on the proportionate basis of five parts per each share of Class A. Common Stock to one part per each share of Class B. Common Stock.

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

(c) Voting Rights. Each share of Class A. Common Stock shall entitle the holder of record thereof to one (1) vote in all proceedings in which action shall be taken by stockholders of the Corporation.

SECOND: The adoption of the aforegoing amendment was unanimously recommended by the Board of Directors of the Corporation at a meeting duly convened and held on April 1, 1975, and a meeting of the stockholders was called for April 22, 1975, to take action in regard to such amendment.

THIRD: That at said meeting of the stockholders of the Corporation called by the Board of Directors, at which all the stockholders of the Corporation were present, held on May 6, 1975,

STEGMAIER AND KAZARY TORNEYS AT LAW ERLAND, MARYLAND

the stockholders of the Corporation unanimously adopted the aforegoing amendment to the Charter of the Corporation as declared advisable by the Board of Directors as aforesaid.

FOURTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

CLASS A: 500 shares of the par value of $100.00 each = total - $50,000.00

CLASS B: 500 shares of the par value of $100.00 each = total - $50,000.00

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class are as follows:

CLASS A: 1500 shares of the par value of $100.00 each = total - $150,000.00

CLASS B: 1500 shares of the par value of $100.00 each = total - $150,000.00

IN WITNESS WHEREOF, Jackard Construction Company, Incorporated, has caused these presents to be signed by its President, and its corporate seal affixed, duly attested by its Secretary, this 14th day of May, 1975.

ATTEST:

Betty J. Jackard
Secretary

JACKARD CONSTRUCTION COMPANY, INCORPORATED

By Richard A. Jackard
President

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

LIBER 022 PAGE 850

STATE OF PENNSYLVANIA

BEDFORD COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 30th day of June, 1975, before me, the subscriber, a Notary Public of the State of Pennsylvania, in and for the County aforesaid, personally appeared Richard A. Jackard, President of Jackard Construction Company, Incorporated, a Maryland Corporation and on behalf of the corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of the Corporation; and at the same time personally appeared Betty J. Jackard, and made oath in due form of law that she was the Secretary of the Meeting of Stockholders of Jackard Construction Company, Incorporated, at which the amendment of the Charter of the Corporation set forth in the aforegoing Articles of Amendment was adopted, and that the matters and acts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

Debbie L. Hoover
NOTARY PUBLIC

My Commission Expires:

DEBBIE L. HOOVER, NOTARY PUBLIC
BEDFORD BOROUGH, BEDFORD COUNTY
MY COMMISSION EXPIRES OCTOBER 30, 1978

FILED FOR RECORD
OCT 22 1975
at 1:45 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Cavpl
Records of Allegany
County, Maryland and com-
pared by
Clerk

ARTICLES OF AMENDMENT

OF

JACKARD CONSTRUCTION COMPANY, INCORPORATED

LIBER 022 PAGE 851

approved and received for record by the State Department of Assessments and Taxation of Maryland July 3, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 42401

6

Recorded in Liber 2191, folio 329, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

bt

LIBER 022 PAGE 852

McINTYRE CHEVROLET, INC.

ARTICLES OF AMENDMENT OCT 22-75 A #27340 ******4.00

McINTYRE CHEVROLET, INC., a Maryland Corporation, having its Maryland office in the City of Cumberland, Allegany County, Maryland, hereinafter called the Corporation, hereby certified to the State Tax Commission of Maryland that:

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

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

McINTYRE, INC.

SECOND: The Amendment of the Charter of the Corporation was adopted by a Resolution of the Board of Directors at a meeting duly called on June 25, 1975, recommending to the Stockholders that it was advisable to amend the Corporate name and that the Resolution be submitted to the Stockholders of the Corporation. At a special meeting of the Stockholders of the Corporation duly called on June 25, 1975, the Stockholders by unanimous vote approved the Resolution submitted by the Board of Directors recommending that the Corporate name be changed from McINTYRE CHEVROLET, INC., to McINTYRE, INC., and duly authorized the Officers of the Corporation to take the legal steps necessary to effect the change in the name of the Corporation.

Compared and Mailed ~~Delivered~~ RW
TO James A. Emmett Esq
One Washington St
Cumb - Md
Oct 27 1975

IN WITNESS WHEREOF, McIntyre Chevrolet, Inc., has caused these presents to be signed in its name and on its behalf by its President and the Corporate Seal to be hereto affixed and attested by its Secretary-Treasurer this 15th day of July, 1975.

ATTEST:

Charles F. Hill
Secretary-Treasurer

McINTYRE CHEVROLET, INC.

By Dennis L. McIntyre
Dennis L. McIntyre, President

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 15th day of July, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DENNIS L. McINTYRE, President of McIntyre Chevrolet, Inc., a Maryland Corporation, and in the name of and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the act of the Corporation and at the same time appeared CHARLES F. HILL, Secretary-Treasurer, and made oath in due form of law that he was Secretary of the meeting of the Stockholders of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

NOTARY PUBLIC

My Commission Expires:

July 1, 1978

LIBER 022 PAGE 854

FILED FOR RECORD
OCT 22 1975
Clerk
and same day Recorded in
Liber No.
one of the
Records of Allegany
Maryland, and com-
by

ARTICLES OF AMENDMENT

OF

McINTYRE CHEVROLET, INC.

changing its name to:

McINTYRE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 23, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 42830

3

Recorded in Liber 2196, folio 430, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

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

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

Richard H Kelley

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 855

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

Filed this _____ day of

_____, 1975.

*** ***** ***

ARTICLES OF INCORPORATION

OF

GLENN M. STAHLMAN COMPANY

OCT 22-75 A #27342 ******4.00

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Glenn M. Stahlman, whose post office address is Route 1, Box 121-B, Cash Valley Road, Cumberland, Maryland, Ann E. Stahlman, whose post office address is Route 1, Box 121-B, Cash Valley Road, Cumberland, Maryland, and Rose Marie Armbruster, whose post office address is 1015 Bedford Street, Cumberland, Maryland, all being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

GLENN M. STAHLMAN COMPANY

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

(a) To engage in and operate a general farm construction business, and thereunder to act as an independent franchisee and/or dealer of manufactures of farm buildings and equipment including therein the retail and wholesale sale of such buildings and equipment as may be usual and customary in the course of a farm construction business and further thereunder to act a general contractor, sub-contractor or builder of such buildings

ROBERT OWEN KAZARY

HARRY I. STEGMAIER
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

Compared and Mailed Delivered BW

TO Glenn M. Stahlman Rt #1 Box 121-B Cash Valley Road Cumberland Md 19 75 Oct 27

and equipment in the course of a farm construction business.

(b) And further, 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) And further, 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) And further, 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) And further, to construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, let, mortgage, create security interests in, create liens on, sell, convey or give, bequest or otherwise dispose of and turn to account any and all factories, plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

(f) And further, 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, purchase or grant licenses in respect of, sell, and otherwise turn to account the same.

(g) And further, to enter into partnership, joint venture

OWEN KAZARY
RY I. STEGMAIER
ORNEY AT LAW
RLAND, MARYLAND

and other forms of association with any other persons, concerns, associations, corporations or partnerships, for any of the purposes enumerated herein. And further to acquire, own or operate all or any part of any other firm, association, corporation or proprietorship heretofore or hereafter engaged in any business which the corporation has the power to conduct, and to assume, in connection herewith, any liabilities of any such person, partnership or corporation.

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

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

(j) And further, 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

BERT[redacted]WEN KAZARY
HARRY I. STEGMAIER
ATTORNEY AT LAW
MBERLAND, MARYLAND

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) And further, to carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The 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, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 121-B, Cash Valley Road, Cumberland, Maryland. The resident agent of the Corporation is Glenn M. Stahlman, whose post office address is Route 1, Box 121-B, Cash Valley Road, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the corporation has authority to issue is One Hundred (100) shares, all of which is Common Stock without par value.

OWEN KAZARY
I. STEGMAIER
RNEY AT LAW
LAND, MARYLAND

SIXTH: The Corporation shall have three directors and Glenn M. Stahlman, Ann E. Stahlman, and Rose Marie Armbruster shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall 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

OBERT OWEN KAZARY
HARRY I. STEGMAIER
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of

RT OWEN KAZARY
RY I. STEGMAIER
TORNEY AT LAW
RLAND, MARYLAND

convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(i) Except as may be otherwise agreed between the shareholders, the issuance of voting shares by the Corporation shall

ROBERT OWEN KAZARY
HARRY I. STEGMAIER
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

not give rise to a pre-emptive right in existing shareholders to purchase additional shares.

(j) Any two (2) shareholders holding an aggregate of one-half (1/2) of the shares of the Corporation shall have the right at will to cause the Corporation to be dissolves by proceeding in the manner provided by statute.

(k) All the issued shares of the Corporation of all classes, exclusive of treasury shares, shall be held of record by not more than the smaller of ten (10) "shareholders" within the meaning of Subchapter S of the Internal Revenue Code of 1954, as amended, or 30 persons.

(l) The Corporation shall make no offering of any of its shares of any class which would constitute a "Public offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 26th day of June, 1975.

WITNESS:

Ann E. Stahlman as to Glenn M. Stahlman
GLENN M. STAHLMAN

Rose Marie Armbruster as to Ann E. Stahlman
ANN E. STAHLMAN

Glenn M. Stahlman as to Rose Marie Armbruster
ROSE MARIE ARMBRUSTER

WITNESS AS TO ALL

OWEN KAZARY
I. STEGMAIER
NEY AT LAW
AND, MARYLAND

STATE OF MARYLAND,

COUNTY OF ALLEGANY, TO-WIT:

THIS IS TO CERTIFY, That on the 26th day of June, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared GLENN M. STAHLMAN, ANN E. STAHLMAN, and ROSE MARIE ARMBRUSTER, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal, the day and year last above written.

My Commission Expires: July 1, 1978.

Robert Owen Kazary
NOTARY PUBLIC

[redacted] OWEN KAZARY

HARRY I. STEGMAIER
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
OCT 29 1975
at 7:45 o'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Land
Records of Allegany
County, Maryland, and com-
pared by
[illegible]

ARTICLES OF INCORPORATION

OF

GLENN M. STAHLMAN COMPANY

LIBER 022 PAGE 864

approved and received for record by the State Department of Assessments and Taxation of Maryland July 8, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 42421

Recorded in Liber ~~2191~~ 2196 folio ~~502~~ 10 78, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 23.00

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 865

OCT 28-75 A #27634 ******4.00

FIRE EXTINGUISHER SALES AND SERVICE
OF CUMBERLAND, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, William Walsh, whose Post Office address is 218 Fayette Street, Cumberland, Maryland 21502, being of full legal age do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, do hereby act as incorporator with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is:

FIRE EXTINGUISHER SALES AND SERVICE
OF CUMBERLAND, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

To engage in the business of buying, selling, distributing, leasing, servicing, repairing and otherwise dealing in equipment used in connection with the prevention or extinguishing of fires, and in implements, vehicles, materials, machinery and equipment relating thereto and also of allied lines, and to do any and all other things deemed desirable and advantageous in carrying out any of the foregoing purposes, or conducting any of the foregoing businesses.

FOURTH: The Post Office Address of the place at which the principal office of the Corporation in this State will be located is Post Office Box 555, 210 Glenn Street, Cumberland, Maryland 21502. The resident agent of the Corporation is Robert R. Gormer, whose Post Office address

Compared and Mailed Delivered BW
Robert R. Gormer
TO P.O. Box #555
210 Glenn St.
Cumb. Md
Oct 30 19 75

is Post Office Box 555, 210 Glenn Street, Cumberland, Maryland 21502. Said resident agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three directors, which number may be increased pursuant to the By-Laws of the Corporation, and Robert R. Gormer, Anne L. Gormer and William Walsh shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand ($100,000.00) Dollars par value, divided into one thousand (1000) shares of the par value of One Hundred ($100.00) Dollars each, and all of said stock shall be common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of August, 1975.

ATTEST:

Jean Bosley

William Walsh (SEAL)
WILLIAM WALSH

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 4th day of August, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM WALSH, 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.

My Commission expires
July 1, 1978

Jean L. Bosley
Notary Public

JEAN L. BOSLEY NOTARY PUBLIC ALLEGANY COUNTY MARYLAND

FILED FOR RECORD
OCT 28 1975
at 2:30 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 022 PAGE 867

ARTICLES OF INCORPORATION

OF

FIRE EXTINGUISHER SALES AND SERVICE OF CUMBERLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 6, 1975 **at** 3:25 **o'clock** P. M. **as in conformity with law and ordered recorded.**

A 43200

3

Recorded in Liber 2200 **, folio** 400 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $ 20.00 **Recording fee paid $** 15.00

To the clerk of the Circuit **Court of** Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 868

OCT 28-75 A 27629 ******4.00

ARTICLES OF TRANSFER

THESE ARTICLES OF TRANSFER, Made this 6th day of August, 1975, by and between THE FIRE EXTINGUISHER SERVICE AND SALES COMPANY, INC., a body corporate of the State of Maryland, hereinafter called "Transferor," and FIRE EXTINGUISHER SALES AND SERVICE OF CUMBERLAND, INC., a body corporate of the State of Maryland, hereinafter called "Transferee."

WITNESSETH:

FIRST: The Transferor hereby agrees to sell all, or substantially all, of its property and assets.

SECOND: The Transferee is Fire Extinguisher Sales and Service of Cumberland, Inc., a Maryland corporation, and its post office address of its principal place of business is: Post Office Box 555, Cumberland, Maryland 21502.

THIRD: The name and state of incorporation of each corporation party to these Articles is:

Transferor - The Fire Extinguisher Service and Sales Company, Inc.
210 Glenn Street
Cumberland, Maryland 21502
Incorporated under the laws of the State of Maryland

Transferee - Fire Extinguisher Sales and Service of Cumberland, Inc.
Post Office Box 555
Cumberland, Maryland 21502
Incorporated under the laws of the State of Maryland

FOURTH: The nature and amount of the consideration to be paid by or on behalf of the Transferee for the property and assets of the Transferor corporation is: Cash - $20,000.00.

Compared and Mailed Delivered
Bus
Robert R. Gramer
TO Post Office Box #555
Cumberland, Md.
Oct 30 19 75

FIFTH: The County of this State in which is located the principal office of each of the corporations parties to these Articles is Allegany County, Maryland. The Transferor corporation owns no real property.

SIXTH: These Articles are duly advised by the Board of Directors and approved by the stockholders of the Transferor corporation in the manner and by the vote required by Title 3, Sections 101-115 (as revised) of the Annotated Code of Maryland and of the Charter of the said corporation.

IN WITNESS WHEREOF, these Articles of Transfer are hereby signed in the name and on behalf of each of the corporations parties hereto by their respective Presidents or Vice Presidents and attested to by their respective Secretaries under the respective corporate seals of the said corporations, this 6th day of August, 1975.

ATTEST:

Eleanor Louise Boyle
ELEANOR LOUISE BOYLE
Secretary

THE FIRE EXTINGUISHER SERVICE AND SALES COMPANY, INC.

John C. Sullivan (SEAL)
JOHN C. SULLIVAN
Vice President

ATTEST:

Anne L. Gormer
ANNE L. GORMER
Secretary

FIRE EXTINGUISHER SALES AND SERVICE OF CUMBERLAND, INC.

Robert R. Gormer (SEAL)
ROBERT R. GORMER
President

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 6th day of August, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JOHN C. SULLIVAN, Vice President of The Fire Extinguisher Service and Sales Company, Inc., 210 Glenn Street, Cumberland, Maryland 21502, and acknowledged the aforegoing Articles of Transfer to be the act and deed of the said Corporation, and at the same time personally appeared ELEANOR LOUISE BOYLE and made oath in due form of law that she was the Secretary of the meeting of the stockholders of The Fire Extinguisher Service and Sales Company, Inc., at which the sale set forth in the said Articles of Transfer was approved, and that the said Articles of Transfer were duly advised by the Board of Directors and approved by the stockholders of the said Corporation in the manner and by the vote required by Title 3, Sections 101-115 (as revised) of the Annotated Code of Maryland and of the Charter of the said Corporation.

Witness my hand and Notarial Seal.

My Commission expires
July 1, 1978

Notary Public

LIBER 022 PAGE 871

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 6th day of August, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROBERT R. GORMER, President of Fire Extinguisher Sales and Service of Cumberland, Inc., Post Office Box 555, Cumberland, Maryland 21502, and acknowledged the aforegoing Articles of Transfer to be the act and deed of the said Corporation and at the same time personally appeared ANNE L. GORMER, Secretary, and made oath in due form of law that she was the Secretary of the meeting of the stockholders of Fire Extinguisher Sales and Service of Cumberland, Inc. at which the sale set forth in the said Articles of ~~Sale~~ Transfer was approved and that the said Articles of ~~Sale~~ Transfer were duly advised by the Board of Directors and approved by the stockholders of the said Corporation in the manner and by the vote required by Title 3, Sections 101-115 (as revised) of the Annotated Code of Maryland and of the Charter of the said Corporation.

Witness my hand and Notarial Seal.

My Commission expires
July 1, 1978

Notary Public

FILED FOR RECORD
AUG 28 1975
12:30 o'clock P.M. 19
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 022 PAGE 872

ARTICLES OF TRANSFER

BETWEEN

THE FIRE EXTINGUISHER SERVICE AND SALES COMPANY, INC. (MD. CORP.)-TRANSFEROR

AND

FIRE EXTINGUISHER SALES AND SERVICE OF CUMBERLAND, INC. (MD. CORP.)-TRANSFEREE

approved and received for record by the State Department of Assessments and Taxation of Maryland August 6, 1975, at 3:26 o'clock P.M. as in conformity with law and ordered recorded.

A 43239

5

Recorded in Liber 2200, folio 596, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $15.00

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard H. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 873

OCT 28-75 A 27632 ******4.00

ARTICLES OF INCORPORATION

GRAMLICH ESTATES, INC.

THIS IS TO CERTIFY:

FIRST: That we the subscribers hereto, Arlen L. Miller, whose post office address is Post Office Box 136, Barton, Maryland, 21521; John L. Miller, whose post office address is Post Office Box 136, Barton, Maryland, 21521; and Curlee L. Miller, whose post office address is Post Office Box 136, Barton, Maryland, 21521, all being of full legal age, do by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves together with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the corporation, shall be:

GRAMLICH ESTATES, INC.

THIRD: The purposes for which the corporation is formed are as follows:

(a) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account real estate, to purchase, lease, build, construct, erect, occupy

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

Compared and Mailed Delivered
Arlen L. Miller
TO P. O. Box #136
Barton Md.
Oct 30 1975

and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by the company or by any other person, firm or corporation.

(b) To engage in the buying, selling and improving of lands and tenements; the loaning of money for itself and as agents for others upon mortgages or other securities; and the purchasing and selling of lands and money obligations secured upon real or personal property; the borrowing of money and the executing and issuing of promissory notes, bills of exchange, bonds, debentures and other negotiable transferrable instruments; the doing of any or all of said acts either on its own behalf or as agents for others; and the doing of any and all acts necessary for the carrying out of the powers above enumerated.

(c) To carry on and conduct a general construction business, including the designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work upon buildings, structures, manufacturing plants, and to engage in all kinds of excavation, and working in iron, steel, wood, masonry, glass with mechanical, electrical and earth construction machinery; to make, execute, take or receive any contracts or assignments of contracts relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other materials and supplies connected therewith or required therefor; and to generally carry on a general contracting and construction business including the paving and construction of roads and highways.

F. SOMERVILLE, JR.
TORNEY AT LAW
ER, WEST VIRGINIA
ERLAND, MARYLAND

(d) To process, deal in, manufacture, install, store, handle, transport or otherwise work in or with building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall title, ornamental or other boards, brick, concrete, asphalt, structural steel, reinforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements, stucco, stone and gravel, textiles, fencing wire, staples and all types of hardware items and building supply items necessary or useful for in the building, construction and engineering fields.

(e) To acquire, own, lease, mortgage, buy, sell and exchange all personal and all real property or properties as shall be reasonably necessary for, or incident to, the conduct of the business or businesses enumerated above.

(f) To acquire, own and operate the business and all other businesses which may be in any way related to or incident to or necessary for the establishment and operation of retail and/or manufacturing outlets for the products enumerated above.

(g) The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance of, and not in limitation of, the powers and purposes 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 or limit the purposes and commercial objectives of the corporation.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

FOURTH: The post office address at which the principal office of the corporation in this State will be located is Post Office Box 136, Barton, Maryland, 21521. The resident agent of the corporation will be Arlen L. Miller, whose post office address is Post Office Box 136, Barton, Maryland, 21521. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total authorized stock of the corporation is One Hundred Thousand (100,000) shares of the par value of One Dollar ($1.00) per share each.

SIXTH: The corporation shall have not less than three nor more than five directors and Arlen L. Miller, John L. Miller and Curlee L. Miller shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers and purposes of the corporation and of the directors and shareholders:

(a) The Board of Directors of the corporation is empowered to authorize the issuance from time to time of shares of its stock with or without par value of any class and securities convertible into shares of its stock with or without par value of any class, for such consideration as said Board of Directors shall deem advisable, subject to such limitations and restrictions, if any, as may be set forth by the By-Laws of the corporation.

SOMERVILLE, JR.
RNEY AT LAW
WEST VIRGINIA
LAND, MARYLAND

EIGHTH: The existence of the corporation is perpetual.

IN WITNESS WHEREOF, we have set our hands and seals to these Articles of Incorporation this 15th day of August, 1975.

WITNESS — ARLEN L. MILLER

WITNESS — JOHN L. MILLER

WITNESS — CURLEE L. MILLER

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 15th day of August, 1975, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared ARLEN L. MILLER, JOHN L. MILLER and CURLEE L. MILLER and severally acknowledged the within and foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

My Commission expires July 1, 1978.

JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

FILED FOR RECORD
OCT 28 1975
at 2:23 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Cards
Records of Allegany
County, Maryland, and com-
pared by
Clayton R. Hartsock Clerk

LIBER 022 PAGE 878

ARTICLES OF INCORPORATION

OF

GRAMLICH ESTATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 19, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 43534

6

Recorded in Liber 2203, folio 673, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegheny County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard H Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 879

ARTICLES OF INCORPORATION

AUG 14 9 20 AM '75 OCT 28-75 A #27633 ******4.00

OF

300 NATIONAL HIGHWAY HOMEOWNERS ASSOCIATION, INC.

FIRST: We, the undersigned, F. Patrick Kelly, whose post office address is Box 7, Borden Road, Frostburg, Maryland, 21532, and Virginia W. Kelly, whose post office address is Box 7, Borden Road, Frostburg, Maryland, 21532, each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation pursuant to and by virtue of the General Laws of the State of Maryland.

SECOND: The mane of the corporation, which is hereinafter called the "Corporation", is 300 NATIONAL HIGHWAY HOMEOWNERS ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed, the activities to be carried on, and the objectives to be achieved by the Corporation, are as follows:

A. To provide for the development, improvement, repair, maintenance and architectural control of all that piece or parcel of ground lying a short distance west of Narrows Park in LaVale, Election District 29, Allegany County, Maryland, between the National Pike (U.S. Route 40) and the George's Creek and Cumberland Railroad (now abandoned), fronting 151.0 feet on the southeasterly side of said National Pike and extending back therefrom in a southeasterly direction an even width to a depth of 275.0 feet, containing one acre, more or less; EXCEPTING and RESERVING however a perpetual easement and right-of-way for ingress, egress and regress twenty-five feet wide and extending from said southeasterly side of said National Pike 275.0 feet along the entire length of the easterlymost line of this said property to property abutting thereon on the rear side thereof presently owned by Francis P. Kelly.

Being the same property conveyed to F. Patrick Kelly by William N. Dunphy, surviving trustee for joint venture, by deed of July 23, 1975, and recorded on July 25, 1975, in Liber 480, folio 237, of the Land Records of

Compared and Mailed ~~Delivered~~ BW
F. Patrick Kelly
TO 7 Borden Road
Frostburg, Maryland
Oct 30 19 75

Allegany County, Maryland, pursuant to a Trust Agreement between William N Dunphy, et al, Trustees, and Marie Bagley, et al, as beneficiaries, dated July 25, 1966, and recorded on July 25, 1975, in Liber 480, folio 233, of said Land Records.

B. To promote the health, safety and welfare of all of each and every person or entity owning real property situated within the above-described property, and any additions thereto as may hereafter be brought within the jurisdiction of the Corporation.

C. To exercise all of the powers and privileges, and to perform all of the duties and obligations of the Corporation as set forth in a certain "Declaration of Covenants, Conditions and Restrictions", hereinafter referred to as the "Declaration", applicable to the above-referred to real property, which said Declaration is to be recorded in the office of the Clerk of Circuit Court for Allegany County, Maryland, and as the same may thereafter be amended from time to time as therein provided, said Declaration being incorporated herein as part hereof by specific reference thereto.

D. To fix, levy, collect and enforce payment by any legal means or proceedings, all charges or assessments pursuant to said Declaration; to pay all expenses in connection therewith, and all office and other expenses incident to the business activity of the corporation, including but not limited to all licenses, taxes and governmental charges levied or imposed against said real property.

E. To acquire by gift, purchase or otherwise, own, hold, develop, improve, build upon, operate, maintain, sell, lease, convey, transfer, dedicate to public use, or otherwise dispose of any or all real property or personal property in connection with the affairs and activity of the Corporation.

F. To borrow money, and, with the assent of two-thirds of each class of members of the Corporation, mortgage, pledge, deed in trust, or

hypothecate any or all of said Corporation's real property or personal property as security for money borrowed or debts incurred.

G. To sell or transfer, with the prior approval of Allegany County, Maryland, or any necessary or appropriate governmental agency within said county, all or any part of the Common Area of said real property referred to hereinabove to any public agency, authority or utility for such purposes, and subject to such conditions, as may be approved by the Corporation's members; provided that no such dedication or transfer shall be effective unless and until the same is approved in writing by two-thirds of each class of members of the Corporation.

H. To participate in hergers and consolidations with other non-stock corporations organized for the same or similar purposes, and to annex additional residential property and common area; provided that no such merger, consolidation or annexation shall be effective unlesa and until the same is approved in writing by two-thirds of each class of members of the Corporation.

I. To conduct and engage in any other activities which are consistent with the purposes and objectives of the Corporation, as herein set forth, whether or not such activities are specifically stated herein.

J. In addition to the powers and authority herein set forth for the accomplishment of its objectives, activities and purposes, the Corporation shall have any and all of the powers and authority provided for corporations in Corporations and Associations Article of the Annotated Code of Maryland (1975 edition), and any amendments thereto.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is Box 7, Borden Road, Frostburg, Maryland, 21532.

FIFTH: The resident agent of the Corporation is F. Patrick Kelly, whose post office address is Box 7, Borden Road, Frostburg, Maryland, 21532.

Said Resident Agent is over eighteen years of age, and he is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation is a membership corporation which shall have no capital stock and which is not authorized or empowered to issue any capital stock.

SEVENTH: The Corporation is a non-profit corporation, and no part of any funds it may receive shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation.

EIGHTH: Every person or entity who is an owner of record of a fee or undivided fee interest in any part of the real property which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation; provided that the aforegoing shall not apply to any person or entity holding only a security interest in any part of said real property. Membership shall be appurtenant to and shall not be separated from ownership of any part of said real property which is subject to assessment by the Corporation.

NINTH: The Corporation shall have two classes of membership:

A. Class A- The owner(s) of record, except the Declarant, of each lot owned within said herein-above referred to real property shall be entitled to one vote for each lot so owned. If the ownership of any one lot is held by more than one person or entity, a majority of them shall determine the manner in which said one vote shall be exercised, but the total ownership of any such one lot shall be entitled to only one vote hereunder.

B. Class B- The Declarant, as defined in said Declaration, shall be entitled to three votes for each lot owned of record within said herein-above referred to real property.

C. Termination and conversion of Class B membership into Class A membership shall occur upon the happening of the first of the following events:

1. When the total number of votes outstanding and entitled to vote hereunder in Class A membership equals the total number of votes outstanding

and entitled to vote in Class B membership; or

2. On January 1, 1979.

TENTH: Covenant for Maintenance Assessments

A. The Declarant, for each lot owned within the above-referred to real property, hereby covenants, and each owner of any said lot therein, by acceptance of a deed for same, whether or not so expressed in such deed, is deemed to covenant and agree to pay to the Corporation: (1) Annual assessments and charges; and (2) Special assessments, to be established and collected as herein provided, for capital improvements. Said annual and special assessments, together with interest thereon, costs and reasonable attorney's fees, shall be a continuing lien upon the real property against which each is made, and the same shall be also the personal obligation of the owner of record of said property as of the date on which said assessment becomes due; provided that said personal obligation shall not, in the absence of an express written intention to the contrary, pass to his successors in title to said property.

B. The proceeds of said assessments shall be used solely and exclusively to promote the recreation, health, safety and welfare of the residents of said real property, and the improvements situated thereon, and for the improvement, repair and maintenance of the common area thereof.

C. Until January 1st of the year next following the conveyance of the first lot to an owner of record, the maximum annual assessment for any one lot shall be Twenty Dollars ($20.00). After January 1st of said year next following the conveyance of said first lot to an owner of record, the maximum annual assessment may be increased each year not more than 5% above the maximum assessment for the previous year without approval by vote of the Corporations membership; provided that said annual assessment may be increased above said 5% pursuant to approval at a meeting called for this purpose by a two-thirds vote of each class of members voting thereon, either in person or by proxy. The Corporation's Board of Directors shall fix said annual assessment

not to exceed the maximum amount provided for herein.

D. The Corporation may levy in any assessment year, in addition to said annual assessment, a one-year special assessment to defray in whole or in part the cost of any construction, reconstruction, repair or replacement of a capital improvement situated on said common area, including fixtures and personal property related thereto; provided that any such special assessment shall be approved at a meeting called for this purpose by a two-thirds vote of each class of members voting thereon, either in person or by proxy.

E. Written notice of any meeting called to take action authorized under "C." or "D." above shall be sent to all members not less than 30 days nor more than 60 days in advance of said meeting. At the first such meeting, the presence of members or of proxies entitled to cast 60% of all votes in each membership class shall constitute a quorum. If no such quorum is present, within sixty days thereafter another meeting may be called pursuant to the same notice requirement, and the required quorum thereat shall be reduced to one-half of the quorum required at said previous meeting.

F. Both annual and special assessments levied hereunder shall be fixed at a uniform rate for all lots, and the same may be collected on a monthly basis.

G. Said annual assessment shall commence as to all lots on the first day of the month next following conveyance of the common area, and the first such assessment shall be pro-rated according to the number of months remaining in that calendar year. The amount of said annual assessment shall be fixed each year by the Corporation's Board of Directors at least 30 days in advance of each annual assessment period. Written notice of said annual assessment shall be forwarded to each lot owner of record, addressed to said owner's lot. Due dates for the payment of assessments shall be fixed by said Board of Directors. Upon demand, the Corporation shall, within a reasonable time and for a reasonable charge, furnish a written certification over the

signature of a Corporation officer as to the current status of payment of assessments levied against any specific lot or lots within said real property.

H. Any assessment not paid within thirty days after the same becomes due shall bear interest at the rate of 10% per annum from said due date until paid. The Corporation may bring a personal action at law against the owner of record of said lot or may foreclose said lien by legal proceedings against said lot. Neither non-use of the common area nor abandonment of said lot by an owner of record shall void liability for payment of any said assessment.

I. The lien of any assessment hereunder shall be subordinate to the lien of record of any first mortgage on any said lot, but the voluntary sale or transfer of any said lot shall not affect any assessment lien. However, the sale or transfer of any said lot pursuant to mortgage foreclosure, or any proceeding in lieu thereof, shall extinguish said assessment lien as to payments thereof becoming due prior to such sale or transfer. No such sale or transfer shall relieve said lot from liability for any assessment becoming due thereafter, or from the lien thereof.

J. The Corporation may be dissolved at any time pursuant to the written prior approval of not less that two-thirds of each class of members of the Corporation. Upon such dissolution, other than incident to a merger or consolidation, said Corporation's assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. If such dedication is refused, said assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ELEVENTH: The Corporation's Board of Directors shall consist of three persons, unless and until otherwise provided in the Corporation by-laws, or any amendments thereto. The names of the persons who shall constitute the Board of Directors until the first annual meeting, or until their successors have been duly elected and qualified, are as follows:

Ruth F. Selby, Virginia W. Kelly and F. Patrick Kelly.

The Officers and the Board of Directors of the Corporation shall be elected as provided for in said by-laws, each of whom shall serve in the office to which elected for a period of one year or more, as said by-laws may prescribe, and thereafter until his or her successor has been duly chosen and qualified as such.

TWELFTH: The duration of the Corporation shall be perpetual.

THIRTEENTH: The power to make, alter, amend or repeal the by-laws is vested in the Corporation members, to be exercised by such number of each class and upon such notice as said by-laws shall provide. Additional provisions and regulations for the management and operation of the Corporation, and the conduct of its activities, may be included in said by-laws, which shall have full force and effect insofar as they are pursuant to these Articles of Incorporation.

FOURTEENTH: These Articles of Incorporation may be amended from time to time pursuant to the approval of three-fourths of the entire membership of the Corporation at any regular or special meeting, provided that written notice of the proposed amendment(s), containing the time and place of such meeting is forwarded to each such member at least fourteen days prior to the date of such meeting.

FIFTEENTH: A majority of the Board of Directors present at any meeting thereof shall constitute a quorum for the transaction of its business.

SIXTEENTH: Until Class B membership in said Corporation has been terminated, the following actions require the prior approval of the Farmers Home Administration: Annexation of additional properties, mergers and consolidations, mortgaging the common area, dedication of the common area, amendment of these Articles and voluntary dissolution of the Corporation.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation on this 4th day of August, 1975.

WITNESS:

Sandra K. Twigg — F. Patrick Kelly (SEAL)
F. Patrick Kelly

Sandra K. Twigg — Virginia W. Kelly (SEAL)
Virginia W. Kelly

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 4th day of August, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared F. Patrick Kelly and Virginia W. Kelly, and each acknowledged the aforegoing instrument to be his and her act and deed.

WITNESS my hand and Notarial Seal the day and year above written.

Sandra K. Twigg
NOTARY PUBLIC

SANDRA K. TWIGG NOTARY PUBLIC ALLEGANY COUNTY

My Commission Expires: July 1, 1978

ORDER FOR RECORD

at 2:30 o'clock P. M. 19
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

Clerk

ARTICLES OF INCORPORATION

OF

300 NATIONAL HIGHWAY HOMEOWNERS ASSOCIATION, INC.

LIBER 022 PAGE 888

approved and received for record by the State Department of Assessments and Taxation of Maryland August 14, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 43363

10

Recorded in Liber 2202, folio 190, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 23.00

To the clerk of the Circuit Court of Alleghany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 889

OCT 28-75 A #27630 ******.00

SCARPELLI FUNERAL HOME, P. A.

ARTICLES OF INCORPORATION

FIRST: That I, the subscriber, WILLIAM WALSH, whose Post Office address is 504 Liberty Trust Building, Cumberland, Maryland 21502, being of full legal age do, under and by virtue of the laws of the State of Maryland, authorizing the formation of corporations, and in particular pursuant to the Professional Service Corporation Act, hereby act as incorporator with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is

SCARPELLI FUNERAL HOME, P. A.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

To engage in the business of undertaking, embalming, and directing funerals, the building, acquisition and maintenance of a funeral home, and the dealing in and selling of coffins and caskets, and all such property, goods, wares and merchandise as are incidental to and used in the business of undertakers and funeral directors, and also the buying, owning, holding, selling, letting, leasing, and dealing in and with real and personal property of every kind and nature upon which or in connection with which the business of undertakers and funeral directors may be conducted, and also the owning and operating of motor vehicles and such other modes or vehicles of conveyance for hire, which motor vehicles or other conveyances now are or may be used in the ordinary course of the business of undertaking, embalming and funeral directing, and to engage in every phase and aspect of the business of rendering the same professional services to the public that a funeral director, duly licensed under the laws of the State of Maryland, is authorized to render.

Compared and Mailed ~~Delivered~~ Sw
James F. Scarpelli Jr.
TO 108 Virginia Avenue
Cumb. Md.
Oct 30 1975

To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments.

To do such acts and carry on such business as may be permitted by the Professional Service Corporation Act of the State of Maryland, subject to the limitations thereof.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 108 Virginia Avenue, Cumberland, Maryland 21502. The resident agent of the Corporation is JAMES F. SCARPELLI, SR., whose Post Office address is 108 Virginia Avenue, Cumberland, Maryland 21502. Said resident agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1000) shares with a par value of One Hundred ($100.00) Dollars per share, all of one class.

SIXTH: The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the by-laws of the Corporation. At no time shall there be less than one director. The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

JAMES F. SCARPELLI

MARGARET M. SCARPELLI

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of July, 1975.

ATTEST:

Joan Bucky

WILLIAM WALSH (SEAL)

LIBER 022 PAGE 891

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 22nd day of July, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM WALSH and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal the day and year last above written.

My Commission expires
July 1, 1978

Jean Bosley
Notary Public



FILED FOR RECORD
OCT 28 1975
at 12:30 o'clock P M
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
and, and com
Recorded by
Clerk

ARTICLES OF INCORPORATION

OF

SCARPELLI FUNERAL HOME, P. A.

LIBER 022 PAGE 892

approved and received for record by the State Department of Assessments and Taxation of Maryland July 28, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 42948

4

Recorded in Liber 2198, folio 199, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONÆ VOLVNTATIS TVÆ CORONASTI NOS SCVTO

LIBER 022 PAGE 893

OCT 28-75 A #27631 ******

SHAW'S CAFE, INC.

(a close corporation
under Title 4)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, Lawrence E. Geiger, Jr., whose post office address is 804 Tampley Avenue, Cumberland, Maryland, 21502, and Stephen F. Parsons whose post office address is 1 South Terrace, Cumberland, Maryland, 21502, both being at least twenty-one (21) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is SHAW'S CAFE, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the General Corporation Law of Maryland.

FOURTH: The purposes for which the Corporation is formed are as follows:

(a) To engage in the sale of alcoholic beverages and other beverages for consumption either on or off premises; to sell or dispense alcoholic beverages and food operating as a bar and restaurant and/or package store; and generally to purchase or otherwise acquire restaurants, taverns and/or package stores, and to own, hold, manage, operate, lease, rent or sell such business or businesses.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, lease, possess, maintain, handle, own, hold for investment ot otherwise, use, enjoy, exercise, operate, manage, conduct, perform, contract in respect of, trade and deal in, sell, exchange, let, lend, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, and in all other ways 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, script, certi-

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~ Bud
Gerald D. Coggleman
TO 43 Greene Street
Cumb. Md.
Oct 30 19 75.

ficates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property and real property, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concession to others to do any of the things that this Corproation is empowered to do, and to enter into, make, perform and carry out contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatseover that this Corporation may deem property 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 this Corporation, and to do all things specified in the general corporation law of the State of Maryland, and to have and 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 to, 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

OFFICES
T. McMULLEN
PAYE
IDERLAND
ARYLAND

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 to each object expressed and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1103 Oldtown Road, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is Gerald D. Rigglemen, 43 Greene Street, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland, and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, having no par value, all of one class.

The following is a description of each class of stock with the preferences, voting powers and qualifications thereof:

> The Corporation is authorized to issue only one class of shares of stock; no distinction shall exist between the shares of this Corporation or the holders thereof; each holder of the common stock of the Corporation shall be entitled to one vote for each share of such stock held by such stockholder.

SEVENTH: The number of Directors of the Corporation shall be three (3) which number may be increased pursuant to the By-laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Lawrence E. Geiger, Jr., Stephen F. Parsons and Gerald D. Riggleman.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, and of the Directors and Stockholders:

(a) The Corporation and its Stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a close corporation under the Title "Close Corporations" of The Corporations and Associations Article of the Annotated Code of Maryland, as existing on the effective date of these articles, or as the same may be amended from time to

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& PAYE
CUMBERLAND
MARYLAND

time, including without limitation, the authority to enter into one or more stockholders' agreements as authorized by Section 4-401 under such sub-title; but no provision of the Charter or By-laws of the Corporation shall as such constitute a stockholders' agreement specially authorized by Section 4-401 under said Title, unless such provisions specifically states that it shall be deemed to be such a stockholders' agreement.

(b) The stockholders of the Corporation are hereby empowered to authorize, by unanimous action, the issuance, from time to time, of shares of its stock, for such consideration as said stockholders may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation and/or the laws of the State of Maryland.

(c) In the absence of fraud, no contract or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the stockholders of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and any stockholders, individually, or any firm of which any stockholder may be a member, may be a party to, or may be otherwise interested in, any contract, agreement or other transaction of the Corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the stockholders of the Corporation or a majority thereof. Upon such disclosure or the existence of such knowledge, such stockholder who is so interested, may be counted in determining the existence of a quorum at any meeting of the stockholders at which any such contract or other transaction may be entered into or authorized, and said stockholder may vote at such meeting to enter into or authorize, and said stockholder may vote at such meeting to enter into or authorize any such contract, agreement or other transaction with the same force and effect as if no such relationship or interest existed.

(d) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to

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'PERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

it shall not be voted upon directly or indirectly.

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, each acting as an Incorporator, and we severally acknowledged the same to be our act on this 21 day of August, 1975.

Witness:

Alice L. Morador — Lawrence E. Geiger Jr. (SEAL)
Lawrence E. Geiger, Jr.

Edith Parsons — Stephen F. Parsons (SEAL)
Stephen F. Parsons

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 21st day of August, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared LAWRENCE E. GEIGER, JR. and STEPHEN F. PARSONS, and acknowledged the aforegoing instrument of writing to be their act and deed.

WITNESS my hand and Notarial Seal.

Alice L. Morador
Notary Public

My Commission Expires:

July 1, 1978

LAW OFFICES
EPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
OCT 28 1975
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Charter Records of Allegany
County, Maryland, and com-
pared by [illegible]
[illegible] Clerk

ARTICLES OF INCORPORATION

OF

SHAW'S CAFE, INC.

LIBER 022 PAGE 898

approved and received for record by the State Department of Assessments and Taxation of Maryland August 22, 1975 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

A 43567

6

Recorded in Liber 2204, folio 372, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 15.00

To the clerk of the Circuit Court of Allegany County.

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 022 PAGE 899 OCT 28-75 A #27635 ******

ARTICLES OF INCORPORATION Aug 4 10 15 AM '75

OF

ZIHLMAN ATHLETIC ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, JUDY RAE BRIDGES, whose post office address is Route No. 2, Box 279, Frostburg, Maryland, 21532; and MARY JOAN LONG, whose post office address is Route No. 2, Box 289, Frostburg, Maryland, 21532; and ELIZABETH MAE JONES, whose post office address is Route No. 2, Box 289, Frostburg, Maryland, 21532; all being at least twenty-one years of age, do under and by virtue of the general laws of the state of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation is:

ZIHLMAN ATHLETIC ASSOCIATION, INC.

THIRD: The purposes for which this corporation is formed and the business objects to be carried on and promoted by it are as follows:

A. To promote all forms of festivities and activities, such as musical and otherwise, for the funding of the corporation.

B. To construct, repair and maintain athletic facilities for the promotion of athletic games and related activities; and to promote good sportsmanship, physical fitness and the building of character for all ages and sexes by the participation in good, wholesome athletic activities and games.

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

Compared and Mailed Delivered
Lois Jane Crawl
TO Rt. # 2. Box # 337-A
Frostburg, Md. 21532
Oct 30 19 75

C. To purchase, lease or otherwise acquire any property, real, personal or mixed, suitable or convenient for the purposes of the corporation; and to sell, lease or dispose of any such property no longer required for the purposes of the corporation; and to issue bonds, notes or other obligations of any nature and in any manner permitted by law for money so borrowed by it or in payment for property purchased for any other lawful consideration and to secure the payment thereof, and of the interest therein by mortgage, pledge of any conveyance or assignment of trust of the whole or any part of the property of the corporation, 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 for any of the purposes of the corporation.

D. It is also the intention of the corporation that it shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character and similar corporations by the laws of the state of Maryland, and that the enumeration of certain powers as herein defined are not intended as exclusive of or as a waiver of any other powers, rights or privileges granted or conferred by the laws of this state, now or hereafter enforced, as in the Article expressly limited or restricted.

FOURTH: The post office address of the corporation or its principal office in this state is Route No. 2, Box 337-A, Frost-

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

burg, Maryland, 21532. The resident agent of the corporation is Lois Jane Crowe, whose post office address is Route No. 2, Box 337-A, Frostburg, Maryland, 21532. Said resident agent is a citizen of the state of Maryland and actually resides therein.

FIFTH: The corporation shall be without capital stock and will not be operated for profit.

SIXTH: That the corporation shall have three directors and said number shall be subject to increase pursuant to the by-laws of the corporation, but shall never be less than three; that Judy Rae Bridges, Mary Joan Long and Elizabeth Mae Jones shall act as such directors until the first meeting of the members after the adoption of the Certificate of Incorporation or until their successors have been duly chosen and qualified.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 29th day of July, 1975.

WITNESS:

Edith L. Sullivan — Judy Rae Bridges
Judy Rae Bridges

Edith L. Sullivan — Mary Joan Long
Mary Joan Long

Edith L. Sullivan — Elizabeth Mae Jones
Elizabeth Mae Jones

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

This is to certify that on this 29th day of July,

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

1975, before me, the subscriber, a Notary Public of the State of Maryland, in the County of Allegany, personally appeared Judy Rae Bridges, Mary Joan Long, and Elizabeth Mae Jones and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS My Hand and Notarial Seal the day and year last above written.

Edith L. Sullivan
Notary Public



JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

FILED FOR RECORD
OCT 28 1975
at 2:30 o'clock P. M.
and same day Recorded in
Liber No. folio
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 022 PAGE 903

ARTICLES OF INCORPORATION

OF

ZIHLMAN ATHLETIC ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 4, 1975 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 43125

5

Recorded in Liber 2199 **, folio** 639 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $ 20.00 **Recording fee paid $** 15.00

To the clerk of the Circuit **Court of** Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·