CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF TRANSFER

LIBER 023 PAGE 01

Pursuant to TITLE 3. Corporations in General, Subtitle 1. Consolidation, Merger and Transfer of Assets, Section 3-112 Property Certificate for Assessments Records of the Corporations and Associations Article (1975 Revised Code-Maryland) and Article 81 - Revenue and Taxes, Sections 277(a), 277(T), and 278A (a) and (b) of the Annotated Code of Maryland (1969 Replacement Volume and 1974 Supplement). We hereby certify that the herein described property is being conveyed by Articles of _____, between the Transferor, Merging or Consolidating Transfer Corporation(s) herein named THE ALLEGANY BUILDING AND LAND CORPORATION, a corporation organized and existing under and by virtue of the laws of the State of Maryland, and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named J. I. HATTINGLY & BRO., INC., a corporation duly organized and existing under and by virtue of the Laws of the State of Maryland

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

DEC -1-75 A #29700 ******3.00

FIRST: Lots 202 to 209, INC 262X120
LEXINGTON AVE GAR-WAREHOUSE 34000
WALSH ADD OB 150

SECOND: LOTS 222-223-224-225 136X123
ELIZABETH ST. WALSH ADDN

BEING the same lots, pieces or parcels of ground conveyed to The Allegany Building and Land Corporation by deed from William C. Walsh, Trustee, dated September 23, 1948, and recorded in Liber No. 222, folio 507 among the Land Records of Allegany County, Maryland.

THIRD: Part of an unnamed alley adjacent to several of the above lots which was conveyed to The Allegany Building and Land Corporation by deed from the Mayor and City Council of Cumberland, Maryland, dated February 24, 1956, and recorded in Liber No. 277, folio 1, among the Land Records of Allegany County, Maryland.

Mailing address for receipt tax bills: Name The Allegany Building and Land Corporation

Address Liberty Trust Building

City or County, State and Zip Code Cumberland, Maryland, 21502

NOTE: SUBMIT IN TRIPLICATE

(OVER)

IF NOT APPLICABLE PLEASE COMPLETE"

LIBER 023 PAGE 02

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

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

CONSIDERATION ~~$105,000.00~~

TRANSFEROR CORPORATION THE ALLEGANY BUILDING AND ~~LAND CORPORATION~~

SIGNATURE OF OFFICER Albert A. Frank

PRESIDENT

For Department use only.

As Witness to the act of the State Departme of Assessments and Taxation of Baltimore, t 9TH day of September 197

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

Richard N Kella

Charter Specialist

RECORDATION TAX PAID: $346.50

TRANSFER TAX PAID: $525.00

TOTAL: $871.50

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF TRANSFER

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 TRANSFER has been filed in its office by The Allegany Building & Land Corporation P.O. Box 36, Cumberland, Maryland 21502 which said Articles of TRANSFER were duly approved by said Department on September 9, 1975, at 8:30 a.m. and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is THE ALLEGANY BUILDING AND LAND CORPORATION (MD. CORP.)

the name of the transferee is J. I. MATTINGLY & BRO. INC. (MD. CORP.)

(b) The location of the principal office of the transferee is 916 Frederick Street, Cumberland, MD.

(c) The Articles of TRANSFER are dated August 25, 1975.

(d) The time of receipt for record of the Articles of TRANSFER in the office of the State Department of Assessments and Taxation was September 9, 1975, at 8:30 a.m.

LIBER 023 PAGE 04

ARTICLES OF INCORPORATION

OF

CUMBERLAND AREA RESCUE AND EMERGENCY SERVICE, INC.

DEC -1-75 A 29696 **** [redacted] 3.00

THIS IS TO CERTIFY:

FIRST: That we, as subscribers, Denton G. Shroyer, whose post office address is 1108 Simpson Avenue, Cumberland, Maryland 21502; Ilene M. Foster, whose post office address is 107 Forest Street, Cumberland, Maryland 21502; N. Criss Browning, whose post office address is R.F.D. 5, Box 235, Oakland, Maryland 21550; and James O. Dawson, whose post office address is 705 Maryland 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 associate ourselves with the intention of forming a Corporation.

SECOND: The name of the Corporation is: "CUMBERLAND AREA RESCUE AND EMERGENCY SERVICE, 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 provide emergency medical services through approved ambulance vehicles to individuals requiring medical attention; to provide emergency care through the use of mobile intensive care vehicles in cardiac emergency situations, or industrial accidental cases or highway accidents; to establish professional organizations of paid paramedics, Cardiac Rescue Technicians and Volunteer Emergency Medical Technicians for rendering assistance to persons involved in accidents or requiring medical assistance to any other persons involved in emergency medical situations; to conduct courses and teaching programs and seminars in programs for the education of paramedics, Cardiac Rescue Technicians and Volunteer Emergency Medical Technicians. In general to give emergency care, basic and advanced, advanced life support, and provide mobile intensive care and medical transportation, and to conduct public educational programs in all aspects of emergency medical services.

To engage in buying, selling and improving land, tenements, buildings, motor vehicles and other modes of transportation, and to engage in the loaning

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

of money for itself and as agent for others, upon mortgages or other securities, and the purchasing and selling of land, and of all money obligations secured upon real or personal property; the buying, working, selling and dealing in land and personalty; the acquiring, holding, selling, hypothecating, assigning, transferring, and conveying all of its obligations or the obligations of any other person or persons or other corporations, partnerships, and the collection, foreclosing, compounding, compromising, releasing, satisfying and discharging the same of record; the buying, owning and improving of real estate by erecting buildings and other structures thereon and leasing and cultivating the same, buying and acquiring, selling or disposing of motor vehicles or any other mode of transportation, borrowing of money and the executing of mortgages or deeds of trust upon real estate or executing of any security instrument on personal property as security therefore. The borrowing of money and the executing and issuing of promissory notes, bills of sale, bonds, debentures or other negotiable or transferrable instruments.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes of 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 protection of the benefit of this Corporation.

And in general to carry on any other lawful business whatsoever in connection with the aforegoing, or which is calculated, directly or indirectly, to promote the interest 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 Cumberland Area Rescue and Emergency Service, Inc., P. O. Box 1437, Cumberland, Maryland 21502; and that the name and address of the Resident Agent shall be Denton G. Shroyer, 1108 Simpson Avenue, Cumberland, Maryland 21502.

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FIFTH: The Corporation shall have not more than nine (9) 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 Directors; and that the said Denton G. Shroyer, 1108 Simpson Avenue, Cumberland, Maryland 21502, Ilene M. Foster, 107 Forest Street, Cumberland, Maryland 21502; James O. Dawson, 705 Maryland Avenue, Cumberland, Maryland 21502 and N. Criss Browning, Route 5, Box 235, Oakland, Maryland, 21550, shall act as such Directors until their successors are duly chosen and qualified in accordance with the provisions of the Articles of Incorporation and the By-Laws of the Corporation.

The Board of Directors shall be Denton G. Shroyer, 1108 Simpson Avenue, Cumberland, Maryland 21502; Ilene M. Foster, 107 Forest Street, Cumberland, Maryland 21502; N. Criss Browning, RFD 5, Box 235, Oakland, Maryland 21550; James O. Dawson, 705 Maryland Avenue, Cumberland, Maryland 21502 and James Morton, Furnace Acres, West Virginia and the Chairman of the Medical Advisory Committee, the Chairman of the Technical Advisory Committee, the Chairman of the General Advisory Committee and the Captain of the Volunteer Staff Division.

The Board of Directors of said Corporation shall have the general supervision of the affairs and property of the Corporation. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of the business of the Corporation. The Chairman of the Advisory Committee and the Captain of the volunteer staff shall be elected annually by the members of their respective groups.

SIXTH: The Corporation shall not have any capital stock and the Corporation is specifically prohibited from issuing capital stock.

SEVENTH: The existence of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12th day of September, 1975.

Witness:

Ilene M. Geick

George E. Neely

Paul L. Maust

Beverly K. Smith

Denton G. Shroyer (SEAL)
Denton G. Shroyer

Ilene M. Foster (SEAL)
Ilene M. Foster

N. Criss Browning (SEAL)
N. Criss Browning

James O. Dawson (SEAL)
James O. Dawson

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 12th day of September, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared DENTON G. SHROYER, ILENE M. FOSTER, N. CRISS BROWNING and JAMES O'DAWSON and they acknowledged the aforegoing instrument of writing to be their act and deed.

WITNESS my hand and Notarial Seal.

Alice R. Monahan
Notary Public

My Commission Expires:
July 1, 1978

ALICE R. MONAHAN NOTARY PUBLIC ALLEGANY COUNTY

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Liber-23 PAGE-8

FILED FOR RECORD
DEC 1 1975
at 1:30 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

CUMBERLAND AREA RESCUE AND EMERGENCY SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 16, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 44120

5

Recorded in Liber 2210, folio 379, 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 023 PAGE 09

ARTICLES OF INCORPORATION

OF

CUMBERLAND CHURCH OF CHRIST

(Under Section 256-314) DEC -1-75 A 29705 ******4.00

FIRST: WE, THE UNDERSIGNED, Edwin W, Berlin, 730 Valley View Drive, La Vale, Maryland 21502; Theodore U. Buser, Rt. 2, Box 277, Ridgeley, West Virginia 26753; Earl E. Dyche, 1407 E. Oldtown Road, Cumberland, Maryland 21502; Garland R. Hutzell, Rt. 2, Box 81, Ridgeley, West Virginia 26753; and Terry R. Phillips, Box 301, Ridgeley, West Virginia 26753, elected by the members of the congregation of Cumberland Church of Christ, to act as trustees in the name and on behalf of said congregation, to manage the estate property, interest and inheritance of same, and each being eighteen (18) years of age and over, being founded in the New Testament ways (I Timothy 3:8-13), 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

CUMBERLAND CHURCH OF CHRIST

THIRD: The purpose of the formation of the corporation is to conduct a church for religious purposes of the Christian (New Testament) Faith. The corporation is formed for exclusively religious purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

FOURTH: The church shall be governed by five (5) trustees elected from the membership. The trustees shall be elected at an annual meeting of the church membership. The time for the annual meeting shall be designated in the By-Laws of the church or at a time designated by the trustees. All members of the church eighteen (18) years of age and older being founded in the New Testament ways (I Timothy 3:8-13) are eligible for election as trustees.

FIFTH: All members of the church eighteen (18) years of age and older shall be qualified to vote for the election of trustees.

SIXTH: The corporation shall be of perpetual existence.

SEVENTH: The Post Office address of the principal office of the corporation will be located within this State at Memorial Avenue, Cumberland, Maryland 21502. The name of the Resident Agent in the State of Maryland is Edwin W. Berlin, whose address is 730 Valley View Drive, La Vale, Maryland 21502, who is a citizen of this State and actually resides herein.

EIGHTH: In the event of dissolution of the corporation, the trustees shall distribute the assets to the successor in interest of the corporation if it is a religious organization as defined by Section 501(c)(3) of the Internal Revenue Code of 1954 or to another Church of Christ if such organization is a religious organization as defined by Section 501(c)(3) of the Internal Revenue Code of 1954. In no event, however, may the trustees distribute the assets to the members of the church or to any other individual for other purposes.

IN WITNESS WHEREOF, We, the Trustees, have hereunto set our hands and seals this 19th day of September, 1975.

Witness:

L. Maxine Sweitzer
I, Maxine Sweitzer

Edwin W. Berlin (SEAL)
Edwin W. Berlin

L. Maxine Sweitzer
I, Maxine Sweitzer

Theodore U. Buser (SEAL)
Theodore U. Buser

L. Maxine Sweitzer
I, Maxine Sweitzer

Earl E. Dyche (SEAL)
Earl E. Dyche

L. Maxine Sweitzer
I, Maxine Sweitzer

Garland R. Hutzell (SEAL)
Garland R. Hutzell

L. Maxine Sweitzer
I, Maxine Sweitzer

Terry R. Phillips (SEAL)
Terry R. Phillips

LIBER 023 PAGE 11

STATE OF MARYLAND
COUNTY OF ALLEGANY

I HEREBY CERTIFY that on this 19th day of September, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edwin W. Berlin, Theodore U. Busser, Earl E. Dyche, Garland R. Hutzell, and Terry R. Phillips, and acknowledged the foregoing Articles of Incorporation to be their act.

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

Greg Michael Lavezzo
NOTARY PUBLIC

My Commission Expires:
July 1, 1978

FILED FOR RECORD
DEC 1 1975
at 2:30 o'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Charge
Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 12

ARTICLES OF INCORPORATION

OF

CUMBERLAND CHURCH OF CHRIST

[redacted]

approved and received for record by the State Department of Assessments and Taxation of Maryland September 22, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 44334

4

Recorded in Liber 2212, folio 221, 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 H Kell[redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · SCUTO BONÆ VOLVNTATIS TVÆ CORONAVIT NOS

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF SALE

DEC -1-75 A #29703 *******3.00

LIBER 023 PAGE 13

Pursuant to TITLE 3. Corporations in General, Subtitle 1. Consolidation, Merger and Transfer of Assets, Section 3-112 Property Certificate for Assessments Records of the Corporations and Associations Article (1975 Revised Code-Maryland) and Article 81 - Revenue and Taxes, Sections 277(a), 277(T), and 278A (a) and (b) of the Annotated Code of Maryland (1969 Replacement Volume and 1974 Supplement). We hereby certify that the herein described property is being conveyed by Articles of Sale, between the Transferor, ~~Merging Consolidating~~ Corporation~~(s)~~ herein named GUNNING'S, INC.

~~and the Transferee Corporation(s), Consolidating Corporation(s), Surviving Corporation~~ and the New Corporation in the Consolidation herein named GALEN BAR INC.

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

Election District No. 23, Allegany County, Maryland

Lots 1 to 8, Section C - Richland Addition

200 X 100	$3,000.00
Building	7,800.00
Driveway	3,000.00
Canopy	4,410.00
Total	$18,210.00

This property is identified as fronting 200 feet on the Easterly side of the Bedford Road (U.S. Route No. 220); having a depth of 216.7 feet; improved by a Drive-In Restaurant heretofore known as "Ferdinand's".

Mailing address for receipt tax bills: Name GALEN BAR INC.

Address 18 S. Mechanic Street, Cumberland, Maryland 21502

City or County, State and Zip Code

Allegany County

"IF APPLICABLE PLEASE COMPLETE"

LIBER 023 PAGE 14

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

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

CONSIDERATION $47,000.00

TRANSFEROR CORPORATION GUNNING'S, INC.

SIGNATURE OF OFFICER Clarence Lippel
Attorney

For Department use only. AUG 26 9 31 AM '75

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 26th day of Aug 1975 I have set my hand and caused the seal of said Department to be hereto affixed.

William O. Simmons
Charter Specialist

RECORDATION TAX PAID: 155.10

TRANSFER TAX PAID: 235.00

TOTAL: 390.10

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF TRANSFER

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 TRANSFER has been filed in its office by GORMAN E. GETTY, ESQ. 110 Washington St., Cumberland, MD. 21502 which said Articles of TRANSFER were duly approved by said Department on August 7, 1975, at 8:30 a.m. and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is GUNNING'S, INC. (MD. CORP.)-TRANSFEROR

the name of the transferee is GALEN BAR INC. (MD. CORP.) AND EDWARD E. GUNNING (TRANSFEREES)

(b) The location of the principal office of the transferee is Cumberland, Maryland

(c) The Articles of TRANSFER are dated July 18, 1975.

(d) The time of receipt for record of the Articles of TRANSFER in the office of the State Department of Assessments and Taxation was August 7, 1975, at 8:30 a.m.

HOYMAN PAINTING, INC.

ARTICLES OF INCORPORATION

DEC -1-75 A 29704 ****4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, C. William Gilchrist, whose post office address is 110 Washington Street, Cumberland, Maryland, and Susan L. Ray, whose post office address is Rt. #2, Box 63, Cumberland, Maryland, 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 "Corporation") is:

HOYMAN PAINTING, 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 carry on and conduct any and every kind of painting business including, but not limited to, the painting of all types of buildings, both interior and exterior, as well as all property and objects of every nature and description.

(2) To buy, sell, manufacture, produce, prepare, compound, import, export, handle, distribute, and generally trade and deal in and with, at wholesale and retail, paints, paint pigments, varnishes, lacquers, oils, colors, stains, enamels, veneers, polishes, graphite, lead, and other minerals, compounds, waterproofing, fireproofing, and chemical compounds and products of all kinds, painters' supplies and equipment of every kind and description, and similar articles, substances, and products of every kind and character for any and all purposes and the application thereof; and to purchase and acquire

licenses or other rights in respect to, and to sell and generally deal in and with, or turn to account, formulae, secret processes, receipes, and other information of all kinds relating thereto, whether patented or not, and trade-marks, trade names and goodwill pertaining to any thereof.

(3) To manufacture, prepare, make, and sell liquids, pastes, powders, and similar goods and preparations for polishing, preparing, preserving, cleaning, and dyeing all kinds of goods, wares and merchandise, and the application thereof.

(4) To manufacture, construct, prepare, purchase, or otherwise acquire, own, use, import, export, handle, sell, distribute, and generally deal in and with, at wholesale and retail, all kinds of ingredients, materials, supplies, appliances, machines, tools, machinery, and equipment used or usefull in the manufacture, preparation, making, preparing for market, handling, distributing, marketing, and dealing in and with any of the products of the corporation or otherwise, and goods, wares, merchandise, articles of commerce, and commodities of every kind and nature, for any and all purposes, including the application thereof.

(5) 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.

(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 considerations, 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 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; 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 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 amendments which change the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of 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 time 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 7 Hampton Place, Cumberland, 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.

SIXTH: The Corporation shall have three directors, and James L. Hoyman, Judith A. Hoyman and Tressie O. Cassell 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 25th day of August, 1975.

WITNESS:

Lora L Henson
LORA L. HENSON

(SEAL)
WILLIAM R. CARSCADEN

Lora L Henson
LORA L. HENSON

C William Gilchrist (SEAL)
C. WILLIAM GILCHRIST

Lora L. Henson
LORA L. HENSON

Susan L Ray (SEAL)
SUSAN L. RAY

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 25th day of August, 1975, 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. RAY, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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



Lora L. Henson

LORA L. HENSON
Notary Public

FILED FOR RECORD
DEC 1 1975
at 1:30 o'clock P.M.
and same day recorded in
Liber No. ___ folio ___
one of the Records of Allegany County, Maryland.
Clerk

ARTICLES OF INCORPORATION

OF

HOYMAN PAINTING, INC.

LIBER 023 PAGE 23

approved and received for record by the State Department of Assessments and Taxation of Maryland August 27, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 43662

8

Recorded in Liber 2205, folio 536, 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 M Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 24

ARTICLES OF INCORPORATION

SURVEYING AND PROFESSIONAL
ENGINEERING CONSULTING SERVICES, INC.

DEC -1-75 A 29706 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, Dennis Polhill, whose post office address is 1819 Frederick Street, Cumberland, Maryland, 21502; James F. Hosken, whose post office address is 328 Braddock Street, Apartment 202, Frostburg, Maryland, 21532; and Kenneth R. Weller, whose post office address is 158 Cresap 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:

SURVEYING AND PROFESSIONAL
ENGINEERING CONSULTING SERVICES, INC.

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

(a) To engage in and carry on the business of consulting engineering, contracting, mechanical, electrical and

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

civil engineering and in the general practice of engineering in all its branches including the capacity to make, conduct and supervise research, surveys and investigations into all matters, things and related purposes in the fields of science and technology.

(b) To engage in the business and general practice of surveying in connection with maps, plats, zoning, drawing of deeds and in any other manner related to the field of land measurement and surveys.

(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 businesses enumerated above.

(d) 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.

(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 1819 Frederick Street, Cumberland, Maryland, 21502. The resident agent of the corporation is Dennis Polhill, whose post office address is 1819 Frederick Street, 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 Dennis Polhill, James F. Hoskin and Kenneth R. Weller 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 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 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 27th day of August, 1975.

WITNESS — DENNIS POLHILL

WITNESS — JAMES F. HOSKEN

WITNESS — KENNETH R. WELLER

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

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 27th day of August, 1975, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared DENNIS POLHILL, JAMES F. HOSKEN and KENNETH R. WELLER 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 RECORDED
DEC 1 1975
at 1:30 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 [illegible]
[illegible] Clerk

LIBER 023 PAGE 29

ARTICLES OF INCORPORATION

OF

SURVEYING AND PROFESSIONAL

ENGINEERING CONSULTING SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 2, 1975 **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 43822

6

Recorded in Liber 2206 **, folio** 753 **, 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 Kellas

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 30 DEC -1 '75 A 29702 ******300

ARTICLES OF TRANSFER

THESE ARTICLES OF TRANSFER Made this 18th day of July, 1975, between GUNNING'S, INC., a Maryland corporation, referred to as the Seller GALEN'S BAR, INC., a Maryland corporation, herein referred to as the Buyer, and EDWARD E. GUNNING, individually, of the County of Allegany, State of Maryland, herein referred to as the party of the third part, Witnesseth

1. The Seller Corporation agrees to sell and transfer that part of it's property located on Bedford Road, North of the City of Cumberland, Allegany County, Maryland, conveyed to the Seller by Edward E. Gunning and Jeanette E. Gunning, his wife, by deed dated October 1, 1971, and recorded among the Land Records of Allegany County, Maryland, in Liber No. 449, folio 852; and the drive-in restaurant located on said property doing business under the name of Ferdinand's Dairy & Snack Bar.

2. The corporate name and address of the Seller is Gunning's Inc., a Maryland corporation, Industrial Boulevard, Cumberland, Maryland 21502.

3. The corporate name and address of the Buyer is Galen's Bar, Inc., a Maryland corporation, 20 South Mechanic Street, Cumberland, Maryland 21502.

4. The consideration for the sale of the business known as Ferdinand's Dairy & Snack Bar and the property on which the business is located is the sum of Forty-Seven Thousand ($47,000.00) Dollars to be paid in cash at the time of the execution of these Articles of Sale. Allegany County, Maryland, is the only County in which the Seller Corporation owns property which could be effected by the recording of an instrument among the Land Records.

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

5. The sale of said real estate and the business conducted thereon was duly advised by the Board of Directors and approved by the Stockholders of the Seller in the manner and by the vote required by its Articles of Incorporation and By-Laws.

6. The purchase of said real estate and the business conducted thereon was duly advised by the Board of Directors and approved by the Stockholders of the Buyer in the manner and by the vote required by its Articles of Incorporation and By-Laws.

7. The Seller warrants that it has paid all bills and obligations known to be due and owing except State and County taxes for the current fiscal year and for public utilities statements for which will be paid by the Seller as and when received. There are no known contingent or disputed claims. The Seller and the Buyer jointly have prepared a Schedule of the personal property transferred under this Agreement in sufficient manner to identify the various items and the Buyer shall keep said Schedule for six months next following the transfer during which time it shall permit an inspection of the Schedule and copying therefrom at all reasonable hours by any supplier of the Seller. The Buyer shall take immediate possession of the property and the business hereby sold and he shall cause all of the Seller's suppliers to be notified of this sale within a reasonable time. The Buyer warrants and guarantees that he will assume and pay any and all obligations and claims owing by the Seller and will insert in a newspaper a notice which shall read as follows:

NOTICE is hereby given, pursuant to Section 6-103 of the Uniform Commercial Code of the State of Maryland, that Gunning's, Inc., a Maryland corporation, Industrial Boulevard, Cumberland, Maryland 21502, has sold the entire business known as Ferdinand's Dairy & Snack Bar located on Bedford

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

Road, North of the City of Cumberland, Maryland, to the Galen's Bar, Inc., on July 17, 1975, and that the Buyer has assumed all the debts of said Seller.

GALEN'S BAR, INC.
20 South Mechanic Street
Cumberland, Maryland 21502

8. Edward E. Gunning has executed this Agreement to personally warrant and guarantee that the Seller will promptly pay all outstanding accounts and obligations, if any, as and when statements are received.

IN WITNESS WHEREOF, the Seller and the Buyer have caused these Articles of Sale to be signed by their respective Presidents and their corporate seals to be attached duly attested by their respective (Assistant) Secretaries and Edward E. Gunning, individually, has also executed these Articles of Sale the day and year first above written.

ATTEST:

Clarence Lippel
~~Assistant~~ Secretary

GUNNING'S, INC.

By Edward E. Gunning
Edward E. Gunning, President

ATTEST:

Carol A. Smith
Secretary

GALEN'S BAR, INC.

By Robert E. Gero
Robert E. Gero, President

WITNESS:

Clarence Lippel

Edward E. Gunning (SEAL)
Edward E. Gunning

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 18 day of July, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid personally appeared Edward E. Gunning, president of Gunning Inc., and Robert E. Gero, president of Galen's Bar, Inc., and they each made oath in due form of law that the matters and facts set forth in the within and aforegoing Articles of Sale with respect to authorization and approval at a joint meeting of the stockholders and directors of their respective Corporations, are true and correct as therein set forth. And at the same time also personally appeared Edward E. Gunning, individually, and he acknowledged the within and aforegoing Articles of Sale to be his act and deed.

WITNESS my hand and Notarial Seal.

Mary Ellen Shelton
NOTARY PUBLIC

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

FILED FOR RECORD
DEC 1 1975
at 1:30 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Cargo
Records of Allegany
County, Maryland
Paid by
Clerk

LIBER 023 PAGE 34

ARTICLES OF TRANSFER

BETWEEN

GUNNING'S, INC. (MD. CORP.)-TRANSFEROR

AND

GALEN BAR INC. (MD. CORP.)-TRANSFEREE

AND

EDWARD E. GUNNING (TRANSFEREE)

approved and received for record by the State Department of Assessments and Taxation of Maryland August 7, 1975, **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 43733

5

Recorded in Liber 2206 **, folio** 217 **, 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 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 H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 35

AMENDMENT DEC -1-75 A 29698 ******3.00

TO

ARTICLES OF INCORPORATION

OF

J. I. MATTINGLY & ~~BROTHER,~~ Bro. INC.

Pursuant to a resolution adopted by the Board of Directors advising the stockholders that the following amendments be made in the corporate charter, and the stockholders unanimously agreeing that such changes be made, the following amendments are made to the corporate charter.

First: The name of the corporation is hereby changed from J. I. Mattingly & ~~Brother,~~ Bro. Inc. to Mattingly & Stotler, Inc.

Second: As of October 15, 1975, the post office address of the principal office of this corporation in the State of Maryland is changed from 916 Frederick Street, Cumberland, Maryland to P. O. Box 1442, 121 West Elder Street, Cumberland, Maryland 21502.

Witness:

Pauline Stotler
Pauline Stotler
Secretary

Joseph A. Mattingly
Joseph A. Mattingly
President

State of Maryland)
County of Montgomery) ss:

I hereby certify that Joseph A. Mattingly appeared before me this 14th day of September, 1975 and acknowledged the above Articles of Amendment in the name and on behalf of the corporation.

In witness whereof I hereunto subscribe my name and affix my seal.

Notary Public

My commission expires July 1, 1978.

State of Maryland)
) ss:
County of Montgomery)

I hereby certify that Joseph A. Mattingly, Chairman of the Board of the corporation, appeared before me this 14th day of September, 197[illegible] and took oath in due form of law that all of the stockholders of the corporation unanimously approved the adoption of the aforegoing amendments.

In witness whereof I hereunto subscribe my name and affix my seal.

Notary Public
My commission expires July 1, 1978.

FILED FOR RECORD
DEC 1 1975
at 1:30 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 023 PAGE 37

ARTICLES OF AMENDMENT

OF

J. I. MATTINGLY & BRO. INC.

changing its name to:

MATTINGLY & STOTLER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 22, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 44288

3

Recorded in Liber 2211, folio 672, 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 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 023 PAGE 38

ARTICLES OF INCORPORATION

OF

JCP SOCCER LEAGUE, INC. DEC-1-75 A #29697 ***** 3.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John Stephen Vandenberg, whose post office address is P. O. Box 2538, Cresaptown, Maryland, 21502; and Thomas L. Lewis, whose post office address is Route No. 1, Box 22, Mt. Savage, Maryland, 21545; and Edward Cortland Finzel, whose post office address is P. O. Box 416, 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:

JCP SOCCER LEAGUE, 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 among boys sportsmanship, physical fitness and the building of character through the playing of soccer under able and conscientious adult supervision.

B. To provide a full seasonal soccer program for the area youth with no religious denominational, race or creed preference in ages from Grade 1 through Grade 8.

C. To organize and operate a corporation exclusively for

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

recreation and other non-profit purposes, no part of the net earnings 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 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 al 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, now

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

or hereafter 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 LaVale Library, LaVale, Maryland 21502. The resident agent of the corporation is Thomas L. Lewis, whose post office address is Route No. 1, Box 22, Mt. Savage, Maryland, 21545; said 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 John Stephen Vandenberg, Thomas L. Lewis and Edward Cortland Finzel shall act as such directors until the first meeting of the members, after the adoption of the 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 19th day of January, 1975.

WITNESS:

John C. Sullivan

John Stephen Vandenberg

Edward Cortland Finzel Thomas L. Lewis

Thomas L. Lewis

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

LIBER 023 PAGE 41

4

John C. Sullivan Edward Cortland Finzel

Edward Cortland Finzel

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

THIS IS TO CERTIFY, that on this 19th day of September, 1975, before me, the subscriber, a Notary Public of the state of Maryland in the county of Allegany, personally appeared John Stephen Vandenberg, Thomas L. Lewis and Edward Cortland Finzel, 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.

John C. Sullivan

Notary Public

My commission expires July 1, 1978.

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

LIBER 023 PAGE 42

FILED FOR RECORD
DEC 1 1975
at 1:30 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Corp.
Records of Allegany
County, Maryland, and com-
pared by me.
Clerk

ARTICLES OF INCORPORATION

OF

JCP SOCCER LEAGUE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 23, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 44301

5

Recorded in Liber 2212, 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 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 023 PAGE 43

ARTICLES OF INCORPORATION

MAC'S RESTAURANT, INC.

DEC -1-75 A 29707 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, Charles Raymond McCarty, whose post office address is Route 1, Box 136, Westernport, Maryland, 21562; Evelyn Victoria McCarty, whose post office address is Route 1, Box 136, Westernport, Maryland, 21562; and Clyde Everett McCarty, whose post office address is Route 1, Box 136, Westernport, Maryland, 21562, 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:

MAC'S RESTAURANT, INC.

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

(a) To operate, conduct, establish and maintain and carry on a restaurant, cafe and dairy bar business; to buy, sell, lease and otherwise dispose of and hold, operate, conduct, furnish equipment and manage restaurants, inns, eating houses, taverns, cafes or dairy bars and generally to do and perform

[redacted]IN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

everything necessary for the carrying out of the aforesaid purposes.

(b) To produce, purchase or otherwise acquire, prepare, treat, deal in and sell liquid milk, pasteurized milk, cream, butter, cheese, skim milk, buttermilk, condensed milk, evaporated milk and milk products and compounds of all kinds and any other products of milk and all mixtures and preparations, compounds and products containing milk constituents in any form. To manufacture and sell ice, butter, ice cream and cheese and to condense and sell milk and deal in other farm and dairy products.

(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 business as 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.

(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 Route 1, Box 136, Westernport, Maryland, 21562. The resident agent of the corporation is Charles Raymond McCarty, whose post office address is Route 1, Box 136, Westernport, Maryland, 21562. Said resident agent is a citizen of Maryland and actually resides therein.

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 each.

SIXTH: The corporation shall have not less than three nor more than five directors and Charles Raymond McCarty, Evelyn Victoria McCarty and Clyde Everett McCarty 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 its 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

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

Directors shall deem advisable, subject to such limitations and restrictions, if any, as may be set forth by the By-Laws 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, 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 the 10th day of September, 1975.

WITNESS — Charles Raymond McCarty
CHARLES RAYMOND MCCARTY

WITNESS — Evelyn Victoria McCarty
EVELYN VICTORIA MCCARTY

WITNESS — Clyde Everett McCarty
CLYDE EVERETT MCCARTY

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

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 10th day of September, 1975, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared CHARLES RAYMOND MCCARTY, EVELYN VICTORIA MCCARTY and CLYDE EVERETT MCCARTY 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

DELETED FROM RECORD

LIBER 023 PAGE 48

ARTICLES OF INCORPORATION

OF

MAC'S RESTAURANT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 11, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 44046

6

Recorded in Liber 2209, folio 593, 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 023 PAGE 49

OR TRANSFER
ARTICLES OF SALE/MADE PURSUANT TO
SECTIONS 66 AND 70 OF ARTICLE 23
OF THE ANNOTATED CODE OF MARYLAND
AND TITLE 3 , SECTION 109 of Corporations
and Associates.

DEC -1-75 A 29701 ******3.00

1. The seller, also known as "transferor", is The Allegany Building & Land Corporation. The buyer, also known as "transferee", is The J. I. Mattingly & Bro., Inc.

2. The transferor agrees to sell to the transferee all of its real estate, which is substantially all of its property, for the sum of $105,000.00 and transferee agrees to purchase said property from the transferor and to pay the purchase price for same partly in cash and partly by the execution of a purchase money mortgage payable to said transferor by said transferee, pursuant to a written agreement of sale between said companies.

3. The J. I. Mattingly & Bro., Inc., a Maryland corporation, has its principal place of business at 916 Frederick Street in Cumberland, Maryland. Said company was duly incorporated under the laws of the State of Maryland on the 27th day of March, 1974.

4. The Allegany Building and Land Corporation, a corporation duly incorporated under the laws of the State of Maryland, has its principal place of business in the Liberty Trust Building in the City of Cumberland, Allegany County, Maryland. Said corporation was incorporated under the laws of the State of Maryland on the 29th day of July, 1948.

5. Pursuant to this agreement, the transferee agrees to pay to the transferor the sum of $30,000.00 in cash and to execute a purchase money mortgage payable to the transferor for $75,000.00, covering the said real estate.

6. Both corporations have their principal offices in the City of Cumberland, Allegany County, Maryland. The real estate being sold by the transferor to the transferee is located in the City of Cumberland, Allegany County, Maryland.

7. Sale of said real estate by the transferor to the transferee was advised by the Board of Directors of said company and approved by all of its stockholders.

8. The purchase of said real estate by the transferee from the transferor was duly advised, authorized and approved in the manner and by the vote required under the Charter of said transferee and by the laws of the State of Maryland.

ATTEST:

George C. Doub
Secretary

THE ALLEGANY BUILDING & LAND CORPORATION,
Seller and Transferor

By _____
President

ATTEST:

Pauline C. Stotler
Secretary

THE J. I. MATTINGLY & BRO., INC.
Purchaser and Transferee

By _____
Vice-President

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 25th day of August, 1975, before me, a Notary Public of the aforesaid State and County, personally appeared Albert A. Doub, President of The Allegany Building and Land Corporation, and acknowledged the aforegoing "Articles of Sale" to be the act of said corporation.

And the said Albert A. Doub further made oath that the resolution of said sale and the execution of these "Articles of Sale" were passed unanimously at a joint special meeting of all of the Board of Directors and all of the stockholders of said Allegany Building and Land Corporation.

WITNESS my hand and Notarial Seal.

Dorothy Ann Leopold
Notary Public

My Commission Expires: 7/1/78

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 21 day of August, 1975, before me, a Notary Public of the aforesaid State and County, personally appeared John W. Stotler, Vice-President of The J. I. Mattingly & Bros., Inc., and acknowledged the aforegoing "Articles of Sale" to be the act of said corporation.

And the said John W. Stotler, further made oath that the resolution of said sale and the execution of these "Articles of Sale" were passed unanimously at a joint special meeting of all of the Board of Directors and all of the stockholders of said J. I. Mattingly & Bros., Inc..

WITNESS my hand and Notarial Seal.

Mary O. Wilson
Notary Public

My Commission Expires: 7/1/78

FILED FOR RECORD
DEC 1 1975
at 1:30 o'clock P. M.
and same day Recorded in
Liber No. [illegible] Folio
end of the Land
Records of Allegany
County, Maryland, com-
pared by me.
[illegible]
Clerk

LIBER 023 PAGE 51

ARTICLES OF TRANSFER

OF

THE ALLEGANY BUILDING AND LAND CORPORATION (MD. CORP.)-TRANSFEROR

TO

J. I. MATTINGLY & BRO. INC. (MD. CORP.)-TRANSFEREE

approved and received for record by the State Department of Assessments and Taxation of Maryland September 9, 1975, **at** 8:30 **o'clock A.M. as in conformity with law and ordered recorded.**

A 43971

3

Recorded in Liber 2208 **, folio** 738**, 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 Records Allegany Coun
$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.

Rachel H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 52

ARTICLES OF INCORPORATION

OF

TRI-TOWNS AMBULANCE AND RESCUE SERVICE, INC.

DEC -1-75 A #29708 ******3.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, R. David Boal, whose address is [redacted] Hamill Avenue, Bloomington, Maryland, Gordon Green, Jr., whose address is Pattison Avenue, Bloomington, Maryland, and Janice M. McIntyre, whose address is 333 Fairview Street, Luke, 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:

TRI-TOWNS AMBULANCE AND RESCUE SERVICE, INC.

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

The specific and primary purpose for which this Corporation is form[redacted] is to operate an ambulance service, to assist in the saving of life, to administer first aid, and to teach methods of safety in the communities of Westernport, Maryland, Luke, Maryland and Piedmont, West Virginia.

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 r[redacted] 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 this Corporation in this State is 59 Main Street, Westernport, Maryland. The resident agent of the Corporation is R. David Boal, whose address is Hamill Avenue, Bloomington, Maryland. Said resident agent is a resident 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 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, Secretary, an Assistant Secretary, Treasurer, Quartermaster, an Assistant Quartermaster and Financial 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: R. David Boal, whose address is Hamill Avenue, Bloomington, Maryland, Gordon Green, Jr., whose address is Pattison Avenue, Bloomington, and Janice M. McIntyre, whose address is 333 Fairview Street, Luke, 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.

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 12th day of September, 1975.

WITNESS:

Jessie L. Miller as to R. David Boal
R. David Boal

Jessie L. Miller as to Gordon Green Jr.
Gordon Green, Jr.

Jessie L. Miller as to Janice M. McIntyre
Janice M. McIntyre

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

THIS IS TO CERTIFY, that on this 12th day of September, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared R. David Boal, Gordon Green, Jr., and Janice M. McIntyre, 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 writ

Notary Public

My Commission Expires: 11-1-78

FILED FOR RECORD
DEC 1 1975
at 1:30 o'clock P.M.
and same day recorded in
Liber No. [illegible]
one of the Cargo
[illegible] of Allegany
County, Maryland and com-
[illegible] Clerk

ARTICLES OF INCORPORATION

OF

TRI-TOWNS AMBULANCE AND RESCUE SERVICE, INC.

LIBER 023 PAGE 56

approved and received for record by the State Department of Assessments and Taxation of Maryland September 22, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 44268

5

Recorded in Liber 2211, folio 556, 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.

Gaskell T Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 57

W.S.

WESTERN MARYLAND CHAMBER OF COMMERCE, INC.

ARTICLES OF AMENDMENT

DEC -1-75 A #29699 ******3.00

WESTERN MARYLAND CHAMBER OF COMMERCE, INC., a Maryland corporation having its principal office at Bell Tower Building, City Hall Plaza, Cumberland, 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 sub-paragraph A of Paragraph Second of the Articles of Amendment of the Corporation dated January 22, 1969, and inserting in lieu thereof the following:

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

THE GREATER CUMBERLAND CHAMBER OF COMMERCE, INC.

SECOND: The Board of Directors and the members of the Corporation, at a joint meeting at which a legal quorum of the members and Stockholders were present in person, and held on August 21, 1975, 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, WESTERN MARYLAND CHAMBER OF COMMERCE, INC. of Maryland 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 26, 1975.

WESTERN MARYLAND CHAMBER OF COMMERCE, INC.

ATTEST:

Robert C. Petersen, Secretary

By Buford L. Saville
Buford L. Saville, President

STATE OF MARYLAND, LIBER 023 PAGE 58

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 28th day of August, 1975, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared BUFORD L. SAVILLE, President of Western Maryland Chamber of Commerce, 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 C. PETERSEN, and made oath in due form of law that he was Secretary of the joint meeting of the Stockholders and 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 date aforesaid.

Notary Public

FILED FOR RECORD
DEC 1 1975
at 1:30 o'clock P.M.
and same day recorded in
Liber No. folio
one of the Land
Records of Allegany
County and com-
pared by me
Clerk

LIBER 023 PAGE 59

ARTICLES OF AMENDMENT

OF

WESTERN MARYLAND CHAMBER OF COMMERCE, INC.

changing its name to:

THE GREATER CUMBERLAND CHAMBER OF COMMERCE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 2, 1975 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 43829

3

20 E

Recorded in Liber 2207, folio 20, 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 023 PAGE 60

ARTICLES OF INCORPORATION

THE ALLEGANY ARTS COUNCIL OF CUMBERLAND, MARYLAND, INC.

THIS IS TO CERTIFY:

JAN -8-76 A #21490 ******4.00

FIRST: That we, the subscribers, Barbara A. Boyle, whose post office address is 519 Washington Street, Cumberland, Maryland, LaVern J. Hahn, whose post office address is 108 Washington Street, Cumberland, Maryland, and Nicholas Giarritta, whose post office address is Route 2, Box 92, Cumberland, Maryland, 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 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 "Arts Council") is:

THE ALLEGANY ARTS COUNCIL OF CUMBERLAND, MARYLAND, INC.

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

To operate a non-profit organization, no part of the net earnings of which shall inure to the benefit of any officer, member, shareholder, or other individual, and which shall be dedicated to spreading knowledge of all the arts, fostering an appreciation of all the arts, and encouraging the production of all the arts, including architecture, painting, sculpture, graphic arts, drama, music, literature and creative artistic crafts.

EW

Compared and Mailed Delivered
Nicholas Giarritta
TO Rt #2 Box #92
Cumb. Md.
Jan 19 1976

OFFICES
ICE LIPPEL
LAND, MD.

For the general purposes aforesaid, and limited to those purposes, the Arts Council shall have the following powers and purposes:

(a) To raise funds by public or private solicitation, by conducting exhibits, shows or similar activities, by participation in United Fund or Community Chest activities, or otherwise.

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

(c) To borrow or otherwise raise money for any of the purposes of the Arts Council, and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law for money so borrowed.

The aforegoing enumeration of the purposes, powers and objects of the Arts Council is made in furtherance and not in limitation of the powers conferred upon the Arts Council by law, and is not intended by the mention of any particular purpose or object in any manner to limit or restrict the generality of any other purpose or object mentioned, or to limit or restrict any of the powers of the Arts Council, except that the Arts Council shall at all times adhere to the general purpose of operating a non-profit cultural and educational organization.

FOURTH: The post office address of the principal office of the Arts Council in this State is Route 2, Box 92, Cumberland, Maryland. The resident agent of the Arts Council is Nicholas Giarritta, Route 2, Box 92, Cumberland, Maryland, said resident agent being a citizen of the State of Maryland and actually residing therein.

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

FIFTH: The Arts Council is not authorized to issue any capital stock. Persons may become members of the Arts Council, and resign or be removed as provided in the By-Laws, which may prescribe one or more classes of members, and the rights, powers, duties and obligations of each class.

SIXTH: The Arts Council shall be governed and managed by a Board of Directors consisting of one member named by each organization affiliated with the Council plus members appointed by the organizational members not to exceed one-half of the number of organizational members. The size of theCouncil shall be regulated by the by-laws but shall never consist of less than three persons.

The Council shall have six directors and Barbara A. Boyle, Patti Dutcher, Huot Fisher, Nicholas Giarritta, LaVern J. Hahn and David R. Press shall act as such until the first meeting of the full board.

SEVENTH: These Articles of Incorporation may be amended upon recommendation of the Council and affirmative vote of a majority of all members or of each class of members of the Arts Council entitled to vote thereon.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 7th day of October, 1975.

WITNESS:

Mary C. Crowl

Barbara A. Boyle (SEAL)
BARBARA A. BOYLE

OFFICES
ICE LIPPEL
LAND, MD.

Mary E. Oman (SEAL)

LaVern J. Hahn (SEAL)
LAVERN J. HAHN

Mary E. Oman (SEAL)

Nicholas Giarritta (SEAL)
NICHOLAS GIARRITTA

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 7th day of ~~August~~ October, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared Barbara A. Boyle, LaVern J. Hahn, and Nicholas Giarritta, and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and notarial Seal the day and year last above written.

Dorothy W Feaga
NOTARY PUBLIC

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

FILED FOR RECORD
JAN 8 1976
10:30 o'clock A.M.
and same day Recorded in
Liber No. Folio
of the Cumberland
Records of Allegany
Maryland, and com-
by

ARTICLES OF INCORPORATION

OF

THE ALLEGANY ARTS COUNCIL OF CUMBERLAND, MARYLAND, INC.

LIBER 023 PAGE 64

approved and received for record by the State Department of Assessments and Taxation of Maryland October 17, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 44997

5

Recorded in Liber 2220, folio 250, 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 A Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

gcs

WALSH, WALSH & REINHART
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND 21502
LIBERTY TRUST BUILDING

WILLIAM C. WALSH
WILLIAM WALSH
ROBERT H. REINHART
G. DOUGLAS REINHARD

AREA CODE 301
TELEPHONE 722-7634

October 9, 1975

LIBER 023 PAGE 65

Albert W. Ward, Director
Department of Assessments & Taxation
301 West Preston Street
Baltimore, Maryland 21201

Re: Cresap Knolls Condominium

Dear Mr. Ward:

This is to advise that property located at Bowling Green, Cumberland, Allegany County, Maryland, owned by Cresap Knolls Apartments, Inc. has been subjected to a condominium regime to be known as Cresap Knolls Condominium.

The resident agent for the Condominium is Lewis W. Yonker, who is a citizen and actual resident of the State of Maryland, and whose address is 164 Cresap Drive, Bowling Green, Cumberland, Maryland, 21502.

Very truly yours,

ROBERT H. REINHART

RHR:gl

Compared and Mailed ~~Delivered~~
TO Lewis W. Yonker
164 Cresap Drive
Bowling Green
Cumberland, Md.
Jan 19 19 76

FILED FOR RECORD
Nov 8 1976 2:30 O'clock P.M. same day Recorded in Liber No. C.A. Folio of the Records of Allegany County, Maryland. I hereby certify the foregoing to be a true copy.
Clerk

NOTICE OF DESIGNATION OF RESIDENT AGENT

OF

CRESAP KNOLLS CONDOMINIUM

LIBER 023 PAGE 66

received for record October 15, 1975 2, at 8:30 A.M.

and recorded on Film No. 2221 Frame No. 170 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Allegany County

AA Nº 12597

Special Fee Paid	$3.00
Recording Fee Paid	2.00
Total	$5.00

527

Mr. Clerk - Mail to: Robert H. Reinhart
WALSH, WALSH & REINHART
Liberty Trust Building
Cumberland, Maryland 21502

alk

CUMBERLAND AUTO BROKERS, INC.

ARTICLES OF INCORPORATION JAN -8-76 A 521487 ******4.00

FIRST: WE, THE UNDERSIGNED, Timothy J. Donaldson, whose post office address is P. O. Box 241, Barton, Maryland; George E. Dennison, whose post office address is 125 Mary Street, LaVale, Maryland; James F. Getty, Jr., whose post office address is 2 Advocate Court, Lonaconing, 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:

CUMBERLAND AUTO BROKERS, INC.

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

To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

To own or lease and to operate and manage garages and lots for the temporary parking of motor vehicles; to buy, sell, and deal generally in automotive parts and accessories including petroleum products; to wash and wax motor vehicles; to repair motor vehicles; and to carry on generally such other and incidental business as may be appropriate to the above mentioned activities.

Compared and Mailed Delivered
Timothy J. Donaldson
TO P.O. Box #241
Barton, Md.
Jan 19 1976

To render services in connection with storage of automobile and to store the same, and to perform all services necessary and incidental to such storage, including the selling and supplying of gasoline, oil, and other petroleum products, automobile accessories, and equipment.

To establish, purchase, lease and lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have and and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

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 which 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 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.

The above enumerated powers shall not be construed as limiting or restricting in any manner the powers of this corporation which shall always have such incidental powers as may be connected with or related to any specific power herein enumerated.

FOURTH: The post office address of the principal office of the Corporation in this State is 850 North Mechanic Street, Cumberland, Maryland. The name and post office address of the resident agent of the Corporation in this State is Timothy J. Donaldson, P. O. Box 241, Barton, 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 Five Hundred (500) shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased, pursuant to the by-laws, of the Corporation, but shall never by 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, Timothy J. Donaldson, George E. Dennison and James F. Getty, Jr.

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

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 nor 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 1st day of October, 1975.

Witness:

Sharon A. Twigg — Timothy J. Donaldson
TIMOTHY J. DONALDSON

Sharon A. Twigg — George E. Dennison
GEORGE E. DENNISON

Sharon A. Twigg — James F. Getty Jr.
JAMES F. GETTY, JR.

STATE OF MARYLAND
to-wit:
ALLEGANY COUNTY

I HEREBY CERTIFY, that on this 1st day of October, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared TIMOTHY J. DONALDSON GEORGE E. DENNISON and JAMES F. GETTY, JR., severally acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Sharon A. Twigg
Notary Public

NOTARY PUBLIC ANNE ARUNDEL COUNTY SHARON ALLEGANY

My Commission Expires:
The 1st day of July, 1978.

FILED FOR RECORD
JAN 8 1976
8:30 o'clock A.M.
same day Recorded in
No. Folio
of the Corporation
Records of Allegany
and com-
ty, Maryland
by
Clerk

LIBER 023 PAGE 71

ARTICLES OF INCORPORATION

OF

CUMBERLAND AUTO BROKERS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 14, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 44894

5

Recorded in Liber 2219, folio 406, 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

bt

LIBER 023 PAGE 72

ARTICLES OF INCORPORATION

The undersigned natural person(s) of the age of twenty-one years or more for the purpose of forming a corporation under The General and Business Corporation Law of Maryland adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: Empiregas of Hancock, Inc. JAN 6 76 A M 21493 ******5.00

ARTICLE TWO

The post office address of the principle office of the corporation is: 110 Washington Street, Cumberland, Maryland 21502, and the name of the Resident Agent at such address is: C. William Gilchrist

ARTICLE THREE

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be:

30,000 shares of which 30,000 shares of the par value of $1.00 each, amounting in the aggregate to $30,000.00, shall be common shares.

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows: None.

ARTICLE FOUR

The number and class of shares to be issued before the corporation shall commence business, the consideration to be paid therefor and the capital with which the corporation will commence business are as follows:

No. of Shares	Class	Consideration to be paid	Par Value
30,000	Common	$30,000.00	$1.00

The corporation will not commence business until consideration of the value of at least One Thousand Dollars has been received for the issuance of shares.

ARTICLE FIVE

The name and place of residence of each incorporator is as follows:

Name	Street	City
Darrell Deputy, Jr.	Oakland Star Route	Lebanon, Missouri

ARTICLE SIX

The number of directors to constitute the board of directors is three. The directors are as follows: Robert W. Plaster, South Highway 5, Lebanon, Missouri; A. L. Leivan, South Highway 5, Lebanon, Missouri; and Darrell Deputy, Jr., South Highway 5, Lebanon, Missouri.

Bw

Compared and Mailed ~~Delivered~~

TO C. William Gilchrist Esq
110 Washington St
Cumb. Md 21502

Jan 19 19 76

ARTICLE SEVEN

The duration of the corporation is perpetual.

ARTICLE EIGHT

The corporation is formed for the following purposes:

1.

To buy, sell, and deal in oil, gas, petroleum products and other minerals; to transport, transmit, convey and deliver oil, gas, petroleum products, and other minerals by means of pipelines, tramways, railroads, trucks, tank wagons, tank cars, or other conveyances; and to build, construct, purchase, lease or otherwise acquire, maintain and operate pipelines; tramways, railroads, tank cars, locomotives, pumping stations, power plants, and all other machinery, apparatus, and equipment necessary or incidental thereto, including the acquiring, by purchase, lease, or otherwise, of rights of way, easements, and lands necessary to the operation, installation, and maintenance thereof; and to do all things necessary to the business of buying, selling, dealing in, or transporting, transmitting, conveying and delivering oil, gas, petroleum products and other minerals.

2.

To manufacture, buy and in any manner acquire manufactured gas and to produce, drill for, buy and in any manner acquire natural gas, and to sell, transmit, store, refine, distribute, mix and in any manner use and dispose of natural and/or manufactured gas and their by-products and residual products for light, heat, fuel, power, industrial and all other purposes and to construct, purchase, lease and in any manner acquire, own, maintain, operate and sell, lease, mortgage and in any manner dispose of buildings, plants, pipelines, mains, conduits, machinery, apparatus, appliances, materials, rights, franchises, ordinances and all such property as may be necessary, useful or convenient in the production, manufacture, drilling for, purchase, acquisition, storage, distribution, transmission, dealing in or sale of natural or manufactured gas or their by-products or residual products, and to manufacture, buy, lease and acquire in any manner and to sell, lease, deal in and otherwise dispose of fixtures, lamps, stoves and all other apparatus, appliances and devices, tending directly or indirectly to promote the consumption of natural or manufactured gas or their by-products and residual products, or necessary, useful or convenient in connection with the production, accumulation, distribution or use in any way of natural or manufactured gas or their by-products or residual products.

3.

To produce, purchase or otherwise acquire, to sell or otherwise dispose of, and generally to trade and deal in, any and all kinds of chemicals, whether now known or hereafter to be discovered or created, ingredients, mixtures, derivatives and compounds thereof, products and by-products thereof, and any and all kinds of products, including fabricated products, of which any of the foregoing constitutes a part or an ingredient thereof or is used in the production thereof.

4.

To manufacture, purchase or otherwise acquire, to sell, lease or otherwise dispose of, and generally to trade and deal in, other personal property of every class and description.

5.

To acquire, and pay for in cash, property, stock, notes, debentures, bonds or other securities of the corporation or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities, of any person, partnership, association, corporation or other enterprises.

6.

To acquire, hold, guarantee, sell, mortgage, pledge or otherwise dispose of or deal in any of the shares or other interests in, or obligations of, any person, partnership, association, corporation or other enterprise, public or private, regardless of the nature of the business in which such person, partnership, association, corporation or other enterprise is or may be engaged.

7.

To purchase or otherwise acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks, trade names, concessions and formulae, of any nature whatsoever.

8.

To borrow or raise moneys for any of the objects or purposes of the corporation and, from time to time without limit as to amount, to issue, sell, pledge or otherwise dispose of appropriate instruments to evidence such indebtedness, and to secure the payment thereof by mortgage or other lien upon the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired.

9.

To issue stock, bonds, debentures, notes, or other securities convertible into stock of any class or other securities of any kind of the corporation or bearing warrants or other evidence of optional rights to purchase or subscribe to stock of any class or other securities of any kind of the corporation.

10.

To make loans to any person, partnership, association, corporation or other enterprise, either with or without security, in furtherance of the objects or purposes of the corporation.

11.

To assist the employees of the corporation or of any other enterprise in which the corporation either directly or indirectly owns an interest to acquire or lease homes and in that connection to acquire, hold, improve, lease, mortgage, sell or otherwise dispose of real property, and to make loans to such employees.

12.

To 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 when such use would 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.

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property; to conduct its business in the State of Maryland, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Maryland, and to have and to exercise all the powers conferred by the laws of Maryland upon corporations formed under the Act pursuant to and under which the corporation is formed.

ARTICLE NINE

The bylaws of the corporation may be altered, amended or repealed by action of the shareholders or the directors of the corporation at any regular or special meeting.

IN WITNESS WHEREOF, the Articles of Incorporation have been signed this August 19, 1975.

Darrell Deputy, Jr.

STATE OF MISSOURI)
) SS
COUNTY OF LACLEDE)

I, Terence W. Moots, a notary public, do hereby certify that on the 19th day of August, 1975, personally appeared before me, Darrell Deputy, Jr., who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Terence W. Moots

My Commission expires: September 22, 1978

FILED FOR RECORD
JAN 8 1976 at 10:30 o'clock A. M. and same day recorded in Liber No. Corporation folio ____ one of the Records of Allegany County, Maryland and compared by me
Clerk

ARTICLES OF INCORPORATION

OF

EMPIREGAS OF HANCOCK, INC.

LIBER 023 PAGE 76

approved and received for record by the State Department of Assessments and Taxation of Maryland September 29, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 44492

5

Recorded in Liber 1214, folio 596, 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 023 PAGE 77

ARTICLES OF INCORPORATION

of

FRANKLIN/BROPHYTOWN WATER COM.INC.

WE, the undersigned residents of the State of Maryland, being twenty-one years of age, or more, do hereby associate ourselves together for the purpose of forming a corporation under the statutes of the State of Maryland.

ARTICLE ONE

The name of the corporation shall be FRANKLIN/BROPHYTOWN WATER CO. INC., and its location shall be Route 1, Westernport, Allegany County, Maryland.

ARTICLE TWO

The period of duration of this nonprofit corporation shall be perpetual.

JAN -8-76 A 21480 ******4.00

ARTICLE THREE

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 supply the residents of the villages of Franklin and Brophytown, in the County of Allegany, in the State of Maryland, and the neighborhood thereof, with water, and to carry on the business of a water works company in all its branches; to sink wells and shafts and to make, build, construct, lay down and maintain reservoirs, cisterns, tanks, standpipes, filter-beds mains and other pipes and appliances, and to execute and do all other works and things

Compared and Mailed Delivered
James Calvin Shay
TO Rt#1 Hesterngport Md.
Jan 19 1976

necessary or convenient for obtaining, storing, selling, dalivering, purifying, treating, measuring, and dsitributing water, or otherwise, for the purposes of the Corporation.

(b) To acquire, own, mortgage, hold, manage, alienate or convey such real and personal property as may be necessary or convenient for the transaction of its business.

(c) The business which the Corporation is to carry on from time to time, is to do any one or more of the things hereinbefore set forth, in the same manner and to do the same extent as individuals may do, and to carry on and conduct any other business which may seem to be calculated, directly, or indirectly, to facilitate or effectuate the aforesaid objects or businesses, or any of them, wherever such business may be transacted or its property may be located.

(d) Without in any manner limiting or restricting any of the general powers of the Corporation now provided or sanctioned by the General Laws of the State of Maryland, and in particular, by the provisions of Section 9, Article 23 of the Code of Public General Laws of Maryland (1973 Edition) it is hereby expressly declared and provided that the Corporation shall have power to issue bonds or other obligations in payment for property acquired by it, or for any other lawful object in and about its business; to mortgage pledge, sell or assign any stocks, bonds, obligations, choses in action or any property which may be acquired by it; to secure or acquire any bonds, guarantees or other obligations

by it issued or incurred; to make and perform contract of every kind and description; and in carrying on its business, or for the purpose of attaining or furthering its purposes, to do any and all other things and to exercise any and all other powers which a natural person could do or exercise, which now or hereafter may be authorized by law.

FOURTH: ARTICLE FOURTH

THE Post Office address of the principal office of the Corporation in this State is Route 1, Westernport, Allegany County, Maryland. The resident agent of the Corporation is JAMES CALVIN SHAY, whose post office address is Route 1, Westernport, Maryland. Said resident is a citizen of the State of Maryland, and actually resides therein.

ARTICLE 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 by said by-laws and by the Board of Directors of this Corporatinn acting under and by virtue of said by-laws, provided, however that said by-laws shall provide that each of the customers or users of the water supplied by the Corporation shall be eligible for

membership, and that membership shall automatically terminate in the event a member shall cease to be a customer or consumer of said water system.

ARTICLE SIXTH

The number of directors ofthe Corporatinn 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 qualify are as follows:'

1. JAMES CALVIN SHAY
   Route 1
   Westernport, Maryland

2. WILLIAM L. BLACKBURN
   Route 1
   Westernport

3. JOHN J. PATTISON
   119 Donna Street
   Westernport, Maryland

4. MRS. DORA WESTFALL
   Donna Street
   Westernport, Maryland

5. EDWARD LAUPERT LAUPERT
   Route 1
   Westernport, Maryland

ARTICLE SEVENTH

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

1. There shall be an annual meeting of the membership of the Corporation for the election of directors, the receiving of reports from the operating officers or committees,

and such other business as may come before said meeting. The Board of Directors shall have the power to call general membership meetings upon at least five (5) days notice by mail or publication; and special meetings of the membership shall be called upon the receipt of a written request signed by at least ten (10) members of the Corporation.

2. The Board of Directors of the Corporation is hereby empowered to establish, from time to time, reasonable rates or charges for the use of water supplied to the members by the Corporation; and provided regulations with respect to tapping new service lines onto the water mains and a reasonable amount to be charged as a tappage fee.

3. The Board of Directors shall have the power to make, alter and amend the by-laws of the Corporation, providing that written notice of the proposed amendment or new bylaw shall be posted at the main office of the Corporation for at least ten (10) days prior to the meeting of the Board of Directors at which said action is proposed to be taken; but the members of the Corporation shall at all times have the right to make, amend or rescind by-lays by majority vote at a meeting held after at least five (5) days notice to the membership, either by mail, or by publication, and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the membership, it shall not be again passed by the Board of Directors prior to the next annual membership meeting for the election of directors.

ARTICLE EIGHTH

The general officers of the Corporation shall be:

PRESIDENT

VICE-PRESIDENT

SECRETARY

TREASURER

The principal duties of the president shall be to preside at all meetings of the membership and the Board of Directors and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on

hand and generally of all matters pertaining to his office as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the Board of Directors may so order any, two officers, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, of as may be prescribed from time to time by the bylaws.

ARTICLE NINTH

The names and residences of the persons forming this corporation are as follows:

JAMES CALVIN SHAY	Route 1, Westernport, MD
WILLIAM L. BLACKBURN	Route 1, Westernport, MD
JOHN J. PATTISON	119 Donna Street, Westernport, MD

IN WITNESS WHEREOF, we have signed thses Articles of Incorporation, this 3rd day of October 1975.

Helen D. Shay
WITNESS

X James Calvin Shay SEAL
JAMES CALVIN SHAY

Helen D. Shay
WITNESS

X William L. Blackburn SEAL
WILLIAM L. BLACKBURN

Helen D. Shay
WITNESS

X John J. Pattison SEAL
JOHN J. PATTISON

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, that before me, this 3rd day of October 1975, a Notary Public, in and for the State of Maryland, County of Allegany, personally appeared JAMES CALVIN SHAY, WILLIAM L. BLACKBURN, and JOHN J. PATTISON, and they did acknowledge that the aforegoing Article of Incorporation are their act and deed to the best of their knowledge and belief.

WITNESS my hand and Notarial Seal.

Kathleen M. Shay
NOTARY PUBLIC

My Commission Expires:
July 1, 1978

FILED FOR RECORD
JAN 8 1976 10:30 o'clock A.M. 19
and same day Recorded in
Liber No. Folio
of the Corporation
Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF INCORPORATION

OF

FRANKLIN/BROPHYTOWN WATER CO. INC.

LIBER 023 PAGE 85

approved and received for record by the State Department of Assessments and Taxation of Maryland October 16, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 44933

9

Recorded in Liber 2219, folio 625, 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 Kelbe

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 86

ARTICLES OF INCORPORATION

OF

FROSTBURG AREA AMBULANCE SERVICE, INC.

THIS IS TO CERTIFY:

JAN -8-76 A #21491 ****** 00

FIRST: That we, the subscribers, Donald F. Sause, P. O. Box 227, Frostburg, Maryland, 21532; David M. Linn, 71 Washington Street, Frostburg, Maryland, 21532; and R. Lewis Henry, 168 Spring Street, Frostburg, Maryland, 21532; all being of full age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations; associate ourselves with the intent of forming a corporation.

SECOND: The name of the corporation is:
FROSTBURG AREA AMBULANCE SERVICE, INC.

THIRD: The purpose for which the corporation is formed and business or objects to be carried on and promoted by it are as follows:
To provide ambulance and emergency first-aid facilities to the public in the Frostburg, Maryland, area, to administer first-aid, to render emergency transportation services and to teach methods of safety in the community. This organization shall be formed as a not for profit membership corporation with regular meetings and requirements for preservation of status as members of the corporation.
In the event of the dissolution of this corporation, the successor to the assets of the corporation shall be the Mayor and City Council of Frostburg, Maryland, Inc., the present primary

Compared and Mailed ~~Delivered~~
Donald F. Sause
TO P. O. Box # 227 Md.
Frostburg
Jan 12 1976

sponsor of this corporation. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(a)(3) of the Internal Revenue Code.

FOURTH: The Post Office Address of the place at which the principal office of the corporation in the state is located at Post Office Box 227, Frostburg, Maryland, 21532. The resident agent of the corporation is Donald F. Sause, whose post office address is the same as cited above, the situs of the corporation to be Frostburg, Allegany County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The capital stock in this corporation shall be a membership corporation without capital stock.

SIXTH: The corporation shall not have less than three directors and Donald F. Sause, David M. Linn, and R. Lewis Henry shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 18th day of September, 1975.

WITNESS:

Vincent C. Ballerio.

Donald F Sause (SEAL)
Donald F. Sarse

David M. Linn (SEAL)
David M. Linn

R. Lewis Henry (SEAL)
R. Lewis Henry

LIBER 023 PAGE 88

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

On this 12th day of September, 1975, before me, the undersigned officer, personally appeared Donald F. Sause, David M. Linn, and R. Lewis Henry, known to me to be the persons whose names are subscribed to the within Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

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

Margaret J. [illegible]
NOTARY PUBLIC

My Commission expires July 1, 1978

LIBER 023 PAGE 89

ARTICLES OF INCORPORATION

OF

FROSTBURG AREA AMBULANCE SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 22, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 45065

4

Recorded in Liber 2220, folio 698, 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 Assesements 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 023 PAGE 90

ARTICLES OF INCORPORATION

OF

THE MEXICO FARMS HORSEMEN'S ASSOCIATION, INCORPORATED

The Mexico Farms Horsemen's Association, having its principle office in Allegany County, Maryland, by its subscribers CHARLES B. COLE, Route 4, Box 155A, Mexico Farms, Cumberland, Maryland, and MICHAEL R. BURKEY, Post Office Box 776, Cumberland, Maryland, each being at least eighteen years of age, and being the incorporators of THE MEXICO FARMS HORSEMEN'S ASSOCIATION, INCORPORATED, to form a non-profit, non-stock corporation under the general laws of Maryland, hereby subscribe to the following Articles of Incorporation:

FIRST: The name of the said corporation shall be THE MEXICO FARMS HORSEMEN'S ASSOCIATION, INCORPORATED.

Its principle office is to be Route 4, Box 155A, Mexico Farms, Cumberland, Allegany County, Maryland. 21502

SECOND: The purpose of the Corporation shall be as follows:

(A) To stimulate interest in the showing, breeding, and enjoying horses of all types and breeds.

(B) To sponsor horse shows, trail rides, and other horse-related activities.

(C) To perform all activities incident to purposes listed in Paragraphs (A) and (B) of Section 2, including but not limited to the purchase or rental of real or personal property of any form.

JAN -8-76 A 21485 ******1.00

Compared and Mailed Delivered
Marvin Lee Stright
TO Rt. 2 Box 76
Hilltop Rd. Va.
Jan 19 19 76

THIRD: The resident agent for this Corporation is CHARLES COLE, Route 4, Box 155A, Mexico Farms, Cumberland, Maryland, who is at least eighteen years of age.

FOURTH: The Corporation shall be governed by a Board of Directors. The Board of Directors shall consist of five (5) members whose names and addresses are as follows:

Marvin Lee Wright, President, Post Office Box 76, Wiley Ford, West Virginia.

John A. Glencoe, Vice-President, R. D. #1, Hyndman, Pennsylvania.

Beverly Julsgaard, Treasurer, New Germany Road, Grantsville, Maryland.

Carolyn A. Robinette, Secretary, Post Office Box 120, Cash Valley Road, LaVale, Maryland.

Charles B. Cole, Advisor, Route 4, Box 155A, Mexico Farms, Cumberland, Maryland.

After the first year, the Board of Directors shall consist of six (6) members; the additional member shall be the President of the previous year.

Officers and Board Members, with the exception of the prior year's President, shall be elected by the membership at large and hold office for one year.

FIFTH: The Corporation shall be non-stock and non-profit. No dispersal of assets shall be made to the members thereof, and any assets remaining at dissolution shall be forwarded to the District 16 Volunteer Fire Company, North Branch, Cumberland, Maryland.

SIXTH: Said Association shall be a non-profit organization composed of equestrian minded people of Allegany County and surrounding areas and will derive its funds from dues and assessments paid by its members in accordance with the provisions of the By-Laws and Resolutions of the Board of Directors, and collection of contributions, and the profits derived from the sponsoring or producing of any shows or exhibits. The officers, directors, officials, or other members shall not receive any compensation for their services as such to the corporation.

WITNESS the hand and seal of the following subscribers the day and year first above written.

WITNESS:

10/3/75

Eleanor I. Lloyd — Charles B. Cole (SEAL)
CHARLES B. COLE

10/3/75

Eleanor I. Lloyd — Michael R. Burkey (SEAL)
MICHAEL R. BURKEY

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 3rd day of October, 1975, before me, the subscribers, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared CHARLES B. COLE and MICHAEL R. BURKEY and acknowledged the aforegoing instrument of writing to be their act and deed.

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

Eleanor I. Lloyd
NOTARY PUBLIC

FILED FOR RECORD
JAN 8 1976
8:30 O'clock A.M.
same day Recorded in
Liber No. Folio
of the Corporation
Records Of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 93

ARTICLES OF INCORPORATION

OF

THE MEXICO FARMS HORSEMEN'S ASSOCIATION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland October 6, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 44670

4

Recorded in Liber 2217, folio 457, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

20/4

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 A. Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

Bur

Compared and Mailed Delivered

TO Wm R. Carscaden Esq.
110 Washington Street
Cumberland, Md

LIBER 023 PAGE 94 Jan 19 1976

ARTICLES OF INCORPORATION

OF

THE SPORTS SHOPPE, INC.

JAN-8-76 A 21484 ******40.00

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:

THE SPORTS 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:

(1) To manufacture, purchase, deal in, and sell general sporting goods, athletic and gymnasium apparatus, devices, and supplies of every description, baseball, football, basketball, volleyball, tract, soccer, bowling, golf and tennis articles and supplies, firearms, and fishing tackle, and all articles relating thereto, all outdoor and indoor games, outing clothing, and all articles and things to be used in, about, for, and relating to outdoor and indoor games, amusements, and entertainments of every character, skates, toys, games, and novelties of every description, and bicycles, tricycles, and other velocipedes and vehicles, and the various parts and devices to be used in the construction

thereof, and all articles, devices, and things to be used in connection therewith and pertaining thereto, and supplies of every kind therefore; and to print, bind, publish, purchase, deal in, sell, and distribute books, pamphlets, periodicals, and publications of every kind.

(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.

(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, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant, licenses in respect of, sell and otherwise turn to account, the same.

(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.

(9) 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

the 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 of which the principal office of the Corporation in this State will be located at 170 North Centre 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.

SIXTH: The Corporation shall have four directors, and Douglas T. Brown, Carl R. Nazelrod, Laurie L. Brown and Delores E. Nazelrod, 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 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 30th day of September, 1975.

WITNESS:

Angela M. Senkbeil — WILLIAM R. CARSCADEN (SEAL)

Angela M. Senkbeil — LORA L. HENSON (SEAL)

Angela M. Senkbeil — MARY KAY KENNELL (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 30th day of September, 1975, before me, 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 foregoing 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 JAN 8 1976 12:30 o'clock P.M. and same day Recorded in Liber No. Folio of the Records of Allegany County, Maryland, and compared by

LIBER 023 PAGE 101

ARTICLES OF INCORPORATION

OF

THE SPORTS SHOPPE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 1, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 44562

8

Recorded in Liber 2215, 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 $ 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 ·

bw

LIBER 023 PAGE 102

TRI-STATE BEAUTY ACADEMY, INC.

ARTICLES OF INCORPORATION

JAN -8-76 A #21486 ******

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland; M. Ellanor Damewood, whose post office address is P. O. Box 374, Midlothian, Maryland; and William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, 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

TRI-STATE BEAUTY ACADEMY, 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 establish, equip, maintain, and operate hairdressing and beauty parlors, salons and barber shops; to carry on the business of hairdressing and treating the scalp, head, and hands; to manufacture, buy, sell, import, export, treat, and deal in hair goods and hair work of every description, including switches, waves, braids, curls, puffs, transformations, wigs, toupees, and any and all other kinds of hair work, facial powders, facial creams, and other facial preparations, shaving powders, shaving creams, and other shaving preparations, soaps, toilet waters, cosmetics, pastes, lotions, perfumes, and kindred articles; to manufacture, buy, sell or otherwise deal and traffic in hair dressing and scalp cleansing preparations, hair tonics, hair dyes, combs, hairpins, hair ornaments, headgear, and hairdressing

Compared and Mailed Delivered Bus
William R. Carscaden Esq
TO 110 Washington Street
Cumberland Md
Jan 19 1976

supplies of all kinds. To establish, organize, conduct, and manage schools of instruction in the cosmeticians' art, to employ teachers, to provide courses of instruction in hair tinting, permanent waving, and beauty culture, and to give such certificates and other evidences of proficiency as may be compatible with the laws of the state in which said schools are established.

(2) 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.

(3) To take, purchase, or otherwise acquire, and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of by it under the laws of the State of Maryland or of any other state in which this corporation does business.

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

(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 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 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.

(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 altering the contract rights or any class of its stock by classification, reclassification or otherwise, but no such amendment which 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.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 119 North Centre Street, Cumberland, 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.

SIXTH: The Corporation shall have three directors, and Mamie V. Scott, Paul H. Scott 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 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 shares (1,000) 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 7th day of October, 1975.

WITNESS:

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

Angela M. Senkbeil — M. Ellanor Damewood (SEAL)
(Angela M. Senkbeil) M. ELLANOR DAMEWOOD

Angela M. Senkbeil — (SEAL)
(Angela M. Senkbeil) WILLIAM R. CARSCADEN

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 7th day of October, 1975, before the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared Lora L. Henson, M. Ellanor Damewood and William R. Carscaden, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Angela M. Senkbeil
NOTARY PUBLIC
(Angela M. Senkbeil)

My Commission Expires:
July 1, 1978.

LIBER 023 PAGE 109

ARTICLES OF INCORPORATION

OF

TRI-STATE BEAUTY ACADEMY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 9, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 44774

8

Recorded in Liber 2218, folio 424, 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 110

ARTICLES OF INCORPORATION

OF

AMERICO T. VALDES, M.D., P.A.

JAN -8-76 A #21489 ******4.00

THIS IS TO CERTIFY:

FIRST: That I, Americo T. Valdes, the subscriber, whose post office address is 919 Seton Drive, Cumberland, Maryland, 21502, being of full legal age, and duly licensed to render general medical 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: The name of the Corporation shall be "AMERICO T. VALDES, M.D., 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 and 1969 C.S.) 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, but such professional service shall be rendered only through employees and agents who are duly licensed or otherwise legally authorized to render said professional service under the laws of the State of Maryland.

To engage in the practice of Obstetrics and Gynecology, 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 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.

To do all and everything necessary and proper for the accomplishments of

LAW OFFICES
ERT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

Compared and Mailed Delivered
BW
TO Americo T. Valdes
919 Seton Drive
Cumberland MD
Jan 19 1976

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 thereto, 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 to 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.

FIFTH: The principal office of the Corporation in this State shall be situated at 919 Seton Drive, Cumberland, Maryland, 21502; and the name and address of the Resident Agent is Americo T. Valdes, 919 Seton Drive, Cumerland, Maryland, 21502 and he is a citizen of this State and actually resides herein.

SIXTH: The Incorporator of said Corporation shall serve as a Director of said Corporation until the first meeting of the stockholders of said Corporation.

SEVENTH: 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; 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 10,000 shares having a par value of Ten Dollars ($10.00) per share.

NINTH: The following is a description of such class of stock with the preference, voting powers, restrictions and qualifications thereof:

The Corporation is authorized to issue one class of shares of stock; the total number of shares is 10,000 shares and all shares shall have a par value of Ten Dollars ($10.00) per share.

LAW OFFICES
GEPHART, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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 to the practice of medicine 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, I have hereunto set my hand and seal this 14th day of October, 1975.

Witness:

Hugh A. McMullen

Americo T. Valdes (SEAL)

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 14th day of October, 1975, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared AMERICO T. VALDES and acknowledged the aforegoing Articles of Incorporation to be his respective act and deed.

WITNESS my hand and Notarial Seal.

Alice R. Morales
Notary Public

My Commission Expires:

July 1, 1978

LAW OFFICES
T. McMULLEN
& PAYNE
CUMBERLAND
MARYLAND

ED FOR RECORD
8 1976
30 o'clock 11 M.
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Records of Allegany
Maryland and com-

LIBER 023 PAGE 113

ARTICLES OF INCORPORATION

OF

AMERICO T. VALDES, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 15, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 44914

4

Recorded in Liber 2219, 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.

Ezekiel R. Kelly

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 114

ARTICLES OF INCORPORATION

OF

ALLEGANY BOY CHOIR, INC.

FEB 18-76 A #23495 **** [redacted] 00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, JAMES G. PIERCE, whose Post Office address is 27 Teaberry Road, Frostburg, Maryland 21532, R. WILLIAM HOLT, whose Post Office address is 25 Sunset Drive, Cumberland, Maryland 21502, and LAWRENCE V. KELLY, whose Post Office address is 500 Magruder Street, Cumberland, Maryland 21502, 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 Corporation shall be a charitable non-profit organization and shall not be authorized to issue any capital stock.

THIRD: The name of the corporation, hereinafter called the "Corporation" is: Allegany Boy Choir, Inc.

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

(a) To organize and develop a boy choir of the highest musical standards to enrich the lives of the young singers themselves and to provide them with an outstanding musical experience as well as promoting individual growth from group participation.

(b) To provide Western Maryland and the surrounding area with a unique musical organization belonging to and contributing to the concert and cultural life of the region.

(c) To represent Western Maryland as ambassadors of good will throughout the state, region and country as such opportunities become available.

Compared and Mailed ~~Delivered~~
Lawrence V. Kelly
TO P. O. Box # 776
Cumberland. Md.
Feb 26 19 76

(d) To purchase, own, convey, and otherwise use and enjoy real and personal property of all kinds for the performance of the Corporation's purposes, and to acquire, construct, maintain and operate buildings and equipment deemed necessary or convenient in connection with the Corporation's services.

(e) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, merchandise, implements, equipment and other personal property of every kind.

(f) To make and perform agreements and contracts of every kind and description.

(g) To carry on any business which may be deemed by the Corporation to be calculated directly or indirectly to effectuate or facilitate the transaction of the Corporation's business.

(h) The aforegoing enumeration of purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to Corporations which are contained in the General Laws of the State of Maryland.

FIFTH: The Post Office address of the principal office of the Corporation in this state is

59 Prospect Square
Post Office Box 776
Cumberland, Maryland 21502

SIXTH: 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.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The resident agent of the Corporation is Lawrence V. Kelly, whose address is Post Office Box 776, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

NINTH: The Corporation shall have not less than three nor more than eighteen Directors which number may be established, 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: JAMES G. PIERCE, R. WILLIAM HOLT, and LAWRENCE V. KELLY.

TENTH: 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 has 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 Title 3, Corporations and Associations, of the Annotated Code of Maryland, entitled "Dissolution."

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 21st day of October, 1975.

Attest:

Eleanor I. Lloyd — James G. Pierce
JAMES G. PIERCE

Eleanor I. Lloyd — R. William Holt
R. WILLIAM HOLT

Eleanor I. Lloyd — Lawrence V. Kelly
LAWRENCE V. KELLY

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

I HEREBY CERTIFY, That on this 21st day of October, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JAMES G. PIERCE, R. WILLIAM HOLT, and LAWRENCE V. KELLY, 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.

Eleanor J. Lloyd
Notary Public

My Commission Expires July 1, 1978

FILED FOR RECORD
FEB 18 1976
at 1:32 o'clock P. M.
and same day recorded in
Liber No. — Folio —
one of the Cayeuttes
Records of Allegany
County, Maryland, and com-
pared by me

Liber-23 Page-118

ARTICLES OF INCORPORATION

OF

ALLEGANY BOY CHOIR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 31, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 45402

5

Recorded in Liber 1224, folio 448, 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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

bt

LIBER 023 PAGE 119

THE ALLEGANY BUILDING AND LAND CORPORATION

ARTICLES OF DISSOLUTION

The Allegany Building and Land 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. FEB 18-76 A 23501 ******4.00

Second: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation is Liberty Trust Building, Cumberland, Allegany County, Maryland.

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 Albert A. Doub, 649 Washington Street, Cumberland, Allegany County, Maryland, Post Office Box 36. Said resident agent is an individual actually residing in this State.

Fourth: The name and address of each of the directors of the Corporation are as follows:

Albert A. Doub, 649 Washington Street, Cumberland, Maryland, Post Office Box 36.

George C. Doub, Cave Road, Owings Mills, Maryland.

William O. Doub, 6 Warde Court, Potomac, Maryland.

Fifth: The name, title and address of each of the officers of the Corporation are as follows:

Albert A. Doub, President, 649 Washington Street, Cumberland, Maryland.

George C. Doub, Secretary and Treasurer, Cave Road, Owings Mills, Maryland.

Leslie J. Clark, Assistant Secretary, Park Heights, LaVale, Maryland.

Sixth: The Board of Directors, at a meeting convened and held on October 22, 1975, adopted a Resolution declaring that dissolution of the Corporation is advisable. At a meeting of the stockholders of the Corporation held thereafter on the same date, they authorized the dissolution of the Corporation by the affirmative vote of all of the stock of said Corporation.

Compared and Mailed ~~Delivered~~ BW
Albert A. Doub 649 Washington St
TO Cumberland Md
Feb 26 1976

Seventh: The Corporation has no known creditors.

Eighth: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland; the Allegany County Central Tax Office and Collector of taxes for the City of Cumberland and the State Department of Assessments and Taxation stating in effect that all taxes levied on assessments by the said Commission and billed and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212, of Article 81 of the Annotated Code of Maryland or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effective.

IN WITNESS WHEREOF, The Allegany Building & Land Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto affixed and attested by its Secretary on the 16th day of November, 1975.

ATTEST: THE ALLEGANY BUILDING AND LAND CORPORATION

George C. Doub
GEORGE C. DOUB, SECRETARY

BY: Albert A. Doub
ALBERT A. DOUB, PRESIDENT

LIBER 023 PAGE 121

STATE OF MARYLAND,

ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 10th day of November, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County aforesaid, personally appeared ALBERT A. DOUB, President of The Allegany Building and Land Corporation, 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 GEORGE C. DOUB, Secretary of said The Allegany Building and Land Corporation, and made oath in due form of law that he was Secretary of the meetings of the Board of Directors and of the stockholders of said Corporation at which dissolution of the Corporation therein set forth was authorized and he further made oath that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

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

Dorothy Ann Leppold
NOTARY PUBLIC

My Commission expires: July 1, 1978

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P.O. BOX 466 PHONE 267-5819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING [redacted]

ARNOLD G. HOLZ, C[redacted]
DIVISION CHIEF

LIBER 023 PAGE 122

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

THE ALLEGANY BUILDING AND LAND CORPORATION

have been paid.

WITNESS my hand and official seal this

Sixth day of November **A.D. 1975.**

Mary Ellen Hopkins
Deputy Comptroller

PS-409

FILED FOR RECORD
FEB 18 1976
at 11:30 o'clock A.M.
and same day Recorded in
Liber No. Corporation Folio
one of the Records of Allegany
County, Maryland, and com-
pared by me
Clerk

LIBER 023 PAGE 123

ARTICLES OF DISSOLUTION

OF

THE ALLEGANY BUILDING AND LAND CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland November 12, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 45661

5

Recorded in Liber 2228, folio 218, 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 W Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · STATE OF MARYLAND · SCIENTIA POTENTIA ORNAT NOS

LIBER 023 PAGE 124

AMERICAN LEASING, INC

ARTICLES OF INCORPORATION

FEB 18-76 A #23492 ***

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 and legal age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, hereby act as incorporator with the intention of forming a corporation.

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

AMERICAN LEASING, 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 leasing motor vehicles; to own and operate a motor vehicle leasing agency; to own motor vehicles, to buy, sell and deal generally in motor vehicles, automotive parts and accessories, including petroleum products; to wash and wax motor vehicles; to repair motor vehicles, and otherwise generally deal with motor vehicles as principal, owner, dealer, agent or broker; to buy, sell, own, lease, exchange and otherwise generally deal in land and all other forms of real estate, and all other forms of personal property, as owner, principal, dealer, 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 aforegoing businesses.

FOURTH: The Post Office address of the place at which the principa office of the Corporation in this State will be located is P. O. Box 994,

Compared and Mailed Delivered
TO William E. Swaim
P. O. Box 994 Cumberland, Maryland
Feb 26 1976

63 Henderson Avenue, Cumberland, Maryland 21502. The Resident Agent of the Corporation is WILLIAM E. SWAIM, whose Post Office address is P. O. Box 994, 63 Henderson Avenue, 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 WILLIAM SWAIM, MARIE L. SWAIM and ANNA MARY SMITH 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 DOLLARS ($100,000) par value, divided into one thousand (1000) shares of the par value of ONE HUNDRED DOLLARS ($100) each, and all of said stock shall be common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of November, 1975.

ATTEST:

Jean L Bucky

WILLIAM WALSH (SEAL)

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

I HEREBY CERTIFY, That on this 11th day of November, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM WALSH, and he acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission expires
July 1, 1978

Jean L Bucky
Notary Public

FILED FOR RECORD
FEB 18 1976 12
at 11:20 o'clock A. M.
and same day recorded in
Libe [illegible] Folio
one of the Cayuation
Records of Allegany
County, Maryland, and com-
pared by
[illegible] Clerk

LIBER 023 PAGE 126

ARTICLES OF INCORPORATION

OF

AMERICAN LEASING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 14, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 45707

3

Recorded in Liber 2228, folio 506, 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. Lennig

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

Bew

Compared and Mailed Delivered
Beall - Garner - Screen & Geare
TO Hall - City - Triangle -
Cumberland - Md
Feb - 26 1976

LIBER 023 PAGE 127

BEALL, GARNER, SCREEN & GEARE, INC.

ARTICLES OF AMENDMENT

Beall, Garner, Screen & Geare, Inc., a Maryland corporation, having its principal office in Cumberland, Allegany County, Maryland, (hereinafter called "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that --

FEB 18-76 A #23496 ******4.00

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

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

BEALL, GARNER, SCREEN AND GEARE, INC. "

SECOND: The Articles of Incorporation of the Corporation are further hereby amended by striking out paragraph SIXTH of said Articles of Incorporation and inserting in lieu thereof the following:

"SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is two hundred fifty-six thousand (256,000) shares divided into one thousand (1,000) shares of preferred stock, Class A, of the par value of One Hundred Dollars ($100.00) each, and five thousand (5,000) shares of preferred stock, Class B, having a par value of One Hundred Dollars ($100.00) each, and two hundred fifty thousand (250,000) shares of common stock of the par value of Twenty Dollars ($20.00) each. The aggregate par value of all shares having par value of all classes is Five Million Six Hundred Thousand Dollars ($5,600,000.00).

A description of each class, with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and qualifications of each class are as follows:

PREFERRED STOCK, CLASS A

(a) Dividends: The holders of preferred stock, Class A, shall be entitled to receive from the surplus or net profits of the Corporation, when a as declared by the Board of Directors, dividends at the rate of seven and one-half percent (7-1/2%) per annum before any dividend shall be declared or paid on the preferred stock, Class B, and on the common stock during any year. If in any year dividends amounting to seven and one-half percent (7-1/2%) shall not be declared payable by the Board of Directors on the preferred stock, Class A, the holder thereof shall not receive any further dividends for said year, the dividends on such preferred stock, Class A, not being cumulative. The preferred stock, Class A, 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 preferred stock, Class A, shall be entitled to receive out of the assets before any distribution to the holders of any other class of stock (preferred stock, Class B, and common stock), a sum equal to Three Hundred Fifty Dollars ($350.00) for each 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 sub-paragraph (b).

(c) Voting Rights: Except as otherwise provided by law, the holde of the preferred stock, Class A, 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 of the preferred stock, Class A, outstanding at any time may be redeemed on any

date at Three Hundred Fifty Dollars ($350.00) per share, upon not less than thirty (30) days previous notice given by mail to the holders of record of the preferred stock, Class A. After the outstanding preferred stock, Class A, 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 stock 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, Class A, stockholders at his, her or their addresses recorded on the books of the Corporation and deposited in the United States mail.

PREFERRED STOCK, CLASS B

(a) Dividends: The holders of preferred stock, Class B, 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 seven and one-half percent (7-1/2%) per annum before any dividend shall be declared or paid on the common stock during any year. If in any year dividends amounting to seven and one-half percent (7-1/2%) shall not be declared payable by the Board of Directors on the preferred stock, Class B, the holder thereof shall not receive any further dividends for said year. The dividends on such preferred stock, Class B, shall not be cumulative. The preferred stock, Class B, 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 preferred stock, Class B, shall be

entitled to receive out of the assets, after the payment to the holders of preferred stock, Class A, as provided in the Articles of Incorporation, and before any distribution to the holders of common stock, a sum equal to One Hundred Dollars ($100.00) for each 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: Except as otherwise provided by law, the holders of the preferred stock, Class B, 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 of the preferred stock, Class B, outstanding at any time may be redeemed on any date at One Hundred Dollars ($100.00) per share, upon not less than thirty (30) days previous notice given by mail to the holders of record of the preferred stock, Class B. After the outstanding preferred stock, Class B, 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 certificate, 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, Class B, stockholders at his, her or their addresses recorded on the books of the Corporation and deposited in the United States mail.

COMMON STOCK

Subject to the aforegoing provisions, dividends may be declared on the common stock of the Corporation; and each share of common stock shall entitle the holder thereof to one (1) vote in all proceedings in which action shall be taken by stockholders of the Corporation."

SECOND: That the aforegoing amendment was declared advisable by all of the Directors of the Corporation, in writing, pursuant to sub-section (c) of Section 2-408 of the Corporations and Associations Volume of the Annotated Code of Maryland (1975 Edition) and was approved by all of the stockholders, in writing, pursuant to sub-section (1) of Section 2-505 of the Corporations and Associations Volume of the Annotated Code of Maryland (1975 Edition).

THIRD: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized and the number and par value of each class are as follows: (1) one thousand (1,000) shares of preferred stock at the par value of One Hundred Dollars ($100.00) each; and, (2) one thousand (1,000) shares of common stock at the par value of One Hundred Dollars ($100.00) each.

(b) The total number of shares of all classes of stock of the Corporation as increased and the number and par value of the shares of each class, are as follows: two hundred fifty-six thousand (256,000) shares; one thousand (1,000) shares of preferred stock, Class A, having a par value of One Hundred Dollars ($100.00) each; five thousand (5,000) shares of preferred stock, Class B, having a par value of one hundred Dollars ($100.00) each; and, two hundred fifty thousand (250,000) shares of common stock having a par value of Twenty Dollars ($20.00) each. The aggregate par value of all shares having a par value of all classes is Five Million Six Hundred Thousand Dollars ($5,600,000.00).

(c) A description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of the authorized capital stock as increased are as set forth in paragraph FIRST hereof.

IN WITNESS WHEREOF, Beall, Garner, Screen & Geare, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal is hereunto affixed and attested by its Secretary on the 4th day of November, 1975.

BEALL, GARNER, SCREEN &
GEARE, INC.

ATTEST:

Martha M. Rogan

Martha M. Rogan, Secretary

By John E. Geare

John E. Geare, President

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 4th day of November 1975, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared JOHN E. GEARE, President of Beall, Garner, Screen & 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 MARTHA M. ROGAN, and made oath in due form of law that she is the Secretary of said corporation and has personal knowledge of and the custody of the consents in writing of all the Directors and Stockholders in which the aforegoing amendment to the Charter 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 date aforesaid.

Ella Jane Douglas

Notary Public

My Commission Expires: 7/1/78

FILED FOR RECORD
FEB 18 1976
at 11:20 o'clock A. M.
and same day recorded in
Liber No. ___ folio ___
one of the Corporation
Records of Allegany
County, Maryland, and com-
pared by: Clarence W. Wheelock

LIBER 023 PAGE 133

ARTICLES OF AMENDMENT

OF

BEALL, GARNER, SCREEN & GEARE, INC.

changing its name to:

BEALL, GARNER, SCREEN AND GEARE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 10, 1975, **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 45590

7

Recorded in Liber 2227 **, folio** 370 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $ 370.00 **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 ·

LIBER 023 PAGE 134

ARTICLES OF MERGER

of

L. BERNSTEIN JEWELRY COMPANY
(Merging Corporation)

into

FEB 18-76 A 23497 ***

L. BERNSTEIN FURNITURE COMPANY, INCORPORATED
(Surviving Corporation)

THIS IS TO CERTIFY THAT:

(1) Each of the parties to these Articles agrees to merge in the manner hereinafter set forth, effective as of the acceptance for record of the Articles by the State Department of Assessments and Taxation of Maryland.

(2) The name and place of incorporation of the Surviving Corporation is L. Bernstein Furniture Company, Incorporated, a Maryland corporation, and will continue under said corporate name.

(3) The names of the parties to the Articles, both of which are incorporated under the laws of the State of Maryland, are as follows:

L. BERNSTEIN JEWELRY COMPANY (hereinafter referred to as "Merging Corporation")

L. BERNSTEIN FURNITURE COMPANY, INCORPORATED (hereinafter referred to as "Surviving Corporation")

(4) (a) The principal office of the Merging Corporation is located in the City of Cumberland, Allegany County, Maryland.

(b) The principal office of the Surviving Corporation is located in the City of Cumberland, Allegany County, Maryland.

(c) The Merging Corporation owns no property the title of which could be affected by the recording of an instrument among the Land Records in any county in the State of Maryland.

LAW OFFICES
SAMUEL L. SILBER
S. LEONARD SOLLINS
10 LIGHT STREET
BALTIMORE, MD. 21202

Compared and Mailed ~~Delivered~~ BW
TO S. Leonard Sollins Esq
10 Light Street -1-
Cumberland, Maryland
Feb 26 1976

(5) (a) These Articles were duly advised by the Board of Directors of the Surviving Corporation at a meeting and pursuant to written consent of all the Directors on October 20, 1975, and were duly approved by the stockholders of such corporation on October 20, 1975, in the manner and by the vote required by the Charter of said corporation and by the laws of the State of Maryland.

(b) These Articles were duly advised by the Board of Directors of the Merging Corporation at a meeting and pursuant to written consent of all the Directors on October 20, 1975, and were duly approved by the sole stockholder of such corporation on October 20, 1975, in the manner and by the vote required by the Charter of said corporation and by the laws of the State of Maryland.

(6) The total number of shares of stock of all classes which each of the corporations has authority to issue, and the number and par value of the shares of each class, and the aggregate par value of all shares of all classes having par value, are as follows:

(a) Surviving Corporation - 1,000 shares of voting common stock, all of one class, $100.00 par value per share, or of the aggregate par value of $100,000.00, of which 600 shares are issued and outstanding;

(b) Merging Corporation - 10,000 shares of voting common stock, all of one class, $10.00 par value per share, or of the aggregate par value of $100,000.00, of which 2,000 shares are issued and outstanding.

(7) The number of shares of stock of the Surviving Corporation and the nature and amount of any other consideration to be paid, transferred or issued by the Surviving Corporation

LAW OFFICES
SAMUEL L. SILBER
S. LEONARD SOLLINS
10 LIGHT STREET
BALTIMORE, MD. 21202

for shares of stock of the Merging Corporation, is as follows:

(a) Each share of common stock of the Surviving Corporation outstanding on the effective date of the merger shall remain outstanding as one share of common stock of the Surviving Corporation.

(b) Each share of common stock of the Merging Corporation outstanding on the effective date of the merger and not owned by the Surviving Corporation shall be converted into .0153376 shares of common stock of the Surviving Corporation (except that no fractional shares of common stock of the Surviving Corporation shall be issued, and in lieu thereof, the Surviving Corporation will pay in cash the equivalent of any fractional share as hereinafter provided).

(c) After the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing shares of capital stock of the Merging Corporation shall, upon surrender of the same to the Surviving Corporation, be entitled to receive in exchange therefor: (1) a certificate or certificates representing the number of whole shares of common stock of the Surviving Corporation into which the shares theretofore represented by the certificate or certificates so surrendered shall have been converted as herein set forth; (2) in lieu of fractional shares of common stock of the Surviving Corporation, a sum in cash equal to the value of any such fractional interest determined on the basis of the book value of the common stock of the Surviving Corporation on December 31, 1975, payable as soon as practicable after said date.

(d) No other consideration is to be paid, transferred or issued by the Surviving Corporation for shares of stock of the Merging Corporation.

LAW OFFICES
SAMUEL L. SILBER
S. LEONARD SOLLINS
10 LIGHT STREET
BALTIMORE, MD. 21202

(8) Upon the effective date of the merger, the Surviving Corporation shall possess any and all purposes and powers of the Merging Corporation, and all leases, property, rights, privileges, powers and franchises of whatsoever nature and description, of said Merging Corporation, shall be transferred to, vested in and evolved upon the Surviving Corporation, without further act or deed, subject to all the debts and obligations of the Merging Corporation.

(9) The officers signing this instrument below hereby acknowledge it to be the corporate act of each of the corporations party hereto and hereby certify under the penalties of perjury, that to the best of their knowledge, information and belief, all matters and facts set forth herein with respect to authorization and approval are true in all material respects.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this instrument to be executed under seal in its name and on its behalf by the respective corporate officers set forth below, this 30th day of October, 1975.

L. BERNSTEIN FURNITURE COMPANY, INCORPORATED

ATTEST:

Rosanne F. Bernstein
Rosanne F.Bernstein,Secty.

By Milton Bernstein
Milton Bernstein, President

L. BERNSTEIN JEWELRY COMPANY

Rosanne F. Bernstein
Rosanne F.Bernstein,Secty.

By Milton Bernstein
Milton Bernstein, President

LAW OFFICES
SAMUEL L. SILBER
S. LEONARD SOLLINS
10 LIGHT STREET
BALTIMORE, MD. 21202

FILED FOR RECORD
FEB 18 1976
at 11:30 O'clock A.M.
and same day Recorded in
Liber No. Folio
one of the Carpenter
Records of Allegany
County, Maryland and com-
pared by me.
Clerk

LIBER 023 PAGE 138

ARTICLES OF MERGER

MERGING

L. BERNSTEIN JEWELRY COMPANY (MD. CORP.)

INTO

L. BERNSTEIN FURNITURE COMPANY, INCORPORATED (MD. CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation of Maryland November 12, 1975, **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 45662

5

Recorded in Liber 2228 **, folio** 223 **, 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. Hammond

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF INCORPORATION

of

FEB 18-76 A 22493 ******4.00

COMPREHENSIVE SCHOOL HEALTH SERVICES OF ALLEGANY COUNTY, MARYLAND, INC.

We, the undersigned residents of the State of Maryland, being Twenty-one years of age, or more, do hereby associate ourselves together for the purpose of forming a coporation under the statutes of the State of Maryland.

ARTICLE ONE

The name of the corporation shall be COMPREHENSIVE SCHOOL HEALTH SERVICES OF ALLEGANY COUNTY, MARYLAND, INC., and its location shall be 500 Greene Street, Cumberland, Allegany County, Maryland.

ARTICLE TWO

The period of duration of this non-profit corporation shall be perpetual.

ARTICLE THREE

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

A. To organize, operate and maintain a comprehensive School Health Services Program for the children of Allegany County, Maryland, enrolled in the public Educational System including, but not limited to the following acitvities:

1. Preventive Health Care Programs
2. Evaluation Programs as needed to determine health deficiencies.

Compared and Mailed Delivered
Paul Barnell Esq
TO 234 Baltimore Ave
Cumberland Md
Feb 24 19 76

3. Dental Health Services Program

4. Mental Health Services Program

5. Environmental Health Services Program

6. Speech and Hearing Therapy Programs

7. Grant recipient for school health Services related to this plan.

8. To serve as the locus of quality control for all programs.

9. To facilitate coordination of interagency and multiagency activities.

10. To contract for services from private and public agencies.

ARTICLE FOURTH

The Post Office Address of the principal office of the Corporation in this State, is 500 Greene Street, Allegany County, Maryland. The resident agent of the Corporation is DR. ROBERT BRODELL, whose post office address is 500 Greene Street, Cumberland, Allegany County, Maryland. Said resident is a citizen of the State of Maryland, and actually resides therein.

ARTICLE 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 by said by-laws, and by the Board of Directors of this Corporation, acting under, and by virtue of said by-laws.

ARTICLE SIXTH

The number of the directors of the Corporation shall be Twenty-one (21), and the Board shall be self-perpetuating.

Of the twenty-one (21) members, five (5) shall be ex-officio members with all rights except their tenure shall be commensurate with their term of office. The Ex-officio members shall include:

1. Superintendent of Schools for Allegany County
2. Directors of the Department of Social Services of Allegany County.
3. Deputy Health Officer
4. Chairman of the Allegany County Commissioners.
5. Chairman of the School Health Advisory Council for the Board of Education.
6. One "special-class" member shall be a student from the public school system, to serve for a term of one year only, his successor to be chosen by the Board of Directors.

The remaining 15 designees shall serve a term of three (3) years, terms to be staggered so that there shall be five (5) vacancies each year. Members shall be allowed

to be re-elected for one additional term, in addition to their initial term, thereafter, however, they must be off the Board for at least one (1) year prior to be re-eligible for re-appointment. The membership of the 15-man Board of Directors shall be from the following professions, vocations and occupations, but shall not be mandatory:

1. Practicing Physician
2. Practicing Dentist
3. Attorney at Law
4. Organized Labor
5. Community Business
6. Public Relations
7. Allegany Council of Parents and Teachers--Two representatives
8. County Nursing Associations
9. Department of Health of Allegany County, exclusive of the County Health Officer--Two
10. Department of Social Services, exclusive of the Director--Two

ARTICLE SEVENTH

Accordingly, following the formula of community representation hereinbefore set forth, the following persons are designated to serve as the original Board of Directors, with an original term of office to be determined by drawing lots:

BOARD OF DIRECTORS

1.	Board of Education 108 Washington Street Cumberland, Maryland	Mrs. Delores Morgan Mrs. Mary Malamphy
2.	Department of Social Services Paca Street Cumberland, Maryland	Mr. Richard Paulman Mr. Bertram Lazarus
3.	Allegany County Health Dept. Willowbrook Road Cumberland, Maryland	Mrs. Anna Clauson Mrs. Lois Jackson
4.	Community Business The Card Case 101 Baltimore Street Cumberland, MD	Mr. Paul Aber
5.	Public Relations	Mr. Gerald Murphy 308 Schley Street Cumberland, Maryland
6.	Allegany County Council of Parents and Teachers	Mrs. Roberta Gates 308 Magruder Street Barbara Twigg 957 Winifred Road
7.	Attorney at Law	Mr. Paul W. Barnett 234 Baltimore Avenue Cumberland, Maryland
8.	Regional Education Service Agency 110 Washington Street Cumberland, Maryland	Mr. Frank Peto
9.	Private Medical Sector: Physician:	Robert J. Dawson, MD 500 Greene Street Cumberland, Maryland
10.	Dentist:	Frank Laparle, DDS Memorial Hospital Medical Bldg Cumberland, Maryland
11.	Student Representative Senior at Allegany High School	Riis Unterzuber 516 Prince Georges Creek Blvd LaVale, Md
12.	Representative of Labor	Mr. Donald Haney 40 C Street LaVale, Maryland

EX-OFFICIO MEMBERS

Allegany County School Health Council, President	Robert D. Brodell, MD
Allegany County Board of Commissioners, President	John J. Coyle
Allegany County Health Department, Deputy State and County Health Officer	Dr. Elmer Hill
Allegany County Department of Social Services, Director	Miss Ethel Wilderman
Allegany County Board of Education, Superintendent	Dr. Wayne Hill

ARTICLE EIGHTH

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation of the directors and its members.

1. There shall be an annual meeting of the membership of the Corporation for the election of the directors, the receiving of reports from the operating officers or committees, and such other business as may come before said meeting. The Board of Directors shall have the power to call general membership meetings upon at least five (5) days notice by mail or publication; and special meetings of the membership shall be called upon the receipt of a written request signed by at least ten members of the Corporation.

ARTICLE NINTH

The names and residences of the persons forming this corporation are as follows:

1. Robert D. Brodell, MD
   500 Greene St
   Cumberland, MD

2. PAUL W. BARNETT
234 Baltimore Avenue
Cumberland, Maryland

3. John J. Coyle
717 St. Marys Avenue
Cumberland, Maryland

ARTICLE TENTH

In the event of the dissolution of this corporation, the successor to the assets of the corporation shall be the County Commissioners of Allegany County.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 7th day of November 1975.

WITNESS:

Carol A. Gaffney — Robert D. Brodell M.D. SEAL
ROBERT D. BRODELL, MD

Carol A. Gaffney — Paul W. Barnett SEAL
PAUL W. BARNETT

Carol A. Gaffney — John J. Coyle SEAL
JOHN J. COYLE

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, that on this 7th day of November 1975, before me, a Notary Public, in and for the State and County aforementioned, prsonally appeared ROBERT D. BRODELL, MD, PAUL W. BARNETT, Attorney at Law, and JOHN J. COYLE, County Commissioners for Allegany County, Maryland, and they did acknowledge that they have executed the aforegoing Articles of Incorporation for the purpose of said Corporation.

WITNESS my hand and Notarial Seal.

Carol A. Gaffney
NOTARY PUBLIC

GAFFNEY CAROL NOTARY PUBLIC ALLEGANY COUNTY

My Commission Expires:
July 1, 1978

FILED FOR RECORD
FEB 18 1976
at 11:30 o'clock A. M.
and same day Recorded in
Liber No. Folio
one of the Cattaurus
Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 146

ARTICLES OF INCORPORATION

OF

COMPREHENSIVE SCHOOL HEALTH SERVICES OF ALLEGANY COUNTY, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 20,1975 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 45890

8

Recorded in Liber 2230 **, folio** 216 **, 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. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

bt

LIBER 023 PAGE 147

ARTICLES OF MERGER

ARTICLES AND AGREEMENT OF MERGER dated as of September 29, 1975, between CHERRY HILL COAL CORP., an Ohio corporation, and THE GEORGE'S CREEK COAL AND LAND COMPANY, a Maryland corporation.

FEB 18-76 A 23498 ******* 00

1. The corporations which are parties to these Articles and Agreement of Merger are Cherry Hill Coal Corp. (hereinafter called Cherry Hill), a corporation, having capital stock, organized and existing under the laws of the State of Ohio, and The George's Creek Coal and Land Company (hereinafter called George's Creek), a corporation, having capital stock, organized and existing under the laws of the State of Maryland. Cherry Hill was incorporated on September 29, 1954, under the general statutes of the State of Ohio, authorizing the formation of corporations. George's Creek was incorporated on October 17, 1952, under the general statutes of the State of Maryland, authorizing the formation of corporations.

2. George's Creek is a wholly owned (100%) subsidiary of Cherry Hill and George's Creek shall be merged with and into Cherry Hill in accordance with the applicable provisions of the general laws of the State of Ohio and of the State of Maryland, which provisions respectively, permit such merger. Cherry Hill and George's Creek (hereinafter collectively referred to as the "Constituent Corporations") agree to effect said merger (hereinafter called the "Merger").

3. The terms and conditions of the Merger and the mode of carrying the same into effect shall be as herein set forth.

4. Cherry Hill shall be the single corporation to

Allegany Co

Compared and Mailed Delivered
TO George A. Butler
535 Bulkley Bldg
Cleveland, Ohio. 44115
Feb 26 1976

survive the Merger and said surviving corporation, which is formed under the laws of Ohio, shall continue under the name of Cherry Hill Coal Corp. (hereinafter sometimes called the Surviving Corporation). The laws of the State of Ohio shall govern the Surviving Corporation.

5. 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 shall have been authorized, approved and adopted by each of the Constituent Corporations in accordance with the requirements of the laws of the States under the laws of which it was formed (b) these Articles and Agreement of Merger so authorized, adopted and approved shall be certified, signed and acknowledged in accordance with the requirements of the laws of the State under the laws of which it was formed, and (c) these Articles and Agreement of Merger so authorized, adopted, approved, certified, signed and acknowledged shall be filed with, and accepted for record by, the State Department of Assessments and Taxation of the State of Maryland, and the fees and taxes, if any, provided by law shall be paid, and shall be filed in the office of the Secretary of State of the State of Ohio. The date upon which the Constituent Corporations shall so become a single corporation, to-wit, the Surviving Corporation, is hereinafter called "the effective date of the Merger". The effective date of the Merger shall also be the effective date of these Articles and Agreement of Merger.

6. That these Articles and Agreement of Merger have been approved by all of the members of the Board of Directors of each of the Constituent Corporations.

7. The total number of shares of stock of all classes which Cherry Hill has authority to issue is 10,000 shares of

Common Stock without par value, which authority shall continue unchanged in the Surviving Corporation.

The total number of shares of stock of all classes which George's Creek has authority to issue is 1,000 shares of Common Stock, $100.00 par value, and the aggregate par value of all such shares is $100,000.00. There are 50 shares of the stock of George's Creek issued and outstanding. All such shares are owned by Cherry Hill, and shall be cancelled as a part of the merger.

8. The existence and all the rights, privileges, powers and franchises of whatsoever nature of Cherry Hill 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 George's Creek shall cease, all of its shares shall be cancelled, without any distribution in respect thereof. (b) Cherry Hill shall continue to have all the purposes and powers set forth in its Articles of Incorporation; and (c) all the property, rights, privileges, powers and franchises of George's Creek of whatsoever nature and description, as well of a public as of a private nature shall be transferred to, vested in and devolve upon Cherry Hill without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest of each of the Constituent Corporations shall be thereafter as effectually the property of Cherry Hill as they were of the several and respective Constituent Corporations.

10. On and after the Effective Date of the Merger, the directors and officers of Cherry Hill shall continue as the officers and directors of the Surviving Corporation; the Code of Regulations(by-laws) of Cherry Hill shall be the Code of Regulations (by-laws) of the Surviving Corporation; James A. Butler, 535 Bulkley Building, Cleveland, Ohio 44115, statutory agent of Cherry Hill, shall continue to be statutory agent for service of process upon the surviving corporation in Ohio.

11. 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 the 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 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 of any party, may be substituted as a party in place of George's Creek, and any such judgment or decree against George's Creek 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.

12. Notwithstanding any of the other provisions 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 name of George's Creek by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

13. The principal office of George's Creek in the State of Maryland is located in the City of Cumberland. Cherry Hill has not been registered or qualified, and has no office or place of business, in the State of Maryland and does not own any property in the State of Maryland.

14. George's Creek no longer owns any interest in land in the State of Maryland.

15. The principal office of Cherry Hill is located in Cleveland, Ohio. Cherry Hill hereby designates William Walsh, an attorney practicing law in Cumberland, Maryland, and whose address is Liberty Trust Building, Cumberland, Maryland 21502, as its resident agent in the State of Maryland.

These Articles and Agreement of Merger were duly approved by the Board of Directors of each of the Constituent Corporations as required by the respective laws of Ohio and Maryland and by their respective charters. The conditions set forth in divisions (D) (1). (2), (3) and (4) of Section 1701.78 of the Revised Code of Ohio do not exist.

The Merger to be effected in accordance with said Articles and Agreement of Merger was duly authorized, adopted and approved in the manner and by the vote required by the laws of Ohio and Maryland and the respective charters of the Constituent Corporations.

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 13 day of November, 1975.

ATTEST:

CHERRY HILL COAL CORP.

James A Butler
JAMES A. BUTLER
Secretary

By George H Bortz, Jr. (SEAL)
GEORGE H. BORTZ, JR.
President

ATTEST:

THE GEORGE'S CREEK COAL AND LAND COMPANY

James A Butler
JAMES A. BUTLER
Secretary

By George H Bortz, Jr. (SEAL)
GEORGE H. BORTZ, JR.
President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF FAYETTE, TO-WIT:

I HEREBY CERTIFY that on this 13 day of November, 1975, before me, the subscriber, a Notary Public in and for the Commonwealth of Pennsylvania, County aforesaid, personally appeared GEORGE H. BORTZ, JR., President of Cherry Hill Coal Corp., and acknowledged the foregoing Articles and Agreement of Merger to be the act and deed of said corporation; and at the same time the said GEORGE H. BORTZ, JR. made oath in due

form of law that he was the chairman of the meeting of the Board of Directors of Cherry Hill Coal Corp. 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 all 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:
June. 26, 1979

Russell M. McBurney
NOTARY PUBLIC

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF FAYETTE, TO-WIT:

I HEREBY CERTIFY that on this 13 day of November, 1975, before me, the subscriber, a Notary Public in and for the Commonwealth of Pennsylvania, County aforesaid, personally appeared GEORGE H. BORTZ, JR., President of The George's Creek Coal and Land Company, and acknowledged the foregoing Articles and Agreement of Merger to be the act and deed of said corporation; and at the same time the said GEORGE H. BORTZ, JR. made oath in due form of law that he was the chairman of the meeting of the Board of Directors of The George's Creek Coal and Land Company 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 all 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:
June 26, 1979

Notary Public

FILED FOR RECORD
FEB 18 1976
at 11:30 o'clock A. M.
and same day Recorded in
Liber No. — Folio
one of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 FOLIO 155

ARTICLES OF MERGER

MERGING:

THE GEORGE'S CREEK COAL AND LAND COMPANY (MD. CORP.)

INTO

CHERRY HILL COAL CORP. (OHIO CORP.) Survivor

approved and received for record by the State Department of Assessments and Taxation of Maryland November 20, 1975 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 45876

9

Recorded in Liber 2230 **, folio** 148 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____**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.

William J. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 156

ARTICLES OF SALE

THESE ARTICLES OF SALE, Made this 29th day of October, 1975, by and between THE HALREET REALTY COMPANY, a Maryland corporation, hereinafter referred to as "Seller", party of the first part, and LEONARD KLINE, hereinafter referred to as "Buyer", party of the second part, of Allegany County, Maryland, WITNESSETH:

1. Seller agrees to sell and transfer all that lot or parcel of ground situate, lying and being in the Village of Ellerslie, in Election District No. 20, Allegany County, Maryland, which was conveyed to the Seller by Morris Horvitz, by deed dated March 16, 1959, and recorded in Deeds Liber 308, folio 237, one of the Land Records of Allegany County, Maryland.

2. The corporate name and address of the Seller is: The Halreet Realty Company, a Maryland corporation, 2040 S. W. 56th Avenue, Plantation, Florida.

3. The Buyer is an individual whose address is 649 N. Mechanic Street, Cumberland, Maryland 21502.

FEB 18-76 A 12:23500 ******4.00

4. The consideration for the sale of the real estate is the sum of Fifty Thousand Dollars ($50,000.00), to be paid in cash at the time of the execution of these Articles of Sale. Allegany County, Maryland is the only County in which the Seller owns property which could be affected by the recording of an instrument among the Land Records.

5. The sale of said real estate was duly advised by the Board of Directors, and approved by the Stockholders of the Seller Corporation in the manner and by the vote required by its Articles of Incorporation and By-Laws.

BW

Compared and Mailed Delivered
TO Leonard Kline
649 N. Mechanic St
Cumberland Md
Feb 26 1976

6. Seller warrants that it has paid all bills and obligations known to be due, including State and County taxes for the current fiscal year, excepting, however, public utility statements which will be paid by the Seller as and when received. There are no known contingent or disputed claims.

IN WITNESS WHEREOF, The Seller has caused these Articles of Sale to be signed by its President, with its corporate seal affixed, duly attested by its Secretary, and Leonard Kline, the Buyer, has also executed these Articles of Sale, as of the day and year first above written.

ATTEST:

Rita Waingold
Rita Waingold
Secretary

Witness:
A. to. Helmick

THE HALREET REALTY COMPANY

By Harold Waingold
Harold Waingold,
President

Leonard Kline (SEAL)
LEONARD KLINE

STATE OF FLORIDA, BROWARD COUNTY, TO WIT:

I HEREBY CERTIFY that on this 7th day of October, 1975, before me, the subscriber, a Notary Public of the State of Florida, in and for Broward County, personally appeared Harold Waingold, President of The Halreet Realty Company, and made oath in due form of law that the matters and facts set forth in the within and aforegoing Articles of Sale with respect to authorization and approval at a Joint Meeting of the Stockholders and Directors of said Corporation, are true and correct as therein set forth.

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

John W Adk.
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC, State of Florida at Large
My Commission Expires March 20, 1977
Bonded by AUTO OWNERS INSURANCE.

JOHN W. ADKINS NOTARY PUBLIC STATE OF FLORIDA AT LARGE

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 24th day of October, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared Leonard Kline, and acknowl[redacted] the within and aforegoing Articles of Sale to be his act and deed.

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

Alma [illegible]
NOTARY PUBLIC

FILED FOR RECORD
FEB 18 1978
at 4:20 o'clock P.M.
and same day recorded in
Liber No. [illegible] Folio [illegible]
one of the Land Records of Allegany
County, Maryland and com-
pared by [illegible]

LIBER 023 PAGE 159

ARTICLES OF SALE

OF

THE HALREET REALTY COMPANY (MD. CORP.)-TRANSFEROR

TO

LEONARD KLINE (TRANSFEREE)

approved and received for record by the State Department of Assessments and Taxation of Maryland November 13, 1975, **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 45688

4

Recorded in Liber 2228 **, folio** 356, **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 Records Allegany County
$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. Hammond

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF SALE

LIBER 023 PAGE 160

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

and the ~~Transferee Corporation(s)~~, Individual(s), ~~Surviving Corporation and the New Corporation in the Consolidation~~ herein named, LEONARD KLINE.

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

Election District No. 20 - Account No. 00369

3.4 acre plant site - Ellerslie	$ 2,835.00
Improvements	19,700.00
Total	$22,535.00

IT BEING the same property which was conveyed to The Halreet Realty Company by Morris Horvitz, by deed dated March 16, 1959, and recorded in Deeds Liber 308, folio 237, one of the Land Records of Allegany County, Maryland.

FEB 18-76 A 23499 ******3.00

Compared and Mailed Delivered
Leonard Kline
TO 649 N. Mechanic St
Cumberland. Md
Feb 26 1976

Mailing address for receipt tax bills: Name Leonard Kline

Address 649 N. Mechanic Street,

City or County, State and Zip Code Cumberland, Maryland 21502

*NOTE: SUBMIT IN TRIPLICATE

"IF APPLICABLE PLEASE COMPLETE"

LIBER 023 FOL 161

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

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

CONSIDERATION $50,000.00

TRANSFEROR CORPORATION The Halreet Realty Company

SIGNATURE OF OFFICER Harold H. Ramger Jr.
President

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 13 day of November 1925 I have set my hand and caused the seal of said Department to be hereto affixed.

Richard H Keller
Charter Specialist

RECORDATION TAX PAID: $165.00

TRANSFER TAX PAID: $250.00

TOTAL: $415.00

LIBER 023 PAGE 162

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

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

CARSCADEN, GILCHRIST & GERRY

110 Washington Street, Cumberland, Maryland

which said Articles of SALE were duly approved by said Department on November 13, 1975, at 8:30 a.m. and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

THE HALREET REALTY COMPANY (MD. CORP.)

the name of the transferee is

LEONARD KLINZ

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

649 N. Mechanic St., Cumberland, Maryland 21502

(c) The Articles of SALE are dated October 29, 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

November 13, 1975, at 8:30 a.m.

Bw

...ared and mailed ...livered
Herman J. Haywood
TO 307 Ross Street
Hagerstown Md.
Feb 26 1976

LIBER 023 PAGE 163

ARTICLES OF INCORPORATION

OF

HAYWOOD AGENCY, 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 Susan L. Wilson, whose post office address is Route #3, Box 201, 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, associate ourselves with the intention of forming a corporation.

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

FEB 18-76 A 23491 ******4.00

HAYWOOD AGENCY, 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 transact a general real estate agency and brokerage business, including the renting and managing of real and personal property; to act as agent, broker or attorney-in-fact for any person or corporation in buying, selling and dealing in real estate and real and personal property and any interest therein on commission; to make or obtain loans upon such property and to supervise and manage such property and all loans, interest in, and claims affecting the same.

(2) 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.

(3) To take, purchase, or otherwise acquire, and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of by it under the laws of the State of Maryland.

(4) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may in the judgment of the Board of Directors at any time be necessary, useful, or advantageous, for the purposes of the corporation, and which can lawfully be done under the laws of the State of Maryland.

(5) To make, enter into, perform, and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing, and fitting up buildings, tenements, and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners, and others, for said purposes.

(6) To act as insurance agents and agents for insurance companies in soliciting and receiving applications for life, accident, health, fire, casualty, plate glass, boiler, elevator, burglary, rent, marine, and credit insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies; to conduct and carry on a general insurance agency and brokerage business, and generally to transact and carry on all kinds of agency businesses.

(7) To conduct warehouses for the storage of foods and any and all other commodities; to erect, maintain, and acquire, by lease, purchase, or otherwise, public cold storage warehouses and other warehouses for the storage of property of others for a compensation, and to sell the same or otherwise dispose thereof; to carry on the business of warehousing and all business necessarily or impliedly incidental thereto, including the issuance of warehouse certificates, negotiable or otherwise, and the making of advances upon goods warehoused with the corporation; to maintain stores for the sale of general merchandise, both at wholesale and retail; and to receive, handle, ship, and forward all classes of freight by land or water.

(8) To engage in and carry on the business of receiving, carrying, transporting and delivering for compensation, goods, wares, and merchandise of every nature and description and carrying on a general transfer business as well as a general trucking business.

(9) 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.

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

(11) To acquire all or any part for 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 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 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 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 is 920 National Highway, LaVale, Maryland, 21502. The resident agent of the Corporation is Herman J. Haywood, whose post office address is 307 Ross Street, Westernport, Maryland, 21562. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, and Herman J. Haywood, Kathryn A. Haywood, and Robert M. Haywood 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 this 11th day of November, 1975.

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

Susan L. Ray (SEAL)
SUSAN L. RAY

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 11th day of November 1975, 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 SUSAN L. RAY, 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 ANGELA M. SENKBEIL ALLEGANY COUNTY MARYLAND

Angela M. Senkbeil
Notary Public
Angela M. Senkbeil

FILED FOR RECORD
FEB 18 1976
at 11:30 o'clock AM. 19
and same day Recorded in
Liber No. Folio
one of the Cayeuation
Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 171

ARTICLES OF INCORPORATION

OF

HAYWOOD AGENCY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 14, 1975, **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 45715

9

Recorded in Liber 2228 **, folio** 546 **, 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.

William J. Simmons

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

LIBER 023 PAGE 172

ARTICLES OF INCORPORATION

STILLWAGON CONSTRUCTION COMPANY, INC.

THIS IS TO CERTIFY:

FEB 18-76 A 23494 ******4.00

FIRST: That we, the subscribers hereto, Donald A. Stillwagon, whose post office address is Post Office Box 462, Cumberland, Maryland, 21502; Barbara J. Stillwagon, whose post office address is Post Office Box 462, Cumberland, Maryland, 21502; and Robert R. Brinker, whose post office address is Post Office Box 581, Cumberland, Maryland, 21502; all being of full legal age, do by virtue of the General Laws of the Sta 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:

STILLWAGON CONSTRUCTION COMPANY, 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,

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

Compared and Mailed ~~Delivered~~
Donald A. Stillwagon
P. O. Box #462
Cumberland, Md.
Feb 26 1976

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.

(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 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 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

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

other businesses which may be in any way related to, incident or necessary for the establishment and operation of retail and/or manufacturing outlets for the products enumerated above.

(e) The aforeging 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 324 Beall Street, Cumberland, Maryland, 21502. The resident agent of the corporation is Donald A. Stillwagon, whose post office address is Post Office Box 462, 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 each.

SIXTH: The corporation shall have not less than three nor more than five directors and Donald A. Stillwagon, Barbara J. Stillwagon and Robert R. Brinker 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 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 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

[redacted] F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

these Articles of Incorporation this 28th day of October, 1975.

Wanda L. Keller
WITNESS

Donald A. Stillwagon
DONALD A. STILLWAGON

Wanda L. Keller
WITNESS

Barbara J. Stillwagon
BARBARA J. STILLWAGON

Wanda L. Keller
WITNESS

Robert R. Brinker
ROBERT R. BRINKER

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 28th day of October, 1975, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared DONALD A. STILLWAGON, BARBARA J. STILLWAGON and ROBERT R. BRINKER and severally acknowledged the within and foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Wanda L. Keller
NOTARY PUBLIC

My Commission expires July 1, 1978.



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

FILED FOR RECORD
FEB 18 1976
at 11:30 o'clock A.M.
and same day Recorded in
Liber No. Folio
one of the Cashier
Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 177

ARTICLES OF INCORPORATION

OF

STILLWAGON CONSTRUCTION COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 31, 1975 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 45319

Recorded in Liber ~~2223~~ 2230, folio ~~767~~ 659, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

6

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 023 PAGE 178

ARTICLES OF INCORPORATION
OF
PARENTS WITHOUT PARTNERS
Cumberland, Md. CHAPTER NO. 704, INC.

We, the undersigned, each being at least twenty-one (21) years of age, do hereby associate ourselves for the intention of forming a corporation under the general laws of the State of Maryland and certify as follows: MAR -8-76 A 24600 ******3.50

ARTICLE I
NAME

The name of the Corporation is Parents Without Partners, Cumberland, Maryland Chapter No. 704, Inc.

ARTICLE II
PURPOSES

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

A. To establish facilities, (lectures, discussion groups, recreational activities, etc.) for single parents (widowed, divorced, separated or unmarried) and their children, in order to aid them in the transition to a single parent family; and

B. To utilize the facilities of the Corporation for wholesome recreational activities for its members and their children; and

C. To further the educational character building development of the children of single parents; and

D. For any other purpose not in violation of the applicable corporate statutes of the State of Maryland and/or Section 501C3 of the United States Internal Revenue Code of 1954 as amended from time to time.

E. The purposes of the Corporation are wholly charitable and educational.

ARTICLE III
STATUS

The Corporation is NOT FOR PROFIT. No part of the net earnings of the Corporation shall enure to the benefit

Compared and Mailed ~~Delivered~~ Bw
TO Ms Jesse Vincent
17 Richard Hay
La Vale, Md 19 76
Mar 12

of, or be distributable to, its members, trustees, officers, directors 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 distribution in the furtherance of the purposes set forth herein. 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 any political campaign on behalf of any candidate for public office.

ARTICLE IV
STOCK

The Corporation is not authorized to issue stock. The Corporation is a membership corporation, consisting of members, bound together for the furtherance of the purposes set forth in these Articles of Incorporation.

ARTICLE V
PRINCIPAL OFFICE AND RESIDENT AGENT

The post office address of the principal office of the Corporation in the State of Maryland is P.O. Box 327, Cumberland, Md. 21502.

and the name and post office address of the resident agent of the Corporation, who is authorized and empowered to accept service of process and official notice on behalf of the Corporation in the State of Maryland is

Ms. June Vincent
17 Richard Way, LaVale, Maryland 21502

The resident agent named above is a citizen of the State of Maryland and actually resides therein.

ARTICLE VI
DIRECTORS

The number of directors of the Corporation shall be not less than three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chose and take office are:

Emily J. Alward - President
June S. Vincent - Vice-President
Jeanne M. Golden - Secretary
Jennings W. Beery - Treasurer

ARTICLE VII
LICENSE AND FRANCHISE AGREEMENT

A. This Corporation has a license and franchise agreement with Parents Without Partners, Inc., a non-profit corporation organized and existing under and by virtue of the laws of the State of New York. Parents Without Partners Cumberland, Maryland Chapter No. 704, Inc., is being organized as an affiliated membership corporation authorized by Parents Without Partners, Inc., upon approval of the Articles of Incorporation and By-Laws of Parents Without Partners Cumberland, Maryland Chapter No. 704, Inc., by the International Board of Directors of said Corporation, Parents Without Partners, Inc.

B. Parents Without Partners Cumberland, Maryland Chapter No. 704, Inc., has, as set out above, entered into a license and franchise agreement with the said Parents Without Partners, Inc., wherey Parents Without Partners Cumberland, Maryland Chapter No. 704, Inc. is licensed and permitted to use the name Parents Without Partners, Inc. and various other symbols and trademarks of said Corporation; provided however, upon revocation of the license or franchise granted by Parents Without Partners, Inc. to Parents Without Partners Cumberland, Maryland Chapter No. 704, Inc., the Board of Directors, officers or other persons having possession of the corporate books, records, funds or other property of Parents Without Partners Cumberland, Maryland Chapter No. 704, Inc. shall promptly turn over such property to Parents Without Partners, Inc. or its designated representative.

C. Furthermore, Parents Without Partners Cumberland, Maryland Chapter No. 704, Inc., upon withdrawl, disaffiliation or loss of its license or franchise with Parents Without Partners, Inc. shall forever be barred from using the name Parents Without Partners in any form or manner, or in any combination with other words, nor shall it use any of the trademarks of Parents Without Partners, Inc., and shall not make any reference thereafter to its association or affiliation with Parents Without Partners, Inc.

D. As set forth heretofore, upon dissolution of Parents Without Partners Cumberland, Maryland Chapter No. 704, Inc. and upon payment of all corporate debts, all monies and properties of same shall revert to the said Parents Without Partners, Inc., a not for profit corporation organized and existing under and by virtue of the laws of the State of New York; provided

however, that the assets and properties so conveyed shall be used by the grantee for purposes similar to those of the conveying corporation.

ARTICLE VIII
POWERS

The Corporation is expressly empowered to exercise any and all powers conferred by state law to not for profit corporations. The Corporation may not exercise such powers, referred to above, which are not in the furtherance of the exempt purposes, or which are prohibited under Section 501C3 of the United States Internal Revenue Code of 1954, as amended from time to time.

ARTICLE IX
DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledge the same to be our act on the 20th day of October, 1975.

Emily J. Allward
Incorporator 110 E. Broadway, Apt. H
Frostburg, Maryland 21532

June L. Vincent
Incorporator 17 Richard Way
LaVale, Md. 21502

Deanne M. Golden
Incorporator 46 Maple St, Bowling Green
Cumberland, Md 21502

Jennifer W. Beery
Incorporator 12 Arch St
Cumberland Md 21502

FILED FOR RECORD
MAR 8 - 1976
1:02 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
Clerk.

ARTICLES OF INCORPORATION

OF

PARENTS WITHOUT PARTNERS, CUMBERLAND, MARYLAND CHAPTER NO. 704, INC.

LIBER 023 PAGE 182

approved and received for record by the State Department of Assessments and Taxation of Maryland December 17, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 46551

5

Recorded in Liber 2237, folio 420, 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. Hamm

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

UPPER POTOMAC VALLEY KENNEL CLUB, INC.
MAR -8-76 A #24597 ******3.50

ARTICLES OF INCORPORATION

FIRST: We, the subscribers, VERNON I. CARTER, whose residence and post office address is Winchester Road, Allegany County, Cumberland, Maryland 21502, and JESSIE A. SMITH, whose residence and post office address is 26 St. Marys' Terrace, Allegany County, Lonaconing, Maryland 21539; 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: The name of the Corporation is UPPER POTOMAC VALLEY KENNEL CLUB, 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 dedicate itself by social and educational means to the propagation and advancement of all breeds of pure-bred dogs.

(b) To conduct dog shows, obedience trials and sanction matches under the rules of the American Kennel Club.

(c) To devote all profits occuring to the club to the above purposes, or to make specific bequests to such charitable or civic organizations as shall be approved by a majority vote of all those in attendance and voting at a club meeting and, under no circumstances to pay salary, fee, commission or dividend to any member unless duly approved by the Board of Directors of the Corporation.

(d) 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.

(e) 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, having all powers conferred or authorized by laws of the State of Maryland, now or hereafter in effect, that may be necessary, suit-

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered By
Jesse A. Smith
TO 26 St. Marys Terrace
Lonaconing, Md
Mar 12 19 76

able or proper thereunto.

(f) 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 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 26 St. Marys' Terrace, Lonaconing, Allegany County, Maryland 21539. The resident agent is JESSIE A. SMITH, whose post office address is 26 St. Marys' Terrace, Lonaconing, Allegany County, Maryland 21539. 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 nine (9) members of the Board of Directors, comprised of the President, Vice-President, Secretary, Treasurer, and five (5) other persons, all of whom shall be elected for a term of one (1) year at the club's annual meeting of the Corporation or until their successors are duly chosen and qualified. The number of members of the Board of Directors may be changed from time to time in such lawful manner as the By-laws may provide. The following names persons shall act as Board of Directors until the annual meeting of the Corporation or until their successors are duly chosen and qualified; and these persons are Vernon Carter, Elmer Keefer, Jessie Smith, Dorothy Berry, Charles Taylor, Shirley Linn, Julie Kirk, Penni Hughes, and Allan M. Gerson.

IN WITNESS WHEREOF, we have signed our names and affixed our seals this 31st day of November, 1975.

Lucille Ritchie
Witness

Jessie A. Smith (SEAL)
JESSIE A. SMITH

Lucille Ritchie
Witness

Vernon I. Carter (SEAL)
VERNON I. CARTER

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 023 PAGE 185

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 21st day of November, 1975, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared JESSIE A.SMITH and VERNON I. CARTER, 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 [illegible]
Notary Public

My Commission Expires: July 1, 1978

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

FILED FOR RECORD
MAR 8 - 1976
1:40 O'clock P M.
same day Recorded in
Liber No. Folio
of the Corporation
Records of Allegany
nty, Maryland, and com-
ed by
Clerk

ARTICLES OF INCORPORATION

OF

UPPER POTOMAC VALLEY KENNEL CLUB, INC.

LIBER 023 PAGE 186

approved and received for record by the State Department of Assessments and Taxation of Maryland December 3, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 46216

4

Recorded in Liber 2233, folio 368, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

S.U

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 023 PAGE 187

ALLEGANY INDUSTRIAL SUPPLY COMPANY

ARTICLES OF INCORPORATION

MAR -8-76 A 24599 ******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 and legal age do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, hereby act as incorporator with the intention of forming a corporation.

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

ALLEGANY INDUSTRIAL SUPPLY 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, dispose of, and generally deal 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 all other articles and items useful to or desirable for such buying, selling and disposition, and otherwise generally to deal with all types of petroleum products as principal, owner, dealer, agent or broker; to buy, sell, own, lease, exchange and otherwise generally deal in land and all other forms of real estate, and all other forms of personal property, as owner, principal, dealer, 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 aforegoing businesses; and to engage in any other lawful activities.

FOURTH: 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 55,

Compared and Mailed ~~Delivered~~ Bur
TO William Walsh Esq
Liberty Trust Bldg
Cumberland Md
mar 12 19 76

Walnut Street, Barton, Maryland 21521. 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 JAMES R. CLARKE, ALVIN E. DILLMAN, JR., and W. C. ROBERTSON 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 DOLLARS ($100,000.00) par value, divided into one thousand (1000) shares of the par value of ONE HUNDRED DOLLARS ($100.00) each, and all of said stock shall be, common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of December, 1975.

ATTEST:

_____ _____ (SEAL)
WILLIAM WALSH

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

I HEREBY CERTIFY, That on this 9th day of December, 1975, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM WALSH and he acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission expires
July 1, 1978

_____
Notary Public

FILED FOR RECORD
MAR 8 - 1976
at five o'clock p.m. 19
and same day Recorded in
Liber No. Folio
one of the Carpetation
Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 023 PAGE 189

ARTICLES OF INCORPORATION

OF

ALLEGANY INDUSTRIAL SUPPLY COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland December 10, 1975 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 46386

3

Recorded in Liber 2235 **, folio** 487**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

S.E

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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 190

COVE CONTRACTING COMPANY

(a close corporation under
Title 4)

MAR -8-76 A [illegible]24596 ****[redacted]

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, J. Thomas Mattingly, Jr., whose post office address is 728 Dale Avenue, Cumberland, Maryland, 21502, and Sheila S. Mattingly, whose post office address is 728 Dale Avenue, 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

COVE CONTRACTING COMPANY

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 carry on and conduct a contracting business, as general contractor or sub-contractor, including construction, repairing and/or remodeling of buildings, public works and works of all kinds, including excavation, building construction, masonry, mechanical, and all other forms of construction, and also including designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work of any type upon buildings, structures, public works or improvements to real estate of any kind, using any building materials and techniques now employed or to be developed; to make, execute and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; and generally to do 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 power or purposes therein mentioned.

(b) To purchase, to receive by way of gift, subscribe for, invest

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed Delivered BW
J. Thomas Mattingly Jr
TO 728 Dale Avenue Cumb. Md
mar 12 19 76

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, 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 of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivison 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 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

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

conferred by the laws of the State of Maryland on corporations formed under t[redacted] laws pursuant to which and under which this Corporation is formed, as such la[redacted] 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 purposes, but the purposes and powers stated shall be construed distributively as to each object expressed and the enumeration as to specific powers shall n[redacted] be construed as to limit in any manner the aforesaid general powers, but are [redacted] 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 728 Dale Avenue, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland is J. Thomas Mattingly, Jr., 728 Dale Avenue, 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 J. Thomas Mattingly, Jr., Sheila S. Mattingly and Robert S.

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& PAYE
CUMBERLAND
MARYLAND

Paye.

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 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

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& PAYE
CUMBERLAND
MARYLAND

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 inte 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.

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 17th day of October, 1975.

WITNESS:

Robert L. Paye — J. Thomas Mattingly (SEAL)
J. THOMAS MATTINGLY, JR.

Robert L. Paye — Sheila S. Mattingly (SEAL)
SHEILA S. MATTINGLY

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 17th day of October, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared J. THOMAS MATTINGLY, JR. and SHEILA S. MATTINGLY, and acknowledged the aforegoing instrument of writing to be their act and deed.

WITNESS my hand and Notarial Seal.

Sandra K. Twigg
Notary Public

My Commission Expires: 7/1/78

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
MAR 8 1976
1:00 O'clock P.M.
and same day Recorded in
Liber No. Folio
of the Charter Records of
Allegany
Maryland.
Clerk

LIBER 023 PAGE 195

ARTICLES OF INCORPORATION

OF

COVE CONTRACTING COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland December 1, 1975 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 46168

6

Recorded in Liber 2233 **, folio** 123**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

as-e

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 ·
BONA VOLVNTATIS TVÆ CORONASTI NOS

LIBER 023 PAGE 196

CUMBERLAND-PUNXSUTAWNEY REALTY CO., INC.

MAR -8-76 A ☆21594 ******

ARTICLES OF REVIVAL

Cumberland-Punxsutawney Realty Co., Inc., a Maryland corporation having its principal office in 722 Washington Street, Cumberland, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

First: The charter of the corporation was forfeited on December 30, 1968, for the nonpayment of taxes or for failure to file an annual report with the State Department of Assessments and Taxation of Maryland. 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 Cumberland-Punxsutawney Realty Co., Inc.

Third: The name which the corporation will hereinafter be known is the Cumberland-Punxsutawney Realty Co., Inc.

Fourth: (a) The post office address of the principal office of the corporation in the State of Maryland is 722 Washington Street, Cumberland, Maryland, and said principal office is located in the same county and place 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, Stan Benefield, 5210 Silver Hill Rd Street, Suitland Maryland. Said resident-agent is 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 effecting 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

Compared and Mailed ~~Delivered~~ BW
Stan Benefield
TO 5210 Silver Hill Road
Suitland, Md.
Mar 12 1976

NICHOLAS F. LORENZO, JR.
ATTORNEY AT LAW
224 WEST MAHONING ST.
PUNXSUTAWNEY, PA.
15767

of limitation otherwise prescribed by law effecting 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 are respectfully the last acting President and Secretary of the Corporation, having signed these Articles of Revival this 25th day of September, 1975.

Oscar Light (SEAL)
Oscar Light, President

Samuel Light (SEAL)
Samuel Light, Secretary

COMMONWEALTH OF PENNSYLVANIA
SS:
COUNTY OF JEFFERSON

I hereby certify that on the 25th day of September, 1975, before me, the subscribor, a notary public of the Commonwealth of Pennsylvania, in and for the County of Jefferson, personally appeared Oscar Light, the last acting President and Samuel Light, the last acting Secretary of the Cumberland-Punxsutawney Realty Co., Inc., a Maryland corporation and severally acknowledge the foregoing Articles of Revival to be their act.

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

Nicholas F. Lorenzo (SEAL)
NICHOLAS F. LORENZO, JR., Notary Public
Punxsutawney, Jefferson Co., Pa.
My Commission Expires April 15, 1978

NICHOLAS F. LORENZO, JR.
ATTORNEY AT LAW
224 WEST MAHONING ST.
PUNXSUTAWNEY, PA.
15767

LIBER 023 FOLIO 198

Liber 023 Page - 198

ARTICLES OF REVIVAL

OF

CUMBERLAND-PUNXSUTAWNEY REALTY COMPANY, INC.

FILED FOR RECORD MAR 8 - 1976

100 o'clock P M. 19
and same day Recorded in
Liber No. Folio
of the Records of Allegany
County, Maryland and com-
pared by me
Clerk

approved and received for record by the State Department of Assessments and Taxation of Maryland November 24, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 45979

3

Recorded in Liber 2231, folio 311, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

25 E

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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

LIBER 023 PAGE 199

G. A. LARGENT CONSTRUCTION COMPANY, INCORPORATED

ARTICLES OF AMENDMENT

MAR -8-76 A 02595 ******3.5

G. A. Largent Construction Company, Incorporated, a Maryland corporation having its principal office in Allegany County, Maryland (hereinafter called the "Corporation"), pursuant to Section 2, Subtitle 6, Corporations and Associations, of the Code of Public General Laws of the State of Maryland as amended, adopts the following Articles of Amendment and hereby certifies to the State Department of Assessments and Taxation of Maryland as follows:

FIRST: The charter of the Corporation is hereby amended by striking out Article Second, designating the name of the Corporation, and inserting in lieu thereof the following:

SECOND: The name of the Corporation (which is hereinafter called the "Corporation"), is Don Largent Roofing, Inc.

THIRD: The charter of the Corporation is hereby amended by striking out Article Fourth, designating the resident agent of the Corporation, and inserting in lieu thereof the following:

FOURTH: The name and post office address of the resident agent of the Corporation in this State is David C. McLaughlin, 112 South Centre Street, Cumberland, Allegany County, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The board of directors of the Corporation, at a meeting duly convened and held on the 29th day of October, 1975, adopted a resolution in which was set forth the aforegoing amendments to the charter, declaring that the said amendments of the charter were advisable and directing that it be submitted for action thereon

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered
David C. McLaughlin
TO 112 South Center St.
Cumberland Md
Mar 12 1976

at a special meeting of the stockholders of the Corporation to be held for purposes of convenience by unanimous written consent and waiver of all stockholders.

SIXTH: A consent in writing, setting forth approval of the amendments of the charter of the Corporation hereinabove set forth, was signed by all stockholders of the Corporation entitled to vote thereon and any other stockholders of the Corporation entitled to notice of a meeting of stockholders (but not to vote thereon) have waived in writing any rights they may have to dissent from such amendments; and such consent and waiver are filed with the records of the Corporation.

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.

IN WITNESS WHEREOF, Don Largent Roofing, 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 28th day of November, 1975.

Attest:

JoAnn Largent
JoAnn Largent, Secretary

DON LARGENT ROOFING, INC. (formerly G. A. Largent Construction Company, Incorporated

By Donald D. Largent
Donald D. Largent, President

STATE OF MARYLAND,

COUNTY OF ALLEGANY, ss:

I HEREBY CERTIFY that on this 28th day of November, 1975, before me the subscriber, a notary public of the State of Maryland, in and for the County of Allegany, personally appeared

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

DONALD D. LARGENT, President of G. A. Largent Construction Company, Incorporated, to be known as Don Largent Roofing, 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 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.

Lucille Ritchie
NOTARY PUBLIC

LUCILLE RITCHIE NOTARY PUBLIC ALLEGANY COUNTY, MD.

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 023 PAGE 202

ARTICLES OF AMENDMENT

OF

G.A. LARGENT CONSTRUCTION COMPANY, INCORPORATED

changing its name to:

DON LARGENT ROOFING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 2, 1975, **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 46162

4

Recorded in Liber 2233 **, folio** 96 **, 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 ·

FILED FOR RECORD
AR 8 - 1976 19
O'clock P. M.
me day Recorded in
No. Folio
the Land
Records of Allegany
Maryland, and com-
Clerk

LIBER 023 PAGE 203

ARTICLES OF INCORPORATION

OF

K. S. ABACUS ENTERPRISES, INC. MAR 8-76 A 21599 ******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; and Lora L. Henson, whose post office address is 225 Fayette Street, Cumberland, Maryland, 21502; and Susan L. Ray, whose post office address is Route No. 3, Box 201, 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, associate ourselves with the intention of forming a corporation.

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

K. S. ABACUS ENTERPRISES, 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 general business counselling service and to gather, compile, and disseminate information, data, and advice in respect to matters of a commercial, financial, statistical, and business nature; to act as consultants, counsellors, and advisors and to render and furnish services in business, taxation, financial, engineering, auditing, and accounting matters; to enter into agreements with any corporation, association, individual, or enterprise and to carry on and undertake any business and to render any service which may seem to the company capable of being conveniently carried on in connection with the above, and in promoting, advising, consulting with, maintaining, and

Compared and Mailed ~~Delivered~~ Bur
TO Ray M. Wahlburn
R. D. #2. Box #121
Cumberland. Md
Mar 12 1976

operating any business enterprise; to aid and assist in any manner any corporation, association, or reorganization with which this company may have business relations.

(2) To carry on the business of advisors, consultants, and managers in all branches of business and to contract for, acquire, plan, superintend, manage, operate, cooperate with, and assist in, the maintenance and operation of business enterprises of any and every kind, and to do and carry on such other work of every kind, and of any and every nature; to own, operate, manage, assist, finance, audit, supervise, and otherwise deal with corporations, associations, business, financial, and other enterprises.

(3) To compile tax returns for and act as tax advisers, financial advisers, appraisers, and engineers for all persons, firms, partnerships, corporations, banks, estates, and companies, associations and institutions of every kind, and all natural or corporate beings whatsoever.

(4) To do a general auditing and accounting business; to open, take charge of, maintain, keep, institute, examine, audit, certify to and guarantee the correctness of the books and accounts of all persons, firms, partnerships, corporations, banks, estates, and companies, associations and institutions of every kind, and all natural or corporate beings whatsoever.

(5) To engage in the business of furnishing all persons, firms, partnerships, corporations, associations, and institutions with complete and modern system or systems of auditing and accounting, and acting as controller, auditor, or accountant thereof.

(6) 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.

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

(8) To acquire all or any part for 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 or 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.

(11) 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 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 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 R. D. #2, Box 121, DeHaven Road, Cumberland, Maryland, 21502. The resident agent of the Corporation is Roy M. Walburn, whose post office address is R. D. #2, Box 121, DeHaven Road, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have four directors, and Roy M. Walburn, Helen N. Walburn, Robert N. Walburn and Jonathan R. Walburn 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 this 2nd day of November, 1975.

WITNESS:

Angela M. Senkbeil
ANGELA M. SENKBEIL

(SEAL)
WILLIAM R. CARSCADEN

Angela M. Senkbeil
ANGELA M. SENKBEIL

Lora L. Henson (SEAL)
LORA L. HENSON

Angela M. Senkbeil
ANGELA M. SENKBEIL

Susan L. Ray (SEAL)
SUSAN L. RAY

LIBER 023 PAGE 210

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 3rd day of November, 1975, 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 SUSAN L. RAY, 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
MAR 8 - 1976
1:00 o'clock P. M.
same day recorded in
Liber No. Folio
of the Corporation
Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 211

ARTICLES OF INCORPORATION

OF

K. S. ABACUS ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 5, 1975 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 46273

9

Recorded in Liber 1234 **, folio** 315**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

S.E.

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.

William J. Swinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 212

SECNAT, INC.

ARTICLES OF MERGER

MAR -8-76 A 24592 ******

SECNAT, INC., 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, that:

FIRST: By these Articles of Merger, SECNAT, INC., agrees to merge with THE FIRST NATIONAL BANK AND TRUST COMPANY OF WESTERN MARYLAND with the successor corporation being The First National Bank and Trust Company of Western Maryland.

SECOND: SECNAT, INC., is a Maryland Corporation having been incorporated under the Laws of Maryland on September 24, 1954, its Articles of Incorporation being recorded in Liber 474, folio 278, one of the Charter Records of the State Department of Assessments and Taxation. Said Corporation was created as a subsiduary of The First National Bank and Trust Company of Western Maryland for the purpose of holding certain real estate and leasing it back to The First National Bank and Trust Company of Western Maryland. All of the outstanding stock of SECNAT, INC., is owned and held by The First National Bank and Trust Company of Western Maryland.

THIRD: The First National Bank and Trust Company of Western Maryland was organized under the Laws of the United States on April 15, 1864, as a national banking institution, its original name being known as The First National Bank of Cumberland. By Order of the Controller of the Currency of the Treasury Department of the United States, dated May 1, 1966, the name of said banking institution was changed to The First National Bank and Trust Company of Western Maryland. The principal place of business of said bank is 71 Baltimore Street, Cumberland, Allegany County, Maryland, 21502.

FOURTH: The principal office of SECNAT, INC., is located at 71 Baltimore Street, Cumberland, Allegany County, Maryland 21502.

FIFTH: The First National Bank and Trust Company of Western Maryland has been qualified to do business in the State of Maryland as a national banking

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~
Rec'd
Hugh D. Shires
TO 911 Camden Avenue
Cumberland - Md
Mar 12 19 76

institution since April 15, 1864. LIBER 023 PAGE 213

SIXTH: The merged, SECNAT, INC., agrees to transfer all of its property and assets to the successor, The First National Bank and Trust Company of Western Maryland, in exchange for all of its outstanding stock which is owned and held by The First National Bank and Trust Company of Western Maryland.

SEVENTH: Both of the parties to these Articles of Merger own interests in land.

EIGHTH: The name and address of the resident agent of the successor corporation, The First National Bank and Trust Company of Western Maryland, is Hugh D. Shires, 911 Camden Avenue, Cumberland, Allegany County, Maryland 21502.

NINTH: On November 10, 1975, all of the terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by The First National Bank and Trust Company of Western Maryland by unanimous vote of its Board of Directors, such vote being in conformity with the provisions of its Charter and the Laws of the United States of America. Said transaction has also been approved by the Controller of the Currency of the U. S. Treasury Department.

TENTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by SECNAT, INC. at a meeting of its Board of Directors held on November 20, 1975, said transaction being approved by the vote required by the Charter of SECNAT, INC. and the Laws of the State of Maryland.

ELEVENTH: The Charter of The First National Bank and Trust Company of Western Maryland, the successor corporation, will not be affected by these Articles of Merger and no amendment to the same will be required.

TWELFTH: SECNAT, INC. has only one class of stock, i.e., common stock with a par value of One Hundred Dollars ($100.00) per share. Six Thousand (6,000) shares were authorized by its Charter to be issued, but only Four Thousand, Nine Hundred and Eleven (4,911) shares have been issued, and all of the same are owned by The First National Bank and Trust Company of Western Maryland. The aggregate value of said outstanding shares is Four Hundred Ninety One Thousand, One Hundred Dollars ($491,100.00).

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

THIRTEENTH: The First National Bank and Trust Company of Western Maryland has only one class of stock, i.e., common stock, with a par value of Ten Dollars ($10.00) per share. It has authorized and outstanding One Hundred Forty Seven Thousand, Seven Hundred Forty (147,740) shares which have an aggregate par value of One Million, Four Hundred Seventy-Seven Thousand, Four Hundred Dollars ($1,477,400.00).

FOURTEENTH: The nature and amount of consideration to be paid, transferred or issued for the assets of the transferor is Four Thousand, Nine Hundred Eleven (4,911) shares of the common stock of the transferor with an aggregate par value of Four Hundred Ninety One Thousand, One Hundred Dollars ($491,100.00). The transferor corporation proposes to retire this stock after the same has been received.

FIFTEENTH: The entire assets of SECNAT, INC. consist of eight (8) improved parcels of real estate and a small amount of cash, all of which will be transferred to the parent corporation. Said parcels of real estate are described in a Certificate of Conveyance of Real Property which is to be recorded along with these Articles of Merger. In addition thereto, The First National Bank and Trust Company of Western Maryland will record a Confirmatory Deed containing metes and bounds descriptions of the aforesaid eight (8) parcels of real estate, among the Land Records of Allegany County, Maryland (all of said parcels being located in Allegany County).

SIXTEENTH: These Articles of Merger shall become effective as of December 29, 1975 and documents effecting the transfer of the aforementioned real estate will be recorded on that date.

IN WITNESS WHEREOF, the respective parties to these Articles of Merger have caused these presents to be executed by the respective Presidents and their corporate seals affixed, attested by the respective Secretaries.

Attest:

Charles H. Hyde

Charles H. Hyde, Secretary-Treasurer

SECNAT, INC.

By Hugh D. Shires

Hugh D. Shires, President

Attest:

Marie N. Stitely

Marie N. Stitely, Asst. Cashier

THE FIRST NATIONAL BANK AND TRUST COMPANY OF WESTERN MARYLAND

By Hugh D. Shires

Hugh D. Shires, President

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT: LIBER 023 PAGE 215

I HEREBY CERTIFY, that on this 15th day of December, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County aforesaid, personally appeared HUGH D. SHIRES, President of SECNAT, INC., a Maryland Corporation, and in the name and on behalf of said corporation, acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared CHARLES H. HYDE, Secretary-Treasurer of said corporation, and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of said corporation at which said Articles of Merger were approved, and that the matters and facts set forth in said Articles of Merger are true to the best of his knowledge, information and belief.

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

Shirley [illegible]
Notary Public

My Commission Expires:

July 1, 1978

STATE OF MARYLAND,

ALLEGANY COUNTY, MARYLAND, TO WIT:

I HEREBY CERTIFY, that on this 15th day of December, 1975, before me, the subscriber, a Notary Public of the State of Maryland in and for Allegany County aforesaid, personally appeared HUGH D. SHIRES, President of THE FIRST NATIONAL BANK AND TRUST COMPANY OF WESTERN MARYLAND, a national banking institution, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared HUGH D. SHIRES and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of said corporation at which the Articles of Merger herein set forth were approved, and that the matters and facts set forth in said Articles of Merger are true to the best of his knowledge, information and belief.

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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

Notary Public

My Commission Expires:

July 1, 1978

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

LIBER 023 PAGE 217

ARTICLES OF MERGER

MERGING

SECNAT, INC. (MD. CORP.)

INTO

THE FIRST NATIONAL BANK AND TRUST COMPANY OF WESTERN MARYLAND (A U. S. NATIONAL BANK)-SURVIVOR

FILED FOR RECORD MAR 8 - 1976 1:00 o'clock P M. same day Recorded in Liber No. Folio of the Corporation Records of Allegany County, Maryland, and compared by

approved and received for record by the State Department of Assessments and Taxation of Maryland December 16, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 46611

6

Recorded in Liber 2238, folio 539, 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 Certif. to Alegany Co. Land Record Offi
$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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 218

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF MERGER

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

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named THE FIRST NATIONAL BANK AND TRUST COMPANY OF WESTERN MARYLAND.

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

SEE ATTACHED SHEET -

MAR-8-76 A 24593 ******3.50

Compared and Mailed ~~Delivered~~ By
The First National Bank & Tr Co.
TO 71 Baltimore St
Cumb. Md
Mar 12 19 76

Mailing address for receipt tax bills: Name The First National Bank and Trust Company of Western Maryland

Address 71 Baltimore Street - Cumberland, Maryland

City or County, State and Zip Code 21502

*NOTE: SUBMIT IN TRIPLICATE

LIBER 023 PAGE 219

"IF APPLICABLE PLEASE COMPLETE"

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

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

CONSIDERATION NONE

TRANSFEROR CORPORATION SECNAT, INC.

SIGNATURE OF OFFICER Hugh D. Shiver

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 16th day of Dec, 1975

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

William J. Simmons

Charter Specialist

RECORDATION TAX PAID: _____

TRANSFER TAX PAID: _____

TOTAL: _____

REAL PROPERTY AFFECTED BY ARTICLES OF MERGER OF SECNAT, INC., INTO THE FIRST NATIONAL BANK AND TRUST COMPANY OF WESTERN MARYLAND

LIBER 023 PAGE 220

1. Portion of main banking house of transferee located at 71 Baltimore Street, Cumberland, Allegany County, Maryland, conveyed to transferor by deed dated November 9, 1954, recorded in Liber 263, folio 391, one of the Land Records of Allegany County, Maryland.

2. A parcel of ground adjoining the parcel described in No. 1 at 71 Baltimore Street, Cumberland, Maryland, conveyed to SECNAT, INC., by Mercantile Safe Deposit and Trust Company, Trustee, et al, by deed dated July 9, 1963 and recorded in Liber 360, folio 538, one of the Land Records of Allegany County, Maryland.

3. A 3.48 acre parcel of land located on U. S. Route 220 near Cresaptown in Allegany County, Maryland, conveyed to SECNAT, INC., by deed dated September 30, 1955 and recorded in Liber 273, folio 1, one of the Land Records of Allegany County, Maryland.

4. Lot No. 100 in LaVale Boulevard Court Addition, located on the westerly side of the National Highway in LaVale, Allegany County, Maryland, which was conveyed by Tyson E. Bruner, et ux, to SECNAT, INC., by deed dated September 11, 1964 and recorded in Liber 376, folio 126, one of the Land Records of Allegany County, Maryland.

5. A parcel of land known as Lots Nos. 152 and 153 in LaVale Boulevard Court Addition located on LaVale Court in LaVale, Allegany County, Maryland, which was conveyed by Raymond W. Hoffman, et ux to SECNAT, INC., by deed dated September 11, 1964 and recorded in Liber 376, folio 122, one of the Land Records of Allegany County, Maryland.

6. A parcel of land located at No. 200 North Mechanic Street, Cumberland, Maryland, which was conveyed to SECNAT, INC., by Exxon Corporation by deed dated June 24, 1973 and recorded in Liber 464, folio 231, one of the Land Records of Allegany County, Maryland.

7. A parcel located on the northeasterly corner of South Liberty Street and Dilly Alley in Cumberland, Allegany County, Maryland, which was conveyed by Lewis G. Parsenios, et ux, to SECNAT, INC., by deed dated August 1, 1975 and recorded in Liber 480, folio 405, one of the Land Records of Allegany County, Maryland.

8. A lot located on the easterly side of South Liberty Street, known as No. 16 South Liberty Street, in the City of Cumberland, Allegany County, Maryland, which was conveyed by Lewis G. Parsenios, et ux, to SECNAT, INC., by deed dated August 1, 1975 and recorded in Liber 480, folio 405, one of the Land Records of Allegany County, Maryland.

LIBER 023 FOLIO 221

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

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 an agreement of merger has been filed in its office by

William H. Gebbert, Esq.

21 Prospect Square, Cumberland, Maryland 21502

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

December 16, 1975, at 8:30 a.m.

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

(a) The names of the merging corporations are

SECNAT, INC. (MD. CORP.)

INTO

THE FIRST NATIONAL BANK AND TRUST COMPANY OF WESTERN MARYLAND (A U. S. NATIONAL BANK)

SUR

(b) The name of the new corporation is

THE FIRST NATIONAL BANK AND TRUST COMPANY OF WESTERN MARYLAND

(c) The location of the principal office of the new corporation is

71 Baltimore Street

Cumberland, Allegany Co., MD. 21502

(d) The Agreement of Merger is dated November 20, 1975.

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

December 16, 1975, at 8:30 a.m.

LIBER 023 PAGE 222

ARTICLES OF INCORPORATION

OF

MID-ATLANTIC SERVICE CORPORATION

APR -6-76 A 26329 *****

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Jack E. Carter, whose post office address is the First Federal Savings and Loan Association of Cumberland, 141 Baltimore Street, Cumberland, Maryland; Richard C. Deckerhoff, whose post office address is the First Federal Savings and Loan Association of Cumberland, 141 Baltimore Street, Cumberland, Maryland; and Lynn C. Lashley, whose post office address is the First Federal Savings and Loan Association Building, 141 Baltimore Street, Cumberland, 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 (which is hereinafter called the "Corporation") is:

MID-ATLANTIC SERVICE CORPORATION

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

(1) Originating, purchasing, selling, and servicing any of the following:

(a) Loans, and participations in loans, on a prudent basis and secured by real estate, including brokerage and warehousing of such real estate loans;

(b) Loans, and participations in loans, secured by first liens upon mobile homes, including brokerage and warehousing of such mobile home loans;

(c) Loans, with or within security, for the

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

Compared and Mailed ~~Delivered~~

TO Jack E. Carter
First Federal Savings & Loan Assn.
141 Baltimore St. Cumb. Md.

Apr 8 19 76

altering, repairing, improving, equipping or furnishing any residential real estate;

(d) Education loans; and

(e) Consumer loans;

(2) Making any of the following kinds of investments:

(a) An investment of the types specified in § 545.9 or § 545.9-3; of the Rules and Regulations for the Federal Savings and Loan System.

(b) An investment in a savings account or accounts in any insured institution (as defined in § 561.1 of the Rules and Regulations for the Federal Savings and Loan System) which is a stockholder in such service corporation, if such service corporation does not receive any consideration, other than interest at the current market rate, in connection with opening or maintaining any savings account in such insured institution;

(3) Performing the following services, primarily for savings and loan associations:

(a) Clerical services, accounting, data processing, and internal auditing;

(b) Credit information, appraising, construction loan inspection, and abstracting;

(c) Development and administration of personnel benefit programs, including life insurance, health insurance, and pension or retirement plans;

(d) Research, studies, and surveys;

(e) Purchasing of office supplies, furniture, and equipment;

(f) Development and operation of storage facilities for microfilm or other duplicate records;

(g) Advertising and other services to procure and retain both savings accounts and loans;

(4) Acquisition of unimproved real estate lots, and

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

other unimproved real estate for the purpose of prompt development and subdivision, principally for construction of housing or for resale to others for such construction, or for use as mobile home sites;

(5) Development and subdivision of, and construction improvements (including improvements to be used for commercial or community purposes, when incidental to a housing project) for sale or for rental on, real estate referred to in subdivision (4) of this subparagraph;

(6) Acquisition of improved residential real estate and mobile homes to be held for rental;

(7) Acquisition of improved residential real estate for remodeling, rehabilitation, modernization, renovation, or demolition and rebuilding for sale or for rental;

(8) Maintenance and management of rental real estate referred to in subdivision (5), (6) and (7) of this subparagraph, and any real estate owned by holders of its capital stock;

(9) Serving as insurance broker or agent, primarily dealing in policies for savings and loan associations, their borrowers and accountholders, which provide protection such as home owners', fire, theft, automobile, life, health, accident, and title but excluding private mortgage insurance;

(10) Serving in the capacity of trustee under deeds of trust or escrow agent;

(11) Preparation of State and Federal tax returns for accountholders of or borrowers from (including immediate family members of such accountholders or borrowers but not including an accountholder or borrower which is a corporation operated for profit) a savings and loan association which holds stock in such service corporation;

(12) Such other activities reasonably related to the activities of Federal savings and loan associations as its Board

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

of Directors from time to time may authorize.

FOURTH: The post office address of the principal office of the Corporation in this State is 141 Baltimore Street, Cumberland, Maryland. The resident agent of the Corporation is Jack E. Carter, whose post office address is the First Federal Savings and Loan Association of Cumberland, 141 Baltimore Street, Cumberland, Maryland, 21502.

FIFTH: A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is:

(1) One Thousand (1,000) shares of common stock having a nominal or par value of One Hundred Dollars ($100.00) per share.

The sole stockholder of the corporation shall be the First Federal Savings and Loan Association of Cumberland and the Board of Directors of this service corporation shall be the same as the Board of Directors of the First Federal Savings and Loan Association of Cumberland who shall make all commitments for investments or loans.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without nominal or par value, and to provide in the event of such increase the designations, preferences, voting powers or

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

restrictions or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

SIXTH: The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars ($500.00).

SEVENTH: This corporation shall exist perpetually unless dissolved according to law.

EIGHTH: The initial street address of the principal office of this corporation in the State of Maryland is 141 Baltimore Street, Cumberland, Maryland. The Board of Directors may from time to time move the principal office to any other address in Maryland.

NINTH: A. The initial number of Directors of this corporation shall be eleven (11).

B. 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 three (3).

C. The names and street addresses of the initial members of the Board of Directors, each to hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

NAME	ADDRESS
Jack E. Carter	1045 Bishop Walsh Road, Cumberland, Md.
Richard C. Deckerhoff	Route 2, Box 650, Cumberland, Md.
Lynn C. Lashley	606 Edward Avenue, Cumberland, Md.
Gordon L. Bowie	706 Washington Street, Cumberland, Md.
Norwood J. Wilkinson	630 Washington Street, Cumberland, M[redacted]
William M. Thompson	Horse Rock Road, Westernport, Md.
Morton Peskin, Jr.	The Dingle, Cumberland, Md.
George L. Spoerl	903 East Gate Court, Cumberland, Md.
Henrietta Ponton	31 Prospect Square, Cumberland, Md.
William R. Carscaden	951 Braddock Road, Cumberland, Md.
Harry I. Stegmaier	535 Washington Street, Cumberland, Md.

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

D. The initial members of the Board of Directors of this corporation hereinabove named shall hold the Organizational Meeting of this corporation, and are hereby authorized to do and perform all acts and things necessary for and incident to the organization of this corporation.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the remaining Directors shall elect a successor or successors to serve for the unexpired term of the Director or Directors the absence of which created such vacancy or vacancies. If more than one vacancy occurs and there remains less than a quorum of the Board of Directors, the vacancies shall be filled by the stockholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

TENTH: The initial officers of this corporation, who shall serve until their successors are chosen and qualify, shall be:

NAME	OFFICE
Jack E. Carter	President
Richard C. Deckerhoff	Secretary
Lynn C. Lashley	Treasurer

B. The corporation shall have a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine.

ELEVENTH: The names and street addresses of the subscribers to these Articles of Incorporation are:

NAME	ADDRESS
Jack E. Carter	1045 Bishop Walsh Road Cumberland, Maryland
Richard C. Deckerhoff	Route 2, Box 650 Cumberland, Maryland
Lynn C. Lashley	606 Edward Avenue Cumberland, Maryland

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

TWELTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them 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.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 31st day of December, 1975.

(SEAL)
JACK E. CARTER

(SEAL)
RICHARD C. DECKERHOFF

(SEAL)
LYNN C. LASHLEY

STATE OF MARYLAND

ALLEGANY COUNTY, TO-WIT:

This is to Certify that on the 31st day of December 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JACK E. CARTER, RICHARD C. DECKERHOFF, LYNN C. LASHLEY, 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.

NOTARY PUBLIC

My Commission Expires: July 1, 1978.

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

FILED FOR RECORD
APR 6 1976
10:58 o'clock A M.
and same day Recorded in
Liber No. Folio
one of the Corporation
Records of Allegany
County, Maryland, and com-
pared by me
Clerk

LIBER 023 PAGE 229

ARTICLES OF INCORPORATION

OF

MID-ATLANTIC SERVICE CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland January 16, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 47378

8

527

Recorded in Liber 2247, folio 335, 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 ·

BW

Compared and Mailed Delivered
Leona M. Filsinger
EK TO Rt #1 Bat #815
Frankling, Md
Apr 8 1976

LIBER 023 PAGE 230

ARTICLES OF INCORPORATION

OF

FILSINGER DISTRIBUTING CO., INC.

APR -6-76 A 26328 *****

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 Susan L. Ray, whose post office address is Route #3, Box 201, 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, associate ourselves with the intention of forming a corporation.

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

FILSINGER DISTRIBUTING CO., 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, sell, distribute, import, export, and deal in, either at wholesale or retail, malt, beer, vinous or spiritous beverages, mineral waters, soda waters, soft drinks, and other beverages of any description whatsoever, and any of the constituents thereof, confections, foods, condiments and provisions of every class and description, and to receive, store, transport and deliver the same.

(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.

(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.

(9) 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 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 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 Route #1, Box 885, Frostburg, Maryland, 21532. The resident agent of the Corporation is Leona M. Filsinger, whose post office address is Route #1, Box 885, Frostburg, Maryland, 21532. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have five directors, and Leona M. Filsinger, W. Conrad Filsinger, Peggy Ann Filsinger, Phyllis Kathleen Sines and Donald J. Sines 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 this 2nd day of January, 1976.

WITNESS:

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

(SEAL)
WILLIAM R. CARSCADEN

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Lora L. Henson (SEAL)
LORA L. HENSON

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Susan L. Ray (SEAL)
SUSAN L. RAY

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 2nd day of January 1976, 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 SUSAN L. RAY, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal the date aforesaid.

M. Ellanor Damewood
Notary Public
M. ELLANOR DAMEWOOD

M. ELLANOR DAMEWOOD NOTARY PUBLIC ALLEGANY COUNTY, MD.

FILED FOR RECORD
APR 6 1976
10:52 o'clock A M.
and same day Recorded in
Liber No. Folio
one of the Cayhuatta
Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 023 PAGE 237

ARTICLES OF INCORPORATION

OF

FILSINGER DISTRIBUTING CO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 5, 1976 **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 46997

8

Recorded in Liber 2243 **, folio** 302 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

SH

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 023 PAGE 238

DRS. OSTER AND SHEEHAN, P.A.

APR -6-76 A #26327 ******4.50

ARTICLES OF DISSOLUTION

Drs. Oster and Sheehan, P.A., having its principal in Cumberland, Maryland, (hereinafter called "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The names 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: 610 Washington Street, Cumberland, 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 (1) year after dissolution and thereafter until the affairs of the Corporation are wound up is: John A. Hayden, III, 8th Floor, Sun Life Building, Charles Center, Baltimore, Maryland 21201. 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:

Walter F. Oster
610 Washington Street
Cumberland, Maryland 21502

John P. Sheehan
204 Brandy Wine Drive
Cumberland, Maryland

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

Dr. Walter F. Oster
President/Treasurer
610 Washington Street
Cumberland, Maryland 21502

Compared and Mailed Delivered BW

TO John A. Hayden III
8th Floor Sun Life Building
Charles Center
Baltimore Md.
19 7 6
apr-8

Dr. John P. Sheehan
Vice President/Secretary
204 Brandy Wine Drive
Cumberland, Maryland

SIXTH: The entire Board of Directors, by resolution duly, and unanimously carried on July 15, 1975, declared that the dissolution of the Corporation is advisable and directed that the proposed dissolution be submitted for action to the shareholders of the Corporation.

SEVENTH: All of the shareholders of the Corporation, by resolution duly, and unanimously carried, accepted the recommendation of the Board of Directors of the Corporation that the dissolution of the Corporation was advisable, and, therefore, the stockholders authorized the dissolution of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland (1957).

EIGHTH: The Corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State Department of Assessments and Taxation for the State of Maryland, and the Treasurer of Allegheny County, stating in effect that all taxes levied on assessments made by the State Department of Assessments and Taxation of the State of Maryland and billed by and payable to such collecting authority by the Corporation have been paid, except taxes barred by Section 160 of Article 81, or otherwise, including taxes billed for that year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, Drs. Oster and Sheehan, P.A. has caused these presents to be executed 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 6th day of August, 1975.

ATTEST:

DRS. OSTER AND SHEEHAN, P.A.

John P. Sheehan M.D.
Secretary

By Walter F. Oster M.D.
Walter F. Oster, M.D.
President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY that on this 6th day of August, 1975, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared WALTER F. OSTER, M.D., President of DRS. OSTER AND SHEEHAN, 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.

AS WITNESS my hand and Notarial Seal.

Regina Yarder
Notary Public

My Commission expires:

July 1, 1978

LIBER 023 PAGE 241

ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 209
COURT HOUSE
TELEPHONE 722-2080
CUMBERLAND, MARYLAND
21502

January 20, 1976.

[redacted]NCIS G. PHILPOT - TREASURER

I. J. SMITH - - DEPUTY
DOROTHY DAYCHAK - CHIEF CLERK
RHEBA SNYDER - BOOKKEEPER
JOSEPHINE CHEVALIER - CLERK

TO WHOM IT MAY CONCERN:

This is to certify that the Corporation Taxes of Drs. Oster and Sheehan, P.A., are paid through June 30, 1976, according to the records of this office.

Yours very truly,

ALLEGANY COUNTY TAX OFFICE,

Francis G. Philpot

FGP:DD

FRANCIS G. PHILPOT, TREASURER.

LIBER 023 PAGE 242

ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 209
COURT HOUSE
TELEPHONE 722-2080
CUMBERLAND, MARYLAND
21502

June 25, 1975.

FRANCIS G. PHILPOT - TREASURER

I. J. SMITH - DEPUTY
DOROTHY DAYCHAK - CHIEF CLERK
RHEBA SNYDER - BOOKKEEPER
JOSEPHINE CHEVALIER - CLERK

TO WHOM IT MAY CONCERN:

The Corporation taxes of Drs. Oster and Sheehan, P. A. are paid through June 30, 1975.

We trust this is the information you desire.

Yours very truly,

ALLEGANY COUNTY TAX OFFICE,

Francis G Philpot

FGP:DD

FRANCIS G. PHILPOT, TREASURER.

LIBER 023 PAGE 243

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

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. OSTER AND SHEEHAN, P.A.

have been paid.

WITNESS my hand and official seal this

ELEVENTH day of July A.D. 1975 .

Mary Ellen Hopkins
Deputy Comptroller

FILED FOR RECORD
APR 6 1976
at 10:50 o'clock A M.
and same day Recorded in
Liber No. Capricorn Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 244

ARTICLES OF DISSOLUTION

OF

DRS. OSTER AND SHEEHAN, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 31, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 47538

7

Recorded in Liber 2249, folio 403, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee
~~Bond 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 Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 245

LaVALE BEAUTY AND BARBER SUPPLY, INC.

ARTICLES OF INCORPORATION APR-6-76 A #26330 ******4.7

FIRST: We, the undersigned, CHARLES R. JONES, whose post office address is 924 Atlantic Avenue, LaVale, Allegany County, Maryland 21502; and RUSSA RAYE JONES, whose post office address is 924 Atlantic Avenue, LaVale, Allegany County, Maryland 21502, 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 LaVALE BEAUTY AND BARBER SUPPLY, 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 buy, sell, store, handle, process, and distribute, at retail and wholesale, cosmetics, soaps, solvents, supplies, electrical equipment, appliances, tools, and products used by barbers, beauticians, and cosmotologists, and to furnish consultant service in the beauty and hair styling industry; and to carry on all other functions in connection with the ownership and operation of a wholesale beauty and barber supply 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 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

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed ~~Delivered~~ BW
TO Charles R. Jones
924 Atlantic Ave.
La Vale, Md.
Apr 8 1976

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 proper[illegible] 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 to 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 intentio[illegible] that said clause 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.

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

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

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

e) No holder of stock of the Corporation, of whatever class, shall have

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CUMBERLAND, MARYLAND
39 GREENE ST.

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 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 924 Atlantic Avenue, LaVale, Allegany County, Maryland 21502. The resident agent of the Corporation

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CUMBERLAND, MARYLAND
39 GREENE ST.

is Charles R. Jones, whose post office address is 924 Atlantic Avenue, LaVale, Allegany County, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have four (4) directors; namely, Charles R. Jones, Russa Raye Jones, Julian Nelson Parks, Jr., and Dorothy Etta Parks, who 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 (10) 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) 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 2nd day of January, 1976.

Lucille Ritchie
Witness

Charles R. Jones (SEAL)
CHARLES R. JONES

Lucille Ritchie
Witness

Russa Raye Jones (SEAL)
RUSSA RAYE JONES

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 2nd day of January, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared CHARLES R. JONES and RUSSA RAYE JONES, 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.

LIBER 023 PAGE 250

ARTICLES OF INCORPORATION

OF

LaVALE BEAUTY AND BARBER SUPPLY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 9, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 47185

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Recorded in Liber 2245, folio 358, 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 023 PAGE 251

ARTICLES OF INCORPORATION

OF

WILHELM COAL, INC.

APR 23-76 A 27713 ****4.75

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, Susan L. Ray, whose post office address is Rt. #3, Box 201, 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, associate ourselves with the intention of forming a corporation.

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

WILHELM COAL, 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 purchase, lease, locate, or otherwise acquire, to prospect and explore for, and to own, hold, option, sell, exchange, lease, mortgage, or otherwise dispose of and deal in mineral lands, mines, mining rights, minerals, ores, oil lands, real estate, water rights, and in claims and interests therein, in any part of the world; to develop, improve, and work the same; to conduct mining operations of every kind, and by any method now known or hereafter devised.

(2) To engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and otherwise dealing in and with

Compared and Mailed Delivered
Wm R. Carscaden Esq
TO 110 Washington St
Cumb. Md
Apr 27 1976

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.

(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, trademarks, trade names, rights, processes, formulas and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(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 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 consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

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

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and

apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes 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 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 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 limitation or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized, by fixing or alteri[illegible] in any one or more specified respects, from time to time before the issuanc[illegible] 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 a 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 RFD #1, Box 30, Lonaconing, Maryland, 21539. 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 four directors, and Gilbert D. Wilhelm, Harry V. Wilhelm, Leonard J. Wilhelm, Sr. and Robert Wilhelm 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; however, the number of directors shall not be decreased to less than three.

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 29th day of January, 1976.

WITNESS:

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

(SEAL)
WILLIAM R. CARSCADEN

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Lora L. Henson (SEAL)
LORA L. HENSON

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Susan L. Ray (SEAL)
SUSAN L. RAY

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 29th day of January, 1976, 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 SUSAN L. RAY, and acknowledged the aforegoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Notarial Seal the date aforesaid.

M. Ellanor Damewood
M. ELLANOR DAMEWOOD
Notary Public

M. ELLANOR DAMEWOOD NOTARY PUBLIC ALLEGANY COUNTY, MD.

FILED FOR RECORD
APR 23 1976
at 1:00 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Cumberland's
Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 258

ARTICLES OF INCORPORATION

OF

WILHELM COAL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 30, 1976, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 47706

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Recorded in Liber 2251, folio 396, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCH

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 023 PAGE 259

ARTICLES OF INCORPORATION

OF

STEVENS TREAD SERVICE, INC.

APR 23 76 A 27711 ****4.75

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 Susan L. Ray, whose post office address is Route #3, Box 201, 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, associate ourselves with the intention of forming a corporation.

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

STEVENS TREAD 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:

(1) To manufacture, buy, sell, import, export and generally deal in tires, including, but not limited to retreads for trucks, automobiles, and all vehicles of all kinds and description, whether said tire may be made of rubber, metal composition, or any other material or combination of materials.

(2) 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.

Compared and Mailed Delivered
TO Wm. R. Carscaden Esq.
110 Washington St. Cumberland Md
Apr 22 19 76

(3) To take, purchase, or otherwise acquire, and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of by it under the laws of the State of Maryland.

(4) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may in the judgment of the Board of Directors at any time be necessary, useful, or advantageous, for the purposes of the corporation, and which can lawfully be done under the laws of the State of Maryland.

(5) To make, enter into, perform, and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing, and fitting up buildings, tenements, and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners, and others, for said purposes.

(6) To engage in and carry on the business of receiving, carrying, transporting and delivering for compensation, goods, wares, and merchandise of every nature and description and carrying on a general transfer business as well as a general trucking business.

(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 acquire all or any part for 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 or 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.

(12) 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 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 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 is 206 East Clement 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.

SIXTH: The Corporation shall have three directors, and William R. Carscaden, Lora L. Henson and Susan L. Ray 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 this 28th day of January, 1976.

WITNESS:

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

(SEAL)
WILLIAM R. CARSCADEN

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

(SEAL)
LORA L. HENSON

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

(SEAL)
SUSAN L. RAY

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 23rd day of January, 1976, 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 SUSAN L. RAY, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal the date aforesaid.

M. Ellanor Damewood

M. ELLANOR DAMEWOOD
Notary Public

FILED FOR RECORD
APR 23 1976
10:00 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 023 PAGE 267

ARTICLES OF INCORPORATION

OF

STEVENS TREAD SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 2, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 47813

9

Recorded in Liber 2252, folio 538, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCH

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 ·

bt

LIBER 023 PAGE 268

ARTICLES OF INCORPORATION

COUNCIL OF SENIOR CITIZENS CLUBS OF ALLEGANY COUNTY, MARYLAND, INC.

APR 23-76 A 02713 ****

VFM

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George M. Woods, whose post office address is 701 E. First Street, Cumberland, Maryland, Vincent Firlie, whose post office address is 448 Baltimore Avenue, Cumberland, Maryland, and John L. Estes, whose post office address is 717 Lafayette Avenue, Cumberland, Maryland, 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 corporation, associate ourselves with the intent of forming a corporation by the execution and filing of these Articles.

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

COUNCIL OF SENIOR CITIZENS CLUBS OF ALLEGANY COUNTY, MARYLAND, INC.

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

To operate a nonprofit organization, no part of the net earnings of which shall inure to the benefit of any officer, member or other individual or any club and which shall be dedicated to the exchange of information among its member clubs for the mutual advancement and welfare of the senior citizens of Allegany County, Maryland.

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

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

Compared and Mailed ~~Delivered~~ BW
TO George M. Woods
701 E. First Street
Cumb. Md
Apr 27 19 76

(a) To raise funds by public or private solicitation, by conducting exhibits, games, shows, and similar activities or otherwise;

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

(c) To borrow or otherwise raise money for any of the purposes of the Council and to issue obligations of any nature and description and in any manner permitted by law for money so borrowed;

(d) To operate and manage facilities and services which may contribute to the sociability, health, security, usefulness and happiness of senior citizens residing in Allegany County, Maryland.

The aforegoing enumeration of the purposes, powers and objects of the Council is made in furtherance and not in limitation of the powers conferred upon the Council by law, and is not intended by the mention of any particular purpose or object to limit or restrict in any manner the generality of any other purpose or object mentioned, or to limit or restrict any of the powers of the Council, except that the Council shall at all times adhere to the general purposes of operating a nonprofit organization for the welfare and advancement of Senior Citizens of Allegany County, Maryland.

FOURTH: The post office address of the principal office of the Council in this State is 701 E. First Street, Cumberland, Maryland, 21502. The resident agent of the Council is George M. Woods, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Council is not authorized to issue any capital stock. Clubs and persons may become members of the Council and resign or be re-

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

moved if authorized by, and as provided in, the By-Laws, which may prescribe one or more classes of members, and the rights, powers, duties and obligations of each class.

SIXTH: The Council shall be governed and managed by a Board of Directors consisting of three members named by each club affiliated with the Council. The size of the Council shall be regulated by the By-Laws but shall never consist of less than three clubs.

The Council shall have three directors for each member club and B. J. Beck, John L. Estes, Vincent Firlie, Eloise W. Shaffer, Charles E. Trimble, and George M. Woods, shall act as directors until the first meeting of the Board of Directors. Thereafter and as a club becomes affiliated with the Council it shall elect three directors, one for one year, one for two years, and one for three years; thereafter each successor director shall be elected for a period of three years and no director may serve successive terms. The successor to any director who ceases to serve during his or her term of office shall fill out the term of his or her predeceasor.

The President of the Board of County Commissioners of Allegany County, Maryland (or a County Commissioner selected by the President) and the Mayor of each incorporated municipality in Allegany County, Maryland (or a member of each of the City Councils selected by the Mayor) shall be ex officio members of the Board of Directors but without the right to vote on any matter, motion or resolution.

SEVENTH: These Articles of Incorporation may be amended upon recommendation of the Council and the affirmative vote of a majority of all members of the Board of Directors attending a qualified meeting.

LAW OFFICES
LARENCE LIPPEL
UMBERLAND, MD.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 17th day of February, 1976.

WITNESS:

Ruth F. Selby — George M Woods (SEAL)
GEORGE M. WOODS

Ruth F. Selby — Vincent Firlie (SEAL)
VINCENT FIRLIE

Ruth F. Selby — John L Estes (SEAL)
JOHN L. ESTES

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 17th day of February, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared John L. Estes, Vincent Firlie, and George M. Woods, and they severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal the day and year last above written.

Ruth F. Selby
NOTARY PUBLIC

RUTH F. SELBY NOTARY PUBLIC ALLEGANY COUNTY

LAW OFFICES
CLARENCE LIPPEL
CUMBERLAND, MD.

FILED FOR RECORD
APR 23 1976
at 1:00 o'clock ___ M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 272

ARTICLES OF INCORPORATION

OF

COUNCIL OF SENIOR CITIZENS CLUBS OF ALLEGANY COUNTY, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 19, 1976 at 8:30o'clock A. M. as in conformity with law and ordered recorded.

A 48173

5

Recorded in Liber 2256, folio 183, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCH

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 023 PAGE 273

HOLZSHU-MOFFATT-WELCH REAL ESTATE, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY: APR 23 76 A 27712 4.75

FIRST: That we, the subscribers, Richard R. Welch, whose post office address is Route 1, Ridgeley, Mineral County, West Virginia, Walter L. Grabenstein whose post office address is 106 Westwood Road, Bel Air, Allegany County, Maryland, and J. Patrick Nolte whose post office address is 36 Hilltop Road, Bel Air, Allegany County, 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 the intention of forming a corporation.

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

HOLZSHU-MOFFATT-WELCH REAL ESTATE, 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 real estate business.

(2) To conduct a general brokerage agency and commission business for others in the purchase, sale and management of real estate and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds and notes and to negotiate loans thereon; to act as trustee in deeds of trust or mortgages on real or personal property and to act as agents for the renting of houses, lands and the collection of rents and the payment of taxes thereon.

Completed and Mailed Delivered
BW
J. Patrick Nolte
TO Liberty & Broadway St
Cumb. Md.
Apr 27 1976

(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 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 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 post office address of the place at which the principal office of the Corporation in this State will be located is Liberty and Pershing Streets, Cumberland, Maryland. The resident agent of the Corporation is J. Patrick Nolte, whose business post office address is Liberty and Pershing Streets, 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 Richard R. Welch, Walter L. Grabenstein and J. Patrick Nolte 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 no par value stock.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time of shares of 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 transaction shall be thereby affected or invalidated; provided that in case a director, or a firm of

which a director is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of the Corporation who is also a director or officer of, or interested in, such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

(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 2nd day of January, 1976.

WITNESS:

_____ Richard R. Welch (SEAL)
RICHARD R. WELCH

_____ Walter L. Grabenstein (SEAL)
WALTER L. GRABENSTEIN

_____ J. Patrick Nolte (SEAL)
J. PATRICK NOLTE

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 2nd day of January, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared Richard R. Welch, Walter L. Grabenstein and J. Patrick Nolte and acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

_____
NOTARY PUBLIC

FILED FOR RECORD
APR 23 1976
at 1:00 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

LIBER 023 PAGE 280

ARTICLES OF INCORPORATION

OF

HOLZSHU-MOFFATT-WELCH REAL ESTATE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 5, 1976, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 47883

Recorded in Liber 2253, folio 303, 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 ·

ARTICLES OF INCORPORATION

OF

LEON CLAVAN, INC.

LIBER 023 PAGE 281

THIS IS TO CERTIFY:

APR 23-76 A #2771 ******4.75

FIRST: That we, the subscribers, J. Frederick Sharer and Stephen C. Wilkinson, whose post office address is P. O. Box 1379, 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:

LEON CLAVAN, 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 selling, at retail or wholesale, clothing and wearing apparel 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~~ BW
Leon I. Clavan
TO 15 North Centre St.
Cumb. Md.
Apr 27 1976

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, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, 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

N & SHARER
NEYS AT LAW
Y TRUST BLDG.
ERLAND, MD.

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

WILSON & SHARER
ATTORNEYS AT LAW
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CUMBERLAND, MD.

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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ORNEYS AT LAW
RTY TRUST BLDG.
MBERLAND, 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.

[redacted]ON & 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, 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 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

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NEYS AT LAW
TRUST BLDG.
RLAND, MD.

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 15 N. Centere Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is Leon I. Clavan, whose post office address is 15 North Centre 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 (3) directors, and Leon I. Clavan, Helen M. Clavan and Bernard P. Clavan 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 two 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 30 day of JANUARY, 1976.

WITNESS:

Mary Emerick — J. Frederick Sharer (SEAL)

Mary Emerick — Stephen C. Wilkinson (SEAL)

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

LIBER 023 PAGE 288

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 30th day of January, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared J. Frederick Sharer and Stephen C. Wilkinson and they acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.



Mary O. Wilson
Notary Public

SON & SHARER
ORNEYS AT LAW
RTY TRUST BLDG.
MBERLAND, MD.

LIBER 023 PAGE 289

FILED FOR RECORD
FEB 23 1976
1:00 o'clock P. M. 19
and same day Recorded in
Liber No. Folio
of the Corporate
Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF INCORPORATION

OF

LEON CLAVAN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 17, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 48252

9

Recorded in Liber 1257, folio 178, 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 H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 290

RESOLUTION

The Board of Trustees of the Maryland Association of Nurse Anesthetists, Inc. having been contacted by telephone the week of January 18, 1976, hereby unanimously adopt the following resolution.

RESOLVED: That James Galford, 4 Roger Way, LaVale, Maryland be appointed the new resident agent for the Maryland Association of Nurse Anesthetists, Inc. and that the post office address and principal office of the corporation be changed to 4 Roger Way, LaVale, Maryland 21502.

APR 23 76 A 27708 ******1.00

Emma M. Lantz CRNA
Secretary MANA Inc.

BW
Compared and Mailed Delivered
To James Galford
4 Roger Way
La Vale, Md.
Apr 2 7 1976

FILED FOR RECORD
APR 23 1976
at 1:20 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

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

LIBER 023 PAGE 291

MARYLAND ASSOCIATION OF NURSE ANESTHETISTS, INC.

received for record February 4, 1976 , at 8:30 A. M.

and recorded on Film No. 2251 Frame No. 467 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Allegany County

AA № 12977

Special Fee Paid	$3.00
Recording Fee Paid	2.00
Total	$5.00

Mr. Clerk - Mail to: E. Dale Adkins, III
800 Fidelity Building
Charles at Lexington
Baltimore, Maryland 21201

alk

LIBER 023 PAGE 292

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF MERGER

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 MERGER.

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

134 Baltimore Street, Cumberland, Md. (Allegany County) - Leasehold Interest of Lerner Shops of Maryland, Inc.

APR 23 76 A $27709 ******1.00

Ordinary Post Office Address for receipt tax bills

c/o Lerner Shops, Inc.

Address

460 West 33rd Street, New York, New York 10001

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation at Baltimore, this 30th day of January, 1976 have set my hand and cause the seal of said Department to be hereto affixed.

Supervisor-Charter Division

Note: Submit in duplicate.

Compared and Mailed Delivered Bur
TO Lerner Shops Intermediate Inc.
229 South State Street
Lerner Coleman 19401
Cyas 2219 76

LIBER 023 PAGE 293

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

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 an agreement of merger has been filed in its office by

THE PRENTICE-HALL CORPORATION SYSTEM

929 N. HOWARD STREET, BALTIMORE, MD. 21201

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

January 30, 1976, at 8:30 a.m.

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

(a) The names of the merging corporations are

(see attach sheet for the merging corporations)

INTO

LERNER SHOPS OF SAN JUAN, INC. (DELAWARE CORP.)-SURVIVOR changing its name to:

(b) The name of the new corporation is

LERNER SHOPS INTERNATIONAL, INC.

(c) The location of the principal office of the new corporation is

229 South State Street

Dover, Delaware 19901

(d) The Agreement of Merger is dated January 30, 1976.

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

January 30, 1976, at 8:30 a.m.

MAR 26 1976
STATE BANK

Liber-23 PAGE-293

LIBERTY TRUST COMPANY OF MARYLAND

ARTICLES OF AMENDMENT

MAY 25-76 A 12 621 *****11.00

THIS IS TO CERTIFY:

FIRST: That the Articles of Incorporation of Liberty Trust Company of Maryland, a Maryland banking corporation having its principal office in Cumberland, Maryland, (hereinafter called the Corporation), are hereby amended by striking out Section 3 of the Articles of Incorporation, as heretofore amended, and inserting in lieu thereof the following:

> "Section 3. The total amount of the capital stock of the said Trust Company is ONE MILLION TWO HUNDRED EIGHTY SEVEN THOUSAND DOLLARS ($1,287,000.00), divided into One Hundred Twenty-eight Thousand Seven Hundred shares of the par value of TEN DOLLARS ($10.00) each."

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on January 10, 1976 advised the amendment of the Articles of Incorporation hereinabove set forth by passing a resolution declaring that said amendment is advisable, and directed that action be taken thereon at the Annual Meeting of the Stockholders of the Corporation to be held at the principal office of the Corporation, Baltimore Street, Cumberland, Maryland at noon on March 22, 1976.

THIRD: That the Annual Meeting of the Stockholders of the Corporation was called by the Board of Directors of the Corporation as aforesaid and due notice thereof given in the manner provided by law, and said meeting was held at the principal office of the Corporation in Cumberland, Maryland on March 22, 1976, and at said meeting the stockholders, by the affirmative vote of the holders of at least two-thirds of the shares of Capital Stock outstanding and entitled to vote (there being only one such class of stock) duly adopted the amendment of the Articles of Incorporation of the Corporation hereinabove set forth.

Compared and Mailed Delivered
TO Liberty Trust Bldg.
Cumb. Md.
June 8 1976

Ralph - Ralph - Rembert
Bus

LIBER 023 PAGE 294

ARTICLES OF MERGER

MERGING

LERNER SHOPS OF MARYLAND, INC.
HARUNDALE LERNER SHOPS, INC.
MARLOW HEIGHTS LERNER SHOPS, INC.
CAPITAL HYATTSVILLE LERNER SHOPS, INC.
EASTPOINT LERNER SHOPS, INC.
WESTVIEW LERNER SHOPS, INC.
HYATTSVILLE LERNER SHOPS, INC.
HAMPSHIRE LERNER SHOPS, INC.
WHEATON LERNER SHOPS, INC.
(ALL MARYLAND CORPORATIONS)

INTO

LERNER SHOPS OF SAN JUAN, INC.
(DELAWARE CORPORATION)-SURVIVOR

changing its name to:

LERNER SHOPS INTERNATIONAL, INC.

FOURTH: That the total number of shares of Capital Stock (there is only one class) theretofore authorized was 107,250 shares of Capital Stock of the par value of Ten Dollars ($10.00) each, and the aggregate par value of all shares was One Million Seventy-two Thousand Five Hundred Dollars ($1,072,500.00).

FIFTH: That the total number of shares as increased (there is only one class) is 128,700 shares of Capital Stock of the par value of Ten Dollars ($10.00) each, and the aggregate par value of all shares is One Million Two Hundred Eighty-seven Thousand Dollars ($1,287,000.00).

IN WITNESS WHEREOF, the President and Treasurer of Liberty Trust Company of Maryland have hereunto affixed their signatures this 22nd day of March, 1976, and the corporate seal has been affixed hereto attested by the Secretary, and the said President and Treasurer have further acknowledged this Certificate of Amendment for and on behalf of the said Corporation.

ATTEST:

JOHN A. HERCHER, President of
Liberty Trust Company of Maryland

ANNE L. GORMER, Secretary of
Liberty Trust Company of Maryland

JAMES C. COOK, Treasurer of
Liberty Trust Company of Maryland

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

I HEREBY CERTIFY, That on this 22nd day of March, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JOHN A. HERCHER, President of Liberty Trust Company of Maryland, and JAMES C. COOK, Treasurer of the said Liberty Trust Company of Maryland and on behalf of Liberty Trust Company of Maryland each acknowledged the aforegoing Certificate of Amendment as the act and deed of said Corporation and as their act and deed, and did each make oath in due form of law that the matters and facts set forth in said Articles of Amendment are true and correct.

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

My Commission expires
July 1, 1978

Jean Burke
Notary Public

CERTIFICATE OF APPROVAL

I DO HEREBY approve the aforegoing Certificate of Amendment to the Articles of Incorporation of Liberty Trust Company of Maryland.

WITNESS my hand and seal this 30th day of March, 1976.

Deputy Bank Commissioner of the State of Maryland

Liber-23 Page-296 No. 16316 A

STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF AMENDMENT

OF

LIBERTY TRUST COMPANY OF MARYLAND

as ~~approved and~~ received for record by the State Department of Assessments and Taxation of Maryland, March 31, 1976,

at 8:30 o'clock a.m.

AS WITNESS my hand and official Seal of the said Department at Baltimore this 5th day of April, 1976.

Richard H. Keller
Charter Specialist, II

LIBER 023 PAGE 297

ALLEGANY MEDICAL AUXILIARY SCHOLARSHIP FUND, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Mary C, Miltenberger, Faye Snow, Betty Iames, whose post office addresses are; Rt.#2, Box 605, Cumberland, Md., 747 Washington St., Cumbrland, Md., 948 Bedford St., Cumberland, Md. ; 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 ALLEGANY MEDICAL AUXILIARY SCHOLARSHIP FUND, INC.

THIRD: The purposes for which the Corporation is formed are as follows: Said corporation is organized exclusively for charitable, 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 State Internal Revenue Law.)

FOURTH: The post office address of the principal office of the Corporation in Maryland is P.O.Box 624, Cumberland, Allegany County, 21502. The name and post office address of the resident agent of the Corporation in Maryland is Mary C. Miltenberger, Rt.#2, Box 605, Cumberland, Md. 21502, Allegany County. Said resident agent is a citizen of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be three, which number may be increased 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: Mary C. Miltenberger, Faye Snow and Betty Iames.

Compared and Mailed Delivered

TO.....

.....19....

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

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustee, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

EIGHT: 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, 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 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and severally acknowledged the same to be our act on March 16, 1976

Witness:

Mildred M. Ransom

Mary C. Miltenberger

Faye Snow

Betty James

JOINT FOR RECORD
at 2:15 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Corporation
Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 300

ARTICLES OF INCORPORATION

OF

ALLEGANY MEDICAL AUXILIARY SCHOLARSHIP FUND, INC.

706

approved and received for record by the State Department of Assessments and Taxation of Maryland March 17, 1976, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 48994

4

Recorded in Liber 2265, folio 337, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

207

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 ·

MARYLAND
ARTICLES OF MERGER

merging

CREDIT BUREAU, INC.
(a West Virginia corporation)

JUN 11-76 A [illegible] ******3.5

and

CREDIT BUREAU OF CUMBERLAND, INC.
(a Maryland corporation)

into

CREDIT BUREAU SERVICES, INCORPORATED
(a Pennsylvania corporation)

FIRST: CREDIT BUREAU SERVICES, INCORPORATED, a corporation organized and existing since August 27, 1962, under and by virtue of the laws of the Commonwealth of Pennsylvania, qualified to do intrastate business in the State of Maryland since February 5, 1976, (hereinafter sometimes referred to as the "Parent Corporation") and CREDIT BUREAU, INC., a corporation organized and existing since July 1, 1968, under and by virtue of the laws of the State of West Virginia, not registered or qualified to do business in the State of Maryland, and CREDIT BUREAU OF CUMBERLAND, INC., a corporation organized and existing since January 26, 1962, under and by virtue of the laws of the State of Maryland (both hereinafter sometimes referred to as the "Subsidiary Corporations") agree that the Subsidiary Corporations shall be merged into the Parent Corporation; and the terms and conditions of the merger and the mode of carrying the same into effect shall be as herein set forth in these articles of merger.

Compared and Mailed Delivered

TO_____

_____19____

SECOND: The Parent Corporation shall survive the merger and shall continue under the name CREDIT BUREAU SERVICES, INCORPORATED.

THIRD: The parties to the articles of merger are CREDIT BUREAU SERVICES, INCORPORATED, a corporation organized on August 27, 1962 under the Business Corporation Law of the Commonwealth of Pennsylvania and qualified to do intrastate business in the State of Maryland on February 5, 1976, and CREDIT BUREAU, INC., a corporation organized on July 1, 1968, under chapter 31 of the West Virginia Code of 1931 of the State of West Virginia, not qualified to do business in the State of Maryland, and CREDIT BUREAU OF CUMBERLAND, INC., a corporation organized on January 26, 1962, under the General Corporation Law of the State of Maryland.

FOURTH: No amendment is made to the articles of incorporation of the Parent Corporation, the surviving corporation, as part of the merger.

FIFTH: The total number of shares of stock of all classes which CREDIT BUREAU SERVICES, INCORPORATED has authority to issue is Twenty Thousand (20,000) shares of common stock of the par value of One Dollar ($1) per share.

The total number of shares of stock of all classes which CREDIT BUREAU, INC. has authority to issue is one hundred (100) shares of common stock of the par value of One Hundred Dollars ($100) per share.

The total number of shares of stock of all classes which CREDIT BUREAU OF CUMBERLAND, INC. has authority to issue is five thousand (5,000) shares of common stock of the par value of One Dollar ($1) per share.

SIXTH: The number of outstanding shares of each class of the Subsidiary Corporations and the number of shares of each class thereof owned by the Parent Corporation is as follows:

Name of Subsidiary	Class	Total Shares Outstanding	Shares owned by Parent Corporation
Credit Bureau, Inc.	Common	66	66
Credit Bureau of Cumberland, Inc.	Common	4,000	4,000

SEVENTH: All of the issued and outstanding shares of each of the Subsidiary Corporations are owned by the Parent Corporation, the surviving corporation; and no shares of such surviving corporation are to be issued or any other consideration given for shares of the Subsidiary Corporations, the merged corporations; but, upon the effective date of the articles of merger, the shares of stock of such merged corporations shall be surrendered for cancellation to the Parent Corporation surviving the merger.

EIGHTH: The principal office of CREDIT BUREAU OF CUMBERLAND, INC. organized under the laws of the State of Maryland is located in the County of Allegany, State of Maryland. CREDIT BUREAU OF CUMBERLAND, INC. owns no property the title to which could be affected by the recording of an instrument among the land records.

NINTH: The location of the principal office of the Parent Corporation, the surviving corporation, in the Commonwealth of Pennsylvania, the state of its incorporation, is Pittsburgh National Bank Building, New Kensington, Westmoreland

County, Pennsylvania; and the name and post office address of a resident agent of such surviving corporation in the State of Maryland is The Corporation Trust Incorporated, First Maryland Bldg., 25 S. Charles St., Baltimore, MD 21201

TENTH: The merger was duly approved by unanimous written consent of the board of directors of CREDIT BUREAU OF CUMBERLAND, INC. on February 20, 1976.

ELEVENTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by CREDIT BUREAU, INC. in the manner and by the vote required by the laws of the State of West Virginia by the agreement of incorporation thereof and was duly advised and authorized and approved by CREDIT BUREAU SERVICES, INCORPORATED in the manner and by the vote required by the laws of the Commonwealth of Pennsylvania and by the articles of incorporation thereof.

IN WITNESS WHEREOF, CREDIT BUREAU SERVICES, INCORPORATED and CREDIT BUREAU, INC. and CREDIT BUREAU OF CUMBERLAND, INC., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents and attested by their respective secretaries as of the 23rd day of February, 1976.

CREDIT BUREAU SERVICES, INCORPORATED

Attest:

Lois B. Simmermon,
Secretary

By James E. Simmermon
James E. Simmermon,
President



CREDIT BUREAU, INC.,

Attest:

Lois B. Simmermon,
Secretary

By James E. Simmermon
James E. Simmermon,
President

CREDIT BUREAU OF CUMBERLAND, INC.

Attest:

Lois B. Simmermon,
Secretary

By James E. Simmermon
James E. Simmermon,
President

THE UNDERSIGNED President of CREDIT BUREAU SERVICES, INCORPORATED, 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.

James E. Simmermon

THE UNDERSIGNED President of CREDIT BUREAU, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

James E. Simmermon

THE UNDERSIGNED President of CREDIT BUREAU OF CUMBERLAND, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

James E. Simmermon

LIBER 023 PAGE 307

ARTICLES OF MERGER

MERGING

CREDIT BUREAU, INC. (WEST VIRGINIA CORP.)

AND

CREDIT BUREAU OF CUMBERLAND, INC. (MD. CORP.)

INTO

CREDIT BUREAU SERVICES, INCORPORATED (PENNA. CORP.)-SURVIVOR

FILED FOR RECORD
JUN 11 1976
at 12:18 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Cayperation
Records of Allegany
County, Maryland, and com-
pared by
Clerk

approved and received for record by the State Department of Assessments and Taxation of Maryland March 1, 1976, **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 48466

7

Recorded in Liber 2259, **folio** 284, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____**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 ·

LIBER 023 PAGE 308

DASHER OWNERS OF AMERICA, INC.

ARTICLES OF AMENDMENT

JUN 11-76 A 12:21946 ******

Dasher Owners of America, Inc., a Maryland corporation having its principal office in Allegany County, Maryland (hereinafter called the "Corporation"), pursuant to Section 2, Subtitle 6, Corporations and Associations, of the Annotated Code of Public General Laws of the State of Maryland, as amended, adopts the following Articles of Amendment and hereby certifies to the State Department of Assessments and Taxation of Maryland as follows:

FIRST: The charter of the Corporation is hereby amended by striking out Article Third, subsection (e), dealing with the powers of the corporation to acquire and deal in real estate to accomplish the purposes referred to in the Articles of Incorporation and inserting in lieu thereof the following:

SECOND: Article Third, subsection (e), to purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

THIRD: Article Third, subsection (f), to carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

FOURTH: Subsequently, subsections (f), (g) and (h) of the said Articles of Incorporation are hereby redesignated as subsections (g), (h) and (i) respectively.

FIFTH: The board of directors of the Corporation, at a

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered

TO----------

----------19----

meeting duly convened and held on the 4th day of January, 1976, adopted a resolution setting forth the aforegoing charter amendments, declaring the same to be advisable, and directing that they be submitted for action at a special meeting of the stockholders to be held by unanimous waiver and written consent.

SIXTH: A consent in writing, setting forth approval of the amendments of the charter of the Corporation hereinabove set forth, was signed by all stockholders of the Corporation entitled to vote thereon and any other stockholders of the Corporation entitled to notice of a meeting of stockholders (but not to vote thereon) have waived in writing any rights they may have to dissent from such amendments; and such consent and waiver are filed with the records of the Corporation.

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.

IN WITNESS WHEREOF, Dasher Owners of America, 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 20 day of February, 1976.

Attest: DASHER OWNERS OF AMERICA, INC.

Joyce B. Macy
Joyce B. Macy, Secretary

By Allan D. Macy
Allan D. Macy, President

STATE OF MARYLAND

COUNTY OF ALLEGANY, ss:

I HEREBY CERTIFY that on this 20 day of February, 1976, before me the subscriber, a notary public of the State of Maryland,

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

in and for the County of Allegany, personally appeared ALLAN D. MACY, President of Dasher Owners of America, Inc., 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 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.

Lucille Bucklew
NOTARY PUBLIC

My Commission Expires: July

LUCILLE BUCKLEW NOTARY PUBLIC ALLEGANY COUNTY

DASHER OWNERS OF AMERICA MARYLAND

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

FILED FOR RECORD
JUN 11 1976
at 2:10 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Cavaliers
Records of Allegany
County, Maryland, and com-
pared by me.
W. Maynard

LIBER 023 PAGE 311

ARTICLES OF AMENDMENT

OF

DASHER OWNERS OF AMERICA, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 23, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 48313

4

Recorded in Liber 2257, folio 654, 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 023 PAGE 312

JUN 11-76 A 021944 ******

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, JAMES H. SCHELL, J. whose post office is 1001 Weires Avenue, LaVale, Allegany County, Maryland, and JAMES H SCHELL, SR., whose post office address is 1001 Weires Avenue, LaVale, Allegany County, Maryland, and ELDA M SCHELL, whose post office address is 1001 Weires Avenue, LaVale, Allegany County, 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:

ELECTRONIC SECURITY SYSTEMS, INC.

THIRD: The purposes for which the Corporation is formed areas follows:

To manufacture, assemble, buy, distribute, sell, install and deal generally in and with every and all variety of product, devise, system and plan for the suppression or prevention of burglary, theft, robbery and other criminal acts; to develop generally devices and systems for the suppression of criminal activity and the apprehension of criminals; to patent or otherwise legally protect and exploit new designs and ideas in such fields; and to undertake all other lawful activities necessary or appropriate to such endeavors.

Compared and Mailed Delivered

TO_____

_____19____

To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the aforegoing) 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 of interest in or indebtedness of any person, firm obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved) and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted

or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the aforegoing and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

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

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

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

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the aforegoing purposes or otherwise, or that it may deem calculated directly or indirectly, to improve the interest of this corporation, and to do all things conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as

natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purpose shall be construed as a statement of both pruposes 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 restructed 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 futherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the principal office of the Corporation in this State is 1001 Weires Avenue, LaVale, Maryland. The name and post office address of the resident agent of the Corporation in this state are' JAMES HERBERT SCHELL, JR., 1001 Weires Avenue, LaVale, 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 three (3), which number may be increased or

decreased pursuant to the by-laws of the Corporation, but shall never be less than three, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

JAMES H. SCHELL, SR.

JAMES H. SCHELL, JR.

ELDA M. SCHELL

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 11th day of March 1976.

WITNESS:

Teresa Ann

Teresa Ann

Teresa Ann

James H. Schell Sr. ...SEAL
JAMES H. SCHELL, SR.

James H. Schell Jr. ...SEAL
JAMES H. SCHELL, JR.

Elda M. Schell ...SEAL
ELDA M. SCHELL

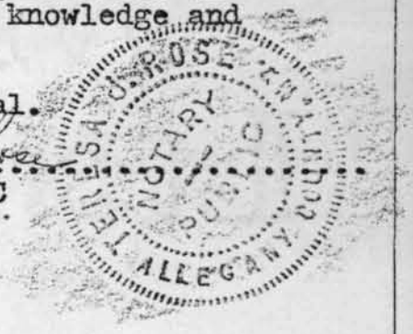
LIBER 023 PAGE 317

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, that on this 11th day of March 1976, before me, a Notary Public, in and for the State and County aforementioned, personally appeared JAMES H. SCHELL, SR., JAMES H. SCHELL, JR., AND ELDA M. SCHELL and they did acknowledge that the aforegoing Articles of Incorporation are true to the best of their knowledge and belief.

WITNESS my hand and Notarial Seal.

Teresa Rose
NOTARY PUBLIC



My Commission Expires:
July 1, ;1978

FILED FOR RECORD
JUN 11 1976
at 12:16 o'clock P M.
and same day Recorded in
Liber No. Corporation Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 318

ARTICLES OF INCORPORATION

OF

ELECTRONIC SECURITY SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 17, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 49053

7

Recorded in Liber 2266, folio 97, 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 S. Simms

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 319

G & H COAL COMPANY, INC.

ARTICLES OF REVIVAL
(Under Section 85)

JUN 11-76 A 21947 ******4.00

G & H Coal Company, 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 G & H Coal Company, Inc.

THIRD: The name by which the Corporation will hereafter be known is G & H Coal Company, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is rear 208 West Mechanic Street, Frostburg, Allegany County, Maryland, 21532, 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.

Compared and Mailed Delivered

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(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is William R. Carscaden, 110 Washington Street, Cumberland, Allegany County, Maryland. Said resident agent is a citizen actually residing in this State.

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

(a) Paid all fees required by law;

(b) File 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 Secretary of the Corporation, have signed these Articles of Revival on November 15, 1975.

William J. Hughes, Last Acting President

Donald E. Wolford, Last Acting Secretary

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this December 15, 1975, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Allegany, personally appeared WILLIAM J. HUGHES, the last acting President, and DONALD E. WOLFORD, the last acting Scretary, of G & H Coal 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.



Louis E. Henson
Notary Public

FILED FOR RECORD
JUN 1 1976
at 12:18 o'clock P. M.
and same day Recorded in
Liber No. Carbonation Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF REVIVAL

OF

G & H COAL COMPANY, INC.

LIBER 023 PAGE 322

approved and received for record by the State Department of Assessments and Taxation of Maryland March 5, 1976 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 48659

Recorded in Liber 2261 **, folio** 83 **, 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 L. Sumner

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF INCORPORATION

OF

NEW HOPE TABERNACLE, INC.

JUN 11-76 A #21942 ******

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John Francis Palmer, Jr., whose post office address is Box 611, Cumberland, Maryland, 21502, and George Robert Scarlett, whose post office address is 921 Growden Terrace, Cumberland, Maryland, 21502, and James Arthur Shank, whose post office address is Box 1480, Cumberland, Maryland, 21502, and John Francis Palmer, Sr., 300 South 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 is:

NEW HOPE TABERNACLE, INC.

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

A. A local New Testament Assembly of born-again believers to spread the gospel of Jesus Christ and the belief in the infallible, unalterable, inerrant, inspired Word of God.

B. To promote all activities of a spiritual nature including deacon training, the spiritual welfare of the entire congregation, and to promote the Word of God among all people.

C. To purchase, lease or otherwise acquire any property, real, personal, or mixed, suitable or convenient for any of the

[redacted] C. SULLIVAN
[redacted]ORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

Compared and Mailed Delivered

TO_____

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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 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 P.O. Box 1480, Cumberland, Maryland, Allegany County, Maryland, 21502; the resident agent of the corporation is Helen Elizabeth Shank, whose post office address is: 6 Helen Street, LaVale , Maryland, Allegany

C. SULLIVAN
NEY AT LAW
EENE STREET
ERLAND, MD.
724-7777

County, Maryland, 21502. Said resident 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 four and that the following shall serve as directors until the first meeting of the corporation after the adoption of the Certificate of Incorporation or until their successors are duly chosen and qualified:

George Robert Scarlett
John Francis Palmer, Sr.
James Arthur Shank
John Francis Palmer, Jr.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these articles of incorporation on this 21ST day of FEBRUARY, 1976.

ATTEST:

H. Elizabeth Brown Shank — George Robert Scarlett
George Robert Scarlett

Phyllis E. Scarlett — John Francis Palmer Jr
John Francis Palmer, Jr.

Marian C Meese — James Arthur Shank
James Arthur Shank

Phyllis E. Scarlett — John Francis Palmer Sr
John Francis Palmer, Sr.

JOHN C. SULLIVAN
ORNEY AT LAW
REENE STREET
BERLAND, MD.
724-7777

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

THIS IS TO CERTIFY, that on this 21st day of FEBRUARY 1976, before me, the subscriber, a Notary Public of the State of Maryland in the County of Allegany, personally appeared, George Robert Scarlett, John Francis Palmer, Jr., and James Arthur Shank, and John Francis Palmer, Sr., 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.

Marion C. Moore

Notary Public

MARION C. MOORE NOTARY PUBLIC ALLEGANY COUNTY, MARYLAND

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

FILED FOR RECORD
at 12:15 o'clock P M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Corporation
Records of Allegany
County, Maryland and com-
pared by me
W. Hilbert
Clerk

LIBER 023 PAGE 327

ARTICLES OF INCORPORATION

OF

NEW HOPE TABERNACLE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 23, 1976 **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 48320

5

Recorded in Liber 2257, **folio** 687, **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 L. Summers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 328

THE WASEE ENTERPRISE COMPANY

ARTICLES OF INCORPORATION JUN 11-76 A #21943 *****

ARTICLE ONE. The undersigned, Robert F. Seefeld, whose post office address is No. 502 North Mechanic Street, Cumberland, Maryland, and Richard C. Shaw, Jr., whose post office address is No. 40 Gleason Street, Cumberland, Maryland, both being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE TWO. The name of the corporation (which is hereinafter called the "Corporation") is The Wasee Enterprise Company.

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

(a) To conduct, maintain, and operate the business of amusement, entertainment, and recreation of the public, including the furnishing of any and all facilities for games of skill and other contests, for music, for exhibitions of every nature, for participation by the public and otherwise; to charge fees, rates, rentals, and other forms of payment for so doing; and to do and transact all business properly connected with or incidental to any or all of the objects and purposes, including, but not limited to, the sale of articles of convenience and refreshment.

(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,

Compared and Mailed Delivered

TO_____

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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, 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 State of America, or of any foreign country; and while the owner of holder of any such shares of stock

voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects

or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes, and to conduct its businesses 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.

ARTICLE FOUR. The post office address of the principal office of the Corporation in this State is No. 502 North Mechanic Street, Cumberland, Maryland, and the name and post office address of the resident agent of the Corporation is Robert F. Seefeld, No. 502 North Mechanic Street, City of Cumberland, County of Allegany, zip code 21502. The resident agent is a citizen of Maryland and resides therein.

ARTICLE FIVE. The total number of shares of stock which the Corporation has authority to issue is five thousand shares of the par value of Ten Dollars ($10.00) a share, all of one class designated common stock, having an aggregate par value of Fifty Thousand Dollars ($50,000.00).

ARTICLE SIX. The number of directors of the Corporation shall be three, which number may be increased or thereafter decreased or increased 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 Robert F. Seefeld, Richard C. Shaw, and Elizabeth I. Shaw.

ARTICLE SEVEN. 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, any, as may be set forth in the By-laws of the Corporation.

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

of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation 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 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 share of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible

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

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

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

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

ARTICLE EIGHT. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 16th day of March, 1976.

Witness:

Susan E. Becker As to Robert F. Seefeld
Robert F. Seefeld

Susan E. Becker As to Richard C. Shaw Jr.
Richard C. Shaw, Jr.

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

THIS IS TO CERTIFY, that on the 16th day of March, 1976, before me, the subscribed, a Notary Public, of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT F. SEEFELD and RICHARD C. SHAW, JR., and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

David F. [illegible]
Notary Public

My Commission Expires: 7-1-78.

FILED FOR RECORD
JUN 11 1976 2:16 o'clock P 19
same day Recorded in
No. Folio
of the Cayhouation
Records of Allegany
Md. Maryland, and com-
by

LIBER 023 PAGE 336

ARTICLES OF INCORPORATION

OF

THE WASEE ENTERPRISE COMPANY

7218

approved and received for record by the State Department of Assessments and Taxation of Maryland March 22, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 49195

9

Recorded in Liber 2267, folio 284, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

cop

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.

William L. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

JUN 30-76 A #23508 ******100

ARTICLES OF INCORPORATION

OF

ALLEGANY COUNTY CHAPTER #2400 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC.

(Without authorized capital stock under Sections 4 & 132 of Article 23)

* * * * *

FIRST: WE, THE UNDERSIGNED, WILBUR J. LANCASTER, whose post office address is 7 Allegany St., Lonaconing, Maryland 21539, VIVIAN L. TURLEY, whose post office address is Box 133 Columbia Av., Mt. Savage, Maryland 21545 and HELEN D. HEACOX, whose post office address is 841 National Highway, LaVale, Maryland 21502, 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:

ALLEGANY COUNTY CHAPTER #2400 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC.

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

Compared and Mailed Delivered
BW
TO Wilbur J. Lancaster
7 Allegany Street
Lonaconing, Md.
July 13 19 76

1. To understand aging as a modern social achievement measurable in terms of longer life and a shift from a work-centered society to one that is leisure-centered.

2. To offer the individual senior citizen opportunities for self-appraisal and for planning a way of life designed to attain the maximum amount of self-realization and enrichment in the years ahead.

3. To help foster equality of opportunity for the aging population by (i) promoting its continued growth and development, its self-respect, its self-confidence and its usefulness, (ii) encouraging its participation in the stream of contemporary life, and (iii) stimulating a dynamic public interest in all segments of the aging population, and recognition of their potential.

4. To study and to discuss the meaning of a longer life for retired persons in a society which offers more and more free time; and to present statistical data for gerontological purposes.

5. To identify through educational procedures, experiences which will further growth and development of personality for retired persons and lead to new, useful and creative roles which in turn will provide a sense of life-fulfillment in our changing society.

6. To devote the energies of the Corporation to furthering its educational, scientific and philanthropic objectives of prolonging and improving the mental and physical well-being of retired persons.

7. Generally, to aid retired persons in their social, physical, economic and intellectual needs by acting as a local chapter of the AMERICAN ASSOCIATION OF RETIRED PERSONS, a District of Columbia Non-Profit Corporation (hereinafter referred to as "AARP"), in accordance with and in furtherance of its purposes, objectives and ideals.

FOURTH: The post office address of the principal office of the corporation in this State is 7 Allegany Street, Lonaconing, Maryland 21539. The name and post office address of the resident agent of the corporation in this State is WILBUR J. LANCASTER, 7 Allegany Street, Lonaconing, Maryland 21539. Said resident agent is a citizen of this state and actually resides herein.

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

SIXTH: The number of directors of the corporation shall be ten (10), 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: WILBUR J. LANCASTER, CHARLES E. TRIMBLE, VIVIAN L. TURLEY, HELEN D. HEACOX, DAVID J. WILLIAMS, ELIZABETH T. RIZER, THOMAS W. WILLIAMS, WILFRED A. THOMPSON, GRACE C. VAN PELT and THELMA A. STREETT.

SEVENTH: The corporation is to have members. The designation of the class or classes of members of the Corporation

and the qualifications and rights, including voting rights, of the members of each such class, shall be as follows:

1. The Corporation shall have two classes of members: national organization and individual. AARP shall be the national organization member of the Corporation. All persons who are members in good standing of AARP and who pay, in advance, to the Corporation the annual dues which may be prescribed from time to time in the By-Laws of the Corporation shall be individual members.

2. Except as otherwise provided herein or in the By-Laws, the national organization member of the Corporation shall not have any voting rights, but all voting rights shall be vested in the individual members, and the affirmative vote of a majority of the individual members present in person and entitled to vote at a meeting of members with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter. Notwithstanding the foregoing, the national organization member shall be entitled to vote in person or by proxy on all matters relating to the amendment of the Articles of Incorporation or By-Laws, but the affirmative vote of the national organization member with respect to any such matter shall be necessary to decide such matter.

EIGHTH: The manner in which the directors of the corporation are to be elected or appointed shall be as provided in the By-Laws of the Corporation.

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

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, member or other private individual, 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 herein. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2. In the event the existence of the Corporation should for any reason be terminated, all funds of the Corporation shall, after the payment of its liabilities, be distributed exclusively for charitable purposes.

3. Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any transaction which is a prohibited transaction as defined in Section 503(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent United States Revenue Laws.

4. Neither the Corporation nor any officer or individual member of the Corporation shall have the authority to represent, contract for, or otherwise act in an official capacity for AARP. No officer or individual member shall use the Corporation to further his own personal interests.

5. The purposes and objects of the Corporation shall in all respects conform to the purposes of AARP. The

Corporation shall not engage in or permit or suffer any activity detrimental to or which detracts from the best interests of AARP or its members.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on March 26, 1975.

Wilbur J. Lancaster

Vivian L. Turley

Helen D. Heacox

THE UNDERSIGNED, INCORPORATORS OF ALLEGANY COUNTY CHAPTER #2400 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC., who executed the following Articles of Incorporation, of which this Certificate is made a part, hereby acknowledge the same to be their Act and further acknowledge that, to the best of their knowledge, the matters and facts set forth therein are true in all material respects under the penalties of perjury.

Wilbur J. Lancaster

Wilbur J. Lancaster

Vivian L. Turley

Vivian L. Turley

Helen D. Heacox

Helen D. Heacox

FILED FOR RECORD
JUN 30 1976
at 2:15 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 023 PAGE 344

ARTICLES OF INCORPORATION

OF

ALLEGANY COUNTY CHAPTER #2400 OF AMERICAN

ASSOCIATION OF RETIRED PERSONS, INC.

184

approved and received for record by the State Department of Assessments and Taxation of Maryland April 12, 1976, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 49789

8

Recorded in Liber 2273, folio 362, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $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 P. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 345

FRIENDS AWARE, INC.

JUN 30-76 A 23512 ******5.00

ARTICLES OF AMENDMENT

Friends Aware, Inc., a non-stock, non-profit, charitable Maryland corporation, whose post office address is 1601 Holland Street, Cumberland, Allegany County, Maryland (herein 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 adding the following new section (f) to paragraph THIRD of said Articles of Incorporation:

" (f) To operate small residential facilities for mentally retarded persons."

SECOND: At a special meeting held by the Board of Directors of said Corporation on the 8 day of December, 1975, called for the express purpose of considering the same, a resolution was adopted declaring that the aforegoing Amendment to said Articles of Incorporation is advisable, and directing that said Amendment be submitted to the Members in good standing of said Corporation for their action thereon at either a general meeting, or special meeting called for that purpose. Said resolution further designated the President of said Corporation 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 Laws of the State of Maryland, a special meeting of said Corporation's members was held on the 8 day of December, 1975, at which at least a quorum of said members was present, and the number thereof required by the Laws of the State of Maryband, and said Articles of Incorporation for the amendment of said Charter thereof, voted to adopt said Articles of Amendment herein set forth.

IN WITNESS WHEREOF, Friends Aware, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its

Compared and Mailed ~~Delivered~~ Bu
Friends Aware Inc.
TO 1601 Holland Street
Cumberland. Md
July 13 1976

corporate seal to be hereunto affixed, all duly attested by its Secretary on this 9 day of December 1975.

ATTEST:

Virginia A. Lloyd
Secretary

FRIENDS AWARE, INC., a Md. corp.

By: John J. Long
President

STATE OF MARYLAND: ALLEGANY COUNTY: TO WIT:

I HEREBY CERTIFY, that on this 9th day of December, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, aforesaid, personally appeared John J. Long, President, Friends Aware, 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 Virginia Lloyd, who made oath in due form of law that she is Secretary of said Corporation and has personal knowledge of, and custody of, the contents, in writing, of the minutes of the meetings of the Directors and members of said Corporation in which the aforegoing Amendment to said Articles of Incorporation of said 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.

Carl D. Wilson
Notary Public

My Commission expires: July 1, 1978

FILED FOR RECORD
JUN 30 1976
at 2:15 o'clock P. M.
and same day recorded in
Liber No. Cayspatter
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 347

ARTICLES OF AMENDMENT

OF

FRIENDS AWARE, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland April 12, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 49759

3

Recorded in Liber 2272, folio 623, 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 L. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

LIBER 023 PAGE 348

ARTICLES OF MERGER

By and Between

LUXURY LEASING, INC.

and

MOTOR CITY ENTERPRISES, INC.

JUN 30-76 A 23513 *****5.00

THESE ARTICLES AND AGREEMENT OF MERGER, dated as of the 30th day of November, 1975, by and between LUXURY LEASING, INC., a Maryland corporation, and MOTOR CITY ENTERPRISES, INC., a Maryland corporation.

FIRST: The Corporations which are the parties to these Articles and Agreement of Merger are Luxury Leasing, Inc., (hereinafter called "LUXURY"), a corporation having capital stock and organized and existing under the laws of the State of Maryland, and Motor City Enterprises, Inc., (hereinafter called "ENTERPRISES"), a corporation having capital stock and organized and existing under the laws of the State of Maryland. Luxury was incorporated on the 25th day of September, 1962, under the general statutes of the State of Maryland, authorizing the formation of corporations. The original name of Luxury was "Luxury Leasing, Inc.", and is still the name of said corporation. Enterprises was incorporated on the 20th day of January, 1950. The original name of Enterprises was "Potomac Motors, Inc.", which name was changed to Motor City Enterprises, Inc. by amendment which was duly approved by the State Department of Assessments and Taxation of Maryland on the 28th day of June, 1974.

SECOND: Enterprises shall be merged with and into Luxury in accordance with the applicable provisions of the Corporations Volume of the Annotated Code of Maryland. Luxury and Enterprises (hereinafter collectively called the "Constituent Corporations") agree to effect said merger (hereinafter called the "Merger").

Compared and Mailed ~~Delivered~~ BW
TO Motor City
P.O. Box # 1498
Cumberland, Maryland 21502
July 13 1976

THIRD: The terms and conditions of the merger and the mode of carrying the same effect shall be as herein set forth.

FOURTH: Luxury 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 of Luxury Leasing, 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 shall have been authorized, approved, and adopted by each of the Constituent Corporations in accordance with the requirements of the laws of the State of Maryland, (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 Corporations Volume of the Annotated Code of Maryland, and (c) these Articles and Agreement of Merger so authorized, adopted and approved, certified, signed and acknowledged have been 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, provided by law shall be paid. The date upon which the Constituent Corporations shall so become a single corporation, towit, the Surviving Corporation, is hereinafter called "the effective date of the merger". The effective date of the merger shall also be the effective date of these Articles and Agreement of Merger.

SIXTH: The By-laws of Luxury 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.

SEVENTH: The By-laws of Luxury as now in effect provide that the Board of Directors shall consist of three 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 annual meeting of the Stockholders of the Surviving Corporation in the year set forth below, opposite their names respectively, and until their respective successors are duly chosen and qualified are as follows:

William D. Smith, P. O. Box 1498,
Cumberland, Maryland, 21502 (1975-76)

Barbara K. Smith, 701 Washington Street,
Cumberland, Maryland, 21502. (1975-76)

William R. Carscaden, 951 Braddock Road,
Cumberland, Maryland, 21502. (1975-76)

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.

EIGHTH: The total number of shares of stock which Luxury has authority to issue is one thousand (1,000) shares of the capital stock having a par value of One Hundred Dollars ($100.00) per share, of which stock there is now issued and outstanding forty (40) shares, having a par value of One Hundred Dollars ($100.00) per share or a total issued and outstanding capital stock of all classes at this time of Four Thousand Dollars ($4,000.00).

The total number of shares of stock which Enterprises has authority to issue is One Hundred Thousand shares (100,000) of capital stock having a par value of One Hundred Dollars ($100.00) par share, of which stock there is now issued and outstanding three hundred fifty (350) shares, having a par value of One Hundred Dollars ($100.00) per share or a total issued and outstanding capital stock of all classes at this time of Thirty-five Thousand Dollars ($35,000.00).

NINTH: Upon the effective date of the merger the authorized capital stock of the Surviving Corporation shall be set forth in its Articles of Incorporation as provided: Capital stock having a par value of 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.

The Surviving Corporation shall now issue one (1) share of capital stock for each share of the capital stock of Luxury held by the Stockholders of Luxury, the same consisting of forty (40) shares so that the Surviving Corporation will issue forty (40) shares of stock to the Stockholders of Luxury.

The Surviving Corporation shall now issue three-tenths (.3) share of capital stock for each share of the capital stock of Enterprises held by the Stockholders of Enterprises, the same consisting of three hundred fifty (350) shares so that the Surviving Corporation will issue one hundred five (105) shares of stock to the Stockholders of Enterprises.

TENTH: The manner of converting the shares of stock of Enterprises and Luxury into shares of stock of the Surviving Corporation shall be as follows:

A. Each share of stock of Enterprises outstanding on the effective date of the merger shall forthwith upon said effective date be converted into three-tenths (.3) share of the capital stock of the Surviving Corporation and thereafter each holder of stock of Enterprises upon the surrender to the Surviving Corporation for cancellation of the certificate or certificates now issued shall be entitled to receive in exchange therefor a certificate or certificates representing three-tenths (.3) share of the capital stock of Surviving Corporation for each share of the issued and outstanding capital stock of Enterprises so converted.

B. Each share of stock of Luxury outstanding on the effective date of the merger shall forthwith upon said effective date be converted into one (1)

share of the capital stock of the Surviving Corporation and thereafter each holder of stock of Luxury upon the surrender to the Surviving Corporation for cancellation of the certificate or certificates now issued shall be entitled to receive in exchange therefor a certificate of certificates representing one (1) share of the capital stock of Surviving Corporation for each share of the issued and outstanding capital stock of Luxury so converted.

ELEVENTH: Upon the effective date of the merger the issued and outstanding capital stock of the Surviving Corporation shall consist of the following:

A. Forty (40) shares of capital stock which will be re-issued for forty (40) shares of the capital stock of Luxury on a one for one basis.

B. One Hundred Five (105) shares of capital stock which will be re-issued for three hundred fifty (350) shares of the capital stock of Enterprises on a three-tenths for one basis.

TWELFTH: The capital of the Surviving Corporation upon the effective date of the merger shall be equal to all shares of capital stock issued by the Surviving Corporation for the issued and outstanding capital stock of Luxury and Enterprises.

THIRTEENTH: The existence and all the rights, privileges, powers and franchises of whatsoever nature of Luxury 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 Enterprises shall cease;

(b) The Surviving Corporation shall have all the purposes and powers set forth in its Articles of Incorporation;

(c) All the property, rights, privileges, powers and franchises of Enterprises of whatsoever nature and description, of a public as well 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 Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporations 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 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 Enterprises, and any such judgment or decree against Enterprises 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 name of Enterprises by the last acting Officers thereof, or by the corresponding officers of the Surviving Corporation.

SEVENTEENTH: The principal office of Luxury is Motor City, P. O. Box 1498, Cumberland, Maryland, 21502. The principal office of Enterprises

in Motor City, P. O. Box 1498, Cumberland, Maryland, 21502. All property, real and personal, owned by Luxury and Enterprises is located in Allegany County, Maryland. Enterprises owns no real estate of any nature or description in Maryland or in any other state. The principal office of the Surviving Corporation is Motor City, P. O. Box 1498, Cumberland, Maryland, 21502.

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 advised by the Board of Directors of Luxury and Enterprises, both of which are Maryland corporations, and approved by the Stockholders of each of said Corporations in the manner and by the affirmative vote of over two-thirds of all of the votes entitled to be cast by all holders of outstanding stock as required by the Corporations Volume of the Annotated Code of Maryland and by the respective Articles of Incorporation of said Constituent Corporations.

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 1st day of December, 1975.

LUXURY LEASING, INC.

ATTEST:

By _____
William D. Smith, President

_____
William R. Carscaden, Secretary

MOTOR CITY ENTERPRISES, INC.

ATTEST:

By _____
William D. Smith, President.

_____
William R. Carscaden, Secretary.

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 1st day of December, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared WILLIAM D. SMITH, President of LUXURY LEASING, INC., and acknowledged the aforegoing Articles and Agreement of Merger to be the act and deed of said corporation; and at the same time also personally appeared WILLIAM R. CARSCADEN, and made oath in due form of law that he was the Secretary of the meeting of Stockholders of Luxury Leasing, Inc. at which the merger set forth in said Articles of Merger with respect to authorization and approval 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.
(M. Ellanor Damewood)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 1st day of December, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared WILLIAM D. SMITH, President of MOTOR CITY ENTERPRISES, INC., and acknowledged the aforegoing Articles and Agreement of Merger to be the act and deed of said corporation; and at the same time also personally appeared WILLIAM R. CARSCADEN, and made oath in due form of law that he was the Secretary of the meeting of Stockholders of Motor City Enterprises, 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 his knowledge, information and belief.

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

M. Ellanor Damewood

NOTARY PUBLIC.
(M. Ellanor Damewood)

LIBER 023 PAGE 357

FILED FOR RECORD
JUN 30 1976
at 3:15 o'clock P. M.
and same day Recorded in
Liber No. 23 Folio 348
one of the Land Records
Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF MERGER

MERGING

MOTOR CITY ENTERPRISES, INC. (MD. CORP.)

INTO

LUXURY LEASING, INC. (MD. CORP.) Survivor

760

approved and received for record by the State Department of Assessments and Taxation of Maryland April 2, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 49547

10

Recorded in Liber 2270, folio 416, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ 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 P. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONÆ VOLVNTATIS TVÆ CORONASTI NOS

LIBER 023 PAGE 358

JUN 30-76 A #23514 ******3.00

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS

I, James E. Franz, do hereby certify that I am the duly elected, qualified and acting president of INVESTORS LOAN CORPORATION OF MARYLAND, and that by unanimous written consent of the board of directors of said corporation on the 17th day of February , 19 76 , the following resolutions were adopted, which said resolutions remain in full force and effect:

RESOLVED, that the resident agent of this corporation in the State of Maryland be and it hereby is changed to THE CORPORATION TRUST INCORPORATED, the post office address of which is First Maryland Building, 25 Charles Street, Baltimore, Maryland 21201. The said resident agent so designated is a corporation of the State of Maryland.

FURTHER RESOLVED that the principal office of this corporation be and it hereby is changed from 12 South Market Street, Frederick, Maryland to P.O. Box 806, 10 A South Mechanic Street, Cumberland, Maryland 21502.

J. E. Franz
President

(CORPORATE SEAL)

Compared and Mailed Delivered By
The Corporation Trust Inc.
TO First Maryland Building
25 Charles Street
Baltimore, Md. 19 76
July 14

LIBER 023 PAGE 359

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

OF

INVESTORS LOAN CORPORATION OF MARYLAND

FILED FOR RECORD
JUN 30 1976 19
at 3:15 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

received for record April 12, 1976 2 , at 8:30 A.M. 479

and recorded on Film No. 2276 Frame No. 254 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Allegany County

AA Nº 13202

Special Fee Paid	$3.00
Recording Fee Paid	2.00
Total	$5.00

Mr. Clerk - Mail to: George Lewis
C T Corporation System
123 South Broad Street
Philadelphia, Pennsylvania 19109

alk

LIBER 023 PAGE 360

FM

ARTICLES OF INCORPORATION

OF

J. K. F., INC.

JUN 30-76 A 223503 ******* 00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Stephen C. Wilkinson, Mary O. Emerick and William L. Wilson, whose post office address is P. O. Box 1379, 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:

J. K. F., 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 purchasing, leasing, mortgaging or otherwise dealing in real estate 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,

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

Compared and Mailed Delivered
By
TO J. Frederick Sharer Esq
616 Liberty Trust Bldg
Cumb'd Md.
July 13 1976

dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(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, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, 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

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LIBERTY TRUST BLDG.
CUMBERLAND, MD.

foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, 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

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others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

The 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

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CUMBERLAND, MD.

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 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

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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

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LIBERTY TRUST BLDG.
CUMBERLAND, MD.

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.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 616 Liberty Trust Building, Cumberland, Maryland, 21502. The resident agent of the Corporation is J. Frederick Sharer, whose post office address is 616 Liberty Trust Building, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three (3) directors, and Julianne K. Ferris, Harry E. Ferris 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 Corporation elects to be treated as a close corporation, and its duration shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 5th day of April, 1976.

WITNESS:

Mary O. Emerick — Stephen C. Wilkinson (SEAL)

Stephen C. Wilkinson — Mary O. Emerick (SEAL)

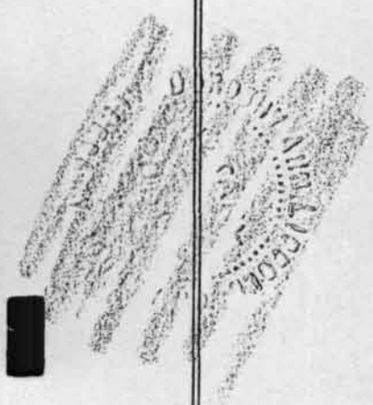
Mary O. Emerick — William L. Wilson (SEAL)

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NEYS AT LAW
Y TRUST BLDG.
ERLAND, MD.

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 5th day of April, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personall appeared Stephen C. Wilkinson, Mary O. Emerick and William L. Wilson and they acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.



Dorothy Ann Lippold
Notary Public

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

FILED FOR RECORD
JUN 30 1976
at 2:15 o'clock P. M.
and same day recorded in
Liber No. Captivation
one of the Records of Allegany
County, Maryland, and com-
pared by me with the
Clerk

ARTICLES OF INCORPORATION

OF

J. K. F., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 12, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 49798

9

Recorded in Liber 2273, folio 418, 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.

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

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MASON-DIXON FOUR WHEELERS, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

JUN 30-76 A #23507 ******4.00

FIRST: That we, the subscribers, Donald Herbert Witt, whose post office address is Box 236B, East Main Street, Mount Savage, Maryland; Dennis L Lashley, whose post office address is 106 New School Road, Mount Savage, Maryland; and Richard Elwood Lashley, whose post office address is Box 218C, Route 1, Mount Savage, 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 the intention of forming a corporation.

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

MASON-DIXON FOUR WHEELERS, 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 sponsor and promote the sport and pastime of four wheel drive motor vehicles.

(2) To encourage the use of four wheel drive vehicles for sport and recreational activities.

(3) To promote and sponsor outings, meetings, hill climbs and cross-country trips for four wheel motor vehicles.

Compared and Mailed ~~Delivered~~ By
Lester A. Crump
TO P. O. Box # 924 Maryland
Cumberland,
July 13 1976

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

(5) 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 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 post office address of the place at which the principal office of the Corporation in this State will be located is P. O. Box 924 Cumberland, Maryland, 21502. The resident agent of the Corporation is Lester A. Crump, whose business post office address is 1620 Bedford Street,

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 Donald Herbert Witt, Dennis Lee Lashley, Margaret Julia Lashley, Marjorie Jean Robison, Leroy Carl Witt, Richard Elwood Lashley, and Steven Lane Witt 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 those persons who are dues paying members of the organization, in good standing, and over fifteen years of age.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 6th day of April, 1976.

WITNESS:

Steven Lane Witt — Donald Herbert Witt (SEAL)
DONALD HERBERT WITT

Steven Lane Witt — Dennis L Lashley (SEAL)
DENNIS L. LASHLEY

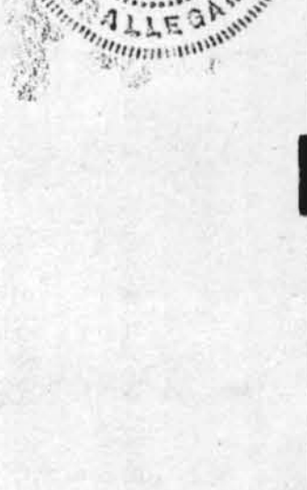
Steven Lane Witt — Richard E. Elwood Lashley (SEAL)
RICHARD ELWOOD LASHLEY

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 6th day of April, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Donald Herbert Witt, Dennis L Lashley and Richard Elwood Lashley, and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

David Arnett
NOTARY PUBLIC



FILED FOR RECORD
JUN 30 1976
at 2:45 o'clock P M.
and same day Recorded in
Liber No. 023 Folio 373,
one of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 373

ARTICLES OF INCORPORATION

OF

MASON-DIXON FOUR WHEELERS, INC.

approved and received for record by the State Department of Assessments and Taxation 774
of Maryland April 7, 1976, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 49656

5

Recorded in Liber 2271, folio 420 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 374

PHOTO ARTS, INC.

ARTICLES OF INCORPORATION

JUN 30-76 A 23511 ******5.00

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 Susan L. Ray, whose post office address is Route 3, Bedford Road, 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, associate ourselves with the intention of forming a corporation.

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

PHOTO ARTS, 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 a photographic, portrait, picture, and painting business; to make likenesses and representations of persons, places, landscapes, and objects and things of all kinds; to do commercial and aerial photography; to maintain studios; to deal in and with photographers', painters', and artists' supplies, materials, and equipment; to print, develop, finish, mount, and frame pictures and plates; to make enlargements of pictures; to make miniatures; to tint, paint, or color prints and photographs; to deal in picture frames, folders, envelopes, mounts, and cases of every description, to manufacture, repair, and deal in machinery, cameras, chemicals, oils, paints, and all other aids, instruments, and devices useful for the furtherance of the

Compared and Mailed Delivered BW
TO Arthur E. Smiley Jr.
224 Washington St.
Cumberland Md. 21502
July 13 19 76.

objects of this corporation; and to carry on the business of photography in all its branches, as principal, agent, or on commission, and as manufacturer, wholesaler, or retailer.

(2) To manufacture and repair, to produce and otherwise prepare, to buy and otherwise acquire, to import and export, to sell, rent, lease, store, transport, distribute, dispose of, and in every way to deal in, as manufacturer, jobber, distributor, lessor, wholesaler, retailer, and otherwise of photographic paper, film, plates, slides, chemicals and chemical compounds, and any and all supplies, things, equipment, accessories, and apparatus of every form, kind, and material necessary or convenient for use in connection with the taking, developing, fixing, printing, enlarging, duplicating, coloring, mounting, and framing of all photographs and pictures of every kind whatsoever, and also in connection with any other phase or process of the art or business of photography, and the public or private projection, reproduction, and exhibition of still and moving pictures, and also, cameras and picture taking machines and devices of every kind and description, whether designed to produce still or moving pictures, and all parts thereof, and all supplies, things, equipment, accessories, and apparatus necessary or convenient for use in connection with their manufacture, sale, transportation, storage, use, and operation.

(3) To erect, maintain, purchase and lease warehouses, storerooms, display rooms, business offices for the purpose of carrying on said business; to acquire and dispose of real estate necessary for or convenient to the operation and continuance of said business.

(4) To purchase, hold, retire or reissue shares of its own capital stock in the manner provided by the Code of Public General Laws of Maryland.

(5) 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 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.

(6) In addition to the aforesaid powers, the Corporation shall at all times have and enjoy all the rights, privileges, powers and immunities provided under the Code of Public General Laws of Maryland.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in this Article THIRD shall not, unless otherwise specified herein, be in anywise limited or restricted by this or any other article in these Articles of Incorporation, 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 clause be separately construed as to both purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all powers, rights, franchises and privileges, granted to or conferred upon corporations of this character by the laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, franchises or privileges granted or conferred by the laws of said State now or that may hereafter be 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.

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

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

Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, 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 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 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.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 224 Washington Street, Cumberland, Allegany County, Maryland, 21502. The resident agent of the Corporation is Arthur E. Smiley, whose post office address is 224 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 (3) directors, and Arthur E. Smiley, Sherrill L. Smiley and Donald Blumenthal 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 (15) and not less than three (3) 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 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 or restrictions, if any, as may be set forth in the By-laws of the Corporation.

NINTH: Except as may be otherwise required by statute the holders of said common stock shall exclusively possess voting power for the election of Directors and for all purposes relating to the business of the Corporation which may be provided by the By-laws of the Corporation.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 15th day of April, 1976.

WITNESS:

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

(SEAL)
WILLIAM R. CARSCADEN

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Lora L. Henson (SEAL)
LORA L. HENSON

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Susan L. Ray (SEAL)
SUSAN L. RAY

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 15th day of April, 1976, before the undersigned, a Notary Public of the State and County aforesaid, personally appeared WILLIAM R. CARSCADEN, LORA L. HENSON and SUSAN L. RAY, and acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal the date aforesaid.

M. Ellanor Damewood
M. ELLANOR DAMEWOOD
NOTARY PUBLIC

FILED FOR RECORD
JUN 30 1976
at 3:15 o'clock P. M.
and same day recorded in
Liber No. Corporation
one of the Records of Allegany
County, Maryland, and com-
pared by me.
Clerk.

LIBER 023 PAGE 381

ARTICLES OF INCORPORATION

OF

PHOTO ARTS, INC.

805

approved and received for record by the State Department of Assessments and Taxation of Maryland April 19, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 49991

8

Recorded in Liber 2275, 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 $ 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 023 PAGE 382

ARTICLES OF INCORPORATION

OF

THRASHER ENTERPRISES, INC. JUN 30-76 A 23506 ******10C

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Frederick Sharer, Ernest L. Thrasher and Ernie L. Thrasher, whose post office address is P. O. Box 1379, 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:

THRASHER ENTERPRISES, 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 selling, at retail or wholesale, dairy, food and related products 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

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RNEYS AT LAW
TY TRUST BLDG.
BERLAND, MD.

Compared and Mailed ~~Delivered~~ BW

TO Ernie L. Thrasher
P. O. Box # 147
Midland, Md.
July 14 19 76

materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(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, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, 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

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of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, 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

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business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

The 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

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CUMBERLAND, MD.

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 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

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BERLAND, MD.

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

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CUMBERLAND, MD.

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.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Midland, Maryland, 21542. The resident agent of the Corporation is Ernie L. Thrasher, whose post office address is P. O. Box 147, Midland, Maryland, 21542. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three (3) directors, and Ernest L. Thrasher, Ernie L. Thrasher and Carolyn J. McPartland 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 two 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 30 day of March, 1976.

WITNESS:

Mary O. Eastep — J. Frederick Sharer (SEAL)

Marvin E. Miller — Ernest L. Thrasher (SEAL)

Marvin E. Miller — Ernie L. Thrasher (SEAL)

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TY TRUST BLDG.
BERLAND, MD.

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 30th day of March, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared J. Frederick Sharer, Ernest L. Thrasher and Ernie L. Thrasher and they 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

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

LIBER 023 PAGE 390

ARTICLES OF INCORPORATION

OF

THRASHER ENTERPRISES, INC.

759

approved and received for record by the State Department of Assessments and Taxation of Maryland April 1, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 49510

9

Recorded in Liber 2270, folio 249, 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.

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

FILED FOR RECORD JUN 30 1976

at 3:15 o'clock P M. and same day Recorded in Liber No. — Folio — one of the Corporation Records of Allegany County, Maryland, and compared by me

Clerk

LIBER 023 PAGE 391

UNION METALS AND MINERALS, INC.

ARTICLES OF INCORPORATION

JUN 30-76 A 22510 *****5.00

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 Susan L. Ray, whose post office address is Rt. 3, Bedford Road, 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, associate ourselves with the intention of forming a corporation.

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

UNION METALS AND MINERALS, 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) The mining, extracting, quarrying, drilling, stripping, excavating, and the use of any and all other means of obtaining minerals from the earth, the transporting, hauling, advertising for sale, marketing, and sale of all types of minerals, the purchasing of mineral leases and the acquisition of real estate for drilling purposes or any other purposes incident to the obtaining of minerals, the conducting of geological studies and tests for all types of structures necessary or incident to the mining, stripping or quarrying operations, including the construction of roads, dams and other appurtenances necessary to achieve the purposes herein listed, and the right to engage in all allied and germane businesses or combinations of businesses.

Compared and Mailed ~~Delivered~~ Bur
TO Gerald D. Riggleman
34 Grape Street
Cumb. Md
July 14 1976

(2) To erect, maintain, purchase and lease warehouses, storerooms, display rooms, business offices for the purpose of carrying on said business; to acquire and dispose of real estate necessary for or convenient to the operation and continuance of said business.

(3) To engage in the manufacture of all types of products made from clay, silica, sand, pebbles, ganister, and carbon compounds, and other minerals, or any combination thereof, and to sell the products thus manufactured including all types of fire brick, other types of brick, tile, ceramics, and germane and related products.

(4) To establish, conduct and maintain brokerage offices for the sale of all types of mineral products, including gaseous, solids and liquids.

(5) To engage in the transportation of all types of minerals and products made therefrom.

(6) To engage in the purchase, acquisition and sale of timber products and timber land and all woods products and the manufacture and sale of mine props, board lumber, stump lumber, pulp wood and all other types of wood products and the transportation of the same.

(7) To engage in the real estate business, including the laying out of sub-divisions, construction of dwellings and buildings, maintaining a real estate office, the sale and purchase of lots and tracts of land, and the acquisition of real estate for investment purposes and for the purpose of resale.

(8) To purchase, hold, retire or reissue shares of its own capital stock in the manner provided by the Code of Public General Laws of Maryland.

(9) 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 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.

(10) In addition to the aforesaid powers, the Corporation shall at all times have and enjoy all the rights, privileges, powers and immunities provided under the Code of Public General Laws of Maryland.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in this Article THIRD shall not, unless otherwise specified herein, be in any wise limited or restricted by this or any other article in these Articles of Incorporation, 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 clause be separately construed as to both purposes and powers and, generally, that theCorporation shall be authorized to exercise and enjoy all powers, rights, franchises and privileges, granted to or conferred upon corporations of this character by the laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, franchises or privileges granted or conferred by the laws of said State now or that may hereafter be 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.

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

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

Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, 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 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 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.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located at 34 Greene Street, Cumberland, Allegany County, Maryland, 21502. The resident agent of the Corporation is Gerald D. Riggleman, whose post office address is 34 Greene Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have four (4) directors, and Edwin J. Bognar, Nadine E. Bognar, Cynthia A. Bognar and Edwin J. Bognar, 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 (15) by amendment to the By-laws and not less than three (3) 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 four thousand (4,000) shares of the par value of Twenty-five Dollars

($25.00) each, all of which shares shall be common stock.

EIGHTH: 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 or restrictions, if any, as may be set forth in the By-laws of the Corporation.

NINTH: Except as may be otherwise required by statute the holders of said common stock shall exclusively possess voting power for the election of Directors and for all purposes relating to the business of the Corporation which may be provided by the By-laws of the Corporation.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 8th day of April, 1976.

WITNESS:

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

WILLIAM R. CARSCADEN (SEAL)

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Lora L. Henson (SEAL)
LORA L. HENSON

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Susan L. Ray (SEAL)
SUSAN L. RAY

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 8th day of April, 1976, before the undersigned, a Notary Public of the State and County aforesaid, personally appeared WILLIAM R. CARSCADEN, LORA L. HENSON and SUSAN L. RAY, and acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal the date aforesaid.

M. Ellanor Damewood
M. ELLANOR DAMEWOOD
NOTARY PUBLIC

FILED FOR RECORD
JUN 30 1976
at 3:15 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 023 PAGE 398

ARTICLES OF INCORPORATION

OF

UNION METALS AND MINERALS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 9, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 49816

8

Recorded in Liber 2273, folio 530, 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 · STATE OF MARYLAND ·

LIBER 023 PAGE 399

ALLEGANY COUNTY COUGARS, Inc.

AUG.12-76 A #26357 ******3.75

ARTICLES OF REVIVAL

Allegany County Cougars, 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 1-21-76, 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 Allegany County Cougars, Inc.

THIRD: The name by which the Corporation will hereafter be known is Allegany County Cougars, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 110 South Broadway, Frostburg, Allegany County, Maryland, 21532, 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 Pam Jane Hausman, 13702 Fir Tree Lane, Cresaptown, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: At or prior to the filing of these Articles of

Compared and Mailed ~~Delivered~~ BW
TO Pam Jane Hausman
13702 Fir Tree Lane
Cresaptown, Md
Aug 17 19 76

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 Secretary of the Corporation have signed these Articles of Revival on the 29 day of April, 1976.

Charles Greg Snyder

Charles Greg Snyder, President

Pam Jane Hausman

Pam Jane Hausman, Secretary

STATE OF MARYLAND, COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on the 29 day of April, 1976, before me, the subscriber, a Notary Public of the State of Maryland and for the County aforesaid, personally appeared Charles Greg Snyder, the last acting President, and Pam Jane Hausman, the

last acting Secretary of Allegany County Cougars, 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

FILED FOR RECORD
AUG 12 1976
at 2:00 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Carpentaton
Records Allegany
County, Maryland and com-
pared by
Clerk

LIBER 023 PAGE 402

ARTICLES OF REVIVAL

OF

ALLEGANY COUNTY COUGARS, INC.

83

approved and received for record by the State Department of Assessments and Taxation of Maryland May 3, 1976, **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 50345

4

Recorded in Liber 2279, **folio** 394, **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 ·

LIBER 023 PAGE 403

ARTICLES OF INCORPORATION

AUG 12-76 A #26362 ******3.75

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Brook C. Atkinson, whose Post Office address is P. O. Box 1286, Cumberland, Maryland, 21502; Clarence B. Jones, whose Post Office address is Country Club Road, Cumberland, Maryland, 21502; and Earl E. Manges, whose Post Office address is R. F. D. #2, Box 181, Flintstone, Maryland, 21530; all being of full legal age, do and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate themselves with the intention of forming a corporation.

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

APPALACHIA AUCTION ASSOCIATION, 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 carry on and promote a general auction business.

(b) To engage in and carry on the business of manufacturing , retailing, or otherwise dealing in any mechandise or goods of any kind.

(c) To purchase, hire, lease, or otherwise acquire, hold, own, develop, inprove, mortgage, or otherwise, real or personal property of any kind or description.

(d) To borrow or raise money in any legal manner for the purpose of carrying on the business of the corporation.

(e) To carry out all or any part of the aforesaid objects and purposes, and to cnduct itsbusiness in all or any of its branches in any and all States or Districts of the United States of America.

(f) To execute deeds, leases, mortgages, or other encumbrances upon real or personal property, purchased, owned, sold, or leased by the corporation.

The foregoing objects and purposes shall, except when otherwise expressed, in nowise limit or restrct by reference to, or inference from, the terms of any other clause of which this may be a part.

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

Compared and Mailed ~~Delivered~~ BW

TO Earl E. Manges Esq
R.F.D. #2 Box #181
Flintstone, Md
Aug 12 1976

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 restrct any of the powers of the Corporation,

FOURTH: The post office address of the pri cipal office of the Corporation in this State is P. O. Box 1286, Cumberland, Maryland, 21502. The resident agent of the Corporation is Earl E. Manges, whose post office address is R. F. D. #2, Box 181, Flintstone, 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 1,000 shares of common stock at the par value of One Hundred Dollars ($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 Dollars ($100,000.00).

SIXTH: The Corporation shall have three directors, and Brook C. Atkinson, Clarence B. Jones, and Earl E. Manges shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: The Corporation reserves the right to make from time to time amendments to its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock.

EIGHTH: The corporation shall have perpetual existence.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21st day of May, 1976:

ATTEST: _____ Brook C. Atkinson (SEAL)
BROOK C. ATKINSON

_____ Clarence B. Jones (SEAL)
CLARENCE B. JONES

_____ Earl E. Manges (SEAL)
EARL E. MANGES

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 20th day of May, 1976, before me, the subscriber, a Notary Public of the State of Maryladn, and County of Allegany, aforesaid, personally appeared Brook C. Atkinson, Clarence B. Jones, and Earl E. Manges, personally known to me, and did each acknowledge the aforegoing instrument of writing to be their act and deed.

AS WITNESS, my hand and Notarial Seal:

NOTARY PUBLIC

My Commission expires July 1, 1978.

FILED FOR RECORD
AUG 12 1976
at 3:00 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 023 PAGE 406

ARTICLES OF INCORPORATION

OF

APPALACHIA AUCTION ASSOCIATION, INC.

[redacted]

approved and received for record by the State Department of Assessments and Taxation of Maryland May 21, 1976, **at** 3:00 **o'clock** P. M. **as in conformity with law and ordered recorded.**

A 50910

4

Recorded in Liber 2285 **, folio** 214 **, 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.

William J. Simmons

[redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 407

ARTICLES OF INCORPORATION

o f

CHIEF'S YOUTH FOOTBALL TEAM, INC.

AUG 12-76 A #26359 ******3.7

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Brook C. Atkinson, whose post office address is P. O. Box 1286, Cumberland, Maryland, 21502; Clarence B. Jones, whose post office address is Country Club Road, Cumberland, Maryland, 21502; and Earl E. Manges, whose post office address is R. F. D. #2, Box 181, Flintstone, Maryland, 21530, 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 is:

CHIEF'S YOUTH FOOTBALL TEAM, 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 among boys sportsmanship, physical fitness, and the building of character through the playing of football and other sports under able and conscientious adult supervision.

(b) To provide a fall season football program for the Tri-State Area Youth.

(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.

FOURTH: In order to carry out the aforesaid purposes, the Corporation shall have the following powers:

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

Compared and Mailed ~~Delivered~~ BW
TO Brook C. Atkinson P.O. Box #1286 Cumb. md
Aug 17 19 76

(a) 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 any 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 the enumeration 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 that the powers defined in each clause shall be regarded as independant powers.

(b) It is also the specifically provided 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.

FIFTH: The post office address of the principal office of the Corporation is in this State is P. O. Box 1286, Cumberland, Maryland. The resident agent of the Corporation is Brook C. Atkinson, whose post office address is P. O. Box 1286, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein;

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

SIXTH: The Corporation shall be without capital stock and shall not be operated for profit.

SEVENTH: That the Corporation shall have three directors, said number shall be subject to increase pursuant to the by-laws of the Corporation, but shall never be less than three; that Book C. Atkindson, Clarence B. Jones, and Earl E. Manges shall act as such directors until the first meeting or until their successors shall have been duly chosen and qualified.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 20th day of May, 1976:

ATTEST:

Martin Stahl — Brook C Atkinson (SEAL)
BROOK C. ATKINSON

as to all — Clarence B Jones (SEAL)
CLARENCE B. JONES

Earl E Manges (SEAL)
EARL E. MANGES

STATE OF MARYLAND, COUNTY OF ALLEGANY, TOWIT:

I HEREBY CERTIFY, That on this 20th day of May, 1976, before me, the subscriber, a Notary Public for the State and County afresaid, personally appeared Brook C. Atkinson, Clarence B. Jones, and Earl E. Manges, personally known to me, and did each make oath in due form of law that the matters, facts, and things averred in the aforegoing instrument of writing are true and correct to the best of their information, knowledge, and belief.

WITNESS my hand and Notarial Seal:

Susan M. Howell
NOTARY PUBLIC

My Commission expires July 1, 1978.

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

LIBER 023 PAGE 410

FILED FOR RECORD
AUG 12 1976
at 2:00 o'clock P. M.
and some day Recorded in
Liber No. Folio
one of the Records of
Allegany County, Maryland and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

CHIEF'S YOUTH FOOTBALL TEAM, INC.

901

approved and received for record by the State Department of Assessments and Taxation of Maryland May 21, 1976, at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

A 50911

4

Recorded in Liber 2285, folio 218, 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 ·

ARTICLES OF INCORPORATION

THE COUNTRY STORE OF CUMBERLAND, INC.
AUG 12-76 A 26360 ******3.75

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS HERETO, CARROLL GEORGE SULLIVAN, WHOSE POST OFFICE ADDRESS IS 1013 HARDING AVENUE, CUMBERLAND, MARYLAND, 21502; CHARLOTTE SULLIVAN, WHOSE POST OFFICE ADDRESS IS 1013 HARDING AVENUE, CUMBERLAND, MARYLAND, 21502; AND WALTER WYLLYS McCOY, WHOSE POST OFFICE ADDRESS IS BOWLING AVENUE, BOWLING GREEN, 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:

THE COUNTRY STORE OF CUMBERLAND, INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO DO A GENERAL MERCHANDISE BUSINESS AT WHOLESALE AND RETAIL AND TO BUY, SELL AND DEAL IN AT WHOLESALE AND RETAIL, COFFEE, GROCERIES AND FOODS OF ALL KINDS, AND THEIR

[redacted] F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

BW
Compared and Mailed ~~Delivered~~
Carroll George Sullivan
TO 1013 Harding Avenue
Cumberland, Md. 21502
Aug 17 1976

BY-PRODUCTS; TO OWN, OPERATE, RUN AND MANAGE A STORE, AND TO OWN AND/OR LEASE REAL ESTATE, BUILDINGS, STRUCTURES AND ALL NECESSARY MACHINERY AND APPLIANCES FOR RUNNING AND OPERATING A GENERAL MERCHANDISE BUSINESS FOR THE PURPOSES OF SELLING, MANUFACTURING, PACKING, PRESERVING, BOTH IN BULK AND IN PACKAGE, FOODS AND GROCERY AND GROCERY PRODUCTS OF ALL KINDS.

(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 AND ACTIVITIES ENUMERATED ABOVE.

(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 SERVICES AND PRODUCTS ENUMERATED ABOVE.

(D) THE FOREGOING 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

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

OFFICE OF THE CORPORATION IN THIS STATE WILL BE LOCATED IS 341 FREDERICK STREET, CUMBERLAND, MARYLAND, 21502. THE RESIDENT AGENT OF THE CORPORATION IS CARROLL GEORGE SULLIVAN, WHOSE POST OFFICE ADDRESS IS 1013 HARDING 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 THIRTY THOUSAND (30,000) 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 DAVID DARR MCCOY, LINDA LOU MCCOY AND CARROLL GEORGE SULLIVAN 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 ITS 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

J[redacted] F. SOMERVILLE, JR.
[redacted]TORNEY AT LAW
[redacted]R, WEST VIRGINIA
CUMBERLAND, MARYLAND

WITHOUT PAR VALUE OF ANY CLASS, FOR SUCH CONSIDERATION AS SAID 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 AMENDMENTS 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 THIS 29TH DAY OF APRIL, 1976.

WITNESS	Carroll George Sullivan CARROLL GEORGE SULLIVAN
WITNESS	Charlotte Sullivan CHARLOTTE SULLIVAN
WITNESS	Walter Wyllys McCoy WALTER WYLLYS MCCOY

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

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

I HEREBY CERTIFY THAT ON THIS 29TH DAY OF APRIL, 1976, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, THE COUNTY AFORESAID, PERSONALLY APPEARED CARROLL GEORGE SULLIVAN, CHARLOTTE SULLIVAN AND WALTER WYLLYS MCCOY, 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.

...LE, JR.
...LAW
...GINIA
...RYLAND

FILED FOR RECORD
AUG 12 1976
at 3:00 o'clock P.M.
and same day Recorded in
Liber No. 0a Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 416

ARTICLES OF INCORPORATION

OF

THE COUNTRY STORE OF CUMBERLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 30, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 50372

6

Recorded in Liber 2279, folio 523, 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 417

E. L. S. SHOES, INC.

(a close corporation
under Title 4)

ARTICLES OF INCORPORATION AUG 12-76 A 26361 ******3.75

THIS IS TO CERTIFY:

FIRST: That the undersigned, E. Louis Shinnamon, whose post office address is 911 Growden Terrace, Cumberland, Maryland, 21502, and Tana G. Shinnamon, whose post office address is 911 Growden Terrace, Cumberland, Maryland 21502, and Elmo L. Stephenson, Jr., 1514 Frederick 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.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is E. L. S. SHOES, INC.

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

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

(a) To own, lease, and operate a general merchandising business, both wholesale and retail, of buying and selling all kinds of shoes, footwear and leather goods, 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 of interest in or

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~ BW
E. Louis Shinnamon
TO 911 Growden Terrace
Cumb. Md
Aug 17 19 76

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

LAW OFFICES
ERT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

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 is 1221 C, National Highway, LaVale, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland is E. Louis Shinnamon, 911 Growden Terrace, 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 five hundred (500) 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 E. Louis Shinnamon, Tana G. Shinnamon, and Elmo L. Stephenson, Jr.

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

(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 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 time, including without limitation, the authority to enter into one or more stockholders' agreements as authorized by Section 4-401 under such sub-title;

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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 sub-title, unless such provision specifically states that it shall be deemed to be 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.

OFFICES
McMULLEN
PAYE
BERLAND
YLAND

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 each severally acknowledge the same to be our act on this 27th day of April, 1976.

WITNESS:

Robert L. Paye — E. Louis Shinnamon (SEAL)

Robert L. Paye — Tana G. Shinnamon (SEAL)

Robert L. Paye — Elmo L. Stephenson Jr. (SEAL)
Elmo L. Stephenson, Jr.

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
AUG 12 1976
at 2:00 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Captain
Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 023 PAGE 422

ARTICLES OF INCORPORATION

OF

E. L. S. SHOES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 28, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 50199

6

Recorded in Liber 2277, folio 715, 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 ·

ARTICLES OF INCORPORATION

OF

HARMAN'S KITCHEN AND BATH, INC.

THIS IS TO CERTIFY: AUG 12-76 A 26365 ******3.75

FIRST: That I, the subscriber, Richard L. Harman, whose post office address is 652 Fayette 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 corporation, hereby form a corporation.

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

HARMAN'S KITCHEN AND BATH, 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 design, plan, construct and install kitchens and baths, and to buy, sell, manufacture, install, distribute and otherwise deal in and with equipment, fixtures, furnishings and any and all commodities used therein, and any and all articles and things which may be necessary or convenient to the kitchen, bath sales and home improvement 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.

(4) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe toward

Compared and Mailed ~~Delivered~~ By
TO Richard L. Harman
652 Fayette Street
Cumberland, Md 21502
Aug 17 1976

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, formulae, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(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 acquising 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 dass, 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 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 652 Fayette Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is Richard L. Harman, whose post office address if 652 Fayette Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The corporation shall have four directors, and Richard L. Harman, Thomas B. Cumiskey, III., Alice C. Harman and N. Jane Cumiskey 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 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 Ten Thousand Shares of the par value of Ten ($10.00) Dollars each.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 26th day of April, 1976.

WITNESS:

C. William Gilchrist — Richard L. Harman (SEAL)

C. WILLIAM GILCHRIST — RICHARD L. HARMAN

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 26th day of April, 1976, before the undersigned, a Notary Public of the State and County aforesaid, personally appeared RICHARD L. HARMAN and acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal the date aforesaid.

LORA L. HENSON NOTARY PUBLIC ALLEGANY COUNTY, MD.

Lora L. Henson

LORA L. HENSON
Notary Public

FILED FOR RECORD
AUG 12 1976
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 023 PAGE 429

ARTICLES OF INCORPORATION

OF

HARMAN'S KITCHEN AND BATH, INC.

829

approved and received for record by the State Department of Assessments and Taxation of Maryland April 28, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 50200

7

Recorded in Liber 2277, folio 721, 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 L. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

ARTICLES OF MERGER

MERGING

AUG 12-76 A 26353 ******

PITTSBURGH REFRACTORIES, INC.
(a Corporation of the State of Maryland)

INTO

UNION MINING COMPANY OF ALLEGANY COUNTY, INC.
(a Corporation of the State of Maryland)

FIRST: Union Mining Company of Allegany County, Inc., a corporation organized and existing under the laws of the State of Maryland, and Pittsburgh Refractories, Inc., a corporation organized and existing under the laws of the State of Maryland, agree that said Pittsburgh Refractories, Inc. shall be merged into said Union Mining Company of Allegany County, Inc. The ter 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: Union Mining Company of Allegany County, Inc., a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name Union Mining Company of Allegany County, Inc.

THIRD: The parties to the articles of merger are Union Mining Company of Allegany County, Inc., a corporation organized and existing under the laws of the State of Maryland, and Pittsburgh Refractories, Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said Union Mining Company of Allegany County, Inc. has

Compared and Mailed ~~Delivered~~ Bell System
C. T. Corporation System
TO--1300 Oliver Bldg. Pittsburg, Pa. 15222
Aug 17--19 76
Att: Ray Lawlor

authority to issue is twelve thousand (12,000) shares, divided into ten thousand (10,000) shares of common stock of the par value of Ten Dollars ($10.00) each, of the aggregate par value of One Hundred Thousand Dollars ($100,000.00), and two thousand (2,000) shares of preferred stock of the par value of One Hundred Dollars ($100.00) each, of the aggregate par value of Two Hundred Thousand Dollars ($200,000.00).

The total number of shares of stock of all classes which said Pittsburgh Refractories, Inc. has authority to issue is one thousand (1,000) shares of common stock of the par value of Ten Dollars ($10.00) each, of the aggregate par value of Ten Thousand Dollars ($10,000.00).

SIXTH: The number of outstanding shares of each class of Pittsburgh Refractories, Inc., the subsidiary corporation, and the number of shares of each class owned by Union Mining Company of Allegany County, Inc., the parent corporation, is as follows:

Class	Total shares outstanding	Shares owned by parent corporation
Common Stock	1,000	1,000

SEVENTH: All of the issued and outstanding shares of Pittsburgh Refractories, Inc., the subsidiary corporation, are owned by Union Mining Company of Allegany County, Inc., the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for the shares of Pittsburgh Refractories, Inc., the merged corporation, but upon the effective date of the articles of merger the shares of stock of the merged corporation shall be surrendered for cancellation to Union Mining Company of Allegany County, Inc., the parent corporation surviving the merger.

EIGHTH: The principal office of said Pittsburgh

Refractories, Inc., organized under the laws of the State of Maryland, is located in the County of Allegany, State of Maryland.

The principal office of said Union Mining Company of Allegany County, Inc., organized under the laws of the State of Maryland, is located in the County of Allegany, State of Maryland.

NINTH: Said Pittsburgh Refractories, Inc., the merged corporation, does not own property in the County of Allegany, State of Maryland, the title of which could be affected by the recording of an instrument among the Land Records.

TENTH: The merger was duly approved by resolution adopted by a majority vote of the entire board of directors of Pittsburgh Refractories, Inc., at a meeting thereof held on April 21, 1976.

The merger was duly approved by resolution adopted by a majority vote of the entire board of directors of Union Mining Company of Allegany County, Inc. at a meeting thereof held on April 21, 1976.

ELEVENTH: The articles of merger shall become effective on the date of filing.

IN WITNESS WHEREOF, Pittsburgh Refractories, Inc. and Union Mining Company of Allegany County, Inc., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents and attested by their respective secretaries all as of the 22nd day of April, 1976.

PITTSBURGH REFRACTORIES, INC.

By Edwin J. Bognar
Edwin J. Bognar, President

Attest:

Nadine E. Bognar
Nadine E. Bognar, Secretary

UNION MINING COMPANY OF
ALLEGANY COUNTY, INC.

By _____
Edwin J. Bognar, President

Attest:

_____
Nadine E. Bognar, Secretary

THE UNDERSIGNED, President of Pittsburgh Refractories, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

_____
Edwin J. Bognar, President

THE UNDERSIGNED, President of Union Mining Company of Allegany County, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

_____
Edwin J. Bognar, President

FILED FOR RECORD
AUG 12 19[illegible]
at 3:00 o'clock P M.
and same day Recorded in
Liber No. [illegible] Folio [illegible]
one of the Corporation
Records of Allegany
County, Maryland, and com-
pared by [illegible]
Clerk

LIBER 023 PAGE 434

ARTICIES OF MERGER

MERGING

PITTSBURGH REFRACTORIES, INC. (MD. CORP.)

INTO

THE UNION MINING COMPANY OF ALLEGANY COUNTY, INC. (MD
Survivor

approved and received for record by the State Department of Assessments and Taxation of Maryland May 11, 1976 **at** 8:50 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 50610

5

Recorded in Liber 2281 **, folio** 733**, 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 023 PAGE 435

PITTSBURGH REFRACTORIES, INC.

ARTICLES OF REVIVAL

Pittsburgh Refractories, Inc., a Maryland corporation AUG 12 76 A 26756 ******3.7 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 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 Pittsburgh Refractories, Inc.

THIRD: The name by which the Corporation will hereafter be known is Pittsburgh Refractories, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is No. 64 Pershing 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 John W. Rollins, No. 64 Pershing Street, Cumberland, Allegany County, Maryland. Said resident agent is a citizen actually residing in this State.

Compared and Mailed ~~Delivered~~ Bu
Pittsburgh Refractories
TO 10th Floor
Benedyens Press Bldg
Pittsburgh Pa 19 76
aug 17

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 Secretary of the Corporation, have signed these Articles of Revival on May 6, 1976.

Last Acting President

Last Acting Secretary

CORPORATE SEAL

STATE OF Pennsylvania, LIBER 023 PAGE 437

County of Allegheny, ss:

I HEREBY CERTIFY THAT on May 6, 1976, before me, the subscriber, a notary public of the State of Pennsylvania in and for the County of Allegheny, personally appeared Edwin J. Bognar, the last acting President and Nadine E. Bogner, the last acting Secretary of Pittsburgh Refractories, 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.

Beatrice J. Notary Public

BEATRICE J. MARINA, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES FEB. 1, 1977
Member, Pennsylvania Association of Notaries

FILED FOR RECORD
AUG 12 [illegible]
at 3:00 o'clock [illegible] M.
and same day Recorded in
Liber No. [illegible] Folio [illegible]
one of the Land Records of Allegany
County, Maryland and com-
pared by [illegible]
[illegible] Clerk

LIBER 023 PAGE 438

ARTICLES OF REVIVAL

OF

PITTSBURGH REFRACTORIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 11, 1976 **at** 8:45 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 50609

4

Recorded in Liber 2281, **folio** 729, **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. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 439

ARTICLES OF INCORPORATION

OF

RAMEZAN A. RADMANESH, M.D., P.A.

AUG 12-76 A 26358 ******3.75

FIRST: The undersigned, J. Frederick Sharer, whose post office address is 616 Liberty Trust Building, 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 Ramezan A. Radmanesh, M.D., P.A.

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

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is Memorial Hospital Medical Building, Memorial Avenue, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland are Ramezan A. Radmanesh, M.D., P.A., Memorial Hospital Medical Building, Memorial Avenue, 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).

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

Bew

Compared and Mailed ~~Delivered~~

TO Ramezan A. Radmanesh M.D.
~~Memorial Hospital~~
Medical Building
memorial Avenue
Cumberland, Md. 19 76
Aug 17

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 Ramezan A. Radmanesh, Effat Radmanesh 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 (Annotated Code of Maryland, Title "Corporations and Associations", Sections 5-101, et seq) and all other powers conferred on corporations by the laws of the State of Maryland subject to the limitations of the aforementioned Maryland Professional Service Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of April, 1976.

WITNESS:

Mary Emerick

J. Frederick Sharer (SEAL)

LIBER 023 PAGE 440

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 29th day of April, 1976, before me, the subscriber, a Notary Public of the State of Maryland in and for Allegany County, personally appeared J. Frederick Sharer, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Mary C. Tichnell
Notary Public

My Commission Expires: 7/1/78

FILED FOR RECORD
AUG 12 1976
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 023 PAGE 441

ARTICLES OF INCORPORATION

OF

RAMEZAN A. RADMANESH, M.D., P.A.

870

approved and received for record by the State Department of Assessments and Taxation of Maryland May 10, 1976 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 50591

4

Recorded in Liber 2281, **folio** 622, **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 ·

LIBER 023 PAGE 442

ARTICLES OF INCORPORATION

OF

RENTAL UNIFORM SERVICE OF CUMBERLAND, INCORPORATED

AUG 12-76 A #26364 ******3.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Frederick Sharer, Stephen C. Wilkinson and Mary O. Emerick, whose post office address is P. O. Box 1379, 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:

RENTAL UNIFORM SERVICE OF CUMBERLAND, INCORPORATED

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 industrial laundry and cleaning business 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 materials, manufactured products and marketable goods, wares and merchandise of every description.

LSON & SHARER
TORNEYS AT LAW
RTY TRUST BLDG.
MBERLAND, MD.

Compared and Mailed ~~Delivered~~ Sent
Alan A. Myers
TO--~~Queen~~ Street
Cumberland, Md. 21502
----------Aug 17--1976-

(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, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution

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

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 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

LSON & SHARER
TORNEYS AT LAW
RTY TRUST BLDG.
UMBERLAND, MD.

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 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

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CUMBERLAND, MD.

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 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

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BERLAND, MD.

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 nor 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.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Queen Street, Cumberland, Maryland, 21502. The

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LAND, MD.

resident agent of the Corporation is Alan W. Myers, whose post office address is Queen 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 (3) directors, and N. B. Martin, Larry E. Thomson and T. Y. Martin 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 two 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 28th day of April, 1976.

WITNESS:

Mary Emerick — J. Frederick Sharer (SEAL)

Mary Emerick — Stephen C. Wilkinson (SEAL)

Mary Emerick — Mary O. Emerick (SEAL)

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 28th day of April, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared J. Frederick Sharer, Stephen C. Wilkinson and Mary O. Emerick, and they acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Notary Public

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

FILED FOR RECORD
AUG 12 1976
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

LIBER 023 PAGE 449

ARTICLES OF INCORPORATION

OF

RENTAL UNIFORM SERVICE OF CUMBERLAND, INCORPORATED

87

approved and received for record by the State Department of Assessments and Taxation of Maryland May 10, 1976 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 50653

8

Recorded in Liber 2282, **folio** 274, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $ 40.00 **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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 450

ROBUSTIANO J. BARRERA, JR., M.D., P.A.

ARTICLES OF AMENDMENT

AUG 12-76 A #26354 ******4.00

ROBUSTIANO J. BARRERA, JR., M.D., P.A., a Maryland Professional Service Corporation, having its principal office in Allegany County, Maryland, (hereinafter called "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 FOURTH of the Articles of Incorporation and inserting in lieu thereof the following:

"FOURTH: The Post Office address of the principal office of the Corporation in Maryland is: Memorial Medical Center, 500 Memorial Avenue, Cumberland, Maryland 21502. The name and Post Office address of the resident agent of the Corporation in Maryland is: Robustiano J. Barrera, Jr., Memorial Medical Center, 500 Memorial Avenue, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides therein."

SECOND: That the Board of Directors of the Corporation, at a meeting duly convened and held on April 23, 1976, 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 May 4, 1976.

THIRD: Notice setting forth 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 affirmative vote of two-thirds of all votes entitled to be cast 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

Compared and Mailed ~~Delivered~~ BW
TO Robustiano J. Barrera Jr
Memorial Medical Center
Cumberland, Md.
Aug 12 1976

stockholders of the Corporation.

IN WITNESS WHEREOF, Robustiano J. Barrera, Jr., M.D., 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 and Treasurer on the 4th day of May, 1976.

ROBUSTIANO J. BARRERA, JR., M.D., P.A.

Attest:

Dellia N. Barrera
Dellia N. Barrera, Secretary and Treasurer

By Robustiano J. Barrera Jr.
Robustiano J. Barrera, Jr., President

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on the 29th day of ~~May~~ April, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared ROBUSTIANO J. BARRERA, JR., President of Robustiano J. Barrera, Jr., M.D., P.A., 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 DELLIA N. BARRERA, and made oath in due form of law that she was the Secretary of the meeting of the Board of Directors and Secretary of the meeting of the Shareholders 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 to the best of her knowledge, information and belief.

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

Notary Public

My Commission Expires:

July 1978

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

LIBER 023 PAGE 452

FILED FOR RECORD
AUG 12 [illegible]
at 2:00 o'clock P. M.
and same day Recorded in
Liber No. Cayreatln Folio
one of the Records of Allegany
County, Maryland, and com-
pared by
[illegible] Clerk

ARTICLES OF AMENDMENT

OF

ROBUSTIANO J. BARRERA, JR., M.D., P.A.

839

approved and received for record by the State Department of Assessments and Taxation of Maryland May 3, 1976, **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 50347

3

Recorded in Liber 2279, **folio** 400, **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 ·

SO. CUMBERLAND CLUB INC. May 21 ,1976

ARTICLES OF REVIEAL LIBER 023 PAGE 453

TITLE 3,SUBTITLE 508-509-510 Of CORPORATION AND ASSOCIATIONS ARTICLE" of the ANNOTATED CODE OF MARYLAND.
SO.CUMBERLAND CLUB INC. a Maryland corporation having its principal office in ALLEGANY COUNTY, MARYLAND,hereby certifies to the STATE DEPARTMENTOF ASSESSMENT AND TAXATION OF MARYLAND that;

The charter of the Corporation was forfeited on Jan.28,1975 for the for failure to file an annual report with the STATE DEPTARTMENT OF ASSE SSMENTAAND TAXATION OF MARYLAND,and these ARTICLES of REVIVAL are for the purpose of reviving and reinstating the charter of the Corporatina

The name of the Corporation at the time of the forfeiture of it charter was SO.CUMBERLAND CLUB INC.

The name by which the Corporation will hereafter be knownis South End Sportman Club.

The postoffice address of the principal office of the Corporation in the STATE OF MARYLAND is No. 384 Va. Ave. Allegany County,Maryland,and said principal office is located in the same count in which the principal office of the Corporatiom was located at the time of the forfeiture of its charter.

The name and post office address of the resident agent of the corporation in the STATE OF MARYLAND are Calvin F. Rummer RT 1 Bowman Addition allegany County,Maryland. Said resident agent is a efficer .

At or prior to the filing of these Articles Of Revival,the Corporation has;;

(A) Yes (B) Yes (C) YES (D) YES

IN WITNESS WHEREOF, the undersigned,who were respectively the last acting President and Secretary of the Corporation have signed these articles of Revival on May 8 1976

LAST ACTING PRESIDENT Calvin F Rummer

LAST ACTING SECRETARY Shelvie J Wharton

STATE OF MARYLAND, COUNTY OF ALLEGANY.
I HEREBY CERIFY that on May 8 ,1976 before me,the subscriber, a notary of the State of Maryland in and for the County of ,Allegany. personally appeared Calvin F Rummer , the last acting President and the last acting Secretary Shelvie J Wharton of SoSO. Cumberland Club a Maryland corporation,and severally acknowledged the foregoing Articles of Revival to be thier act.

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

Notary Public

AUG 12 76 A 26395 $4.75

Compared and Mailed ~~Delivered~~ Bu
TO Calvin F. Rummer
Rt #1 Bowman Addition
Cumberland, Md
Aug 12 19 76

LIBER 023 PAGE 454

FILED FOR RECORD
AUG 12 1976
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 REVIVAL

OF

SO. CUMBERLAND CLUB, INC.

changing its name to:

SOUTH END SPORTMAN CLUB

906

approved and received for record by the State Department of Assessments and Taxation of Maryland May 24, 1976, **at** 8:30 **o'clock** A **M. as in conformity with law and ordered recorded.**

A 50957

2

Recorded in Liber 2285 **, folio** 483 **, 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 · BONA VOLVNTATIS TVÆ CORONASTI NOS SCVTO

LIBER 023 PAGE 455

FM

VALLEY BEVERAGE DISTRIBUTORS, INC.

(a close corporation under Title 4)

AUG 12-76 A 26363 ******3.75

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, James E. DeHaven, whose post office address is P. O. Box 186, Corriganville, Maryland, 21524, and George C. DeHaven, Jr., whose post office address is P. O. Box 186, Corriganville, Maryland, 21524, and Terrence C. DeHaven, whose post office address is P. O. Box 72, Corriganville, Maryland, 21524, each 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 VALLEY BEVERAGE DISTRIBUTORS, INC.

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

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

(a) To own and operate a general merchandising and distributing business, both wholesale and retail, of buying, selling, handling and distributing all kinds of beverages and food stuffs, including, particularly, but not limited to, wholesale distributing of beer and other alcoholic beverages, and wholesale and retail distributing of soft drinks, water and other beverages, 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,

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~
TO James E. DeHaven
P.O. Box # 186
Corriganville, Md. 21524
Aug 17 1976

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.

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

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& PAYE
UMBERLAND
MARYLAND

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 is Main Street, Old Route 36, Corriganville, Maryland, 21524. The name and post office address of the resident agent of the Corporation in Maryland is James E. DeHaven, P. O. Box 186, Corriganville, Maryland. 21524. 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, 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 James E. DeHaven, George C. DeHaven, Jr. and Terrence C. DeHaven.

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 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 time, including without limitation, the authority to enter into one or more stockholders' agreements as authorized by Section 4-401 under such sub-title;

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& PAYE
CUMBERLAND
MARYLAND

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 sub-title, unless such provision specifically states that it shall be deemed to be 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.

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RT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, each acting as an Incorporator, and we each severally acknowledge the same to be our act on this 30th day of April, 1976.

WITNESS:

Robert L. Paye — James E. DeHaven (SEAL)
JAMES E. DeHAVEN

Robert L. Paye — George C. DeHaven Jr. (SEAL)
GEORGE C. DeHAVEN, JR.

Robert L. Paye — Terrence C. DeHaven (SEAL)
TERRENCE C. DeHAVEN

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
AUG 12 1976
at 2:00 o'clock P.M.
and same day Recorded in
Liber No. Courtesy Folio
one of the Records of Allegany
County, Maryland, and com-
pared by
Raymond F. Phillips Clerk

LIBER 023 PAGE 460

ARTICLES OF INCORPORATION

OF

VALLEY BEVERAGE DISTRIBUTORS, INC.

[redacted]

approved and received for record by the State Department of Assessments and Taxation of Maryland May 14, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

88

A 50736

6

Recorded in Liber 2283, folio 54, 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.

William S. Simmons

[redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

FM

ARTICLES OF INCORPORATION

OF

SEP -1-76 A #27863 ******3.5

THE ARK FOUNDATION, INCORPORATED

GOD'S ARK OF SAFETY

We, the undersigned, John W. Logue, J. Richard Greene, J. Russell Snyder and Vernon Wampler, elected by the members of the congregation of The Ark Foundation, Incorporated, God's Ark of Safety, to act as Directors in the name and on behalf of said congregation to manage the estate, property, interest and inheritance of same, and each being at least eighteen years of age, and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intention of forming a Religious Corporation under and by virtue of the special provisions of Section 5-301 et. seq. of the Corporations and Associations Article, Annotated Code of Maryland.

FIRST:

The plan and purpose of the religious corporation adopted at the meeting of the members of the corporation electing the Directors are as follows:

1. The name of the religious corporation is The Ark Foundation, Incorporated, God's Ark of Safety.

2. The objects and purposes for which the corporation are formed are:

A. To organize and establish a church, religious society

Compared and Mailed Delivered BW

Earl E. Manges Esq.

TO Rt #2 Hinkelow Md

Oct 26 1976

and congregation and to operate exclusively for religious, charitable or educational purposes, including but not limited to receiving contributions and funds and paying them over to one or more charitable, religious and educational organizations described in Section 501 (c)(3), and exempt from taxation under Section 501 (a) of the Internal Revenue Code, as now in force or afterwards amended.

B. To operate exclusively for such charitable, religious, and educational purposes as will qualify it as an exempt organization under Internal Revenue Code, Section 501, subsection (c)(3).

C. To have and exercise all rights and powers conferred on corporations under the laws of the State of Maryland, provided, however, that this corporation is not empowered to nor shall engage in any activity which in itself is not in furtherance of its purposes as herein set forth.

D. To receive and administer funds and property, and to apply the income and principal thereof, either in whole or in part, as the Board of Directors may from time to time determine, directly for exclusively charitable, educational, or religious purposes or indirectly through contributions to qualified charitable organizations. The term "charitable

organizations" as used in these Articles of Incorporation shall include only a corporation, trust, or community chest, fund or foundation, organized and operated exclusively for charitable, educational, scientific, literary or religious purposes, or for the prevention of cruelty to children or animals.

E. To acquire, take or hold, by grant, bequest, devise, gift, purchase, exchange or lease, either absolutely or in trust, for or in connection with any of its objects and purposes, any property, real, personal or mixed; to sell, convey, and dispose of any property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the aforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which said property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other instrument, for any of the corporation's purposes, and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such

purposes, if authorized or directed in the trust instrument under which it is received.

F. To borrow money, sell, mortgage, exchange, lease, convey, transfer or otherwise dispose of any of its properties; to receive, to take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign; to enter into, make, perform and carry out contracts of every kind, with any person, association or corporation and to do any acts necessary or expedient for carrying on any or all objects and purposes of the corporation not forbidden by the Articles of Incorporation, its Bylaws, or the laws of the State of Maryla[redacted].

G. To do and engage in all lawful activities that are in furtherance of one or more of the above mentioned purposes of the corporation.

3. The time and manner for the election and succession of directors and the qualifications of individuals eligible to vote at elections and to be elected to office are as follows:

A. The powers of the corporation shall be exercised, its property controlled and its affairs conducted by a Board to be known as the Board of Directors. The number of Directors of this corporation shall be four , but, by vote of a majority

of the entire Board of Directors or by a duly adopted bylaw, the number thereof may be increased or decreased, but in no event shall the number be less than four.

B. All of the Directors shall be of full legal age.

C. The Directors need not be members of the congregation. However, the congregation shall at no time hold less than one-half plus one of the directorships.

D. The Directors named herein as the first Board of Directors shall hold office until the first meeting of the members of the congregation at which time an election of Directors shall be held. The Directors shall thereafter be elected at the annual meeting of the members of the congregation for the election of Directors at which a quorum is present, and the persons receiving a plurality of votes cast at such election meeting shall be elected.

E. Each Director shall hold office until the next annual meeting of the members of the congregation and until his successor has been duly elected and qualified, or until his death, or until he shall have resigned, or have been removed, as provided by statute, or the Bylaws.

F. The names and residences of the members of the first Board of Directors are as follows:

Name	Address
1. J. Richard Greene	1 Beall Street, Frostburg, Maryland
2. John W. Logue	147 Bowery Street, Frostburg, Maryland
3. J. Russell Snyder	67 Washington Street, Frostburg, Maryland
4. Vernon Wampler	Rt. #1, Box 784, Frostburg, Maryland

G. The Directors shall possess and exercise all the rights and authority herein enumberated as well as those set forth in Section 5-306 of the Annotated Code of Maryland.

SECOND:

The duration of the corporation shall be perpetual.

THIRD:

No part of the assets, funds, property, earnings, or net income of the corporation shall inure to the benefit of any private individual or member and no substantial part of its activities or of any organization to which it may contribute shall be for carrying on propaganda or otherwise attempting to influence legislation, or participate in, or attempt to influence any political campaign on behalf of any candidate for public office, nor shall it make any distribution, engage in any activity or enter into any transaction of whatever character, the effect whereof, under applicable federal laws, then in force, will cause the corporation to lose its status as an organization exempt from federal income taxes, or as an

organization, contributions to which are deductible in computing the net income of the contributor for federal income tax purposes.

FOURTH:

No member, director, officer or employee of the corporation or any other person shall receive or be entitled to receive under any circumstances any pecuniary profit or benefit from the operation or liquidation thereof, except as reasonable compensation for services rendered in effecting one or more of the objects or purposes of the corporation. Upon any dissolution of the corporation, or if there should take place any partial or entire liquidation of its property and assets, none of such property and assets shall go to any member, director, officer or donor of the corporation, but all of its property and assets (both principal and income) remaining after payment of its liabilities shall be applied in the manner provided in these Articles of Incorporation and in such amounts and proportions as the Board of Directors in its discretion may see fit. Any of such assets not so distributed shall be disposed of by the Circuit Court of Maryland of the county in which the principal office of this corporation is then located, exclusively for such

purposes or to such organization or organizations as such court shall determine, which are organized and operated for such purposes. There shall be no power in the members of the corporation to amend these Articles of Incorporation to give any member, director, officer or donor any right in any way to share in such property and assets.

FIFTH:

The corporation shall have no capital stock. Its members shall consist of the incorporators of the corporation, and all other natural persons elected to membership in such manner as the Bylaws may provide. Membership in this corporation shall not be transferrable. The property of the incorporators and members shall not be liable for the debts of the incorporation.

SIXTH:

The corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, as now in force or afterwards amended.

SEVENTH:

The corporation shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code, as now in force or afterwards amended.

EIGHTH:

The corporation shall not be operated for the primary purpose of carrying on an unrelated business or trade as defined in Section 513 of the Internal Revenue Code, as now in force or afterwards amended.

NINTH:

The corporation is organized to serve Almighty God and the public interest. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or members of the corporation, or persons controlled directly or indirectly by such private interests.

TENTH:

The address of the principal place of worship of the corporation is 1 Beall Street, Frostburg, Maryland. The Resident Agent upon whom process against the corporation may be served is Earl Manges, whose address is Route 2, Flinstone, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides herein.

ELEVENTH:

The name and address of each incorporator is:

Name	Address
1. John W. Logue	147 Bowery Street, Frostburg, Maryland
2. J. Richard Greene	1 Beall Street, Frostburg, Maryland

3. J. Russell Snyder 67 Washington Street, Frostburg

4. Vernon Wampler Route 1, Box 784, Frostburg

IN WITNESS WHEREOF, we have signed this Articles of Incorporation this 18th day of June, 1976.

John W Logue

J Richard Greene

J. Russell Snyder

Vernon D Wampler

STATE OF MARYLAND
COUNTY OF Allegany SS:

I HEREBY CERTIFY, that on this 18th day of June, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county of Allegany, aforesaid, personally appeared John W. Logue, J.Richard Greene, J. Russell Snyder, Vernon D. Wampler, and they severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Earl D. Wilson

Notary Public Earl D. Wilson

My Commission expires: July 1, 1978.

FILED FOR RECORD
SEP 1 1976 19
at 1:30 O'clock P. M.
and same day Recorded in
Liber No. Caption
one of the Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 023 PAGE 471

ARTICLES OF INCORPORATION

OF

THE ARK FOUNDATION, INCORPORATED, GOD'S ARK OF SAFETY

1010

approved and received for record by the State Department of Assessments and Taxation of Maryland June 25, 1976, **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 51917

11

Recorded in Liber 2295, **folio** 274, **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 P. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · MARYLAND ·

LIBER 023 PAGE 472

ARTICLES OF INCORPORATION

OF

BOAL'S FUNERAL SERVICE, P.A.

SEP -1-76 A 427864 ******3.50

We, the undersigned, F. Wayne Boal, 311 Pratt Street, Luke, Maryland, 21540, and Frederick W. Warnick, 308 Baughman Street, Westernport, Maryland, 21562, each of whom is of legal age and is duly licensed to practice the profession of funeral director in Maryland, pursuant to the provisions of Article 43, Sections 339 through 360, Maryland Code, hereby intent to form a professional service corporation pursuant to Corporations and Associations Article, Sections 5-101 through 5-122 Maryland Code, for the purpose of rendering funeral directing services and related services, and each of said undersigned does hereby adopt the following Articles of Incorporation for that purpose:

FIRST: The name of the corporation is BOAL'S FUNERAL SERVICE, P.A.

SECOND: The purposes for which said Boal's Funeral Service, P.A. (herein called the Corporation) is organized, and the business and activities to be carried on thereby are as follows:

A. Primarily to engage in the specific business of undertaking, embalming and directing funerals; building, acquisition and maintenance of a funeral home; dealing, in, offering for sale and selling coffins and caskets, and all such property, goods, wares and merchandise incidental to and generally utilized in the business of funeral directors; also the buying, owning, holding, selling, letting, leasing, encumbering, mortgaging and otherwise dealing in and with real property and personal property of every kind and nature, upon which, or in connection with which, the business of funeral director may be conducted or carried on; also owning and operating motor vehicles of every kind and description now or hereafter utilized in the business of undertaking, embalming and funeral directing; and to engage in every phase and activity of the business of rendering the same professional services to the general public that a funeral director, licensed under the Laws of Maryland, is now authorized

Compared and Mailed Delivered By
F. Wayne Boal
TO 311 Pratt Street
Luke, Maryland 21540

19

to render.

B. To invest the corporation's funds in real estate, mortgages, stocks, bonds, certificates of deposit, or any other types of investments.

C. To perform such activities and carry on such businesses as may be permitted by the Maryland Professional Service Corporation Act, referred to hereinabove, subject to the limitations thereof.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 111 Church Street, Westernport, Maryland, 21562. The resident agent of the Corporation is F. Wayne Boal, whose post office address is 311 Pratt Street, Luke, Maryland, 21540. 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 Fifteen Hundred (1500) shares, with a par value of One Hundred ($100.00) 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 Corporation's by-laws; but there shall never be less than one director. The names of the directors who shall act until the first annual meeting, or until their successors are duly chosen, are:

F. Wayne Boal and Frederick W. Warnick.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this June 28, 1976.

ATTEST:

Joseph D. Rund

Brenda Snyder

F. Wayne Boal (SEAL)
F. Wayne Boal

Frederick W. Warnick (SEAL)
Frederick W. Warnick

LIBER 023 PAGE 474

STATE OF MARYLAND; ALLEGANY COUNTY; TO WIT:

I HEREBY CERTIFY, that on this June 28th, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared F. Wayne Boal and Frederick W. Warnick, both satisfactorily identified, and each acknowledged the aforegoing Articles of Incorporation to be hisrespective act and deed.

WITNESS my hand and Notarial Seal on the date written.

Lonna L. Elliott
Notary Public

My commission expires: July 1, 1978

FILED FOR RECORD
SEP 1 1976 12
at 1:30 o'clock P. M.
and same day Recorded in
Liber No. Corporation Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 475

ARTICLES OF INCORPORATION

OF

BOAL'S FUNERAL SERVICE, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 29, 1976 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

1020

A 52015

4

Recorded in Liber 2296 **, folio** 458 **, 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 L. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 476

BOYD ZOSIMO T. GABA, M.D., P.A.

ARTICLES OF INCORPORATION

FIRST: I, Boyd Zosimo T. Gaba, M.D., whose post office address is 924 Seton Drive, Cumberland, Maryland 21502, being at lease twenty-one (21) years of age, am hereby forming a professional corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporation Act, (Title 5, Subtitle 1, Annotated Code of Maryland).

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

BOYD ZOSIMO T. GABA, M.D., P.A. SEP -1-76 A № 27856 ******3.50

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

a) To engage in every aspect of the general practice of medicine. The professional services involved in the Corporation's practice of medicine may be rendered only through its employees who are duly licensed or otherwise legally authorized to practice medicine in the State of Maryland; provided, however, that the foregoing shall not prevent clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional medical services to the public for which a license or other legal authorization is required from performing their customary services.

b) To invest its funds in real estate, mortgages, stocks, bonds and any other types of investment, and to own real and personal property necessary for the rendering of the professional medical services.

c) To do anything permitted in Title 5, Subtitle 1, of the Maryland Code, as amended from time to time, and as limited by the Professional Service Corporation Act.

Compared and Mailed Delivered By
TO Boyd Zosimo T. Gaba M.D.
924 Seton Drive
Cumb. Md.
Aug 26 19 76

LAW OFFICES
DENSKI AND CANARAS
COURT SQUARE BUILDING
BALTIMORE, MARYLAND 21202

FOURTH: The post office address of the principal office of the Corporation in this State is 924 Seton Drive, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this state is Boyd Zosimo T. Gaba, M.D., 924 Seton Drive, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shres, without par value. The shareholders shall have no premptive 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 shall therefore be issued only to physicians authorized and licensed to practice medicine in the State of Maryland, subject to such further limitations as the By-Laws of the Corporation may prescribe or as may be agreed among the shareholders.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The name of the director, who shall act until the first annual meeting or until their successors are duly elected and have qualified is Boyd Zosimo T. Gaba, M.D.

SEVENTH: The Board of Directors shall have continuing exclusive authority to make the management decisions necessary to the conduct of the business of the Corporation, including, without limiting the generality of the foregoing, the powers to assign work periods to physician-employees and to fix fees for professional services.

EIGHTH: The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act, this 22 day of June, 1976.

LAW OFFICES
AND CANARAS
SQUARE BUILDING
MARYLAND 21202

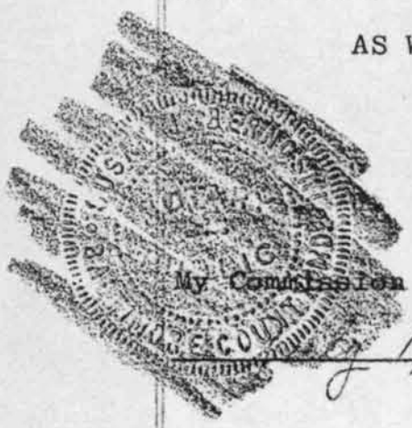
Witness

Boyd Zosimo T. Gaba, M.D., P.A.

STATE OF MARYLAND, COUNTY OF Baltimore : to wit,

I HEREBY CERTIFY that on this 2nd day of June, 1976, before me, the subscriber, a Notary Public in and for the County and State aforesaid, personally appeared Boyd Zosimo T. Gaba, M.D. and he acknowledged that the aforegoing Articles of Incorporation are his act.

AS WITNESS my hand and Notarial Seal.



Susan D. Bernardi
Notary Public

My Commission Expires:
July 1, 1978

LAW OFFICES
KODENSKI AND CANARAS
310 COURT SQUARE BUILDING
BALTIMORE, MARYLAND 21202

FILED FOR RECORD
1976 Jun 30 8:30 o'clock A. M.
same day Recorded in
Liber No. Folio
of the Corporation
Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

BOYD ZOSIMO T. GABA, M.D., P.A.

LIBER 623 PAGE 479

1025

approved and received for record by the State Department of Assessments and Taxation of Maryland June 30, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 52101

4

Recorded in Liber 2297, folio 308, 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

fm

LIBER 023 PAGE 480

ARTICLES OF INCORPORATION
OF
CUMBERLAND OUTLAWS CITIZENS BAND
CLUB, INC.

SEP -1-76 A 27862 ******3.50

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, LARRY NEIL KNOTTS, 14810 Vermont Street, Cresaptown, Maryland, 21502; and GLENN ANDREW GRAY, Rt. #6, Box 372, Cumberland, Maryland, 21502; and GERALD EUGENE LEWIS, 518 Dryer 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 corporation, do hereby form a corporation.

SECOND: The name of the Corporation is CUMBERLAND OUTLAWS CITIZENS BAND 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:

To purchase, lease or otherwise acquire any

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

BW
Compared and Mailed Delivered
TO Joyce Lynece Gray
Rt 6 Box 372 Cmd
Allegany County
Oct 26 1976

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 Rt. #6, Box 372, Allegany County, Maryland, 21502; the resident agent of the Corporation is Joyce Lyneen Gray, whose post office address is Rt. #6, Box 372, 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 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 qualify are as follows: LARRY NEIL KNOTTS, GLENN ANDREW GRAY, GERALD EUGENE LEWIS, JUDY LYNN SHAFFER and THOMAS LEE PAXTON.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we hereunto affix our names and seals this 25th day of May, 1976.

ATTEST:

Joyce Lyneen Gray — Larry Neil Knotts (SEAL)
Larry Neil Knotts

Joyce Lyneen Gray — Glenn Andrew Gray (SEAL)
Glenn Andrew Gray

Joyce Lyneen Gray — Gerald Eugene Lewis (SEAL)
Gerald Eugene Lewis

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 25th day of May, 1976,

before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Larry Neil Knotts, Glenn Andrew Gray, and Gerald Eugene Lewis, 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.

Jacqueline Michelle Siegman
Notary Public

7/28

FILED FOR RECORD
SEP 1 1976
at 1:30 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 023 PAGE 484

ARTICLES OF INCORPORATION

OF

CUMBERLAND OUTLAWS CITIZENS BAND CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 17, 1976 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

981

A 51673

5

Recorded in Liber 2292 **, folio** 394 **, 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 ·

FM

LIBER 023 PAGE 485

ELMVENT MANUFACTURING COMPANY, INC.

ARTICLES OF INCORPORATION

SEP -1-76 A #27857 ******3.50

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ELBERT MILLER, whose post office address is 75 Eleanor Street, LaVale, Maryland, 21502, and JERRY A. GOODWIN, whose post office address is 8 Bane Street, LaVale, Maryland, 21502, and ROBERT H. REINHART, whose post office address is 61 C Stoneybrook Lane, LaVale, 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:

ELMVENT MANUFACTURING COMPANY, INC.

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

(1) To research, develop, manufacture, fabricate, assemble, sell and distribute plumbing systems and plumbing system components; to process, fabricate, manufacture, install, store, handle, transport or otherwise work in or with plumbing materials, fixtures and supplies of all kinds, and any and every other material, appurtenance, or process useful in, necessary for or convenient in the research, development, manufacturing, fabrication, assembling, selling and distributing of plumbing systems and plumbing system components.

Compared and Mailed Delivered BW

TO Elbert Miller 75 Eleanor St. LaVale, Md.

Oct 26 19 76

(2) To manufacture, experiment, invent, develop, improve, purchase, sell, and generally deal in plumbers' and heaters' supplies, fixtures, tools, appliances, sanitary fixtures, and any and every kind of wares, articles, and merchandise which are or may be used by plumbers, and to carry on the business of inventors, manufacturers, wholesalers, retailers, importers, and exporters in plumbing fixtures and supplies, and any and all kinds of wares and merchandise. To experiment, invent, patent, manufacture, and generally deal in and with chemicals, chemical compounds, chemical preparations, secret processes and mixtures of any and all kinds to be used in the plumbing or any other kind of business.

(3) 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.

(4) 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.

(5) 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 75 Eleanor Street, LaVale, Maryland, 21502, The resident agent of the Corporation is Elbert Miller, whose post office address is 75 Eleanor Street, LaVale, 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 Fifty Dollars ($150.00) 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 Fifty Thousand Dollars ($150,000.00).

SIXTH: The Corporation shall have three (3) directors and Elbert Miller, Benjamin J. Krick, Jr., and Robert H. Reinhart, 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 or 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 of 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 3rd day of June, 1976.

WITNESS:

_____ _____ (SEAL)
ELBERT MILLER

_____ _____ (SEAL)
JERRY A. GOODWIN

_____ _____ (SEAL)
ROBERT H. REINHART

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 2nd day of June, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ELBERT MILLER, JERRY A. GOODWIN and ROBERT H. REINHART, and each did acknowledge the aforegoing Articles of Incorporation to be their respective act and deed.

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
SEP 1 1976
2:32 o'clock P M.
same day Recorded in
er No. Folio
of the Courthouse
Records of Allegany
unty, Maryland, and com-
ed by
Clerk

LIBER 023 PAGE 492

ARTICLES OF INCORPORATION

OF

ELMVENT MANUFACTURING COMPANY, INC.

935

approved and received for record by the State Department of Assessments and Taxation of Maryland June 4, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 51268

8

Recorded in Liber 2288, folio 535, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 30.00 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 023 PAGE 493

ARTICLES OF INCORPORATION

OF

SEP -1-76 A 27859 ******350

FRANCIS AND JOE CREATIVE CONTRACTORS, INC.

THIS IS TO CERTIFY:

FIRST: We, JOSEPH FRANCIS HAUPT JR whose post office address is 43 Hope Road, Frostburg, Maryland, 21532 and JOSEPH FRANCIS GODLEWSKI whose post office address is 69 West Main Street, Frostburg, Maryland, 21532, both being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

FRANCIS AND JOE CREATIVE CONTRACTORS, INC.

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

(a) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, moving, remodeling, razing, landscaping and black topping, and doing any other work in connection with and incidental to any and all classes of building and improvements of any kind and of any material, whatsoever, including the building, remodeling, rebuilding, alteration, repairing and improving of houses, factories, buildings, and works and erection and remodeling of every kind of description whatsoever, and including the location, laying out and consulting of roadways of every kind and description and all classes of buildings, erections, and works, both public and private, and any integral parts thereof;

N C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

Compared and Mailed Delivered Bus
Joseph Francis Godlewski
TO 69 W. Main St.
Frostburg, Md.
Oct 26 19 76

(b) To make and enter into all manner and kinds of agreements, contracts, and obligations, by or with any person(s), partnerships(s), association(s), or corporation(s), for the purpose of carrying on and conducting any and all of the businesses heretofore set forth, and generally with full power to perform any and all acts connected with the same, or arising therefrom, or incidental hereto, and do all acts proper and necessary for the purpose of carrying on the aforesaid businesses or any of them, by the Corporation, or which may be conducive to its best interests;

(c) To acquire, lease, own, hold, mortgage and sell such real or personal, tangible and intangible, and mixed property, both in this State and in any part of the world;

(d) In general to carry on any other incidental business in connection with the aforegoing, and to do any and all acts and things necessary or convenient to carry out the objects and purposes of the Corporation as herein set forth and to have and to exercise all the powers usually conferred by the laws of Maryland upon corporations of this character; and

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

FOURTH: The post office address of the principal office of the Corporation in this State is 17 West Main Street, Frostburg, Maryland, 21532. The name and post office address of the Resident Agent of the Corporation in this State is Joseph Francis Godlewski, 69 West Main Street, Frostburg, Maryland, 21532.

Said Resident Agent is an individual actually residing in this State.

FIFTH: The total amount of the authorized capital stock is Fifty Thousand ($50,000.00) Dollars, divided into five hundred (500) shares of common stock with a par value of One Hundred ($100.00) Dollars per share.

SIXTH: The number of directors of the Corporation shall be at least three (3) at all times, but said number shall be subject to increase pursuant to the provisions of the By-Laws of the Corporation. The names of the directors who shall act until the first annual meeting of the stockholders of the Corporation and until their successors are duly chosen and qualified are:

Joseph Francis Haupt
Nancy Lee Haupt
Joseph Francis Godlewski
Sally Elizabeth Godlewski

SEVENTH: The Corporation shall provide any indemnification required by the laws of Maryland and shall be required to indemnify the directors, officers, employees and agents under the Corporations and Associations Article (Section 2-418) of the Maryland Code, as amended from time to time, with the exception that any permitted indemnification for director and officers under that Article shall be required.

EIGHTH: The existence of this Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 7 day of May, 1976, and we acknowledge the same to be our act.

WITNESS:

Joan C. Sullivan — Joseph Francis Haupt, Jr. (SEAL)
Joseph Francis Haupt, Jr.

To bork

Joseph Francis Godlewski (SEAL)
Joseph Francis Godlewski

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 27 day of May, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph Francis Haupt and Joseph Francis Godlewski, 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.

Joan C. Sullivan
Notary Public

FILED FOR RECORD
SEP 1 1976 2:30 o'clock P. M.
and same day Recorded in
Folio No. of the Corporation
Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 023 PAGE 497

ARTICLES OF INCORPORATION

OF

FRANCIS AND JOE CREATIVE CONTRACTORS, INC.

941

approved and received for record by the State Department of Assessments and Taxation of Maryland June 7, 1976 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 51318

5

Recorded in Liber 2289 **, folio** 517 **, 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 ·

LIBER 023 PAGE 498

McINTYRE'S FOOD MARKET, INC.

(a close corporation under
Title 4)

ARTICLES OF INCORPORATION

SEP 27-76 A #29739 ******3.75

THIS IS TO CERTIFY:

FIRST: That the undersigned, Donald W. McIntyre, whose post office address is 1011 Van Buren Avenue, Cumberland, Maryland, 21502; being at least 18 years of age, does hereby form a Corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is McINTYRE'S FOOD MARKET, INC.

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

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

(a) To own, lease, and operate a general merchandising business, both wholesale and retail, of buying and selling, merchandising, and distributing at wholesale and retail, foods and food stuffs of all kinds and descriptions, whether in bulk, package, bottle or can, including beverages of all kinds and for all purposes, and to general deal in groceries and grocery products, and to deal in and provide any and all goods and services related to a general grocery store.

(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 of interest in or

LAW OFFICES
ERT, McMULLEN
& PAYE
UMBERLAND
ARYLAND

Compared and Mailed Delivered
By
Donald W. McIntyre
TO 436 Cumberland St.
Cumberland, Md.
Oct 26 19 76

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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GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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 is 436 Cumberland Street, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation is Donald W. McIntyre, 436 Cumberland Street, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland, and actually resides therein.

SIXTH: The total number of authorized capital stock is One Hundred Thousand Dollars ($100,000.00) divided into One Thousand (1000) shares of One Hundred Dollars ($100.00) par value for each share.

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 shares is One Thousand (1000) shares; and all such shares shall have a par value of One Hundred Dollars ($100.00) each.
>
> 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.

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 Donald W. McIntyre, Leslie Ann McIntyre and Hugh A. McMullen.

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 the Corporations and Associations Article of the Annotated Code of Maryland, as existing on the

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HUGH A. McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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 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 sub-title, unless such provision specifically states that it shall be deemed to be 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

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GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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, as an Incorporator, and I acknowledge the same to be my act and deed on this 15th day of July, 1976.

Witness:

Hughston McMullen

Donald W. McIntyre (SEAL)
Donald W. McIntyre

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 15th day of July, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared DONALD W. McINTYRE, and acknowledged the aforegoing instrument of writing to be his act and deed.

WITNESS my hand and Notarial Seal.

Alice R. Morahan
Notary Public

My Commission Expires:
July 1, 1978

LAW OFFICES
PERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

ED FOR RECORD
27 1976
o'clock M.
me day Recorded in
No. Folio
the
Records of Allegany
Maryland and com-

LIBER 023 PAGE 503

ARTICLES OF INCORPORATION

OF

McINTYRE'S FOOD MARKET, INC.

6

approved and received for record by the State Department of Assessments and Taxation of Maryland July 21, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 52704

6

Recorded in Liber 2303, folio 186, 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · STATE OF MARYLAND · BONE VOLENTATIS TVÆ CORONAST NOS SCITO

LIBER 023 PAGE 504

ARTICLES OF INCORPORATION

OF

NATIONAL MASONRY COMPANY, INC.

SEP -1-76 A 27858 ******3.50

THIS IS TO CERTIFY:

FIRST: We, WILLIAM ADAMS, JR. whose post office address is RFD Route #1, Box 218, Frostburg, Maryland, 21532, MICHAEL ANTHONY SPATARO, whose post office address is RFD Route #1, Box 363, Frostburg, Maryland, 21532, and MICHAEL CHARLES SPATARO, RFD Route #1, Box 363, Frostburg, Maryland, 21532, all being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

NATIONAL MASONRY COMPANY, INC.

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

(a) To enter into contracts for furnishing labor, material, and/or tools and to perform all types of masonry and stone work as related to home and business improvements; the buying and selling of such articles of commerce as may be connected with masonry and stone work and kindred work; also, the contracting for all types of building construction, building specialty items, home and building improvements and the buying, selling and renting of related articles of commerce; and to establish and operate all necessary plants as may be necessary to carry out the objects of the Corporation;

(b) To do all things that may be necessary, expedient, suitable, proper or incidental in and to the conduct of the

Compared and Mailed Delivered
Ben
Michael Charles Spataro
TO R.F.D. #1
Frostburg Md
Oct 26 19 76

C. SULLIVAN
RNEY AT LAW
EENE STREET
ERLAND, MD.
724-7777

business or businesses aforesaid and to exercise any and all rights of things which a natural person or partnership, association, or corporation could do and exercise and which now or hereafter may be authorized by law;

(c) To make and enter into all manner and kinds of agreements, contracts, and obligations, by or with any person(s), partnership(s), association(s), or corporation(s), for the purpose of carrying on and conducting any and all of the businesses heretofore set forth, and generally with full power to perform any and all acts connected with the same, or arising therefrom, or incidental hereto, and do all acts proper and necessary for the purpose of carrying on the aforesaid businesses or any of them, by the Corporation, or which may be conducive to its best interests;

(d) To acquire, lease, own, hold, mortgage and sell such real or personal, tangible and intangible, and mixed property, both in this State and in any part of the world;

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route #1, Box 363, Frostburg, Maryland, 21532. The name and post office address of the Resident Agent of the Corporation in this State is Michael Charles Spataro, RFD Route #1, Box 363, Frostburg, Maryland, 21532. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total amount of the authorized capital stock is Fifty Thousand ($50,000.00) Dollars, divided into five hundred (500) shares of common stock with a par value of One Hundred ($100.00) Dollars per share.

SIXTH: The number of directors of the Corporation shall be at least three (3). The names of the directors who shall act until the first annual meeting of the stockholders of the Corporation and until their successors are duly chosen and qualified are:

William Adams, Jr.
Michael Anthony Spataro
Michael Charles Spataro

SEVENTH: The Corporation shall provide any indemnification required by the laws of Maryland and shall be required to indemnify directors, officers, employees and agents under the Corporations and Associations Article (Section 2-418) of the Maryland Code, as amended from time to time, with the exception that any permitted indemnification for directors and officers under that Article shall be required.

EIGHTH: The existence of this Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 27 day of May, 1976, and we acknowledge the same to be our act.

WITNESS:

Alice C. Sullivan — William Adams, Jr. (SEAL)
William Adams, Jr.

To all

_____ — Michael Anthony Spataro (SEAL)
Michael Anthony Spataro

_____ — Michael Charles Spataro (SEAL)
Michael Charles Spataro

LIBER 023 PAGE 507

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 27 day of May, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William Adams, Jr., Michael Anthony Spataro, and Michael Charles Spataro, 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.

Joan C. [illegible]
Notary Public

FILED FOR RECORD
SEP 1 1978
2:30 o'clock P. M.
same day Recorded in
Liber No. Folio
of the Corporation
Records of Allegany
County, Maryland and com-
pared by me
Clerk

LIBER 023 PAGE 508

ARTICLES OF INCORPORATION

OF

940

NATIONAL MASONRY COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 4, 1976, **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 51296

5

Recorded in Liber 2289 **, folio** 418 **, 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 509

ARTICLES OF INCORPORATION

OF

SEP -1-76 A 27860 ******3.50

PARKVIEW LIQUORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert E. Robinette, whose post office address is 430 National Highway, LaVale, Maryland 21502, Virginia R. Robinette, whose post office address is 430 National Highway, LaVale, Maryland, 21502, and Michael W. Beeman, whose post office address is 309 Independence Street, Cumberland, Maryland 21502, 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 is: PARKVIEW LIQUORS, INC.

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

(a) To operate and maintain an establishment for the sale of alcoholic and non-alcoholic beverages, liquors, and soft drinks; 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, cheese, 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 towards the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the businesses of the Corporation.

(c) To acquire any or all or part of the goodwill, right, property and businesses of any other 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 in any manner or 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

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed Delivered
Robert E. Robinett
TO 82 Green Street
Cumb. Md
Oct 26 1976

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 or 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 the payment for property purchased, or for any other lawful consideration, and to insure 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 price, whether at the time owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its Corporate purposes.

(f) To apply for, obtain, own, transfer or in anyway use any licenses, issued by any Federal, State, County or municipal authority.

(g) To acquire by purchase, subscription, or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stocks, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase, or subscribe for the same or representing any other rights or interests therein, or in any property or assets issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or sub-division thereof; and to possess and exercise in respect thereto any and all rights, powers, and privileges of individual holders.

(h) To carry on any other business which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, or to facilitate the transaction by the Corporation of the aforesaid business which may be calculated directly or indirectly to enhance the value of its assets and property.

LAW OFFICES
FERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

The foregoing clauses shall be construed both as objects and powers and shall be deemed to be cumulative and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Corporation and the enjoyment thereof as conferred by the Laws of the State of Maryland.

FOURTH: The post office address of the place of which the principal office of the Corporation in this State is located is 82 Greene Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Robert E. Robinette, 82 Greene Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of this State and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors, but said number shall be subject to increases pursuant to the provisions of the By-Laws of the Corporation but shall never be less than three (3). The said Robert E. Robinette, Virginia R. Robinette, and Michael W. Beeman 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: The total number of authorized capital stock is One Hundred Thousand Dollars ($100,000.00), divided into One Thousand Shares (1,000) of One Hundred Dollars ($100.00) par value for each share.

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 shares is One Thousand (1,000) shares; and all such shares shall have a par value of One Hundred Dollars ($100.00) each.

No extinction 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.

EIGHTH: No dividends shall be payable except out of the profits of the

LAW OFFICES
[redacted]ERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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 debts, liabilities, or engagements in respect of which the lien exists.

NINTH: The existence of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 3rd day of June, 1976.

Witness:

Alice L. Monahan — Robert E. Robinette (SEAL)
Robert E. Robinette

Alice L. Monahan — Virginia R. Robinette (SEAL)
Virginia R. Robinette

Alice L. Monahan — Michael W. Beeman (SEAL)
Michael W. Beeman

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 3rd day of June, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ROBERT E. ROBINETTE, VIRGINIA R. ROBINETTE and MICHAEL W. BEEMAN, and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Alice L. Monahan
Notary Public

My Commission Expires:

July 1, 1978

LAW OFFICES
T. McMULLEN
PAYE
BERLAND
ARYLAND

LIBER 023 PAGE 513

ARTICLES OF INCORPORATION

OF

PARKVIEW LIQUORS, INC.

9411

FILED FOR RECORD
SEP 1 1976
at 1:20 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

approved and received for record by the State Department of Assessments and Taxation of Maryland June 7, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 51328

5

Recorded in Liber 2289, folio 559, 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

LIBER 023 PAGE 514

ARTICLES OF TRANSFER OF REAL ESTATE ASSETS
OF PIEDMONT FOUNDRY AND MACHINE COMPANY OF
ALLEGANY COUNTY, TO WESTVACO CORPORATION

SEP -1-76 A 27865 ******3.50

TO THE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE, MARYLAND 21201

1. The Piedmont Foundry & Machine Company of Allegany County, Maryland, agrees to sell and transfer all of its real estate and improvements located thereon in the Town of Luke, Allegany County, Maryland, which is substantially all of its property and assets, as described in the copy of the attached Deed.

2. The name of the Transferee is Westvaco Corporation, whose principal address is Westvaco Building, 299 Park Avenue, New York, New York 10017, and with one of its plants and places of business located in the Town of Luke, in Allegany County, Maryland.

3. The name of the Transferor is Piedmont Foundry & Machine Company of Allegany County, a corporation of the state of Maryland, and incorporated on the 19th day of March, 1901, under general law and is qualified to do business in this state and in Allegany County, Maryland, and the name of the Transferee is Westvaco Corporation, a corporation of the state of Delaware on the 10th day of July, 1899, with its principal office at Westvaco Building, 299 Park Avenue, New York, New York, 10017, and with its resident agent, The Corporation Trust Incorporated, whose address is 1st Maryland Building, 25 S. Charles Street, Baltimore, Maryland, 21201, and the date of its qualification to do business in the state of Maryland, in Allegany County was January 20, 1910.

4. The nature and amount of consideration for this sale shall be: 1) payment by Transferee to Transferor at closing of Two Hundred Fifty Thousand Dollars ($250,000); 2) a lease back at closing

Compared and Mailed Delivered
TO Horace Whittemore Westernport, Md

Aug 26 1976

to Transferor by Transferee of the real estate and improvements for a term of two (2) years from delivery of the Deed evidencing the transfer, at a rent of One Dollar ($1.00) per year, plus payment of insurance premiums, property taxes and building maintenance expenses. The sale was advised, authorized and approved by The Piedmont Foundry and Machine Company by a special meeting of its stockholders on February 27, 1976, upon a two-thirds affirmative vote thereon in compliance with its By-Laws and Corporation Laws of the state of Maryland, and was advised, authorized and approved by Westvaco Corporation by the vote required by its laws of Delaware on February 24, 1976.

5. It is expressly understood by the Transferor and the Transferee that the Transferee shall not be liable for any debts or obligations of the Transferor.

That these Articles of Transfer may be approved by your department and a Certificate of Transfer be prepared and sent to the parties hereto and a copy to the Clerk of the Circuit Court of Allegany County, Maryland, for recording in accordance with the Laws of Maryland.

AS WITNESS the hands and seals of the parties hereto this 8th day of June, 1976.

PIEDMONT FOUNDRY AND MACHINE COMPANY
OF ALLEGANY COUNTY

Attest:
Charles E. Rice
Charles E. Rice, Secretary

By Leota D. Smith (SEAL)
Leota D. Smith, President

TRANSFEROR

WESTVACO CORPORATION

Attest:
Assistant Secretary

By _____ (SEAL)
Vice President

TRANSFEREE

STATE OF MARYLAND

COUNTY OF ALLEGANY, To-Wit:

I HEREBY CERTIFY that on this 10 day of JUNE, 1976, before me, a Notary Public of the State and County aforesaid, personally appeared Leota D. Smith, President of "Piedmont Foundry and Machine Company" of Allegany County, a Maryland Corporation, and acknowledged the foregoing Articles of Transfer to be the voluntary act and deed of said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year first above written.

Richard E. Whitmore
Notary Public

My Commission Expires 7-1-78

STATE OF NEW YORK

CITY OF NEW YORK, To-Wit:

I HEREBY CERTIFY that on this 8th day of June, 1976, before me, a Notary Public of the State and County aforesaid, personally appeared Harold A. Sutphen, Vice President of Westvaco Corporation, of the State of Delaware, and did acknowledge the foregoing Articles of Transfer to be his 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.

Alfred C Knight
Notary Public

ALFRED C. KNIGHT
NOTARY PUBLIC, State of New York
No. 7314170 Qual. in Kings Co.
Certificate filed in New York County
Commission Expires March 30, 1978.

My Commission Expires

THIS DEED, Made this _____ day of _____, in the year One Thousand Nine Hundred and Seventy-Six, by and between the PIEDMONT FOUNDRY AND MACHINE COMPANY OF ALLEGANY COUNTY, a Maryland corporation, with principal office in the Town of Luke, Allegany County, Maryland, party of the first part, and WESTVACO CORPORATION, a corporation of the State of Delaware, whose principal office is Westvaco Building, 299 Park Avenue, New York, New York 10017, party of the second part, WITNESSETH:

WHEREAS by Resolution of the Board of Directors dated and passed on the 12th day of February, 1976, and legally approved by a special meeting of the stockholders on February 27th, 1976, by the Piedmont Foundry and Machine Company of Allegany County, Maryland, the grantor herein agreed legally to transfer the substantial Real Estate Assets of said corporation to the grantee herein, in the hereinafter form and,

WHEREAS Articles of Transfer have been filed for record by the grantor herein with the State Department of Assessments and Taxation in Maryland, and were accepted by said Department on the _____ day of _____, 1976, and a Certificate of Transfer has been issued by said Department and properly recorded upon the Land Records of Allegany County, Maryland, in accordance with the provisions of Sections 3-105 to 3-115 inclusive of Annotated Code of Maryland on "Corporations and Associations", and this Deed is made to evidence the transfer.

NOW THEREFORE in consideration of the sum of Two Hundred and Fifty Thousand Dollars ($250,000.00) cash in hand paid, the receipt of which is hereby acknowledged, the said party of the first part does hereby give, grant, bargain and sell, release and convey unto the said Westvaco Corporation, its successors and assigns, all of the following described real estate, situated and located in the Town of Luke, in Allegany County, Maryland, to-wit:

FIRST: All those lots and parcels of ground situated in the village of Luke, Allegany County, State of Maryland, known as Lots Nos. Five Hundred and Sixty-Nine (569), Five Hundred and Seventy (570), Five Hundred and Seventy-One (571), Five Hundred and Seventy-Two (572), Five Hundred and Seventy-Three (573), Five Hundred and Seventy-Four (574), Five Hundred and Seventy-Five (575), Five Hundred and Seventy-Six (576), Five Hundred and Seventy-Seven (577) and Five Hundred and Seventy-Eight (578) on Pratt Street in said village.

Also all its right, title and interest in and to that strip of land known as Commerce Street adjacent to Lots 568 and 569 aforesaid and running from Cromwell Street to Pratt Street. Also 17½ feet of Lots 71 and 36 adjoining that strip of land known as Commerce Street.

Also the right in common with the Maryland Automobile Manufacturing Company to the use of the street or highway laid out and provided for in the deed from said Company to the said Robert Smith dated January 25th, 1901, recorded in Liber T.L. No. 89, Folio 131, one of the Land Records of Allegany County. Together with all other lots, properties, ways, rights, easements and servitudes conveyed by and included in said deed. Being the same property as conveyed unto the party of the first part herein by Robert Smith and

Isabella Smith, his wife, by deed dated April 8, 1901, and recorded among the Land Records of Allegany County, Maryland, in Liber 89, Folio 323.

SUBJECT HOWEVER, to the easement of the fifteen (15) foot alley along the north side adjoining Lot No. 72, being part of Lot No. 71 from Cromwell Street running west to another alley on said Plat of West Piedmont or Luke, Maryland, commonly known as Jefferson Alley, running north and south, for the benefit of the present owners of Lots Numbers 72 to 78 inclusive, as laid out on said Plat, for ingress and egress from Jefferson Alley to Cromwell Street in said Town.

SECOND: All those certain Lots of land situated in Luke (formerly called West Piedmont), Allegany County, State of Maryland, and known and numbered on the Map of said Town as Lots Numbers 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 579, 580, 581, 582; reserving and excepting from this grant, however, that part or portion of Lots Nos. 579 to 582, inclusive, which is covered by the Piedmont and Cumberland Railway Company's right-of-way. Said Lot Nos. 555 to 568, inclusive, are situated on the northwest side of Cromwell Street, and said Lots Nos. 579 to 582, inclusive, are situated on the southeast side of Pratt Street. Being the same property as conveyed unto the party of the first part herein by Thomas B. Davis by deed dated November 1, 1905 and recorded among the Land Records of Allegany County, Maryland, in Liber 116, Folio 371.

THIRD: All that lot of ground known as Lot No. 37 on the plat of the Town of Luke or West Piedmont, the same fronting 17.6 feet on Pratt Street in said Town, and extending therefrom in an easterly direction 100.6 feet to an alley, the same being of equal width throughout and adjoining Lot No. 38 as designated on said map, together with that part of Lot No. 38 mentioned above which immediately adjoining Lot No. 37 above conveyed, measuring 7.6 feet of Pratt Street, and extending throughout the entire Lot No. 38 the same width, making altogether a piece or parcel of land fronting on Pratt Street a distance of twenty-five (25) feet and running 100.6 feet to an alley. Being the same property as conveyed unto the party of the first part herein by Elkins Provision and Storage Company by deed dated March 4, 1913, and recorded among the Land Records of Allegany County, Maryland, in Liber 116, Folio 372.

SUBJECT HOWEVER, to an additional Seven (7) foot easement on the east end of Lot No. 38 in order to widen the alley, commonly known as Jefferson Alley, running north and south, for the benefit of the present owners of Lots Nos. 72 to 78, inclusive, on said Plat for purposes of ingress and egress to Cromwell Street.

FOURTH: Lots No. thirty-eight (38), thirty-nine (39), forty (40), forty-one (41), forty-two (42) and forty-three (43) as laid off on the plat of Luke, the same forming one entire tract of land fronting 150 feet, 6 inches on Pratt Street and extending back the same width throughout a distance of 100 feet to Jefferson Alley. Being the same property as conveyed unto the party

of the first part herein by Robert Smith, Sr., et ux, by deed dated November 21, 1918, and recorded among the Land Records of Allegany County, Maryland, in Liber 125, Folio 653.

SUBJECT HOWEVER, to an additional Seven (7) foot easement on the east end of Lots Nos. 38 to 43, inclusive, in order to widen the alley, commonly known as Jefferson Alley, running north and south, for the benefit of the present owners of Lots Nos. 72 to 78, inclusive, on said Plat, for purpose of ingress and egress to Cromwell Street.

FIFTH: That portion of Commerce Street in said town of Luke and an unnamed alley, also known as a portion of Jefferson Alley, as conveyed unto the grantor herein by a deed from the Mayor and Commissioners of the town of Luke, Maryland, dated the _____day of June, 1976, to be recorded among the Land Records of Allegany County, Maryland, prior to the recording of this deed, and more particularly described as follows:

(1) That portion of Commerce Street in said town which begins at its intersection with Cromwell Street contiguous to and adjacent to Lot No. 71 on the one side and Lot No. 578 on the other side, said lots being designated on the plat of said town, and running thence in a northwesterly direction to the right-of-way of the Western Maryland Railroad property.

(2) All that portion of a certain unnamed alley beginning at points on the edge of the south side of the Pattern Shop of the Piedmont Foundry Company, being a building of said Company, said points located between Lots No. 36 and 71 as laid out on the plat of said town, and running thence in a northerly direction across Commerce Street in a straight course, the same width throughout, between Lots No. 569, 568, 570, 567 and between all remaining lots adjacent to said alley located in a northerly direction from said designated lots to the Potomac River, being all of the said northerly portion of said alley as shown on the plat of said town from the beginning points hereinbefore set forth to the said Potomac River.

TOGETHER with all of the improvements thereon, and all of the rights, ways, waters, privileges and appurtenances thereunto belonging or in any way appertaining.

ON CONDITION HOWEVER, that the party of the second part shall lease to the party of the first part on the date hereof the aforesaid Real Estate and improvements, for a term of two (2) years from the delivery of this Deed, and at a rent of One Dollar ($1.00) per year, plus payment of insurance premiums, property taxes and building maintenance expenses.

TO HAVE AND TO HOLD, all of the above-described Real Estate unto the proper use and benefit of the said Westvaco Corporation, its successors and assigns, in fee simple forever, SUBJECT to the aforesaid easements and conditions.

And the said party of the first part, for itself, its successors and assigns, hereby warrants generally the title to the aforesaid Real Estate and covenants that it will execute such further assurances of the same as may be requisite or necessary.

AS WITNESS the hand and seal of the said party of the first part the day and year first above written.

Piedmont Foundry and Machine Company

By _____ (SEAL)
President

Attest:

_____
Secretary

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:-

I HEREBY CERTIFY that on this ____ day of _____, 1976, before me, a Notary Public of the State and County aforesaid, personally appeared Leota Smith, President, and did acknowledge the aforegoing Deed to be her voluntary act and deed for Piedmont Foundry and Machine Company, Allegany County, Maryland.

IN TESTIMONY WHEREOF, I have hereunto set my hand and Notarial Seal the day and year first above written.

_____ (SEAL)
Notary Public

My Commission Expires _____

LIBER 023 PAGE 521

ARTICLES OF TRANSFER

OF

PIEDMONT FOUNDRY & MACHINE CO. OF ALLEGANY CO. (MD. CORP.)-TRANSFEROR

TO

WESTVACO CORPORATION (DELAWARE CORP.)-TRANSFEREE

101

FILED FOR RECORD SEP 1 1978 1:30 O'clock P. M. same day Recorded in Liber No. Folio of the Records of Allegany County, Maryland, and compared by me. Clerk

approved and received for record by the State Department of Assessments and Taxation of Maryland June 23, 1976, **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 51905

8

Recorded in Liber 2295, **folio** 193, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____ **Recording fee paid $** 19.00
2.00 Certif. to Allegany Co. Land Record Of
$21.00 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 L. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 522

ARTICLES OF INCORPORATION
OF
PIONEER CITIZENS BAND CLUB, INC.

SEP -1-76 A 27861 ******3.50

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, MELVIN LEE ZEMBOWER, P.O. Box 38, Oldtown, Maryland, 21555; and JUDITH ANN ZEMBOWER, P.O. Box 38, Oldtown, Maryland, 21555; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporation, do hereby form a corporation.

SECOND: The name of the Corporation is:

PIONEER CITIZENS BAND 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:

To purchase, lease or otherwise acquire any property, real, personal or mixed, suitable or convenient

Bw

Compared and Mailed ~~Delivered~~
Judith Ann Zembower
TO P.O. Box #38 Md
Oldtown
Oct 26 19 76

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 P.O. Box 38, Oldtown, Allegany County, Maryland, 21555; the resident agent of the Corporation is Judith Ann Zembower, whose post office address is P.O. Box 38, Oldtown, Allegany County, Maryland, 21555. 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 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 qualify are as follows: BUDDY RAY LEWIS, BELMONT JUNIOR MORELAND, COSTA RONCONE, JUNIOR.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we hereunto affix our names and seals this 14th day of June, 1976.

ATTEST:

Edith L. Sullivan — Melvin Lee Zembower (SEAL)
Melvin Lee Zembower

Edith L. Sullivan — Judith Ann Zembower (SEAL)
Judith Ann Zembower

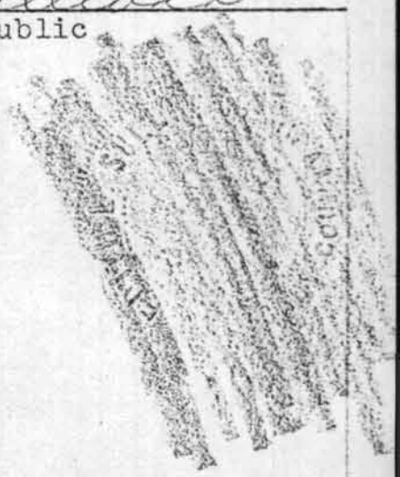
STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 14th day of June, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Melvin Lee Zembower and Judith Ann Zembower, 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



FILED FOR RECORD
SEP 1 1976 19
at 1:32 O'clock P. M.
and same day Recorded in
Liber No. — Folio
one of the Corporation
Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 526

ARTICLES OF INCORPORATION

OF

PIONEER CITIZENS BAND CLUB, INC.

9717

approved and received for record by the State Department of Assessments and Taxation of Maryland June 15, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 51590

5

Recorded in Liber 2291, folio 600, 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 ·

LIBER 023 PAGE 527

LAW OFFICES
WALSH, WALSH & REINHART
LIBERTY TRUST BUILDING
CUMBERLAND, MARYLAND 21502
301-722-7654

WILLIAM WALSH
ROBERT H. REINHART
G. DOUGLAS REINHARD

WILLIAM C. WALSH
1890-1975

July 9, 1976

Mr. Albert W. Ward, Director
Department of Assessments and
Taxation
301 West Preston Street
Baltimore, Maryland 21201

Re: Seton Drive Condominium I

Dear Mr. Ward:

This is to advise that property located at the intersection of Seton Drive and Bishop Walsh Road, Cumberland, Allegany County, Maryland, owned by Charles E. Burgess and Helga M. Burgess, his wife, has been subjected to a condominium regime to be known as Seton Drive Condominium I.

The resident agent for the condominium is Charles E. Burgess, who is a citizen and actual resident of the State of Maryland, and whose address is 932 Seton Drive, Cumberland, Maryland, 21502.

Enclosed is a check in the amount of $5.00 to cover the cost of registration.

Sincerely yours,

Robert H. Reinhart

ROBERT H. REINHART

RHR:gl

Enclosure

SEP 27-76 A 29738 *****

Compared and Mailed Delivered
TO Robert H. Reinhart Esq
Liberty Trust Bldg.
Baltimore Street
Cumberland Md
Oct 26 19 76

FILED FOR RECORD
SEP 27 1976
2:00 o'clock P M.
same day Recorded in
Liber No. 23 Folio 522
of the Circuit
Records of Allegany
County, Maryland, and com-
pared by
R. H. Walsh
Clerk

NOTICE OF DESIGNATION OF RESIDENT AGENT

OF

SETON DRIVE CONDOMINIUM I

received for record July 12, 1976 2, at 8:30 A. M.

and recorded on Film No. 2300 Frame No. 44 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Allegany County

29

AA **No. 13486**

Special Fee Paid	$3.00
Recording Fee Paid	2.00
Total	$5.00

Mr. Clerk - Mail to: Robert H. Reinhart, Esq.
WALSH, WALSH & REINHART
Liberty Trust Bldg.
Cumberland, Maryland 21502

alk

LIBER 023 PAGE 529

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF TRANSFER OF REAL ESTATE 1010

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

and the Transferee Corporation(~~s~~); ~~Individual(s); Surviving Corporation and the New Corporation in the Consolidation herein named~~ WESTVACO CORPORATION.

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

(AS PER ATTACHED DEED COPY)

SEP -1-76 A 27866 ******4.25

Mailing address for receipt tax bills: Name WESTVACO CORPORATION

Address LUKE, MARYLAND

City or County, State and Zip Code 21540

Allegany County

*NOTE: SUBMIT IN TRIPLICATE

Compared and Mailed ~~Delivered~~ Bur

(OVER) TO Hannah P. Shumate Esq Hagerstown, Md.

Oct 26 1976

"IF APPLICABLE PLEASE COMPLETE"

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

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

CONSIDERATION $250,000.00

TRANSFEROR CORPORATION PIEDMONT FOUNDRY AND MACHINE COMPANY OF ALLEGANY COUNTY

SIGNATURE OF OFFICER Viola D. Smith
President

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 23rd day of June, 19 96

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

William J. Simmons
Charter Specialist

RECORDATION TAX PAID: $ 825.00

TRANSFER TAX PAID: $ 1250.00

TOTAL: $ 2075.00

THIS DEED, Made this _____ day of _____, in the year One Thousand Nine Hundred and Seventy-Six, by and between the PIEDMONT FOUNDRY AND MACHINE COMPANY OF ALLEGANY COUNTY, a Maryland corporation, with principal office in the Town of Luke, Allegany County, Maryland, party of the first part, and WESTVACO CORPORATION, a corporation of the State of Delaware, whose principal office is Westvaco Building, 299 Park Avenue, New York, New York 10017, party of the second part, WITNESSETH:

WHEREAS by Resolution of the Board of Directors dated and passed on the 12th day of February, 1976, and legally approved by a special meeting of the stockholders on February 27th, 1976, by the Piedmont Foundry and Machine Company of Allegany County, Maryland, the grantor herein agreed legally to transfer the substantial Real Estate Assets of said corporation to the grantee herein, in the hereinafter form and,

WHEREAS Articles of Transfer have been filed for record by the grantor herein with the State Department of Assessments and Taxation in Maryland, and were accepted by said Department on the _____ day of _____, 1976, and a Certificate of Transfer has been issued by said Department and properly recorded upon the Land Records of Allegany County, Maryland, in accordance with the provisions of Sections 3-105 to 3-115 inclusive of Annotated Code of Maryland on "Corporations and Associations", and this Deed is made to evidence the transfer.

NOW THEREFORE in consideration of the sum of Two Hundred and Fifty Thousand Dollars ($250,000.00) cash in hand paid, the receipt of which is hereby acknowledged, the said party of the first part does hereby give, grant, bargain and sell, release and convey unto the said Westvaco Corporation, its successors and assigns, all of the following described real estate, situated and located in the Town of Luke, in Allegany County, Maryland, to-wit:

FIRST: All those lots and parcels of ground situated in the village of Luke, Allegany County, State of Maryland, known as Lots Nos. Five Hundred and Sixty-Nine (569), Five Hundred and Seventy (570), Five Hundred and Seventy-One (571), Five Hundred and Seventy-Two (572), Five Hundred and Seventy-Three (573), Five Hundred and Seventy-Four (574), Five Hundred and Seventy-Five (575), Five Hundred and Seventy-Six (576), Five Hundred and Seventy-Seven (577) and Five Hundred and Seventy-Eight (578) on Pratt Street in said village.

Also all its right, title and interest in and to that strip of land known as Commerce Street adjacent to Lots 568 and 569 aforesaid and running from Cromwell Street to Pratt Street. Also 17½ feet of Lots 71 and 36 adjoining that strip of land known as Commerce Street.

Also the right in common with the Maryland Automobile Manufacturing Company to the use of the street or highway laid out and provided for in the deed from said Company to the said Robert Smith dated January 25th, 1901, recorded in Liber T.L. No. 89, Folio 131, one of the Land Records of Allegany County. Together with all other lots, properties, ways, rights, easements and servitudes conveyed by and included in said deed. Being the same property as conveyed unto the party of the first part herein by Robert Smith and

Isabella Smith, his wife, by deed dated April 8, 1901, and recorded among the Land Records of Allegany County, Maryland, in Liber 89, Folio 323.

SUBJECT HOWEVER, to the easement of the fifteen (15) foot alley along the north side adjoining Lot No. 72, being part of Lot No. 71 from Cromwell Street running west to another alley on said Plat of West Piedmont or Luke, Maryland, commonly known as Jefferson Alley, running north and south, for the benefit of the present owners of Lots Numbers 72 to 78 inclusive, as laid out on said Plat, for ingress and egress from Jefferson Alley to Cromwell Street in said Town.

SECOND: All those certain Lots of land situated in Luke (formerly called West Piedmont), Allegany County, State of Maryland, and known and numbered on the Map of said Town as Lots Numbers 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 579, 580, 581, 582; reserving and excepting from this grant, however, that part or portion of Lots Nos. 579 to 582, inclusive, which is covered by the Piedmont and Cumberland Railway Company's right-of-way. Said Lot Nos. 555 to 568, inclusive, are situated on the northwest side of Cromwell Street, and said Lots Nos. 579 to 582, inclusive, are situated on the southeast side of Pratt Street. Being the same property as conveyed unto the party of the first part herein by Thomas B. Davis by deed dated November 1, 1905 and recorded among the Land Records of Allegany County, Maryland, in Liber 116, Folio 371.

THIRD: All that lot of ground known as Lot No. 37 on the plat of the Town of Luke or West Piedmont, the same fronting 17.6 feet on Pratt Street in said Town, and extending therefrom in an easterly direction 100.6 feet to an alley, the same being of equal width throughout and adjoining Lot No. 38 as designated on said map, together with that part of Lot No. 38 mentioned above which immediately adjoining Lot No. 37 above conveyed, measuring 7.6 feet of Pratt Street, and extending throughout the entire Lot No. 38 the same width, making altogether a piece or parcel of land fronting on Pratt Street a distance of twenty-five (25) feet and running 100.6 feet to an alley. Being the same property as conveyed unto the party of the first part herein by Elkins Provision and Storage Company by deed dated March 4, 1913, and recorded among the Land Records of Allegany County, Maryland, in Liber 116, Folio 372.

SUBJECT HOWEVER, to an additional Seven (7) foot easement on the east end of Lot No. 38 in order to widen the alley, commonly known as Jefferson Alley, running north and south, for the benefit of the present owners of Lots Nos. 72 to 78, inclusive, on said Plat for purposes of ingress and egress to Cromwell Street.

FOURTH: Lots No. thirty-eight (38), thirty-nine (39), forty (40), forty-one (41), forty-two (42) and forty-three (43) as laid off on the plat of Luke, the same forming one entire tract of land fronting 150 feet, 6 inches on Pratt Street and extending back the same width throughout a distance of 100 feet to Jefferson Alley. Being the same property as conveyed unto the party

of the first part herein by Robert Smith, Sr., et ux, by deed dated November 21, 1918, and recorded among the Land Records of Allegany County, Maryland, in Liber 125, Folio 653.

SUBJECT HOWEVER, to an additional Seven (7) foot easement on the east end of Lots Nos. 38 to 43, inclusive, in order to widen the alley, commonly known as Jefferson Alley, running north and south, for the benefit of the present owners of Lots Nos. 72 to 78, inclusive, on said Plat, for purpose of ingress and egress to Cromwell Street.

FIFTH: That portion of Commerce Street in said town of Luke and an unnamed alley, also known as a portion of Jefferson Alley, as conveyed unto the grantor herein by a deed from the Mayor and Commissioners of the town of Luke, Maryland, dated the _____day of June, 1976, to be recorded among the Land Records of Allegany County, Maryland, prior to the recording of this deed, and more particularly described as follows:

(1) That portion of Commerce Street in said town which begins at its intersection with Cromwell Street contiguous to and adjacent to Lot No. 71 on the one side and Lot No. 578 on the other side, said lots being designated on the plat of said town, and running thence in a northwesterly direction to the right-of-way of the Western Maryland Railroad property.

(2) All that portion of a certain unnamed alley beginning at points on the edge of the south side of the Pattern Shop of the Piedmont Foundry Company, being a building of said Company, said points located between Lots No. 36 and 71 as laid out on the plat of said town, and running thence in a northerly direction across Commerce Street in a straight course, the same width throughout, between Lots No. 569, 568, 570, 567 and between all remaining lots adjacent to said alley located in a northerly direction from said designated lots to the Potomac River, being all of the said northerly portion of said alley as shown on the plat of said town from the beginning points hereinbefore set forth to the said Potomac River.

TOGETHER with all of the improvements thereon, and all of the rights, ways, waters, privileges and appurtenances thereunto belonging or in any way appertaining.

ON CONDITION HOWEVER, that the party of the second part shall lease to the party of the first part on the date hereof the aforesaid Real Estate and improvements, for a term of two (2) years from the delivery of this Deed, and at a rent of One Dollar ($1.00) per year, plus payment of insurance premiums, property taxes and building maintenance expenses.

TO HAVE AND TO HOLD, all of the above-described Real Estate unto the proper use and benefit of the said Westvaco Corporation, its successors and assigns, in fee simple forever, SUBJECT to the aforesaid easements and conditions.

And the said party of the first part, for itself, its successors and assigns, hereby warrants generally the title to the aforesaid Real Estate and covenants that it will execute such further assurances of the same as may be requisite or necessary.

AS WITNESS the hand and seal of the said party of the first part the day and year first above written.

Piedmont Foundry and Machine Company

By _____ (SEAL)
President

Attest:

_____
Secretary

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:-

I HEREBY CERTIFY that on this ____ day of _____, 1976, before me, a Notary Public of the State and County aforesaid, personally appeared Leota Smith, President, and did acknowledge the aforegoing Deed to be her voluntary act and deed for Piedmont Foundry and Machine Company, Allegany County, Maryland.

IN TESTIMONY WHEREOF, I have hereunto set my hand and Notarial Seal the day and year first above written.

_____ (SEAL)
Notary Public

My Commission Expires _____

LIBER 023 FAGE535

Liber 023 Page-535

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF TRANSFER

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 TRANSFER has been filed in its office by

HORACE P. WHITWORTH, JR., ESQ.

First National Bank Bldg., Westernport, MD. 21562

which said Articles of TRANSFER were duly approved by said Department on June 23, 1976, at 8:30 a.m. and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

PIEDMONT FOUNDRY & MACHINE CO. OF ALLEGANY CO. (MD. CORP.)

the name of the transferee is

WESTVACO CORPORATION (DELAWARE CORP.)-TRANSFEREE

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

New York, N. Y.

(c) The Articles of TRANSFER are dated June 8, 1976.

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

June 23, 1976, at 8:30 a.m.

LIBER 023 PAGE 536

BENCHMARK MECHANICAL CONTRACTORS, INC.

(a close corporation under Title 4)

ARTICLES OF INCORPORATION

DEC -9-76 A #24705 ******4.00

THIS IS TO CERTIFY;

FIRST: That the undersigned, John R. Slider, whose post office address if Route #6, Box 115, 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.

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

BENCHMARK MECHANICAL CONTRACTORS, 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 mechanical contracting business generally, and in the construction, fabrication and installation of piping, plumbing, heating, air-conditioning, metal, sheet metal, and mechanical systems, equipment and appliances of all kinds, and to engage in all forms of mechanical construction, including, but not limited to, the designing, constructing, enlarging, extending, repairing, completing, fabricating, removing, or otherwise engaging in any work of any type upon mechanical systems, structures, works or improvements of any kind, using any materials and techniques now employed or to be developed; to manufacture, fabricate, construct, buy, sell, and otherwise deal in plumbing fixtures, pipes, accessories, fittings and metal fabrications of all types necessary or useful in such business; to make, execute and receive contracts or assignments or delegations of contracts therefor, or relating thereto or connected therewith; and generally to do any and all other business and contracting incidental thereto, or connected therewith.

(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

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& PAYE
UMBERLAND
MARYLAND

Compared and Mailed Delivered Bw
John R. Slider
TO Rt #6 Box #115
Cumb. Md.
Dec 15 1976

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, 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 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 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 corporation formed under the

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& PAYE
CUMBERLAND
MARYLAND

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 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 Route #6, Box 115, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland is John R. Slider, Route #6, Box 115, 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 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: After completion of the organization meeting of the Director, and the issuance of one or more shares of the stock of the Corporation, the Corporation shall have no Board of Directors. Until such time the Corporation shall have one (1) Director whose name is John R. Slider.

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:

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& PAYE
MBERLAND
ARYLAND

(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 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 any such contract, agreement or other transaction with the same force and effect as if no such relationship or interest existed.

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& PAYE
CUMBERLAND
MARYLAND

(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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acting as the Incorporator, and I acknowledge the same to be my act on this 23rd day of July, 1976.

WITNESS:

Robert A. Paye — John R. Slider (SEAL)
JOHN R. SLIDER

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 23rd day of July, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared JOHN R. SLIDER, and he acknowledged the aforegoing instrument of writing to be his act and deed.

WITNESS my hand and Notarial Seal.

Sandra K. Twigg
Notary Public

My Commission Expires: 7/1/78

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PAYE
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LIBER 023 PAGE 541

FILED FOR RECORD
DEC 9 1976 P M.
Clerk
and same day Recorded in
Liber No. Folio
of the Allegany
County, Maryland, and com-
pared by
Records
Clerk

ARTICLES OF INCORPORATION

OF

BENCHMARK MECHANICAL CONTRACTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 27, 1976, at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

A 52853

6

Recorded in Liber 2304, folio 359, 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 023 PAGE 542

CONTRACTORS UNLIMITED, INC.

ARTICLES OF INCORPORATION DEC -9-76 A #24707 ******4.00

FIRST: We, the undersigned, Bernard R. Milburn, whose post office address is 206 Gleason Street, Cumberland, Allegany County, Maryland 21502; and Lee Brotemarkle, whose post office address is Bedford Road, 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 Contractors Unlimited, 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 establish, purchase, buy, sell, trade, manufacture, deal in and deal with goods, material and building supplies of every kind and nature used in the general construction trade; including but not limited to roofing, flooring, ceiling, paneling, dry-walling, lumber, plumbing, heating, air-conditioning, and electrical fixtures and appliances; and to carry on such business as wholesalers and retailers; to acquire all such merchandise, supplies and materials that shall be necessary or incidental to carry on all other functions in connection with the ownership and operation of a wholesale and retail building supply and general contracting operation.

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

ON & GERSON
NEYS AT LAW
AND, MARYLAND
GREENE ST.

Compared and Mailed ~~Delivered~~ Bur
Bernard R. Milburn
TO 206 Gleason Street
Cumberland, Md. 21502
Aug 15 1976

(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.

(f) To do anything not heretofore mentioned permitted by the Annotated Code of Maryland, Corporations and Associations Article, Section 2-103, as amended from time to time.

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

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ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

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 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.

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SERLAND, MARYLAND
9 GREENE ST.

(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 hall 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 nor 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

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CUMBERLAND, MARYLAND
39 GREENE ST.

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 Corporation shall have three (3) directors, BERNARD R. MILBURN, ELAINE J. MILBURN, and LEE BROTEMARKLE, who shall act as such until the first annual meeting, or until their successor are duly chosen and qualified; provided, however, that the stockholders of the Corporation shall have the power to increase the number of directors by amendment to the By-laws.

SIXTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 206 Gleason Street, Cumberland, Allegany County, Maryland 21502. The Resident Agent of the Corporation is BERNARD R. MILBURN, whose post office address is 206 Gleason Street, Cumberland, Allegany County, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: The total amount of the authorized capital stock of the Corporation is ONE HUNDRED THOUSAND DOLLARS ($100,000.00) and the total number of shares of capital stock which the Corporation has authority to issue shall be ONE THOUSAND (1,000) shares of no stated value (no par), all of which shares shall be of one class.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 20th day of August, 1976.

Lucille Bytheir
Witness

Bernard R. Milburn (SEAL)
BERNARD R. MILBURN

Lucille Bytheir
Witness

Lee Brotemarkle (SEAL)
LEE BROTEMARKLE

SON & GERSON
RNEYS AT LAW
LAND, MARYLAND
GREENE ST.

LIBER 023 PAGE 547

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That, on this 24th day of August, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared BERNARD R. MILBURN and LEE BROTEMARKLE and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Lucille Ritchie Hicken
Notary Public

My Commission Expires: July 1, 1978

LUCILLE RITCHIE HICKEN NOTARY PUBLIC ALLEGANY COUNTY

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 023 PAGE 548

FILED FOR RECORD
DEC 9 1976
at 1:00 o'clock P. M.
and same day Recorded in
Liber No. Corporation Folio
one of the Records of Allegany
County, Maryland, and com-
pared by me.
Clerk

ARTICLES OF INCORPORATION

OF

CONTRACTORS UNLIMITED, INC.

170

approved and received for record by the State Department of Assessments and Taxation of Maryland August 26, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 53673

7

Recorded in Liber 2314, folio 127, 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 023 PAGE 549

GRANTSVILLE EGGS, INC.

ARTICLES OF INCORPORATION - A CLOSE CORPORATION

DEC -9-76 A 24706 ******1.00

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, hereby act as incorporator with the intention of forming a corporation.

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

GRANTSVILLE EGGS, INC.

THIRD: The Corporation shall be a close corporation as authorized by the provisions of the Article on Corporations and Associations of the Maryland Code.

FOURTH: 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 carry on the poultry business and for that purpose to maintain, conduct and operate a poultry farm; to produce and process eggs for market and for hatching; to breed and raise poultry; and to acquire real estate, equipment, incubators, brooders, laying pens, tools, poultry houses, feed, and every other thing that may be necessary or required for the proper conduct and operation of a poultry farm devoted primarily to the production of eggs for market.

(b) To engage in a general livestock business, both on its own account and as agent; to feed, range, graze, manage, herd, control, brand, care for, purchase, market, and sell livestock of every kind, both on its

Compared and Mailed ~~Delivered~~ Bur

TO Eugene A. Zumbrun
C.D. Box # 64.
Lower New Regnart Road
Frostburg, Md
Dec 15 19 76

own account and as agent for other persons or corporations; and to buy, lease, cultivate, manage, operate and sell properties and products therefrom both on its own account and as agent for other persons or corporations, and to acquire all real estate and personal property of every kind whatsoever that may be necessary or required for the proper conduct and operation of a general livestock business.

(c) To purchase and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm, fruit, vegetable and garden products, and of cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packaging, shipping, buying and selling, at wholesale and retail, all kinds of fruit, vegetable, farm and garden products, and to carry on all other business incident thereto or connected therewith; and to do a general commission and broker's business in any or all of the foregoing produce; and to acquire all real and personal property that may be necessary or required for the proper conduct and operation of the business.

FIFTH: 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 64, Lower New Germany Road, Star Route, Frostburg, Maryland 21532. The resident agent of the Corporation is EUGENE S. ZUMPANO, whose Post Office address is Post Office Box 64, Lower New Germany Road, Star Route, Frostburg, Maryland 21532. Said resident agent is a resident of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have not less than two directors, which number may be increased pursuant to the Bylaws of the Corporation, and EUGENE S. ZUMPANO and PATRICIA G. ZUMPANO shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

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, and all of said stock shall be common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of July, 1976.

ATTEST:

Jean Bochy
JEAN BOCHY

William Walsh (SEAL)
WILLIAM WALSH

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

I HEREBY CERTIFY, That on this 26th day of July, 1976, 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 Bochy
Notary Public



LIBER 023 PAGE 552

FILED FOR RECORD
DEC 9 1976
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

ARTICLES OF INCORPORATION

OF

GRANTSVILLE EGGS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 27, 1976 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 52839

Recorded in Liber 2304, **folio** 285, **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 · STATE OF MARYLAND ·

mjp

LIBER 023 PAGE 553

GREISES MEATS, INC.
ARTICLES OF REVIVAL

DEC -9-76 A #24709 ******3.75

(Under Section 85)

Greises Meats 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 corporation was forfeited on April, 15 1973, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time to the forfeiture of its charter was Greises Meats Inc.

THIRD: (a) The past office address of the principal office of the Corporation in the State of Maryland is Rt.#3 Box 506 Valley Road, Allegany County, Cumberland, 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 Franklin Charles Greise, Rt.#3, Box 507-B, Knob Road, Allegany County, Cumberland, Md. 21502. Said resident agent is a citizen actually residing in this State(or a corporation or this St.)

FOURTH: The name by which the corporation will hereafter be known is Greises Meats Inc.

Compared and Mailed Delivered Bus
TO Franklin Charles Greise
Rt #3 Box 507-B Knob Road
Cumberland Md.
Dec 15 1976

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 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 May 24, 1976.

Last Acting President (or VicePresident)

Mrs. Frances Greise

Last Acting Secretary (or Treasurer)

Franklin C. Greise

LIBER 023 PAGE 555

STATE OF MARYLAND,

County of ALLEGANY, as:

I HEREBY CERTIFY that on MAY 27, 1976, before me, the subscriber, a notary public of the State of Maryland in and for the County of Allegany, personally appeared Franklin C. Greise, the last acting Secretary (or Treasurer), and the last acting President (or Vice-President Mrs. Frances Greise of Greise's Meats, Inc, a Maryland corporation, and severelly acknowledged the foregoing Articles of Revival to be their act.

WITNESS my paid and noterized seal, the day and year last above written.

Joseph A Yorkus
Notary Public

LIBER 023 PAGE 556

ARTICLES OF REVIVAL

OF

GREISE'S MEATS, INC.

1 7

approved and received for record by the State Department of Assessments and Taxation of Maryland August 23, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 53732

4

Recorded in Liber ~~2314~~ 2319, folio ~~561~~ 152, 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 ·

RECORDED FOR RECORD
9 1976 ... P...
20 O'clock ... M.
e day Recorded in
o. ... Folio ...
ne Corporation
ecords of Allegany
Maryland and com-
R. H. Keller Clerk

Compared and Mailed Delivered
TO Wilson Blake
Rt #2 Box #368
Frostburg, Md 21532
Dec 15 1976

LIBER 023 PAGE 557

MORNING STAR COMPUTER CORPORATION

ARTICLES OF INCORPORATION

DEC -9-76 A #24704 ******4.75

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Angela M. Senkbeil, whose post office address is 210 Bedford Street, Cumberland, Maryland 21502; John Green, Jr., whose post office address is 306 Washington Street, Cumberland, Maryland 21502; and Gary G. Leasure, whose post office address is 110 Washington Street, 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, associate ourselves with the intention of forming a corporation.

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

MORNING STAR COMPUTER 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:

(1) To engage in research and development, purchase, sale, import, export, license, distribution, design, manufacture, or rental of any product, machine, apparatus, appliance, merchandise and property of every kind and description, ideas, systems, procedures, and services of any nature, including, without limiting the generality of the foregoing, all types of products which possess an internal intelligence for recognizing and correlating any type of data or information to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital computers, components, all types of electrical, mechanical, electro-mechanical, and electronic products and systems such as for analysis of

visible, radar, sonar, or other inputs, voice recognition and identification of voice elements, and magnetic storage and drums.

To establish, maintain, and conduct training schools, courses, and programs in connection with the purchase, sale, import, export, license, distribution, design, manufacture, or rental of machines, apparatus, appliances, and merchandise, and of articles required in the use thereof or used in connection therewith.

(2) So far as authorized by the law under which this certificate is drawn, to keep, examine, inspect, and audit the books and accounts of others; to devise and install financial, accounting, checking, correspondence, filing, and other office and business systems; to take inventories; to make appraisals; to prepare balance sheets; to compile statistics as an aid to the officers of corporations and other persons in the making of reports and statements required by tax laws; to do all such things and perform or supply all such services as are commonly done, performed, or supplied by efficiency engineers or business management experts; to warrant the accuracy of the work done or services performed by it. To do all things proper, incidental, and conducive to the accomplishment of the foregoing purposes.

(3) To carry on a general investment and management consultant and advisory business relating to investments and the operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments.

To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operations, management, and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.

To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kind of investments and businesses. To advise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the corporation by all lawful means.

(4) To purchase, hold, retire or reissue shares of its own capital stock in the manner provided by the Code of Public General Laws of Maryland.

(5) 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 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.

(6) In addition to the aforesaid powers, the corporation shall at all times have and enjoy all the rights, privileges, powers and immunities provided under the Code of Public General Laws of Maryland.

CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in this Article THIRD shall not, unless otherwise specified herein, be in any wise limited or restricted by this or any other article in these Articles of Incorporation, 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 clause be separately construed as to both purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all powers, rights, franchises and privileges, granted to or conferred upon corporations of this character by the laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, franchises or privileges granted or conferred by the laws of said State now or that may hereafter be 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.

(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 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 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 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, 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 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 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.

FIFTH: The post office address of the place at which the principal office of the corporation in this State will be located is at Route 2, Box 368, Frostburg, Allegany County, Maryland, 21532. The resident agent of the corporation is Wilson Blake, whose post office address is Route 2, Box 368, Frostburg, Maryland, 21532. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The corporation shall have three (3) directors, and Wilson Blake, Allen Williams, and Jess H. Williams 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 (15) 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 in 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 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 or restrictions, if any, as may be set forth in the By-laws of the corporation.

NINTH: Except as may be otherwise required by statute the holders of said common stock shall exclusively possess voting power for the election of Directors and for all purposes relating to the business of the corporation which may be provided by the By-laws of the Corporation.

TENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 27th day of July, 1976.

WITNESS:

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Angela M. Senkbeil (SEAL)
ANGELA M. SENKBEIL

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

John Green (SEAL)
JOHN GREEN, JR.

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Gary G. Leasure (SEAL)
GARY G. LEASURE

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 27th day of July, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ANGELA M. SENKBEIL, JOHN GREEN, JR. and GARY G. LEASURE, and acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal the date aforesaid.

M. Ellanor Damewood
M. ELLANOR DAMEWOOD
NOTARY PUBLIC

ELLANOR DAMEWOOD NOTARY PUBLIC ALLEGANY CO., MD.

LIBER 023 PAGE 565

FILED FOR RECORD
DEC 9 1976
at 1:00 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Corporation
Records of Allegany
County, Maryland and com-
pared by me with the Clerk.

ARTICLES OF INCORPORATION

OF

MORNING STAR COMPUTER CORPORATION

81

approved and received for record by the State Department of Assessments and Taxation of Maryland July 28, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 52897

9

Recorded in Liber 2304, folio 592, 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 ·

Compared and Mailed ~~Delivered~~
TO Jarald C. Rice Jr.
13812 Brant Avenue S.W
Cresaptown Md. 21502
Dec 15 1976

LIBER 023 PAGE 566

RICE SUPPLY COMPANY, INC.

(a close corporation under Title 4)

DEC -9-76 A #24708 *****

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, Jarold C. Rice, Jr., whose post office address is 13812 Brant Avenue, S. W., Cresaptown, 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.

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

RICE SUPPLY COMPANY, 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 buying, selling, fabricating, and manufacturing of plumbing supplies, heating supplies and electrical supplies of every kind, nature and description, both domestic and industrial, and in the buying and selling of all building and construction supplies and equipment of any kind, nature or description whatsoever; to manufacture, fabricate, construct, buy, sell, and otherwise deal in plumbing fixtures, heating fixtures, electrical fixtures, pipes, accessories, fittings and metal fabrications of all types necessary or useful in such business, or relating thereto or connected therewith; and generally to do any and all other business and transactions incidental thereto, or connected therewith.

(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, personal, or mixed, tangible or intangible,

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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 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 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
GEPPERT, 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 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 No. 14615 McMullen Highway, Cresaptown, Maryland, 21502. The name and post office address of the resident agent of the Corporation is Jarold C. Rice, Jr., 13812 Brant Avenue, S. W., Cresaptown, 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 two hundred (200) 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: After completion of the organization meeting of the Director, and the issuance of one or more shares of the stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one (1) Director whose name is Jarold C. Rice, Jr.

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

(a) The 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

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ERT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

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 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 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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& PAYE
CUMBERLAND
MARYLAND

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 the Incorporator, and I acknowledge the same to be my act on this 5th day of August, 1976.

WITNESS:

Robert S. Paye — Jarold C. Rice, Jr. (SEAL)
JAROLD C. RICE, JR.

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 5th day of August, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared JAROLD C. RICE, JR., and he acknowledged the aforegoing instrument of writing to be his act and deed.

WITNESS my hand and Notarial Seal.

Sandra K. Twigg
Notary Public

My Commission Expires: 7/1/78

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& PAYE
UMBERLAND
MARYLAND

LIBER 023 PAGE 571

FILED FOR RECORD
DEC 9 1976 19
2:00 o'clock M.
same day Recorded in
No. Folio
of the Corporation
Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF INCORPORATION

OF

RICE SUPPLY COMPANY, INC.

119

approved and received for record by the State Department of Assessments and Taxation of Maryland August 9, 1976, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 53209

6

Recorded in Liber 2308, folio 442, 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 ·

Western Maryland Street Rod Association, Inc.

ARTICLES OF REVIVAL

Rec'd 76 A 42710 *****3.75

Western Maryland Street Rod Association, 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 21, 1976, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of revising and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Western Maryland Street Rod Association, Inc.

THIRD: The name by which the Corporation will hereafter be known is Western Maryland Street Rod Association, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Post Office Box 904, 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 Wayne F. Lockard, Secretary, 848 Green Street, Cumberland, Allegany County, Maryland. Said resident agent is a citizen actually residing in this State.

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

(a) Paid all fees required by law;

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

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

RW

Compared and Mailed Delivered

TO 848 Green Street

Cumberland, Md

Dec 15 19 76

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

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on August 4, 1976.

William Shepherd
William Shepherd, President

Wayne Lockard
Wayne Lockard, Secretary



Llewellyn Sr
Notary Public

My Comm. expires July 1978

STATE OF MARYLAND, LIBER 023 PAGE 574

County of Allegany, ss:

I HEREBY CERTIFY that on August 4, 1976, before me, the subscriber, a notary public of the State of Maryland in and for the County of Allegany, personally appeared William Shepherd, the last acting President and Wayne Lockard, the last acting Secretary of Western Maryland Street Rod Association, 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.

Robt. M. Llewellyn Sr
Notary

My Commission Expires July, 1978

FILED FOR RECORD
DEC 3 1976
1:00 O'clock P M.
and same day Recorded in
Liber No. Folio
of the Land Records of Allegany
County, Maryland and com-
pared by me
Clerk

LIBER 023 PAGE 575

ARTICLES OF REVIVAL

OF

WESTERN MARYLAND STREET ROD ASSOCIATION, INC.

150

approved and received for record by the State Department of Assessments and Taxation of Maryland August 18, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 53503

4

Recorded in Liber 2311, folio 505, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Spec. Fee
~~Transfer~~ 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 ·

LIBER 023 PAGE 576

DEEP CREEK YACHT CLUB, INC.,

a Maryland Corporation

DEC 15-76 A 24990 ******4.00

ARTICLES OF AMENDMENT

Deep Creek Yacht Club, Inc., a Maryland Corporation having its principal office in Allegany County, Maryland (herein 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 paragraphs "FIFTH" and "SEVENTH" of its Articles of Amendment approved on September 10, 1965, and recorded on November 30, 1965, and inserting in lieu thereof the following:

"FIFTH: The total number of shares which the Corporation has authority to issue is 1,000 (one thousand) shares of the par value of $20.00 (Twenty Dollars) per share, all of one class, and having an aggregate par value of $20,000.00 (Twenty Thousand Dollars)."

"SEVENTH: The following provisions are hereby adopted to define, limit and regulate the powers of the corporation and of the directors and stockholders:

"(1) The Corporation's board of directors 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 any class or classes, whether now or hereafter authorized.

"(2) The Corporation's board of directors is hereby authorized to issue 500 (Five Hundred) fully paid and non-assessable shares of the par value of $20.00 (Twenty Dollars) per share for the following consideration, the value of which consideration is hereby stated to be not less than $10,000.00 (Ten Thousand Dollars), namely:

100 (one hundred) shares of the Corporation's presently issued and outstanding stock of the par value of $100.00 (One Hundred Dollars),

Compared and mailed Delivered BW

TO George P. Hughes Jr. 2 Washington St. Cumb. Md

Dec 17 19 76

the aggregate value of which is $10,000.00."

"(3) There shall be the following restrictions upon the sale and transfer of any of the corporation's shares of stock. None of the corporation's shares of stock shall be sold or transferred, or offered for sale or transfer, until after the same have been offered for sale and transfer to the corporation and the same have been refused, and thereafter also offered to the corporation's individual stockholders and the same have been refused; and if all refuse to purchase the shares of stock at the price offered, said shares of stock may then be offered for sale and sold to any other person at a price equal to or greater than the price at which they were offered to the corporation, and to the other individual stockholders of the corporation, but they shall not be sold at a price less than the price so offered as aforesaid.

"(4) The board of directors shall have power, from time to time, to fix and determine, and to vary the amount of working capital of the corporation.

"(5) The corporation reserves the right to make, from time to time, any amendments to its charter according to law."

SECOND: The Corporation's board of directors, at a meeting duly convened and held on the 21st day of May, 1976, adopted a resolution setting forth the aforegoing charter amendment, declaring that said charter amendment is advisable and directing that it be submitted for action thereon at a special meeting of the corporation's stockholders to be held on the 5th day of June, 1976.

THIRD: Notice setting forth said charter amendment, and stating that a purpose of the special meeting of the stockholders would be to take action thereon, was given, as required by law, to all of the corporation's stockholders.

FOURTH: The amendment of the corporation's charter, as herein above set forth, was approved by the corporation's stockholders at said special

meeting of the affirmative vote of at least two-thirds of all the corporation's stockholders.

LIBER 023 PAGE 578

FIFTH: The Amendment of the corporation's charter, as herein above set forth, has been duly advised by the board of directors and approved by the corporation's stockholders.

SIXTH: The corporation's capital stock is not divided into classes.

IN WITNESS WHEREOF, Deep Creek Yacht Club, Inc., has caused these presents to be signed in its name, and on its behalf, by its President, and its corporate seal to be hereto affixed, all duly attested by its Secretary on this 14th day of June, 1976.

ATTEST:

DEEP CREEK YACHT CLUB, INC.

James Corl
James Corl, Secretary

By: Robert Golden
Robert Golden, President

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 14th day of June, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert Golden, President of Deep Creek Yacht Club, Inc., a Maryland corporation, and in the name and on behalf of said corporation, acknowledged the aforegoing Articles of Amendment to be the corporation's corporate act, and at the same time personally appeared James Corl who made oath in due form of law that he was secretary of the corporation's stockholder's special meeting at which the corporation's charter amendment was approved, and that the matters and facts set forth in said Articles of Amendment are true and correct to the best of his information, knowledge and belief.

WITNESS my hand and Notarial Seal on the date above written.

Grey Mallett Burridge
NOTARY PUBLIC

My Commission Expires: July 1, 1978

LIBER 023 PAGE 579

FILED FOR RECORD DEC 15 1976 1:30 O'clock P. M. same day Recorded in Folio No. of the Records of Allegany County, Maryland and examined

Clerk

ARTICLES OF AMENDMENT

OF

DEEP CREEK YACHT CLUB, INC.

204

approved and received for record by the State Department of Assessments and Taxation of Maryland September 7, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 53992

4

Recorded in Liber 2317, folio 489, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

007

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 ·

bt

LIBER 023 FOLIO 580

FROSTBURG LODGE, NUMBER 348, LOYAL ORDER OF MOOSE, INC.

A Maryland Corporation DEC 15-76 A 24992 ******3.00

ARTICLES OF AMENDMENT

Frostburg Lodge, Number 348, Loyal Order of Moose, Inc., a Maryland corporation having its principal office in Frostburg, Allegany County, Maryland, (herein called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking out the provisions of paragraph "(4)" of said Articles of Incorporation, and inserting in lieu thereof the following:

"(4)" (a) The Corporation is a membership corporation which shall have no capital stock and which is not authorized or empowered to issue any capital stock.

(b) 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."

SECOND: At a special meeting held on June 4, 1976, the Board of Directors of the Corporation adopted a resolution declaring that the aforegoing Amendment to the Articles of Incorporation is advisable, recommending that all members and/or stockholders of the Corporation approve the same, and designating the President of the Board of Directors to sign and acknowledge said Articles of Incorporation 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 and/or stockholders of the Corporation was held on the 13th day of July, 1976, at which at least a quorum was present, and the number thereof required by the Laws of the State of Maryland and the Articles of Incorporation and By-Laws for the amendment of the Charter thereof voted to adopt the Articles of Amendment herein set forth.

Bus

Compared and Mailed ~~Delivered~~

TO George R. Hughes III
Cumberland, Md

Dec 17, 1976

IN WITNESS WHEREOF, Frostburg Lodge, Number 348, Loyal Order of Moose, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereto affixed, all duly attested by its Secretary on this 14th day of September, 1976.

ATTEST:

Veryl F. Rafferty, Secy.

FROSTBURG LODGE, NUMBER 348
LOYAL ORDER OF MOOSE, INC.

By: John W. Kamauff, President

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 14th day of September, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, aforesaid, personally appeared JOHN W. KAMAUFF, President, Frostburg Lodge, Number 348, Loyal Order of Moose, 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 VERYL F. RAFFERTY, who made oath in due form of law that he 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 his information, knowledge and belief.

WITNESS my hand and Notarial Seal on the date above-written.

Geneva L. Augustine
NOTARY PUBLIC

My Commission expires: July 1, 1978

LIBER 623 PAGE 582

FILED FOR RECORD
DEC 15 1976
1:30 o'clock P. M.
Same day Recorded in
Folio
Records of Allegany
Cty, Maryland
Clerk

ARTICLES OF AMENDMENT

OF

FROSTBURG LODGE, NUMBER 348, LOYAL ORDER OF MOOSE, INC.

220

approved and received for record by the State Department of Assessments and Taxation of Maryland September 16, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 54219

3

Recorded in Liber 2319, folio 609, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.00

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 023 PAGE 583

ARTICLES OF INCORPORATION

OF

L. G. LLEWELLYN ELECTRICAL COMPANY, INC.

DEC 15-76 A #24989 ******4.00

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lewis G. Llewellyn, whose post office address is Route #6, Box 151A, Cumberland, Maryland, 21502, Ada M. Llewellyn, whose post office address is Route #6, Box 151A, Cumberland, Maryland, 21502, and Hugh A. McMullen, whose post office address is 21 Prospect Square, Cumberland, Maryland, 21502, 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 Corporation is:

L. G. LLEWELLYN ELECTRICAL COMPANY, INC.

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

(a) To operate and maintain an electrical company for the purpose of making electrical repairs, conducting electrical installation of all electrical equipment of every kind and nature, in all types of buildings, commerical and residential, engaging in the installation of underground electrical wiring and installation, installing electrical lines, installing lighting, heating and cooling appliances in all types of buildings, including residential and commerical buildings, installing communication systems, lighting systems, fire alarm systems, burglar alarm systems, and installing electrical lines for the transmission of electric current, and to engage in the electrical contracting business generally, and in the manufacture and sale of electrical equipment and applicances as principal or as agent or otherwise; to conduct the aforesaid business, and all of its branches; and to do such other things as are incidental, proper or necessary in the operation of the business, and in the carrying out of any or all of its purposes; to construct, erect, own, equip, maintain, operate, and use, and to contract with others to construct and erect, and to lease to others to maintain, operate and use electrical shops, storehouses, office buildings, and buildings of all kinds, and to pay for the construction, erection or equipment

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~ BW

TO Lewis G. Llewellyn
Rt. #6 Box #151-A
Cumb. Md.

Dec. 17 19 76

in the same in cash, stock, or bonds of this Corporation or otherwise.

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

(c) To acquire any or all or part of the goodwill, right, property and businesses of any other 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 in any manner or 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 or 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 the payment for property purchased, or for any other lawful consideration, and to insure 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 price, 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 Corporation purposes.

(f) To apply for, obtain, own, transfer or in anyway use any licenses, issued by any Federal, State, County or municipal authority.

(g) To acquire by purchase, subscription, or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stocks, bonds, debentures, notes, mortgages, or other obligations, and any certificates, re-

OFFICES
T. McMULLEN
PAYE
BERLAND
RYLAND

ceipts, warrants or other instruments evidencing rights or options to receive, purchase, or subscribe for the same or representing any other rights or interests therein, or in any property or assets issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or sub-division thereof; and to possess and exercise in respect thereto any and all rights, powers, and privileges of individual holders.

(h) To carry on any other business which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, or to facilitate the transaction by the Corporation of the aforesaid business which may be calculated directly or indirectly to enhance the value of its assets and property.

The foregoing clauses shall be construed both as objects and powers and shall be deemed to be cumulative and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Corporation and the enjoyment thereof as conferred by the Laws of the State of Maryland.

FOURTH: The post office address of the place of which the principal office of the Corporation in this State is located is Route #6, Box 151A, Cumberland, Maryland. 21502.

FIFTH: The name and the post office address of the resident agent of the Corporation in this State is Lewis G. Llewellyn, whose post address is Route #6, Box 151 A, Cumberland, Maryland. 21502. Said resident is a citizen of this State, and actually resides therein.

SIXTH: The total number of authorized capital stock is One Hundred Thousand Dollars ($100,000.00), divided into One Thousand (1,000) shares of One Hundred Dollars ($100.00) par value for each share.

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 shares is One Thousand (1,000); and all such shares shall have a par value of One Hundred Dollars ($100.00) each.

No distinction shall exist between the shares of the Corporation or the holders thereof.

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

Each holders of the common stock of the Corporation shall be entitled to one (1) vote for each share of stock held by such stockholder.

EIGHTH: 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 (3). The said Lewis G. Llewellyn, Ada M. Llewellyn and Hugh A. McMullen 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.

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 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.

TENTH: The existence of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 30th day of August, 1976.

WITNESS:

Alice R. Morahan — Lewis G. Llewellyn (SEAL)
LEWIS G. LLEWELLYN

Alice R. Morahan — Ada M. Llewellyn (SEAL)
ADA M. LLEWELLYN

Alice R. Morahan — Hugh A. McMullen (SEAL)
HUGH A. McMULLEN

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 30th day of August, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared LEWIS G. LLEWELLYN, ADA M. LLEWELLYN and HUGH A. McMULLEN, and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Alice R. Morahan
Notary Public

My Commission Expires: 7/1/78

OFFICES
T. McMULLEN
PAYE
BERLAND
ARYLAND

FILED FOR RECORD
DEC 15 1976
at 1:30 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Corporation
Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 587

ARTICLES OF INCORPORATION

OF

L. G. LLEWELLYN ELECTRICAL COMPANY, INC.

190

approved and received for record by the State Department of Assessments and Taxation of Maryland September 1, 1976, **at** 8:30 **o'clock** **A. M. as in conformity with law and ordered recorded.**

A 53849

5

Recorded in Liber 2315, **folio** 651, **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 023 PAGE 588

ARTICLES OF AMENDMENT

OF

MICHAEL CRESAP MUSEUM, INC.

DEC 15-76 A 24991 ***

MICHAEL CRESAP MUSEUM, INC., a Maryland corporation, having its principal office on Main Street, Oldtown, Allegany County, Maryland, 21555, (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 and eliminating Paragraph THIRD and providing for a new Paragraph THIRD which shall read as follows:

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

A. To arouse the attention of the general public toward recognition and appreciation of the historical artifacts, implements, home and surroundings of a particular property known and designated as the Michael Cresap Home located at or near Oldtown, Allegany County, Maryland.

B. To encourage the development and rehabilitation of the artifacts, implements, home and surroundings associated with the property known as the Michael Cresap Home in Oldtown, Allegany County, Maryland.

C. 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

Compared and Mailed Delivered
Irwin Glenwood Allen
TO Pct #1 Pat #4
Oldtown Maryland
Dec 17 19 76 21555

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 enforced as in the Article expressly limited or restricted.

D. 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).

SECOND: The Articles of Incorporation are further amended by adding Paragraph EIGHTH thereto, which shall read as follows:

EIGHTH: 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 D hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in

(including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. [Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Law).]

THIRD: The Board of Directors and members of the Corporation at a joint meeting at which a quorum was present in person and held on August 17, 1976, unanimously adopted a resolution in which there was set forth the aforegoing amendments to the Articles of Incorporation as is set forth in Paragraph FIRST and SECOND of these Articles of Amendment.

IN WITNESS WHEREOF, MICHAEL CRESAP MUSEUM, 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 August 17, 1976.

MICHAEL CRESAP MUSEUM, INC.

ATTEST:

By Irvin Glenwood Allen
Irvin Glenwood Allen, President

Marjorie Virginia Allen
Marjorie Virginia Allen, Secretary

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 14th day of September, 1976, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared IRVIN GLENWOOD ALLEN, President of Michael Cresap Museum, 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 MARJORIE VIRGINIA ALLEN, 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.

M Allen Glenwood
Notary Public

FILED FOR RECORD
DEC 15 1976
20 o'clock P M
same day Recorded in
er No. Folio
of the Cashbook
Records of Allegany
, Maryland, and com
by

ARTICLES OF AMENDMENT

OF

MICHAEL CRESAP MUSEUM, INC.

LIBER 023 PAGE 592

approved and received for record by the State Department of Assessments and Taxation of Maryland September 21, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

240

A 54340

5

Recorded in Liber 2321, folio 54, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

007

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 023 PAGE 593

UP FRONT COMMUNITY THEATRE, INC.

ARTICLES OF INCORPORATION

DEC 15-76 A 24988 ******40.00

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, hereby act as incorporator with the intention of forming a corporation.

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

UP FRONT COMMUNITY THEATRE, INC.

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

To organize and operate a theatre group in Western Maryland, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual, and in connection therewith to foster, encourage and develop popular public appreciation of the theatre and American theatre in particular; to provide means, equipment and facilities to afford qualified persons an opportunity to acquire knowledge of the science of dramatics and stage craft and practical experience in the production of plays; to provide means, equipment and facilities to afford qualified persons a medium through which their dramatic abilities may be produced in the form of plays and presented to the public; to own, lease, operate and maintain one or more workshops and theatres; to cultivate, promote, foster, sponsor and develop the understanding, taste and love of the dramatic arts; and to do all and everything necessary, suitable and

Compared and Mailed ~~Delivered~~ BW
Robert Goodwin
TO 1160 National Highway
LaVale, Maryland
Dec 17 19 76

proper for the attainment of any of the purposes, the accomplishment of any of the objects, or the furtherance of any of the powers herein set forth.

FOURTH: The post office address of the principal office of the Corporation in this State is 1060 National Highway, LaVale, Maryland 21502. The Resident Agent of the Corporation is ROBERT GOODWIN, whose post office address is 1060 National Highway, LaVale, 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 any capital stock. The first members of the Corporation shall be the following: ROBERT GOODWIN, AVIS E. WARD, DIANA McDONALD, THOMAS VALENTINE, JOHN MACE, R. O. BARRICK and ANNA RITCHIE. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the Bylaws which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The Corporation shall have not less than three directors, and ROBERT GOODWIN, AVIS E. WARD, DIANA McDONALD, THOMAS VALENTINE, JOHN MACE, R. O. BARRICK and ANNA RITCHIE shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

SEVENTH: The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may exercise all the powers of the Corporation, except such as by law or the Charter or the Bylaws are conferred upon or reserved to the members.

EIGHTH: 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 has or have established appropriate status as an organization described in Section 501 (c) 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of September, 1976.

ATTEST:

Jean Bochy — JEAN BOCHY

William Walsh (SEAL) — WILLIAM WALSH

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

I HEREBY CERTIFY, That on this 7th day of September, 1976, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal the day and year last above-written.

My Commission expires
July 1, 1978

Jean Bochy
Notary Public

JEAN BOCHY
NOTARY PUBLIC
ALLEGANY COUNTY

FILED FOR RECORD
DEC 15 1976 19
1:30 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Allegany
County, Maryland, and com-
pared by me.
Clerk

LIBER 023 PAGE 596

ARTICLES OF INCORPORATION

OF

UP FRONT COMMUNITY THEATRE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 8, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 54016

Recorded in Liber 2317, folio 645, 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 023 PAGE 597

ARTICLES OF INCORPORATION

VIADUCT HAIR STYLING, INC. DEC 15-76 A 24987 ******4.00

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS HERETO, OWEN LARRY BERRY, WHOSE POST OFFICE ADDRESS IS 312 NORTH MECHANIC STREET, CUMBERLAND, MARYLAND, 21502; DONNA RUTH BERRY, WHOSE POST OFFICE ADDRESS IS 312 NORTH MECHANIC STREET, CUMBERLAND, MARYLAND, 21502; AND CECIL P. HERSHBERGER, WHOSE POST OFFICE ADDRESS IS FORT ASHBY, WEST VIRGINIA, 26719, 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:

VIADUCT HAIR STYLING, INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO ENGAGE IN THE GENERAL BUSINESS OF MAINTAINING AND OPERATING A BEAUTY SHOP AND HAIR STYLING SALON AND TO APPLY IN CONNECTION THEREWITH SCIENTIFIC METHODS IN THE TREATMENT

[redacted] F. SOMERVILLE, JR.
[redacted]ORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

Compared and Mailed Delivered
Owen Larry Berry
TO 312 N. Mechanic Street
Cumberland, Md.
Dec 17 1976

OF HAIR AND SCALP, MASSAGE, STIMULANTS AND ANY AND ALL CHEMICALS OR FORMULAS OR PRODUCTS USED IN THE HAIRDRESSING AND HAIR STYLING BUSINESS.

(B) TO ENGAGE IN THE GENERAL BUSINESS OF DISTRIBUTION AND SALE OF BEAUTY SALON AND/OR HAIR STYLING SUPPLIES AND PRODUCTS, AT BOTH THE WHOLESALE AND RETAIL LEVEL, AND TO DO ALL NECESSARY ACTS TO PROMOTE THE SALE OF SAID SUPPLIES.

(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 RELATED TO, INCIDENT TO OR NECESSARY FOR THE ESTABLISHMENT AND OPERATION OF RETAIL OUTLETS FOR THE DISTRIBUTION OF 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 IN ANY MANNER RESTRICT OR LIMIT THE PURPOSES AND COMMERCIAL OBJECTIVES OF THE CORPORATION.

OMERVILLE, JR.
Y AT LAW
ST VIRGINIA
D, MARYLAND

FOURTH: THE POST OFFICE ADDRESS AT WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE WILL BE LOCATED IS 312 NORTH MECHANIC STREET, CUMBERLAND, MARYLAND, 21502. THE RESIDENT AGENT OF THE CORPORATION WILL BE OWEN LARRY BERRY, WHOSE POST OFFICE ADDRESS IS 312 NORTH MECHANIC STREET, 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 EACH.

SIXTH: THE CORPORATION SHALL HAVE NOT LESS THAN THREE NOR MORE THAN FIVE DIRECTORS AND OWEN LARRY BERRY, DONNA RUTH BERRY AND CECIL P. HERSHBERGER 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 ITS 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

J[redacted]F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, 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 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 16TH DAY OF SEPTEMBER, 1976.

WITNESS — OWEN LARRY BERRY

WITNESS — DONNA RUTH BERRY

WITNESS — CECIL P. HERSHBERGER

OMERVILLE, JR.
Y AT LAW
EST VIRGINIA
D, MARYLAND

LIBER 023 PAGE 601

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

I HEREBY CERTIFY THAT ON THIS THE 16TH DAY OF SEPTEMBER, 1976, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, THE COUNTY AFORESAID, PERSONALLY APPEARED OWEN LARRY BERRY, DONNA RUTH BERRY AND CECIL P. HERSHBERGER, AND SEVERALLY ACKNOWLEDGED THE WITHIN AND AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT AND DEED.

WITNESS MY HAND AND NOTARIAL SEAL.

NOTARY PUBLIC

MY COMMISSION EXPIRES JULY 1, 1978.

[redacted] F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

LIBER 023 PAGE 602

FILED FOR RECORD
DEC 15 1976
12:30 O'clock P. M. same day Recorded in Liber No. Folio of the Records of Allegany City, Maryland.
Clerk

ARTICLES OF INCORPORATION

OF

VIADUCT HAIR STYLING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 20, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 54294

6

Recorded in Liber 2320, folio 618, 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. Kelber

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

LIBER 023 PAGE 603 June 25, 1976

The following was adopted by the Executive Board of the Allegany County Teachers' Association, Inc. on June 25, 1976.

Whereas the Allegany County Teachers' Association was incorporated in 1970 and

Whereas corporate officers have changed: Therefore be it

Resolved the new name and address of the resident agent of the Allegany County Teachers' Association, Inc. is Betty G. Workman, 65 LaVale Court, LaVale, Maryland 21502.

REC 15-76 A #24986 *******.50

Betty G. Workman
Betty G. Workman, President

June 29, 1976
Date

On this 29 day of June, 1976, before me, personally appeared the above corporate officer, who acknowledged herself to be president of the Allegany County Teachers' Association, Inc. and she as such president, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Corporation by herself as president.

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

Esta M Wilson
Notary Public

My Commission expires: July 1, 1978

Compared and Mailed ~~Delivered~~ Bus
TO Betty G. Workman
65 La Vale Court
La Vale Maryland 21502
Dec 17 1976.

FILED FOR RECORD
DEC 15 1976
at 3:20 o'clock P M.
same day Recorded in
Liber No.
of the Courthouse
Records of Allegany
County, Maryland,
and com-
pared by
Clerk

NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS

OF Liber-23 Page-604

THE ALLEGANY COUNTY TEACHERS' ASSOCIATION, INC.

received for record September 9, 1976 , at 8:30 A.M.

and recorded on Film No. 2323 Frame No. 571 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Allegany County

AA **No** 13660

Special Fee Paid	$3.00
Recording Fee Paid	2.00
Total	$5.00

605

Mr. Clerk - Mail to: S. Woods Bennett, Esq.
SAUERWEIN, BOYD & DECKER
9 w. Mulberry St.
Balto., Md. 21201

alk

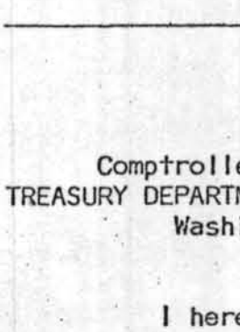
Liber - 23 Page - 605

Comptroller of the Currency
TREASURY DEPARTMENT OF THE UNITED STATES
Washington, D. C.

WHEREAS, satisfactory evidence has been presented to the Comptroller of the Currency that all requisite legal and corporate action has been taken, in accordance with the statutes of the United States, to merge The First National Bank of Mount Savage, Mount Savage, Maryland, into The First National Bank and Trust Company of Western Maryland, Cumberland, Maryland, under the charter and title of "The First National Bank and Trust Company of Western Maryland";

NOW, THEREFORE, it is hereby certified that such merger was approved September 30, 1976, and is effective as of the opening of business December 1, 1976.

IN TESTIMONY WHEREOF, witness my signature and seal of office this 24th day of November, 1976.



Robert Bloom
Acting Comptroller of the Currency

Charter No. 381

Merger No. 1322

CERTIFICATE FOR CERTIFIED COPY

Comptroller of the Currency
TREASURY DEPARTMENT OF THE UNITED STATES) SS
Washington, D. C.

JAN 13-77 A 26463 *******4.50

I hereby certify that the foregoing is a true and complete copy of the certificate recorded in this office, dated the 24th day of November, 1976, merging the banks mentioned therein.

IN WITNESS WHEREOF, I have on DEC 0 9 1976 hereunto set my hand and caused the seal of the Comptroller of the Currency to be affixed to these presents.

Robert Bloom

Acting Comptroller of the Currency

BW

Compared and Sent
Hugh McMullen
TO 21 Prospect Square
Cumbd. Md
Jan 17 1977

LIBER 023 PAGE 606

B & B MASONRY CONTRACTORS, INC.

(a close corporation under Title 4)

ARTICLES OF INCORPORATION

JAN 25-77 A 26954 ******3.75

THIS IS TO CERTIFY:

FIRST: That the undersigned, Lyman M. Zeller, whose post office address is 32 Cumberland Street, Cumberland, Maryland, 21502, and William J. Pifalo, whose post office address is 174 W. Main Street, Frostburg, Maryland, 21532, each 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

B & B MASONRY CONTRACTORS, 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 masonry contracting business generally, and in the erection, alteration and construction of all forms of brick, block, concrete and other masonry work upon buildings and structures of every class and description, and to contract for the erecting and furnishing thereto; and, in addition, to act as contractor for the construction, repairing and remodeling of buildings, works and structures of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(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,

Compared and Mailed Delivered By
Lyman M Zeller
TO 32 Cumberland St.
Cumberland. Md
Jan 27 1977

W OFFICES
T, McMULLEN
& PAYE
BERLAND
ARYLAND

wherever situated and however held, 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 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 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
GEPPERT, 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 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 Valley and Lee Streets, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland is Lyman M. Zeller, 32 Cumberland 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 three hundred (300) 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 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 name of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Lyman M. Zeller and William J. Pifalo.

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

W OFFICES
RT, McMULLEN
& PAYE
MBERLAND
ARYLAND

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 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 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

W OFFICES
RT, McMULLEN
& PAYE
BERLAND
ARYLAND

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 Corporation is, and is intended to be, a small business corporation as defined in Section 1244 of the Internal Revenue Code, and the Directors of the Corporation are authorized to offer for sale, and issue, stock of the Corporation pursuant to a plan and upon a basis qualifying such stock as stock of a small business corporation pursuant to said Section 1244 of the Internal Revenue Code.

TENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we, the undersigned, have signed these Articles of Incorporation, each acting as an Incorporator, and we severally acknowledge the same to be our act on this 13th day of October, 1976.

WITNESS:

Sandra K. Twigg — Lyman M Zeller (SEAL)
LYMAN M. ZELLER

Sandra K. Twigg — William J. Pifalo (SEAL)
WILLIAM J. PIFALO

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 13th day of October, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared LYMAN M. ZELLER and WILLIAM J. PIFALO, and each did acknowledge the aforegoing instrument of writing to be his act and deed.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC ALLEGANY COUNTY, MD.

Sandra K. Twigg
Notary Public

My Commission Expires: 7/1/78

OFFICES
, McMULLEN
PAYE
BERLAND
RYLAND

FILED FOR RECORD JAN 23 1976 at 3:00 O'clock P.M. and same day Recorded in Liber No. 023 Folio 611 one of the Records of Allegany County, Maryland. Clerk

LIBER 023 PAGE 611

309

ARTICLES OF INCORPORATION

OF

B & B MASONRY CONTRACTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 14, 1976 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 55052

6

Recorded in Liber 2328 **, folio** 110 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

SLE

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 023 PAGE 612

ARTICLES OF INCORPORATION

OF

THE MAPLE INN, INC. JAN 25-77 A #26953 ******3.75

FIRST: That we, FRANK PHILIP JOHNS, whose post office address is Post Office Box 128, Route No. 1, Mt. Savage, Maryland, 21545; and MAUNETIA ETHEL JOHNS, whose post office address is Post Office Box 128, Route No. 1, Mt. Savage, Maryland, 21545; and CARRIE ETHEL GREEN, whose post office address is Post Office Box 128, Route No. 1, Mt. Savage, Maryland, 21545; all being at least eighteen years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

THE MAPLE INN, INC.

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

A. To engage in the general Bar and Grocery Store Business and all incidental businesses related thereto.

B. To do all things that may be necessary, expedient, suitable, proper or incidental in and to the conduct of the business or businesses aforesaid and to exercise any and all rights of things which a natural person or partnership, association, or Corporation could do and exercise and which now or hereafter may be authorized by law.

C. SULLIVAN
ORNEY AT LAW
REENE STREET
DERLAND, MD.
724-7777

Compared and Mailed Delivered
Maunetia Ethel Johns
TO P.O. Box #128 Rt #1
Mt Savage, Md
Jan 27 1977

C. To make and enter into all manner and kinds of agreements, contracts, and obligations, by or with any person(s), partnership(s), association(s), or corporation(s), for the purpose of carrying on and conducting any and all of the businesses heretofore set forth, and generally with full power to perform any and all acts connected with the same, or arising therefrom, or incidental hereto, and do all acts proper and necessary for the purpose of carrying on the aforesaid businesses or any of them, by the Corporation, or which may be conducive to its best interests.

D. To acquire, lease, own, hold, mortgage and sell such real or personal, tangible and intangible, and mixed property, both in this State and in any part of the world.

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

FOURTH: The post office address of the principal office of the Corporation in this state is Post Office Box 128, Route No. 1, Mt. Savage, Maryland, 21545. The name of the resident agent and post office address of the Corporation in this state is Maunetia Ethel Johns, Post Office Box 128, Route No. 1,

Mt. Savage, Maryland, 21545. Said resident agent is an individual actually residing in this state.

FIFTH: The total amount of the authorized capital stock is Ten Thousand ($10,000.00) Dollars, divided in One Hundred (100) Shares of common stock with a par value of One Hundred ($100.00) Dollars per share.

SIXTH: The number of the Directors of the Corporation shall be three. The names of the Directors, who shall act until the first annual meeting of the stockholders of the Corporation and until their successors are duly chosen and qualified, are:

FRANK PHILIP JOHNS

MAUNETIA ETHEL JOHNS

CARRIE ETHEL GREEN

SEVENTH: The Corporation shall provide any indemnification required by the laws of Maryland and shall be required to indemnify directors, officers, employees and agents under the Corporation and Associations Article (Section 2-418) of the Maryland Code, as amended from time to time, with the exception that any permitted indemnification for directors and officers under that Article shall be required.

EIGHTH: The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 27th day of October, 1976, and we acknowledge the same to be our act.

ATTEST:

Frank Philip Johns (SEAL)
FRANK PHILIP JOHNS

John C. Anderson Maunetia Ethel Johns (SEAL)
MAUNETIA ETHEL JOHNS

To all

Carrie Ethel Green (SEAL)
CARRIE ETHEL GREEN

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

THIS IS TO CERTIFY, that on this 8th day of October, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in the County of Allegany, personally appeared Frank Philip Johns, Maunetia Ethel Johns and Carrie Ethel Green, and severally acknowledged the aforegoing Articles of Incorporation to be their respective acts.

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

John C. Anderson
Notary Public

My commission expires July 1, 1978.

NOTARY PUBLIC ALLEGANY CO. MD.

FILED FOR RECORD
OCT 23 1976
8:00 O'clock A.M.
same day Recorded in
Liber No. Folio
of the Corporation
Records of Allegany
County, Maryland, and com-
examined by

LIBER 023 PAGE 616

ARTICLES OF INCORPORATION

OF

THE MAPLE INN, INC.

303

approved and received for record by the State Department of Assessments and Taxation of Maryland October 13, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 54997

5

Recorded in Liber 2327, folio 420, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

114

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 ·
BONÆ VOLVNTATIS TVÆ CORONASTI NOS SCITO

LIBER 023 PAGE 617

McINTYRE'S 7 DAY MARKET, INC.

(a close corporation
under Title 4)

ARTICLES OF INCORPORATION

JAN 25-77 A #26952 ******3.75

THIS IS TO CERTIFY:

FIRST: The undersigned, Carl Lee McIntyre, whose post office address is 1110 Frederick Street, Cumberland, Maryland, 21502, and Lucille C. McIntyre, whose post office address is 1110 Frederick Street, 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 McINTYRE'S 7 DAY MARKET, 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 establish, purchase, lease or otherwise acquire, own, operate and maintain and otherwise dispose of food markets, markets and/or retail stores; to merchandise, sell, offer for sale and distribute at wholesale and retail, foods and food stuffs of all kinds and descriptions, whether in bulk, package, bottle or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products; to merchandise, sell and generally deal in all other products, merchandise and things; and generally to do all other things necessary or useful in connection with the purposes herein expressed.

(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,

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~ Sent
Carl Lee McIntyre
TO 201 Valley Street
Cumb. Md
Jan 27 19 77

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 threof, 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, trustees, 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.

OFFICES
McMULLEN
PAYE
ERLAND
YLAND

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 provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as 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 201 Valley Street, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland is Carl Lee McIntyre, 1110 Frederick 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 is six hundred (600) 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 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 Carl Lee McIntyre and Lucille C. McIntyre.

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 time, including without limitation, the authority to enter into one or more

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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 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, 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.

V OFFICES
T, McMULLEN
PAYE
BERLAND
RYLAND

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 acknowledge the same to be our act, on this 29th day of September, 1976.

WITNESS:

Sandra K. Twigg — Carl Lee McIntyre (SEAL)
CARL LEE McINTYRE

Sandra K. Twigg — Lucille C. McIntyre (SEAL)
LUCILLE C. McINTYRE

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

On this 29th day of September, 1976, before me, Sandra K. Twigg, the undersigned officer, personally appeared CARL LEE McINTYRE and LUCILLE C. McINTYRE, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument, as Incorporators, and each acknowledged that he/she executed the same for the purposes therein contained.

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

Sandra K. Twigg
Notary Public

My Commission Expires: 7/1/78

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
JAN 25 1977
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 023 PAGE 622

ARTICLES OF INCORPORATION

OF

McINTYRE'S 7 DAY MARKET, INC.

[redacted]

2 2

approved and received for record by the State Department of Assessments and Taxation of Maryland October 1, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 54683

6

Recorded in Liber 2324, folio 308, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

[redacted]

D C E

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. Summers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 623

ARTICLES OF REVIVAL

OF

NIXON LAND COMPANY, INC.

JAN 25-77 A 26950 ******3.75

Nixon Land Company, Inc., a Maryland corporation having its principal office in Oldtown, Allegany County, Maryland, (hereinafter referred to as the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation was forfeited on ~~February~~ January 28, 1975, for failure to file annual reports with the State Department of Assessments and Taxation, and that 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 Nixon Land Company, Inc.

THIRD: The name by which the Corporation will hereafter be known is Nixon Land Company, Inc.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is Box 9, Oldtown, Allegany County, Maryland #1555, and that 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.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland are Myrle C. Grose, P. O. Box 9, Oldtown, Allegany County, Maryland. Said resident agent is a citizen actually residing in the State of Maryland.

SIXTH: At or prior to the filing of these Articles of Revival, the Corporation has done the following:

(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;

Compared and Mailed Delivered
TO Myrle C. Grose
P. O. Box 9
Oldtown Md.
Jan 27 1977

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

(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.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival this 11th day of October, 1976.

WITNESS:

Mary Emerick — Myrle C. Grose (SEAL)
Myrle C. Grose

Mary Emerick — Layton L. Stott Jr. (SEAL)
Layton L. Stott, Jr.

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 11th day of October, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared Myrle C. Grose, the last acting President, and Layton L. Stott, Jr., the last acting Secretary, of Nixon Land Company, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Notarial Seal.

MARY O. WILSON NOTARY PUBLIC Allegany Co., Md.

Mary O. Wilson
Notary Public

N & SHARER
NEYS AT LAW
TRUST BLDG.
ERLAND, MD.

LIBER 023 PAGE 625

Liber 023 Page 625

$19.

ARTICLES OF REVIVAL

OF

NIXON LAND COMPANY, INC.

FILED FOR RECORD
2:00 o'clock P. M. 19
same day Recorded in
Folio
of the Records of Allegany
City, Maryland, and com-
Clerk

approved and received for record by the State Department of Assessments and Taxation of Maryland October 18, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 55159

3

Recorded in Liber 2328, folio 760, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SC'E

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 L. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 626

ARTICLES OF INCORPORATION

OF

URIEL E. VELANDIA, M.D., P.A.

JAN 25-77 A 26951 ******

FIRST: The undersigned, J. Frederick Sharer, whose post office address is 616 Liberty Trust Building, 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 URIEL E. VELANDIA, M.D., P.A.

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

(1) To engage in the practice of medicine, specializi in internal 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 Uriel E. Velandia, M.D., P.A., 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).

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

Compared and Mailed Delivered
TO Uriel E. Velandia M.D. P.A.
924 Seton Drive
Cumberland, Md 21502
Jan 27 1977

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 Uriel E. Velandia, Beatrice Velandia 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 (Annotated Code of Maryland, Title "Corporations and Associations", Sections 5-101, et seq) and all other powers conferred on corporations by the laws of the State of Maryland subject to the limitations of the aforementioned Maryland Professional Service Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of September, 1976.

WITNESS:

Mary A. Emrick

J. Frederick Sharer (SEAL)

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

LIBER 623 PAGE 628

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 29th day of September, 1976, before me, the subscriber, a Notary Public of the aforesaid State and County, personally appeared J. Frederick Sharer, and he 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, 1978

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

LIBER 023 PAGE 629

FILED FOR RECORD
JAN 25 1977
at 2:00 o'clock P M.
and same day Recorded in
Liber No. — Folio —
one of the Corporation
Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

URIEL E. VELANDIA, M.D., P.A.

268

approved and received for record by the State Department of Assessments and Taxation of Maryland September 30, 1976, **at** 8:30 **o'clock A. M. as in conformity with law and ordered recorded.**

A 54631

4

Recorded in Liber 2323 **, folio** 252 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

317

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 023 PAGE 630

ARTICLES OF INCORPORATION

OF

THE WES-MAR CITIZENS BAND RADIO CLUB, INC.

(a non-stock corporation)

THIS IS TO CERTIFY:

JAN 25-77 A #26955 ****

FIRST: That we, the subscribers, WILLIAM T. BARNARD, whose post office address is Route 1, Box 42, Lonaconing, Maryland, 21539, ROBERT L. SMITH, whose post office address is Route 1, Swanton, Maryland, 21561, and JANET B. TICHNELL, whose post office address is Route 1, Box 182 A, Swanton, Maryland, 21561, each being at least eighteen years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

THE WES-MAR CITIZENS BAND RADIO CLUB, INC.

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

(a) To promote a means whereby Citizens Band Radio 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 lease, buy and acquire lands for the erecting of Club House for permanent headquarters and the mutual improvement and social culture and training of its members and to engage in such activities as may be deemed desirable or essential thereto.

(e) The aforegoing enumeration of purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred on the Corporation by law, and is not intended in any manner to limit or restrict any of the powers of the Corporation which shall have all the powers conferred on corporations by the General Laws of this state.

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

Compared and Mailed ~~Delivered~~
William T. Barnard.
TO Rt #1 Box #42 Md. 21539
Lonaconing
Jan 27 1977

FOURTH: The Post Office address of the principal office of the Corporation in this State is Route 1, Box 42, Lonaconing, Maryland, 21539. The resident agent of the Corporation is William T. Barnard, whose Post Office address is Route 1, Box 42, Lonaconing, Maryland, 21539. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: This Corporation is not organized for profit, and no part of the net earnings shall inure to the benefit of any member, and is not authorized to issue stock. Membership shall be limited to those who are Citizens Band Radio Operators who are interested in promoting the knowledge and use of Citizens Band Radios and shall be limited to such members as the By-Laws may provide. The Board of Directors shall choose the first members in accordance with the By-Laws and shall issue an appropriate certificate of membership. Membership shall not be transferable and members may be elected, removed and resignations accepted according to the By-Laws which may prescribe different classes of members and define the rights and privileges and qualifications of each class.

SIXTH: The number of directors shall not be less than three, which number may be increased pursuant to the By-Laws and William T. Barnard, Robert L. Smith and Janet B. Tichnell shall act as such until the first annual meeting and until their successors are duly chosen and qualify.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation, acting as incorporators and have acknowledged them to be our act on September 21st, 1976.

ATTEST:

Robert M. Warnick — William T. Barnard (SEAL)
WILLIAM T. BARNARD

Edward T. Winters — Robert L. Smith (SEAL)
ROBERT L. SMITH

John L. Warnick — Janet B. Tichnell (SEAL)
JANET B. TICHNELL

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

LIBER 623 PAGE 632

FILED FOR RECORD JAN 23 1978 at 2:00 o'clock P. M. and same day Recorded in Liber No. 623 Folio 632 one of the Records of Allegany County, Maryland, and compared by [illegible] Clerk

ARTICLES OF INCORPORATION

OF

THE WES-MAR CITIZENS BAND RADIO CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 29, 1976, **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

265

A 54609

3

Recorded in Liber 2323, **folio** 129, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

JLE

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. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 633

GRAGG AGENCY, INC.

ARTICLES OF INCORPORATION

3.50

MAR-8-77 A 02309 *****

FIRST: We, the undersigned, Howard D. Gragg, whose post office address is 921 Virginia Avenue, Cumberland, Allegany County, Maryland 21502; and Martha V. Gragg, whose post office address is 921 Virginia 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 Gragg Agency, 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 act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, collecting premiums and doing such other business as may be delegated to agents or brokers by such companies and to conduct a general insurance agency and insurance brokerage business.

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

Compared and Mailed Delivered Bev
Howard D. Gragg
TO 921 Virginia Avenue
Cumb - Md
Mar 10 1977

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

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 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.

(f) To do anything not heretofore mentioned permitted by the Annotated Code of Maryland, Corporations and Associations Article, Section 2-103, as amended from time to time.

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 any wise 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 defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

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ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

(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 validated 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 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

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39 GREENE ST.

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 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 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

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LAND, MARYLAND
GREENE ST.

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 Corporation shall have five (5) directors; namely, Howard D. Gragg, Martha V. Gragg, Richard C. Gragg, Eugene D. Gragg, and Charlotte E. Lovelace, who 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 by amendment to the By-laws.

SIXTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 921 Virginia Avenue, Cumberland, Allegany County, Maryland 21502. The Resident Agent of the Corporation is HOWARD D. GRAGG, whose post office address is 921 Virginia Avenue, Cumberland, Allegany County, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: The total amount of the authorized capital stock of the Corporation is ONE HUNDRED THOUSAND DOLLARS ($100,000.00) and the total number of shares of capital stock which the Corporation has authority to issue shall be ONE THOUSAND (1,000) shares of no stated value (no par), all of which shares shall be of one class.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12th day of November, 1976.

Witness — HOWARD D. GRAGG (SEAL)

Witness — MARTHA V. GRAGG (SEAL)

RSON & GERSON
TORNEYS AT LAW
ERLAND, MARYLAND
D GREENE ST.

Liber -023 Page -638

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That, on this 12th day of November, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared HOWARD D. GRAGG and MARTHA V. GRAGG, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Lucille Burkett
Notary Public

My Commission Expires: July 1, 1978

ION & GERSON
RNEYS AT LAW
LAND, MARYLAND
GREENE ST.

639

LIBER 023 PAGE [redacted]

FILED FOR RECORD
MAR 8 1977
at 2:00 o'clock P M.
and same day recorded in
Liber No. [illegible] folio [illegible]
one of the [illegible]
Records of Allegany
County, Maryland.
Clerk

ARTICLES OF INCORPORATION

OF

GRAGG AGENCY, INC.

404

approved and received for record by the State Department of Assessments and Taxation of Maryland November 15, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 55946

1

Recorded in Liber 2336, folio 374, 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 L. Lammons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 640

State Department of
Assessments and Taxation
301 W. Preston St.
Baltimore 1, Md.
FEB 14 1977

FOREIGN CORPORATION QUALIFICATION*

(Qualification fee of $40.00 must accompany this certificate)

The undersigned Corporation, for the purpose of qualifying pursuant to the provisions of Section 90 (e) of Article 23 of the Annotated Code of Maryland (1969 Supplement as amended), to do intrastate business as a foreign corporation in the State of Maryland, hereby certifies:

(a) That the undersigned Corporation is incorporated and in good standing under the laws of the State of ..... Pennsylvania .....

(b) That ..... Penn Corporation Trust Inc ..... is the resident agent of the undersigned Corporation in the State of Maryland, and that the post office address of such resident agent is No. ..... 300 E. Lexington ..... Street, ... Baltimore ....., Maryland. The resident agent so designated is an individual actually residing in the State of Maryland or a corporation of the State of Maryland. (Indicate whether resident agent is an individual or a corporation.)

(c) That the mailing address of the undersigned Corporation is 639 Butler Street Pgh. Pa. 15213

(d) That the principal office of the undersigned Corporation in the State of Maryland is located at No. ..... 639 ..... Butler ..... Street, ... Pittsburgh, Penna. 15213 ....., Maryland.**

(e) Enclosed is officially certified statement of good standing together with a certified statement evidencing the date and record reference of its charter, if incorporated, or of the instrument or instruments under which it was formed, if not incorporated, and dates and record references of every amendment thereof and supplement thereto.

FEB 22-77 A 128349 ******

Peer Contracting, Ltd. (A Close Corporation)
(Exact corporate name)

Dated: February 2, 1977

By Vincent W. Conley
President or Vice President

* A foreign corporation qualified to do intrastate business is, without further act, deemed registered to do interstate and foreign business.

** Certification of the location of a principal office is optional.

Compared and Mailed Delivered
Peer Contracting L.T.D.
TO 639 Butler St.
Pittsburgh, Pa.
March 1977

LIBER 023 PAGE 641

LOEWENDICK AND REUSE, INC.

(a close corporation
under Title 4)

ARTICLES OF INCORPORATION MAR -8-77 A #29308 ******3.50

THIS IS TO CERTIFY:

FIRST: The undersigned, John A. Loewendick, whose post office address is 12108 Bluebell Avenue, S. W., Cumberland, Maryland, 21502, and Robert H. Reuse, whose post office address is 307 Sunset Drive, 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 LOEWENDICK AND REUSE, 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 establish, purchase, lease or otherwise acquired, own, operate and maintain and otherwise dispose of beverage and liquor stores, or other retail stores; to merchandise, sell, offer for sale and distribe at wholesale and/or retail, alcoholic beverages and other beverages of any type or nature, and foods and food stuffs of all kinds and descriptions, and generally to deal in beverages and miscellaneous goods and products; to merchandise, sell, and generally deal in all other products, merchandise and things; and, generally, to do all other things necessary or useful in connection with the purposes herein expressed.

(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

LAW OFFICES
ERT, McMULLEN
& PAYE
UMBERLAND
MARYLAND

Compared and Mailed Delivered Bee
John A. Loewendick
TO 12108 Bluebell Ave S.W.
Cumberland Md
Mar 10 19 77

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 to act as agent, contractor, trustees, 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

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& PAYE
UMBERLAND
MARYLAND

where otherwise stated, be in nowise limited or restricted by any term or provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as 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 1312 National Highway, LaVale, Maryland, 21502. The name and post office address of the resident agent of the Corproation in Maryland is John A. Loewendick, 12108 Bluebell Avenue, S. W., Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is three hundred (300) 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 four (4) 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 John A. Loewendick, Betty Loewendick, Robert H. Reuse and MarjorieR. Reuse.

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

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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 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 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, 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.

OFFICES
T. McMULLEN
PAYE
BERLAND
RYLAND

NINTH: The Corporation is intended to be, and is, a small business corporation, as defined in Section 1244 of the Internal Revenue Code, and the Directors of the Corporation are authorized to offer for sale, and issue stock of the Corporation, pursuant to a plan and upon a basis qualifying such stock as stock of a small business corporation pursuant to said Section 1244 of the Internal Revenue Code.

TENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we, the undersigned, have signed these Articles of Incorporation, each acting as an Incorporator, and we severally acknowledge the same to be our act, on this 23rd day of November, 1976.

WITNESS:

Robert H. Paye — John A. Loewendick (SEAL)
JOHN A. LOEWENDICK

Robert H. Paye — Robert H. Reuse (SEAL)
ROBERT H. REUSE

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

On this 23rd day of November, 1976, before me, Sandra K. Twigg, the undersigned officer, personally appeared JOHN A. LOEWENDICK and ROBERT H. REUSE, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument, as Incorporators, and each acknowledged that he executed the same for the purposes therein contained.

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

Sandra K. Twigg
Notary Public

My Commission Expires: 7/1/78

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
MAR 8 1977.
at 2:00 o'clock P.M.
and same day recorded in
Liber No. 023 folio 646
one of the Records of Allegany
County, Maryland, and com-
pared by [illegible] Clerk.

LIBER 023 PAGE 646

ARTICLES OF INCORPORATION

OF

LOEWENDICK AND REUSE, INC.

[redacted] 456

approved and received for record by the State Department of Assessments and Taxation of Maryland November 26, 1976, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 56241

6

Recorded in Liber 2339, folio 616, 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.

William J. Simmons [redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 647

LUIGI'S, INC.

MAR-8-77 A 29310 ******3.50

ARTICLES OF INCORPORATION

FIRST: I, the undersigned, Thomas Joseph Jefts, Jr., whose post office address is Box 81, Rawlings, Allegany County, Maryland 21557, being at least eighteen (18) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Luigi's, 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 preparation and service of food, beverages, and if permitted by law, alcoholic beverages; in particular, to deal in, handle, store, transport, buy, sell, and prepare food, beverages and, if permitted by law, alcoholic beverages, and to carry on all other functions in connection with the ownership and operation of a restaurant 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 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

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

Compared and Mailed Delivered BW
Thomas Joseph Jefts Jr.
TO Box #81 Rawlings Md.
Mar 10 19 77

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

f) To do anything not heretofore mentioned permitted by the Annotated Code of Maryland, Corporations and Associations Article, Section 2-103, as amended from time to time.

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 exclusvie 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,

SON & GERSON
ORNEYS AT LAW
LAND, MARYLAND
GREENE ST.

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 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 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 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

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

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 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.

SON & GERSON
TORNEYS AT LAW
RLAND, MARYLAND
GREENE ST.

FIFTH: The Corporation shall have three (3) directors; namely, Thomas Joseph Jefts, Jr., Teresa Ann Jefts, and Charlotte P. Lutz, who 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 by amendment to the By-laws.

SIXTH: The post office address of the place at which the principle office of the Corporation in this State will be located is Store No. 17, Searstown Shopping Center, LaVale, Allegany County, Maryland 21502. The resident agent of the Corporation is Thomas Joseph Jefts, Jr., whose post office address is Box 81, Rawlings, Allegany County, Maryland 21557. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

SEVENTH: The total amount of the authorized capital of the Corporation is ONE HUNDRED THOUSAND DOLLARS ($100,000.00) and the total number of shares of capital stock which the Corporation has authority to issue shall be ONE THOUSAND (1,000) shares of no stated value (no par), all of which shares shall be of one class.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15TH day of November, 1976.

Witness

Thomas Joseph Jefts Jr. (SEAL)
THOMAS JOSEPH JEFTS, JR.

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 15th day of November, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared THOMAS JOSPEH JEFTS, JR., and acknowledged the aforegoing Articles of Incorporation to be his act.

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

Notary Public

My Commission Expires: July 1, 1978

ANDERSON & GERSON
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

FILED FOR RECORD
MAR 8 1977
at 2:00 o'clock P. M.
and same day Recorded in
Liber No. Cr 2338 Folio 310
one of the Land Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF INCORPORATION

OF

LUIGI'S, INC.

LIBER 023 PAGE 652

approved and received for record by the State Department of Assessments and Taxation of Maryland November 22, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 56155

6

Recorded in Liber 2338, folio 310, 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.

[redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 [illegible] Page- 653

THE HAS BEENS, INC.

Post Office Box 716
Cumberland Maryland 21502

Notice of Change of Resident Agent, Agents address, and principal office.

This is to certify;

That at a meeting of the Board of Directors of the Corporation duly held on October 21, 1976 the following resolutions were adopted and approved;

Resolved;

That the Post Office Address of the principal office of the Corporation be changed to P. O. Box 387, Cumberland, Maryland, 21502.

And that Woodrow W. Gurley be the resident agent of the Corporation with the address of ~~P. O. Box 387,~~ Cumberland, Md. 21 502 The said Woodrow W. Gurley is a citizen of the State of Maryland and actually resides therein. on Mason Road. MASON ROAD

And it was further resolved that notice of the changes be furnished to The State Department of Assesments and Taxation of Maryland so that proper notations would be made on the records.

Change Approved by Woodrow W. Gurley P.Pres.

Has Beens, Inc

By Woodrow W Gurley

Woodrow W. Gurley, President

Attest: W. Robert E. Sheaffer

Secretary

Enclosure $5.00 filing fee.

MR -8-77 A 29307 ******2.25

Compared and Mailed Delivered Bus

TO Woodrow W. Gurley

Mason Road

Cumberland Md.

Mar 10 1977

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

Liber -023 Page - 654

OF

HAS BEENS, INC.

385

FILED FOR RECORD MAR 8 1977 2:00 o'clock P M. and same day Recorded in Liber No. Cir. Folio ___ one of the Records of Allegany County, Maryland, and compared by

received for record November 9, 1976 , at 8:30 A. M.

and recorded on Film No. 2335 Frame No. 281 one of the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Allegany County

AA No 13893

Special Fee Paid	$3.00
Recording Fee Paid	2.00
Total	$5.00

Mr. Clerk - Mail to: HAS BEENS, INC.
P. O. Box 716
Cumberland, Md. 21502

alk

LIBER 023 FOLIO 655

ARTICLES OF INCORPORATION

OF

DELWOOD CORPORATION

MAR 21-77 A 12 100 ******4.75

THIS IS TO CERTIFY:

FIRST: That we the subscribers, John Green, Jr., whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; Angela M. Senkbeil, whose post office address is 210 Bedford Street, Cumberland, Maryland, 21502; and Susan L. Ray, whose post office address is Route 3, Box 201, Cumberland, Maryland, 21502, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intent of forming a corporation.

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

DELWOOD CORPORATION

THIRD: The purpose for which the Corporation is formed and the business and objectives to be carried on and performed by it are as follows:

1. To engage in the business of and to act as general contractors, builders, pavers, wreckers, concrete breakers and contractors, miners, dredgers, excavators, welldiggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, drilling contractors, riveters, acoustical contractors, glaziers, roofers, tinsmiths, floorers, tile contractors, bricklayers, hod carriers, masons, quarry owners and operators, stone, sand, and gravel dealers, stonecutters, sand blasters, cooper, tin, lead, aluminum, brass, bronze, nickel, zinc, iron, steel, and other metal producers and processors, smiths, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, steamfitters, gasfitters, heating and air conditioning contractors, elevator contractors, waterproofing and

Compared and Mailed ~~Delivered~~ WM

TO George M. Griffith
805 Calvert Terrace
Cumberland, Md. 21502 19 77
April 27

fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, dredge, pave, mine, quarry, develop, and improve and to raze, tear down, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and clean and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways, roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description, mines, oil wells, quarries, sand and gravel pits, tar pits, lime pits, and other pits, beds, and deposits, machine shops, tool and die plants and establishments, foundries, smelting plants, blast furnaces, lumber yards, storehouses, warehouses, processing plants, retail and wholesale shops and establishments, showrooms, laboratories, and other factories, mills, plants, buildings, yards, and fields of every kind and description.

2. To engage in, conduct and carry on a general engineering business, including the designing, planning, constructing, repairing, altering, remodelling and removal of, or otherwise engaging in any work in connection with or up industrial, commercial or residential buildings, or structures, roads, highways, bridges, piers, docks, tunnels, railroads, mines, waterworks or other hydraulic structures, and all kinds of excavation, iron, steel, concrete, masonry, wood, earth or other construction of any nature; to develop or assist

in the development of plans for the use of land, structures, machinery or equipment of any nature; to conduct investigations or studies in the fields of engineering and mechanics or other technical or scientific fields, or in connection with the practical application of such fields; to make, execute, take or receive any contracts or assignments of contracts therefor or relating thereto, and to manufacture or otherwise acquire and furnish all buildings and other materials, structures and supplies connected therewith or required therefor.

3. 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.

4. 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.

5. 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.

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

copyrights, licenses, trade-marks, trade-names, rights, processes, formulae, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

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 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.

8. To carry on all or any of the businesses of dry goods merchants, cloth manufacturers, furriers, haberdashers, hosiers' manufacturers, importers, wholesale and retail dealers of and in textile fabrics of all kinds; milliners, dressmakers, mantua-makers, tailors, hatters, clothiers, furnishers, outfitters, glovers, lace manufacturers, feather dressers, and boot and shoe makers; and dealers of and in candy, music, leather goods, household furniture, ironmongery, china and glassware, crockery, and other household fittings and utensils, ornaments, bric-a-brac, stationery, notions, toys, and fancy goods, meats and provisions, drugs, chemicals, and other articles and commodities of personal and household use and consumption; and generally, to deal in all manufactured goods, materials, provisions, and produce.

9. The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are to engage in any

lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland.

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 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 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 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 in 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 617 North Centre Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is George M. Griffith, whose post office address is 805 Calvert Terrace, 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 John Green, Jr., Angela M. Senkbeil and Susan L. Ray 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 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; the aggregate par value of all shares having par value is One Hundred Thousand Dollars ($100,000.00).

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 6th day of December, 1976.

WITNESS:

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

John Green (SEAL)
JOHN GREEN, JR.

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Angela M Senkbeil (SEAL)
ANGELA M. SENKBEIL

M. Ellanor Damewood
M. ELLANOR DAMEWOOD

Susan L. Ray (SEAL)
SUSAN L. RAY

STATE OF MARYLAND,

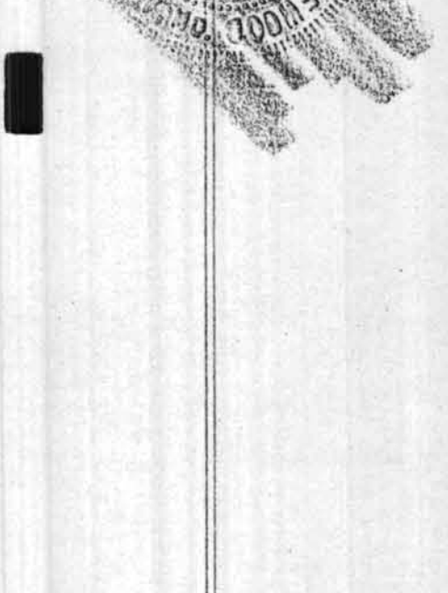
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 6th day of December, 1976, before the undersigned, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared JOHN GREEN, JR., ANGELA M. SENKBEIL, and SUSAN L. RAY, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal the date aforesaid.

M. Ellanor Damewood

M. ELLANOR DAMEWOOD
NOTARY PUBLIC



My Commission Expires:
July 1, 1978

FILED FOR RECORD
APR 21 1977
2:00 o'clock P M.
same day recorded in
Liber No. Folio
of the Corporation
Records of Allegany
County, Maryland, and com-
pared by me
Clerk

1823 664

ARTICLES OF INCORPORATION

OF

DELWOOD CORPORATION

468

approved and received for record by the State Department of Assessments and Taxation of Maryland December 8, 1976, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 59540

10

Recorded in Liber 2345, folio 712, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

W.H

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 ·

LIBER 023 PAGE 665

DRS. FEDDIS AND HARVEY, P.A.

ARTICLES OF AMENDMENT

DRS. FEDDIS AND HARVEY, P.A., a Maryland Professional Service Corporation, having its principle 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 is hereby amended by deleting paragraph SECOND thereof and inserting in its place the following:

SECOND: "The name of the corporation is

DRS. FEDDIS, HARVEY AND HARSHBERGER, P.A."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on June 23, 1976, 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 30, 1976.

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.

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.

MAR 21-77 A 12 095 ******3.75

Compared and Mailed ~~Delivered~~ wm

TO Robert Feddis, M.D.
218 W. Washington Street
Cumberland, Md.
April 25 1977

IN WITNESS WHEREOF, DRS. FEDDIS AND HARVEY, 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 1, 1976.

ATTEST:

Jack W. Harvey, M.D.,
Secretary

DRS. FEDDIS AND HARVEY, P.A.

BY: Robert Feddis
Robert Feddis, M.D.,
President

THE UNDERSIGNED, President of DRS. FEDDIS AND HARVEY, P.A., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Robert Feddis
Robert Feddis, M.D.

FILED FOR RECORD
MAR 21 1977
2:00 o'clock P.M.
same day Recorded in
No. Folio
of the Records of Allegany
ty, Maryland, and com-
by
Clerk

LIBER 023 FOLIO 667

ARTICLES OF AMENDMENT

OF

DRS. FEDDIS AND HARVEY, P.A.

Changing its name to:

DRS. FEDDIS, HARVEY AND HARSHBERGER, P.A.

456

approved and received for record by the State Department of Assessments and Taxation of Maryland December 13, 1976 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 56647

3

Recorded in Liber 2344 **, folio** 185 **, 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** 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 023 PAGE 088

TOLL HOUSE MOTEL AND LOUNGE, INC.

(a close corporation
under Title 4)

MAR 21-77 A 12 098 **** [redacted]4.75

4.75

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned, Timothy J. Donaldson, whose post office address is P. O. Box 241, Barton, Maryland, 21521, George E. Dennison, whose post office address is 125 Mary Street, LaVale, Maryland 21502 and James S. Getty, Jr., whose post office address is Detroit Drive, Cumberland, Maryland 21502, all 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 TOLL HOUSE MOTEL AND LOUNGE, 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 carry on the business of a motel, restaurant and bar; to own, hold, lease, and/or operate a motel, or other accommodations, for the general public, and to acquire, construct and/or operate such facilities as may be necessary in connection with the same; to engage in the dispensing of alcoholic beverages, other 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, generally, to do all other things necessary or useful in connection with the purposes herein expressed.

(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,

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~ WM
Timothy J. Donaldson
TO P. O. Box 241, Barton, Md. 21521
April 25 1977

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 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, trustees, 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

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& PAYE
CUMBERLAND
MARYLAND

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 provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as 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 is Route 40, West, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland is Timothy J. Donaldson, P. O. Box 241, Barton, Maryland 21521. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is three hundred (300) 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 two (2) 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 Timothy J. Donaldson and George E. Dennison.

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

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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 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 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, 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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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 t[redacted] it shall not be voted upon directly or indirectly.

NINTH: The Corporation is intended to be, and is, a small business corporation, as defined in Section 1244 of the Internal Revenue Code, and the Directors of the Corporation are authorized to offer for sale, and issue stock of the Corporation, pursuant to a plan and upon a basis qualifying such stock as stock of a small business corporation pursuant to said Section 1244 of the Internal Revenue Code.

TENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we, the undersigned, have signed these Articles of Incorporation, each acting as an Incorporator, and we severally acknowledge the same to be our act, on this 26th day of November, 1976.

Witness:

Sandra K. Twigg — Timothy J. Donaldson (S[redacted]

Sandra K. Twigg — George E. Dennison (SEAL)

Sandra K. Twigg — James S. Getty, Jr. (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

On this 26th day of November, 1976, before me, Sandra K. Twigg, the undersigned officer, a Notary Public for the State and County aforesaid, personally appeared TIMOTHY J. DONALDSON, GEORGE E. DENNISON, and JAMES S. GETTY, JR., known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument, as Incorporators, and each acknowledged that he executed the same for the purposes therein contained.

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

Sandra K. Twigg
Notary Public

My Commission Expires:

7/1/78

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& PAYE
CUMBERLAND
MARYLAND

ED FOR RECORD
21 1976.
o'clock P. M.
me day Recorded in
No. Folio
the Corporation
Records of Allegany
Maryland, and com-

LIBER 023 PAGE 673

ARTICLES OF INCORPORATION

OF

TOLL HOUSE MOTEL AND LOUNGE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 29, 1976, at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

44

A 56314

6

Recorded in Liber 2340, folio 517, 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 023 PAGE 074

IN THE STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND TAXATION

*
* Filed this _____ day of
* _____, 1976.

**** ***** ****

ARTICLES OF INCORPORATION
OF
SERVANTS FOR CHRIST, INC. AND ELEEMOSMYARY MAR 21 77 A 42 099 ******4.75
A NON-STOCK, MARYLAND CORPORATION

*****

THIS IS TO CERTIFY:

FIRST: SUBSCRIBERS

That we, the subscribers, Ernest F. Santmyire, whose post office address is 12 North LaVale Street, LaVale, Maryland, Timothy David Nelson, whose post office address is Route 2, Box 25G, Ridgeley, West Virginia, and Harold DeWitt, whose post office address is Route 1, Scenic Lane, Ridgeley, West Virginia, 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, and specifically under and by virtue of Section 5-201 et seq of the corporations and associates volume of the said general laws associate ourselves with the intention of forming Eleemosmyary Non-Stock Corporation by the execution and filling of these articles.

SECOND: NAME OF CORPORATION

The name of the corporation here and after called the "Corporation", is:

SERVANTS FOR CHRIST, INC.

THIRD: RESIDENT AGENT

The resident agent of the Corporation is Ernest F. Santmyire, whose post office address is 12 North LaVale Street,

Compared and Mailed ~~Delivered~~ WM
TO Ernest F. Santmyire 12 N. LaVale St. LaVale, Md.
April 25 1977.

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

LaVale, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: ADDRESS OF CORPORATION

The post office address of the place which shall be the principal office of the Corporation in this State will be located at 12 North LaVale, Street, LaVale, Allegany County, Maryland.

FIFTH: CAPITAL STOCK

The Corporation is not authorized to issue capital stock and will not be operated for profit.

SIXTH: STATEMENT OF FAITH

The Corporation has adopted the following Statement of Faith:

> WE BELIEVE: The Bible is the inspired and infallible Word of God; there's one God eternally existant in three persons, God the Father, God the Son, and God the Holy Ghost; in the deity of our Lord Jesus Christ; in the Blessed Hope, the rapture of the Church at Christ's coming; the only means of being cleansed from sin is through the blood of Jesus; regeneration by the Holy Spirit is absolutely essential for salvation; healing comes through believing prayer and is provided by Christ's redemptive work on the cross; Baptism in the Holy Spirit according to Acts 2:4; in the sanctifying power of the Holy Spirit; and in the ressurection of both the saved and the lost, the one to everlasting life and the other to everlasting damnation.

SEVENTH: PURPOSE OF CORPORATION

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

A. The dissemination of religious information and instruction in accordance with the Statement of Faith set forth herein.

B. The continued use of Christian education in accordance with the Statement of Faith set forth herein.

C. Generally to present the message of the Gospel of Jesus Christ.

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The effectual means to be used to accomplish this purpose will be through AM and FM radio, television, and literature. It shall be the further purpose of this Corporation to operate such radio and television stations and preparation and distribution of literature with the highest degree of quality and according to the following Code of Ethics, to-wit:

1. To enrich the lives of the listeners in this area of education, culture, entertainment, information and news.

2. To contribute to the sanctity of and upbuild the home.

3. To respect the rights of people.

4. To protect and uphold the integrity of the United States.

5. To present the Gospel in clarity and fidelity.

6. To maintain high quality of broadcasting through the maintenance of equipment, the careful logging of operational procedures and the employment of only competent and experiences personnel.

It is expressly provided that nothing in these Articles of Corporation shall prohibit or in any way impede this Corporation from conforming to the programming standards of such stations or networks over which the programs prepared by this Corporation shall be broadcast, and from conforming with the legal requirements and regulations of the Federal Communications Commission.

EIGHTH: QUALIFICATION OF MEMBERSHIP

Persons desiring membership in the Corporation shall be admitted as members provided they hold to the Statement of Faith set forth herein and further provided that they obtain the approval of a majority of the then members of the Corporation at a meeting called for that purpose; it is further provided that a person may be discharged from being a member of this Corporation

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by a majority vote of the other members, but not less than three-fourths votes; because of bad conduct, failure to uphold the Statement of Faith set forth herein, or failure to promote the cause of this Corporation.

NINTH:: QUALIFICATION FOR TAX EXEMPT STATUS

The following special provisions for corporations which will apply for tax exempt status are hereby adopted:

(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 distributed to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in subparagraph (a) or 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 provisions 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

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

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 Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all 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 determined. Any of such assets not so disposed of by the Directors 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.

TENTH: BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors with the number of Directors of the Corporation to be not less than three (3). The Directors shall serve for an indefinite term and the names of the Directors who shall act until their successors are duly chosen and qualified are Ernest F. Santmyire, Timothy David Nelson and Harold DeWitt. Each person over the age of eighteen (18) who is a member of the Corporation as provided herein and pursuant to the by-laws of the Corporation who shall having been a member of the said Corporation for not less then six (6) month shall be eligible to serve as a Director and to have the right of sufferage in such manners as may be conferred unto the members by the Directors. A vacancy in the Board of Directors shall be

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

filled by appointment of a person eligible to serve as a Director by the remaining Directors by a majority vote.

ELEVENTH: DURATION

The duration of the Corporation shall be perpetual.

TWELFTH: DISSOLUTION

Upon dissolution of the Corporation, every liability and obligation of the Corporation shall be paid and discharged or adequate provision of payment and discharge shall be made; thereafter, assets held by the Corporation subject to legally valid requirements for the return, transfer or conveyance on dissolution shall be disposed of in accordance with these requirements; assets then remaining and held by the Corporation subject to limitations permitting and use only for charitable, religious, Eleemosmyary, Benevolent, educational or similar purposes, but not held subject to legally valid requirements and return transfer or conveyance by reason of dissolution shall be transferred or conveyed under a plan of distribution adopted in the manner and by the vote required for authorization or dissolution of the Corporation to one or more Maryland or foreign corporations or associations having a similar or analogous character or public or associate or connected with the dissolving corporation; all remaining assets, rights or benefits of whatsoever nature belonging to the Corporation shall, at the time of dissolution, be transferred and conveyed unto the Department of Missions of the Assembly of God, located in Springfield, Missouri, or its successors in interest, if it be dissolved unto a body or other association having a similar purpose. It is expressly provided herein that none of the assets, profits or other benefits of the Corporation shall be distributed to its members as such.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 17 day of DECEMBER, 1976.

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

LIBER 025 PAGE 680

WITNESS:

Vicki L Altare — Ernest F. Santmyire (SEAL)
ERNEST F. SANTMYIRE

Vicki L Altare — Timothy David Nelson (SEAL)
TIMOTHY DAVID NELSON

Vicki L Altare — Harold DeWitt (SEAL)
HAROLD DEWITT

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

On this the 17 day of DECEMBER, 1976, before me, ROBERT O. KAZARY, the undersigned officer, personally appeared ERNEST F. SANTMYIRE, TIMOTHY DAVID NELSON, AND HAROLD DEWITT, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained;

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

Robert O. Kazary
NOTARY PUBLIC

My Commission Expires: July 1, 1978.

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

FILED FOR RECORD
MAR 21 1977

LIBER 023 PAGE 681
681

ARTICLES OF INCORPORATION

OF

SERVANTS FOR CHRIST, INC.

5148

approved and received for record by the State Department of Assessments and Taxation of Maryland December 22, 1976 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 56962

8

Recorded in Liber 2347, folio 536, 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 · BONÆ VOLVNTATIS TVÆ CORONANTI NOS SCVTO

rmc

LIBER 023 PAGE 082

ARTICLES OF MERGER

MAR 21-77 A 02 096 ******2.50

~~The~~ St. Mark's United Methodist Church, a body corporate of the State of Maryland, located at Ellerslie, Allegany County, Maryland.

INTO Christ United Methodist Church of Ellerslie, Maryland, a body corporate of the State of Maryland, located at Ellerslie, Allegany County, Maryland, with new merged church to be known and designated as the surviving church, changing its name to:

The Ellerslie United Methodist Church, a body corporate of the State of Maryland, located at Ellerslie, Allegany County, Maryland.

Resident Agent:
Frank Clark, Ellerslie, Maryland 21529.

TO THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

The Ellerslie Methodist Church of Ellerslie, Allegany County, Maryland, a body corporated, and the Corriganville Methodist Church, located as above set forth, both being Maryland religious bodies corporate, do hereby certify:

WHEREAS, On April 1, 1963, by act of incorporation duly recorded among the Corporation Records of Allegany County in Liber J.E.B. No. 15, Folio 155, the Ellerslie Methodist Church became a religious body corporate and

WHEREAS, on July 3, 1963, by act of incorporation duly recorded among the Corporation Records of Allegany County in Liber J.E.B. No. 15, Folio 370, the Corriganville Methodist Church became a religious body corporate, and

WHEREAS, by action of the General Conference of the Methodist Church of 1968 "THE METHODIST CHURCH" became known as "THE UNITED METHODIST CHURCH" all in accordance with the Discipline of the United Methodist Church, and

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

Compared and Mailed ~~Delivered~~ wm
TO Frank Clark Ellerslie, Md. 21529
April 25 19 77

WHEREAS, on November 8, 1968, by act of merger dully recorded among the Corporation Records of Allegany County, Maryland, in Liber 19, Folio 131, the Ellerslie Methodist Church and the Corriganville Methodist Church merged with the surviving church changing its name to Christ United Methodist Church of Ellerslie, Maryland, and

WHEREAS, on July 7, 1922, by act of incorporation dully recorded among the Corporation Records of Allegany County, Maryland, in Liber 6, Folio 318, the United Evangelical Church of Ellerslie, Allegany County, Maryland became a religious body corporate, and

WHEREAS, on September 6, 1949, by articles of amendment dully recorded among the Corporation Records of Allegany County, Maryland, Liber 9, Folio 544, The United Evangelical Church of Ellerslie, Maryland, changed its name to St. Mark's Evangelical United Brotheran Church of Ellerslie, Maryland, a religious body corporate, and

WHEREAS, by action of the United Conference of 1968, composed of delegates elected by the Methodist Church and the Evangelical United Brotheran Church in accordance with a "plan of union" theretofore adopted by the several and general annual conferences of said denomination the said Methodist Church and the Evangelical United Brotheran Church became one religious denomination known as The United Methodist Church and, therefore, St. Mark's Evangelical United Brotheran Church of Ellerslie, Allegany County, Maryland, became known as St. Mark's United Methodist Church, and

WHEREAS, at respective Quarterly Conference of both Churches held on April 8, 1976, identical plans of Merger were adopted by each Church by majority vote, in accordance with the provisions of the Discipline of the United Methodist Church, which

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AND
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would result in a new merged church to be known as the Ellerslie United Methodist Church, and

WHEREAS, at respective Congregational meetings of both Churches also held on April 18, 1976, following the aforesaid Quarterly Conferences, of all members over the age of twenty-on[redacted] years, duly called as prescribed by the Discipline of the United Methodist Church, the members of each Church present and voting did by affirmative majority vote approve the said merger, and

WHEREAS, all the aforesaid has been accomplished by the respective churches all in accordance with their Charters and with the provisions of the Discipline of the United Methodist Church.

NOW, THEREFORE, in conformity with the action taken by the respective Quarterly Conferences and Congregational Meetings of both Churches, the existing corporate entity known as St. Mark's United Methodist Church does merge with the existing corporate entity known as Christ United Methodist Church of Ellerslie, [redacted] Maryland, a body corporate, and by these Articles of Merger and Charter, all property and assets, both real and personal, of each of the two churches are hereby bargained, sold, transferred, granted, conveyed, assigned and deliveredto the Ellerslie United Methodist Church board of trustees, subject to any and all existing obligations thereupon; and the said two churches do hereby agree that all their respective right, title and interest in and to any and all property, real or personal, standing in the name of the respective churches as of the date of this merger, shall become the sole property of the merged church, to be known as the Ellerslie United Methodist Church, as though title thereto had originally been conveyed by deed or other legal instrument to the said Ellerslie United Methodist Church, and every other devise, or bequest in favor of any or either of the two former separate corporations which it would have been capable of taking shall

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

be regarded as substituted by operation of law in the place and stead of said former corporations.

The said Churches own property in Allegany County the title to which could be affected by the recording of an instrument among the Land Records of Allegany County.

The said Trustees of each respective church to this merger, constituting as of now and for the time being the Trustees of the newly created merged church to be known as the Ellerslie United Methodist Church, a body corporate, do hereby amend the existing charter of Christ United Methodist Church of Ellerslie, Maryland, by striking out the same in lieu thereof adopting the following as its Articles of Incorporation:

Article 1: The name of the corporation (which is hereinafter called the Corporation) shall be the Ellerslie United Methodist Church, a body corporate, located at Ellerslie, Allegany County, Maryland 21529.

Article 2: This Corporation shall be composed of not less than four, nor more than nine Trustees, each of whom shall be no less than twenty-one years of age, and at least two-thirds of whom shall be members of The Methodist Church, and Frank Clark, Ellerslie, Maryland 21529, and Alden Lowery, Ellerslie, Maryland 21529, and Kenneth Growden, Hyndman, Pennsylvania 15545, and Quinton Griffey, Ellerslie, Maryland 21529, and Byron Kimmel, Ellerslie, Maryland 21529, and Della Kimmel, Ellerslie, Maryland 21529, and Virginia Lybarger, Ellerslie, Maryland 21529, and Glen Baker, Ellerslie, Maryland 21529, and James Matthew, Ellerslie, Maryland 21529 shall serve as Trustees until their successors are duly elected as the Discipline of The United Methodist Church and all amendments thereto shall provide, and it is further provided that Frank Clark shall serve as the Chairman, that Alden Lowery shall serve as Vice-Chairman and that Kenneth Growden shall serve as the Secretary, of the Trustees until such time as their successors are duly elected as the Discipline of The United Methodist Church and all amendments thereto shall provide.

STEGMAIER AND KAZARY
ATTORNEYS AT LAW
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Article 3; 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; and the Pastor of the Church sha[redacted] be the President, or the Corporation may elect one of its own number president.

Article 4: The Directors of the Corporation shall be the Board of Trustees of the church property, elected and organized as prescribed in the Discipline of The United Methodist Church, unless the laws of Maryland shall prescribe otherwise.

Article 5: Subject to the direction of the Quarterly Conference, the Board of Trustees of said church shall hold and manage all real property of the church and such other property as may be committed to them; receive and administer all bequests and devises made to the church, and receive and administer all trusts and investments or trust funds of the church, in conform[redacted] with the laws of the State of Maryland.

Article 6: The Corporation shall have the power, subject to the Discipline of The United Methodist Church, to secure, purchase, hold and improve, property, both real and personal, in fee simple and otherwise. All real estate owned or hereafter acquired by the said church shall be deeded directly to it in its new corporate name. All deeds by which premises are hereafter acquired for use as a place of Divine Worship shall contain the following trust clauses:

> "In trust, that said premises shall be used, kept and maintained as a place of Divine Worship of the Methodist Ministry and members of the United Methodist Church; subject to the Discipline, usage, and ministerial appointments of said Church as from the time to time authorized and declared by the General Conferences and by the Annual Conference within whose bounds the said premises are situated. This provision is solely for the benefit of the grantee, and the grantor reserves no right or interest in said premises."

Premises so acquired may be disposed for in conformity with the provisions of the Discipline of The United Methodist

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

Church when the use or possession of such property by a charge or stations of The United Methodist Church has been terminated.

All deeds by which premises are hereafter acquired for use as a parsonage shall contain the following trust clause:

> "In trust, that such premises shall be held, kept and maintained as a place of residence for the use and occupance of the ministers of the United Methodist Church, who may from time to time be entitled to occupy the same by appointment; subject to the Discipline and usage of said Church, as from time to time authorized and declared by the General Conference and by the Annual Conferences within whose bounds the said premises are situated. This provision is solely for the benefit of the grantee, and the grantor reserves no right or interest in said premises."

Premises so acquired may be disposed of in conformity with the provisions of the Discipline of The United Methodist Church when the use or possesstion of such property by a charge or station of The United Methodist Church has been terminated.

Article 7. Any real property, including leasehold and fee simple property, owned by, or in which said Church has any interest, may be sold, transferred, or mortgages subject to the following procedure and conditions:

(A) Notice of the proposed action and the date and time of the regular or special meeting of the members of the corporate body, i.e. members of the Quarterly Conference, at which time it is to be considered, shall be given at least ten (10) days prior thereto from the pulpit of the Church or in its weekly bulletin.

(B) A resolution authorizing the proposed action shall be passed by a majority vote of the members of the corporate body present and voting at any regular or special meeting thereof called to consider such action, and by a majority vote of the members of said church present and voting at a special meeting called to consider such action.

(C) The written consent of the pastor of the local church and the district superintendent to the proposed action,

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

shall be necessary, and shall be affixed to the instrument of sale, conveyance, transfer or mortgage.

(D) The rosolution authorizing such proposed action shall direct and authorize the Corporation's Board of Directors to take all necessary steps to carry out the action as authorized, and to cause to be executed, and hereinafter provided, any necessary a contract, deed, bill of sale, mortgage, or other written instrument.

(E) The Board of Directors at any regular or special meeting shall take such action and adopt such resolutions as may be necessary or required by the local laws.

(F) Any required contract, deed, bill of sale, mortgage, or other written instrument necessary to carry out the action so authorized shall be executed in the name of the Corporation by any two of its officers, any written instrument so executed shall be binding and effective as the action of the Corporation.

Article 8. In all its corporate actions the Board of Trustees shall follow the Discipline of The United Methodist Church as from time to time provided and be subject to the limitations thereof.

Article 9. At all meetings of the Corporation, a majority of the members shall constitute to a quorum for the transaction of business.

Article 10. This Charter may be altered or amended at a meeting called by the Board of Trustees for that purpose by a majority of the members of said church twenty-one years of age present and voting; provided that not less than ten days written and mailed or delivered notice of such meeting shall have been given to each member.

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

IN WITNESS WHEREOF the St. Mark's United Methodist Church, a body corporate of the State of Maryland, the Christ United Methodist Church of Ellerslie, Maryland, a body corporate of the State of Maryland, both have caused these presents to be executed by the President of its Board of Trustees, and its corporate seal to be hereto attached and attested by the Secretary of its Board of Trustees; and the newly merged church the Ellerslie United Methodist Church, a body corporate of the State of Maryland, has caused these presents to be executed by all nine of its aforesaid Board of Trustees by the affixing of their hands and seals this 17 day of November, Nineteen Hundred and Seventy-six.

ATTEST:

THE ST. MARK'S UNITED METHODIST CHURCH

Ira B. E. Mertens
SECRETARY

BY Donald M Emerick
PRESIDENT

CHRIST UNITED METHODIST CHURCH OF ELLERSLIE, MARYLAND

William B. Zimmerman
SECRETARY

BY Frank E. Clark
PRESIDENT

THE ELLERSLIE UNITED METHODIST CHURCH

Kenneth Growden
KENNETH GROWDEN SECRETARY

BY Frank E. Clark
PRESIDENT

Frank E. Clark
FRANK CLARK

Alden Lowery
ALDEN LOWERY

Kenneth Growden
KENNETH GROWDEN

Quinton R. Griffey
QUINTON GRIFFEY

Byron E. Kimmel
BYRON KIMMEL

Glenn E Baker
GLEN BAKER

Della M. Kimmel
DELLA KIMMEL

James A Mathews
JAMES MATTHEW

Virginia P. Lybarger
VIRGINIA LYBARGER

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

STATE OF MARYLAND,

ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17 day of November 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County aforesaid, personally appeared Donald Emerick, President of the Board of Trustees of the St. Mark's United Methodist Church, and Frank B. Clark, President of the Board of Trustees of the Christ United Methodist Church of Ellerslie, Maryland, and in the name of and on behalf of the said corporations, acknowledged the aforegoing Articles of Merger and Charter and Change of Name to be the corporate act of each of said corporations.

AND at the same time there also personally appeared Frank Clark, Alden Lowery, Kenneth Growden, Quinton Griffey, Byron Kimmel, Della Kimmel, Virginia Lybarger, Glen Baker, and James Matthew, Trustees as aforesaid, and they acknowledged this instrument as the Articles of Incorporation of the newly merged church, the ELLERSLIE UNITED METHODIST CHURCH, a body corporate of the State of Maryland.

AS WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

ALLEGANY CO. MD.

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

STATE OF MARYLAND,

WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of November, 1976, before me, the subscribed, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared Rev. Irvin Lockman, District Superintendent of the Hagerstown District, wherein all of the said corporations; are located, and made oath in due form of law that he was Chairman of both the Quarterly Conferences and the Congregational Meetings of the two respective churches held as aforesaid, at which time the merger by the members of the two churches was approved in accordance with the Discipline of the United Methodist Church, as well as the Charter and Change of Name, and further that as District Superintendant he approved the said Merger and Charter and Change of Name, and that the matters and facts set forth in these Articles of Merger and Charter and Change of Name are true to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

James N. Kost
NOTARY PUBLIC

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
MAR 21 1977
at 2:00 o'clock P M.
and same day Recorded in
Liber No. 023 Folio 692
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 692

ARTICLES OF MERGER

MERGING

ST. MARKS UNITED METHODIST CHURCH (MD. CORP.)

INTO

CHRIST UNITED METHODIST CHURCH OF ELLERSLIE MARYLAND
(MD. CORP.) Survivor

493

Changing its name to:
THE ELLERSLIE UNITED METHODIST CHURCH

approved and received for record by the State Department of Assessments and Taxation of Maryland December 16, 1976 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 56751

11

Recorded in Liber ~~2344~~ 2349, **folio** ~~714~~ 500, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____ **Recording fee paid** $10.00
2.00 Cert. to Allegany County Land Record Office
$12.00 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 H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 693

CERTIFICATE OF CONVEYANCE

493

OF REAL PROPERTY BY ARTICLES OF MERGER

Pursuant to TITLE 3. Corporations in General, Subtitle 1. Consolidation, Merger and Transfer of Assets, Section 3-112 Property Certificate for Assessments Records of the Corporations and Associations Article (1975 Revised Code-Maryland) and Article 81 - Revenue and Taxes, Sections 277(a), 277(T), and 278A (a) and (b) of the Annotated Code of Maryland (1969 Replacement Volume and 1974 Supplement). We hereby certify that the herein described property is being conveyed by Articles of Merger, between the **Transferor,Merging or Consolidating** Corporation(s) herein named St. Mark's United Methodist Church was merged into Christ United Methodist Church of Ellerslie, Maryland,

and the ~~Transferee,Corporation(s),Individual(s)~~, Surviving Corporation and the New Corporation in the Consolidation herein named became the Ellerslie United Methodist Church MAR 21-77 A 42 097 ******1.00.

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

1. Lot Nos. 15, 16, 17, 18 and 19, Gardner Subdivision, deed recorded in Liber 148, Folio 648, Allegany County Land Records.
2. Lot Nos. 32 and 33 of Gardner Subdivision, deed recorded in Liber 148, Folio 648, said Land Records.
3. Irregular lot conataining 127 square feet, deed recorded in Liber 148, Folio 648, said Land Records.
4. Lot Nos. 34, 35 and 36 of Gardner Subdivision, deed recorded in Liber 226, Folio 292, said Land Records.
5. The school house lot containing .569 acre, deed recorded in Liber 459, Folio 686, said Land Records.
6. Lot 41 feet by 110 feet on the West side of Church Street, deed recorded in Liber 77, Folio 374, said Land Records.
7. Lot No. 2 of Cook's Second Addition, deed recorded in Liber 96, Folio 439, said Land Records.
8. Lot Nos. 13, 14 and 15, J.J. Gardner's Property, deed recorded in Liber 162, Folio 304, said Land Records.

NOTE: All of the above described parcels of real property were conveyed by deed unto the surviving corporation, the Ellerslie United Methodist Church, by deed recorded in Liber 490, Folio 422 and the secon deed recorded in Liber 490, Folio 428.

Mailing address for receipt tax bills: Name Frank B. Clark

Address Ellerslie, Maryland 21529

City or County, State and Zip Code

*NOTE: SUBMIT IN TRIPLICATE

Compared and Mailed ~~Delivered~~ wm

(OVER)

TO Frank B. Clark Ellerslie, Md. 21529

April 25 1977

LIBER 023 PAGE 694

"IF APPLICABLE PLEASE COMPLETE"

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

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

CONSIDERATION _____

TRANSFEROR CORPORATION _____

SIGNATURE OF OFFICER _____

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 16th day of December, 1977 I have set my hand and caused the seal of said Department to be hereto affixed.

Richard H. Keller
Charter Specialist

RECORDATION TAX PAID: _____

TRANSFER TAX PAID: _____

TOTAL: _____

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

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 an agreement of merger has been filed in its office by

STEGMAIER AND KAZARY

First Federal Bank Bldg., Cumberland, Maryland 21502

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

December 16, 1976, at 8:30 AM

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

(a) The names of the merging corporations are

ST. MARKS UNITED METHODIST CHURCH (MD. CORP)

INTO

CHRIST UNITED METHODIST CHURCH OF ELLERSLIE MARYLAND (MD. CORP.) Survivor

(b) The name of the new corporation is

THE ELLERSLIE UNITED METHODIST CHURCH

(c) The location of the principal office of the new corporation is

ALLEGANY COUNTY

(d) The Agreement of Merger is dated April 18, 1976

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

December 16, 1977, at 8:30 AM

LIBER 023 FOLIO 696

ARTICLES OF INCORPORATION

GENE'S DRIVE-IN, INC.

APR 15-77 A 21786 ******3.75

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, Eugenio Squillari, whose post office address is 465 Warren Street, Cumberland, Maryland, 21502; Rose Ann Squillari, whose post office address is 465 Warren Street, Cumberland, Maryland, 21502; and Maggiorina Squillari, whose post office address is 11900 Aster Avenue, 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:

GENE'S DRIVE-IN, INC.

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

(a) To operate, conduct, establish and maintain and carry on a restaurant, cafe and dairy bar business; to buy, se

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

Compared and Mailed ~~Delivered~~ WM
TO Eugenio Squillari 465 Warren St, City 21502
April 15 1977

and lease or otherwise dispose of and hold, operate, conduct, furnish equipment and manage restaurants, inns, eating houses, taverns, cafes or dairy bars and generally to do and perform everything necessary for the carrying out of the aforesaid purposes.

(b) 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.

(c) To acquire, own, lease, mortgage, buy, sell and exchange all personal and all real property or properties as shall be necessary for, or incident to, the conduct of the 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.

(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

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

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 6, Cumberland, Maryland, 21502. The resident agent of the corporation is Eugenio Squillari, whose post office address is 465 Warren Street, 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 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 Eugenio Squillari, Rose Ann Squillari and Maggiorina Squillari 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

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

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, 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, 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 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 these Articles of Incorporation this 13th day of January, 1977.

WITNESS — EUGENIO SQUILLARI

WITNESS — ROSE ANN SQUILLARI

WITNESS — MAGGIORINA SQUILLARI

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

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 13th day of January, 1977, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared EUGENIO SQUILLARI, ROSE ANN SQUILLARI and MAGGIORINA SQUILLARI 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
APR 15 1977 19
at 2:30 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Cayneton
Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 699

ARTICLES OF INCORPORATION

OF

GENE'S DRIVE-IN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 19, 1977 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

A 57814

593

6

Recorded in Liber F2357 **, folio** 498**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

SC-4

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 ·

WESTERN MARYLAND RENTALS, INC.

ARTICLES OF INCORPORATION

APR 15-77 A 21785 *****3.75

THIS IS TO CERTIFY:

FIRST: That we the subscribers, Herbert A. Callihan, Jr., whose post-office address is 7203 Lenhart Drive, Chevy Chase, Maryland 20015, and Donald H. Hadley, whose post-office address is 15213 Emory Lane, Rockville, Maryland 20853, being of legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate themselves with the intention of forming a corporation.

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

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

To carry on and conduct a general tool and equipment rental business in the State of Maryland, the District of Columbia and other jurisdictions; to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required therefor; to manufacture, produce, adapt, and prepare, and deal in or with any materials, articles, or things incidental to or required for, or useful in connection with any of such activities; and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

To lend money either with or without security, and generally to such persons and upon such terms and conditions as the Corporation may think fit, and in particular to persons undertaking to build or improve any property in which the Corporation is interested, and to tenants, builders, and contractors.

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 purchase, lease, hire or otherwise acquire, hold, own, develop, improve and in any manner dispose of, and to aid and subscribe toward the acquisition, development or improvement of, real and personal property, and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

To purchase, lease, hire, or otherwise, acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe towards the acquisition, construction or improvement of, plats, 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.

CALLIHAN, HADLEY & HOUSE, P.A.
6101 CONNECTICUT AVE
CHEVY CHASE, MD. 20015
(301) 654-1181

WM
Compared and Mailed ~~Delivered~~
Callihan, Hadley & House, P.A.
TO 6101 Conn. Ave. Suite 1212
Chevy Chase, Md. 20015
April 25 1977

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

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

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants, or other instruments evidencing rights or options 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 governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers, and privileges of individual holders.

To purchase or otherwise acquire, and to hold, sell or otherwise dispose of and to retire and reissue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or 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.

To aid in any manner any person, firm, association, corporation or syndicate, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations of which, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein, are held by or for this Corporation, or in the 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

CALLINAN, HADLEY & HOUSE, P.A.
8401 CONNECTICUT AVE.
CHEVY CHASE, MD. 20015
(301) 654-1181

created or issued by any such corporation or association.

To carry on the aforesaid objects within and without the State of Maryland and anywhere in the world, and to carry out the same as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any 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, district, 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 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 the State of Maryland will be located is 941 Bishop Walsh Drive, Apartment 7, Cumberland, Maryland 21502. The resident agent of the Corporation is Callihan, Hadley & House, P.A., 8401 Connecticut Avenue, Suite 1212, Chevy Chase, Maryland 20015. Said resident agent is duly authorized by these Articles of Incorporation to act as resident agent and is also a corporation duly authorized to transact business in the State of Maryland.

FIFTH: The Corporation shall have three to seven directors and Peter Daymont, James W. May and July Daymont shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total authorized capital stock of this Corporation is Ten Thousand (10,000) shares with a par value of Ten Dollars ($10.00) each, the total authorized capital being One Hundred Thousand Dollars ($100,000.00).

The stock of this corporation may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors and any and all such shares so issued, when the consideration therefor fixed by the Board of Directors has been fully paid or delivered, shall be full paid stock and shall not be liable to any further call or assessment thereon.

CALLIHAN, HADLEY & HOUSE, P.A.
8401 CONNECTICUT AVE.
CHEVY CHASE, MD. 20015
(301) 654-1131

Except in the case of the issuance of stock to the original subscribers of the declaration of stock dividends, no capital stock shall at any time be issued or allotted until thirty (30) days after notice in writing is sent to then existing shareholders by Registered Mail at the addresses recorded in the stock records of the Corporation, affording such stockholders an opportunity to buy such additional capital stock at a price fixed by the Board of Directors in proportion to their holdings, subject to such regulations and adjustments as may be determined by the Board of Directors to avoid allottment of fractional shares.

The subscriptions for the ownership of all shares of stock in this Corporation are made and taken upon the conditions that any stockholders desiring to sell, pledge or in any wise encumber the same shall first offer his stock to the Corporation at his lowest price and the Corporation shall have thirty (30) days in which to exercise its option to purchase the same. Said notice shall be given by a letter addressed to the home office of this Corporation at 941 Bishop Walsh Drive, Apartment 7, Cumberland, Maryland 21502. On its failure to exercise its option within thirty (30) days the stockholders of this Corporation shall have thirty (30) days to exercise their option to purchase said stock at said price, in proportion to their holdings. After the expiration of sixty (60) days, the stockholder shall be free to make any other sale of this stock.

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

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

(2) The Board of Directors shall have the 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 statutes 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.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as 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

CALLIHAN, HADLEY & HOUSE, P.A.
8401 CONNECTICUT AVE
CHEVY CHASE, MD. 20015
(301) 654-1181

he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or association or not so interested or a member of a firm so interested.

(4) Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority or a quorum of the stockholders having voting powers at 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.

EIGHTH: The duration of the Corporation shall be perpetual.

WITNESS:

Catherine B. Myers

as to both

Herbert A. Callihan, Jr.

Donald H. Hadley

STATE OF MARYLAND

COUNTY OF MONTGOMERY, to wit:

I, Sharon E. Papanicolas, a Notary Public in and for the County of Montgomery, do hereby certify that Herbert A. Callihan, Jr. and Donald H. Hadley, who are personally known to me as the persons who executed the foregoing Articles of Incorporation, dated the 12th day of January, 1977, as incorporators, parties thereto, personally appeared before me in said County and acknowledged the same to be their act and deed as trustees and delivered the same as such.

Sharon E. Papanicolas
Notary Public

My Commission expires: 7/1/78

NOTARY PUBLIC MONTGOMERY COUNTY

CALLIHAN, HADLEY & HOUSE, P.A.
8401 CONNECTICUT AVE
CHEVY CHASE, MD 20015
(301) 654-1181

LIBER 023 FOLIO 705

FILED FOR RECORD
APR 15 1977 19
at 2:30 o'clock P. M.
and same day recorded in
Liber No. Folio
of the Charter Records
of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND RENTALS, INC.

606

approved and received for record by the State Department of Assessments and Taxation of Maryland January 24, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 57902

6

Recorded in Liber 2359, folio 197, 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 023 FOLIO 708

ARTICLES OF INCORPORATION

OF

THRASHER HISTORICAL MUSEUM, INC. APR 15-77 A 21783 ******3.7

THIS IS TO CERTIFY:

FIRST: That we, JAMES R. THRASHER of R.D. No. 1, Box 529, Frostburg, Maryland, and PATRICIA FAY MORTON of State Street, Lonaconing, Maryland, being both of adult 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 "THRASHER HISTORICAL MUSEUM, INC."

THIRD: The purpose for which the corporation is formed and the business and objects to be granted on and promoted by it are to purchase, lease or otherwise acquire lands and buildings in this state, or elsewhere, for the erection and establishment of storage space, show rooms, workshops and maintenance rooms, or exhibition halls for all types of vehicles and carriages, machinery and related equipment and records that may have or could have historical value, interest and significance in the general area of western Maryland or the State of Maryland or the United States of America, to be used as a museum or depository for private or public benefit upon profitable or non-profitable business arrangements, with a view to manufacture, buy, sell, import or export or otherwise deal in or with, as distributors and retailers, any of the aforesaid wares, merchandise, or personal property and records so acquired, and to exercise and possess any other rights, powers and privileges granted by the laws of this state to corporations organized under Maryland Law that may now or hereafter be applicable to this Corporation.

FOURTH: The Post Office address of the place at which the principal office of the corporation of this state will be located is Paradise Street, in Midland, Maryland 21547. The Resident Agent of the corporation is Horace P. Whitworth, Jr., whose Post Office address is The First National Bank Building, Westernport, Maryland, 21562. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: This Corporation shall be a non-stock corporation, without authority to issue capital stock.

SIXTH: The corporation shall have not less than three (3) Directors, and James R. Thrasher, Patricia Fay Morton and Rosie Marie Bluebaugh shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

Compared and Mailed ~~Delivered~~ wm

TO Horace P. Whitworth, Jr.
1st Natl Bank Bldg. Westernport, Md 21562
April 25 1977

LIBER 023 PAGE 707

IN WITNESS WHEREOF we have signed these Articles of Incorporation this 29th day of December, 1976.

James R. Thrasher

James R. Thrasher
R. D. 1, Box 529, Frostburg, Maryland

Patricia Fay Morton

Patricia Fay Morton
State Street, Lonaconing, Maryland

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY that on this 29th day of December, 1976, before me, a Notary Public of the State and County aforesaid, personally appeared James R. Thrasher and Patricia Fay Morton, incorporators in the above Articles of Incorporation, and did each acknowledge the aforegoing Articles of Incorporation of Thrasher Historical Museum, Inc. 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.

Mary J. Lowe

Notary Public

My Commission Expires July 1, 1978

FILED FOR RECORD
APR 15 1977 at 2:[illegible] P. M.
and same day recorded in
Liber No. [illegible] Folio [illegible]
one of the Records of Allegany
County, Maryland, and com-
pared by
[illegible] Clerk

LIBER 023 PAGE 708

57 461

ARTICLES OF INCORPORATION

OF

THRASHER HISTORICAL MUSEUM, INC.

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

A 57319

3

Recorded in Liber 2352, folio 1, 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

rmc

LIBER 023 FOLIO 703

ARTICLES OF INCORPORATION
OF
THE FRIENDLY CITIZENS BAND CLUB, INC.

APR 15-77 A #21784 ******3.75

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Jeffrey Lynn Chapman, Route No. 1, Box 100, Frostburg, Maryland, 21532; and James William Whetstone, Route No. 1, Box 295, Frostburg, Maryland, 21532; and Allan Hobson Tyler, Jr., 140 Center 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, do hereby form a corporation.

SECOND: The name of the corporation is:

THE FRIENDLY CITIZENS BAND 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 corpora-

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

Compared and Mailed ~~Delivered~~ WM
TO Linda Lee Chapman
Rte 1 Box 100, Frostburg, Md.
April 25 1977

tion 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 obligatio 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 Shaft Fire Station, Box 162, Frostburg, Maryland, 21532; the resident agent of the Corporation is Linda Lee Chapman, whose post office address is Route No. 1, Box 100, Frostburg, Maryland, 21532. 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 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 qualify are as follows:

Jeffrey Lynn Chapman
James William Whetstone
Allan Hobson Tyler, Jr.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we hereunto affix our names and seals this 18 day of ~~November, 1976.~~ January, 1977

ATTEST:

× Jeffrey Lynn Chapman — Arlene Louise Shields (SEAL)
Jeffrey Lynn Chapman

× James William Whetstone — Arlene Louise Shields (SEAL)
James William Whetstone

× Allan Hobson Tyler, Jr. — (SEAL)
Allan Hobson Tyler, Jr.

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 18 day of ~~November~~ January 1977 ~~1976~~, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jeffrey Lynn Chapman, and James William Whetstone and Allan Hobson Tyler, Jr., each satisfactorily made known to me, and they acknowledged the aforegoing Articles of Incorporation to be their act and deed.

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

Notary Public

LIBER 023 FOLIO 713

FILED FOR RECORD
APR 15 1977
2:30 o'clock P.M.
and same day Recorded in
Liber No. Folio
of the Corporation
Records of Allegany
County, Maryland and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

THE FRIENDLY CITIZENS BAND CLUB, INC.

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

610

A 57918

5

Recorded in Liber 2359, **folio** 286, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

SCE

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 P. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 FOLIO 714

ARTICLES OF INCORPORATION

OF

DRS. VINCENT AND MEHANNA, P. A.

APR 15-77 A 21782 ******3.75

THIS IS TO CERTIFY:

FIRST: We, Clarence J. Vincent, and John Mehanna, the subscribers, whose post office address is 909-B Seton Drive, Cumberland, Maryland, 21502, being of full legal age, and duly licensed to render general medical 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: The name of the Corporation shall be "DRS. VINCENT AND MEHANNA, 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 and 1969 C. S.) 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, but such professional service shall be rendered only through employees and agents who are duly licensed or otherwise legally authorized to render said professional service under the laws of the State of Maryland.

To engage in the general practice of medicine, 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 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.

To do all and everything necessary and proper for the accomplishments of

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~ WM

TO Clarence J. Vincent
909-B Seton Drive, City 21502

April 25 1977

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 thereto, 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 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 909-B Seton Drive, Cumberland, Maryland, 21502, and the name and address of the Resident Agent is Clarence J. Vincent, 909-B Seton Drive, Cumberland, Maryland, 21502 and he 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, 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; 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 10,000 shares having a par value of Ten Dollars ($10.00) per share.

NINTH: The following is a description of each class of stock with the preference, voting powers, restrictions and qualifications thereof:

The Corporation is authorized to issue one class of shares of stock; the total number of shares is 10,000 shares and all shares shall have a par value

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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 to the practice of medicine 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, I have hereunto set my hand and seal this 28th day of December, 1976.

Witness:

Alice L. Monahan — Clarence J. Vincent M.D. (SEAL)
Clarence J. Vincent, M. D.

Alice L. Monahan — John McAvenna M.D. (SEAL)
John Mehanna, M. D.

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 28th day of December, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared CLARENCE J. VINCENT, M. D. and JOHN MEHANNA, M. D., and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Alice L. Monahan
Notary Public

My Commission Expires:
7-1-78

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
APR 15 1977
8:30 O'clock A. M.
same day recorded in
No. Folio
of the Records of
Allegany County, Maryland
and examined
Clerk

LIBER 923 PAGE 717

ARTICLES OF INCORPORATION

OF

DRS. VINCENT AND MEHANNA, P. A.

541

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

A 57248

4

Recorded in Liber 2351, folio 203, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SLE

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. Sammons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·
BONÆ VOLVNTATIS TVÆ CORONASTI SCITO QUOD SOL

14

MER 023 PAGE 718

ARTICLES OF DISSOLUTION

OF

NIXON LAND COMPANY, INC. APR 15-77 A 21781 ***

The Nixon Land Company, 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 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 Box 9, Oldtown, Allegany County, Maryland, and that the Corporation formerly did business at said address.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service 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 concluded, is Myrle C. Grose, Box 9, Oldtown, Maryland. Said resident agent is an individual and actually resides in the State of Maryland.

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

Myrle C. Grose
Box 9
Oldtown, Maryland

Layton L. Stott, Jr.
Oldtown, Maryland

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

Compared and Mailed ~~Delivered~~ WM
TO Myrtle C. Grose Box 9, Oldtown, Md.
April 25 1977

LIBER 023 FOLIO 129

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

Myrle C. Grose
President
Box 9
Oldtown, Maryland

Layton L. Stott, Jr.
Secretary-Treasurer
Oldtown, Maryland

SIXTH: All of the shares of stock entitled to vote on the dissolution of the Corporation are owned by Myrle C. Grose and Layton L. Stott, Jr., and all of said shares have been voted in favor of the dissolution of the Corporation; and in addition the dissolution of the Corporation is authorized by the Board of Directors of the Corporation at a meeting duly convened and held on December 27, 1976, at which meeting the resolution was adopted authorizing the dissolution of the Corporation.

SEVENTH: The dissolution of the Corporation has been duly authorized by the majority of the entire board of directors of the Corporation.

EIGHTH: All taxes and assessments levied upon the Corporation from time to time have been paid and satisfied. *

IN WITNESS WHEREOF, these Articles of Dissolution are signed in the name of and on behalf of Nixon Land Company, Inc., by the undersigned majority of the Board of Directors of the Corporation, this 28 day of Dec., 1976.

By Myrle C. Grose
Myrle C. Grose

Layton L. Stott, Jr.
Layton L. Stott, Jr.

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

*The corporation has no known creditors.

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on the 28 day of DEC. 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared Myrle C. Grose and Layton L. Stott, Jr., being a majority of the entire board of directors of Nixon Land Company, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing corporation; and at the same time personally appeared Myrle C. Grose and made oath in due form of law that he was Chairman of the meeting of the board of directors of said corporation at which time 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 hi knowledge, information and belief.

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

Notary Public

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

LIBER 023 PAGE 721

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 267-5819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

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

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their 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

NIXON LAND COMPANY, INC.

have been paid.

WITNESS my hand and official seal this

Eighth day of March A.D. 1976.

JAN 10 10 28 AM '77

Mary Ellen Hopkins
Deputy Comptroller

PS-409

FILED FOR RECORD
APR 15 1977
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

LIBER 823 PAGE 722

ARTICLES OF DISSOLUTION

OF

NIXON LAND COMPANY, INC.

5688

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 57570

5

Recorded in Liber 2354, folio 503, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Spec. 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.

William L. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 FOLIO 723

THE GEORGE F. HAZELWOOD COMPANY

APR 15-77 A 21778 ******3.75

ARTICLES OF AMENDMENT

THE GEORGE F. HAZELWOOD COMPANY, a Maryland corporation, having its principal offices in Cumberland, 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 the provisions contained in Paragraph Sixth thereof, to-wit:

Sixth: 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.

SECOND: There shall be substituted in lieu thereof the following new provision:

The total number of shares of capital stock which the corporation has authority to issue is two thousand four hundred (2,400) divided into one thousand four hundred (1,400) shares of common stock, Class A, and one thousand (1,000) shares of common stock, Class B, both issues having a par value of One Hundred Dollars ($100.00) per share. The following is a description of each class of stock of the corporation with the preferences, conversion and other rights, restrictions, voting powers and qualifications of each class:

(1) Except as hereinafter provided in this Article, the Class A and Class B common stock of the corporation shall be identical in all respects and for all purposes, and the holders of Class A and Class B common stock voting together and

Compared and Mailed ~~Delivered~~ wm

TO George F. Hazelwood Co. Cumberland, Md.

April 25 1977

without distinction as to class shall be entitled to one vote per share in all proceedings in which actions shall be taken by the stockholders of the corporation. All rights granted and distributions made in accordance with the preferences, rights, restrictions, powers and qualifications set forth in this Article with respect to a class of stock shall be divided among the stockholders of the stock of that class in the proportion which the number of shares of that class held by each stockholder bear to aggregate number of outstanding shares of stock of that class.

(2) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of Class A common stock then outstanding shall be paid out of the assets of the corporation available for distribution to its stockholders an amount equal to One Hundred Dollars ($100.00) per share plus an amount equal to all unpaid declared dividends thereon, without interest, and no more, before any amount shall be paid or any assets of the corporation shall be distributed among the holders of Class B common stock, and if the assets of the corporation available for distribution to its stockholders shall be insufficient to permit the payment in full to holders of Class A common stock as aforesaid, then the entire assets of the corporation available for distribution to its stockholders shall be distributed ratably among the holders of Class A common stock; then and thereafter, the remaining assets of the corporation available for distribution to its stockholders shall be distributed among and paid to the holders of Class A and Class B common stock, share and share alike and without

any distinction as to class in proportion to their respective stock holdings.

THIRD: The Board of Directors and Stockholders of the corporation, at a joint special meeting at which all Stockholders and Directors were present in person, and held on December 28, 1976, on the advice of the Board of Directors, unanimously adopted a resolution in which was set forth the aforegoing amendment to the corporation charter, as is set forth in these Articles of Amendment.

FOURTH: No stock entitled to be voted on the matter was outstanding or subscribed for at the time of approval.

FIFTH: The heretofore stock and the after amendment stock are as follows:

	Heretofore	After Amendment
i) Total number of shares	1,000	2,400
ii) Shares of each class:		
Single class (now ClassB)	1,000	
Class A		1,400
Class B		1,000
iii) Par value: as to all classes	$100	$100
iv) Aggregate value of all shares	$100,000	$240,000

Differences in the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption between the classes of stock are fully described in Paragraph (2) above.

IN WITNESS WHEREOF, THE GEORGE F. HAZELWOOD COMPANY has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 29th day of December, 1976, and its President acknowledges that these Articles of Amendment are the act and deed of The George F.

Hazelwood Company and under the penalty of perjury that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

THE GEORGE F. HAZELWOOD COMPANY

ATTEST:

By _____
George M. Griffith, President

_____
Secretary

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

I HEREBY CERTIFY, That on this 29th day of December, 1976, before the undersigned, a Notary Public of the State and County aforesaid, personally appeared GEORGE M. GRIFFITH, President of The George F. Hazelwood Company, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared ROBERTA LIPTON, and made oath in due form of law that she was Secretary at the joint special 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 day and year aforesaid.

_____
Notary Public

My Commission Expires: July 1, 1978

LIBER 023 PAGE 727

ARTICLES OF AMENDMENT

OF

THE GEORGE F. HAZELWOOD COMPANY

545

FILED FOR RECORD
JAN 15 1977
2:30 o'clock P.M.
and same day Recorded in
Liber No. Folio
of the Corporation
Records of Allegany County, Maryland
and compared by W. Mallard
Clerk

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

A 57369

5

Recorded in Liber 2352, folio 439, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 28.00 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 023 FOLIO 728

E.L.S. SHOES, INC.

(a Close Corporation under Title 4)

ARTICLES OF DISSOLUTION

APR 15-77 A 21780 ******3.75

E.L.S. Shoes, 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 Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, the Corporation is a Close Corporation under Title 4, and the post office address of the principal office of the Corporation in the State of Maryland is 1221 C National Highway, LaVale, 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 (1) year after dissolution and thereafter until the affairs of the Corporation are wound up, are E. Louis Shinnamon, Resident Agent, 911 Growden Terrace, Cumberland, 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:

Name	Post Office Address
E. Louis Shinnamon	911 Growden Terrace, Cumberland, Md. 21502
Tana G. Shinnamon	911 Growden Terrace, Cumberland, Md. 21502
Robert S. Paye	21 Prospect Square, Cumberland, Md. 21502

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

Name	Title	Post Office Address
E. Louis Shinnamon	President	911 Growden Terrace, Cumberland, Maryland, 21502.
Tana G. Shinnamon	Secretary-Treasurer	911 Growden Terrace, Cumberland, Maryland. 21502.

SIXTH: The Board of Directors of the Corporation, by written consent to such action signed by all the members thereof, and filed with the minutes

Compared and Mailed ~~Delivered~~ WM
TO E. Louis Shinnamon
911 Growden Terrace, City
April 25 1977

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& PAYE
CUMBERLAND
MARYLAND

of proceedings of the Board, adopted at Resolution declaring that dissolution of Corporation was advisable, and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on December 1, 1976.

SEVENTH: Waiver of Notice of the meeting of stockholders to take action upon the proposed dissolution was duly executed by all stockholders, and filed with the minutes of proceedings of the Corporation, and the meeting of stockholders was duly held on December 1, 1976, pursuant to said Waiver of Notice and consent of all stockholders. The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the unanimous affirmative vote of all votes entitled to be cast thereon.

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

NINTH: Notice that dissolution of the Corporation had been duly authorized pursuant to the Corporations and Associations Article of the Annotated Code of Maryland was mailed on December 2, 1976, to all known creditors of the Corporation.

TENTH: These Articles of Dissolution are accompanied by a Certificate of the Comptroller of the Treasury of the State of Maryland stating in effect that all taxes levied on assessments made by said Commission and billed by and payable to the Comptroller, or the various divisions thereof, by the Corporation, have been paid, including taxes billed for the year in which the dissolution of the Corporation is to be effected. No certification of a collector of taxes is enclosed, due to the fact that this Corporation was chartered on April 28, 1976, has been in operation for less than one (1) year, and has received no tax billings or assessments. The only applicable tax collector would be the Tax Collector for Allegany County, Maryland.

IN WITNESS WHEREOF, E.L.S. Shoes, Inc. has caused these presents to be signed in its name and on its behalf by its President, a replica of its corporate seal to be hereunto affixed, and attested by its Secretary-Treasurer,

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& PAYE
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MARYLAND

LIBER 023 PAGE 730

on this 28th day of December, 1976.

E.L.S. SHOES, INC.

ATTEST:

Tana G. Shinnamon

By E. Louis Shinnamon
E. Louis Shinnamon, President

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY ,That on this 28th day of December, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared E. LOUIS SHINNAMON, President of E.L.S. Shoes, 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 further made oath in due form of law that the matters and facts set forth in said Articles of Dissolution with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

Sandra K. [illegible]
Notary Public

My Commission Expires: 7/1/78

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MARYLAND

LIBER .023 PAGE 731

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 267-5819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

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

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their 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

E.L.S. SHOES, INC.

have been paid.

WITNESS my hand and official seal this

Thirtieth day of December A.D. 1976.

Mary Ellen Hopkins
Deputy Comptroller

PS-409

LIBER 023 PAGE 732

FILED FOR RECORD
APR 15 1977
2:30 o'clock P M.
same day Recorded in
er No. Folio
of the Cox Records
Allegany
County, Maryland and com-
Clerk

ARTICLES OF DISSOLUTION

OF

E. L. S. SHOES, INC.

551

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1976 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 57408

5

Recorded in Liber 2352, folio 663, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCE

Special Fee
~~Recording fee~~ 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 L. Summers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

Compared and Mailed Delivered W m
TO Cumberland Area Rescue & Emergency Service, Inc City
April 25 1977

LIBER 023 PAGE 733

ARTICLES OF AMENDMENT APR 15-77 A #21779 ******3.75

OF

CUMBERLAND AREA RESCUE AND EMERGENCY SERVICE, INC.

Cumberland Area Rescue and Emergency Service, Inc., a Maryland corporation having its principal office in Cumberland, Allegany County, Maryland, hereby certifies to the Department of Assessments and Taxation of the State of Maryland, as follows:

I - The Charter of Cumberland/ Area Rescue and Emergency Service, Inc. a Maryland corporation, is hereby amended by deleting the first sentence of Third of the Articles of Incorporation and inserting in lieu thereof, the following:

"THIRD: That said corporation is organized for charitable purposes and the objects to be carried on and promoted by it are as follows:".

II - The Charter of said corporation is hereby further amended by amending the second paragraph of Third of said Articles of Incorporation to read as follows:

"Specifically to provide emergency medical services through approved ambulance vehicles to ..."

In all other respects the provisions of Paragraph Third shall remain the same.

III - The Charter of the corporation is hereby further amended by inserting the following paragraph in Paragraph Fifth of said Charter:

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of

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& PAYE
CUMBERLAND
MARYLAND

any candidate for public office. Not withstanding any other provision of these Articles, this corporation shall not, except to an insubatantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

IV - The Charter of the corporation is hereby further amended by inserting in Paragraph Sixth of said corporate Charter, the following:

"Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations 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."

That the Board of Directors of the corporation at a meeting duly convened and held on January 3, 1977, duly advised the amendment of the Charter of Incorporation hereinbefore set forth by passing a Resolution declaring that said amendments were advisable and necessary and recommended that the members of the corporation call to adopt the same.

That a meeting of the members of said corporation was called by the Board of Directors as aforesaid, and duly warned in the manner provided by law was held at the principal office of the corporation in Cumberland, Maryland on January 4, 1977, and at said meeting, the members of the corporation, by a unanimous vote of the members of the corporation entitled to vote, duly adopted

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CUMBERLAND
MARYLAND

the Amendments of the Charter of the Corporation as hereinabove set forth.

VII - That the Amendments to the Charter of the Corporation herein made were approved by unanimous vote of the entire Board of Directors at a meeting duly convened and held on January 5, 1977, and that there are no shares of stock of the corporation entitled to vote thereon, either outstanding or subscribed for.

VIII - That the corporation does not have any capital stock and the Corporation is specifically prohibited from issuing capital stock.

IN WITNESS WHEREOF, Cumberland/Area Rescue and Emergency Service, 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 January 6, 1977.

Attest:

CUMBERLAND AREA RESCUE AND EMERGENCY SERVICE, INC.

Irene M. Foster
Secretary

Denton G. Shroyer
President

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 17th day of January, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared Denton G. Shroyer, President of Cumberland/Area Rescue and Emergency Service, 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 Irene M. Foster, and made oath that she was the Secretary of the meeting of the Board of Directors of said corporation at which the Amendments to the Charter of the corporation therein set forth were approved; that she was Secretary of the meeting of the Shareholders of said corporation at which the Amendments to the Charter of the corporation therein set forth were adopted; that she was the Secretary 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 and belief.

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

Alice R. Monahan
Notary Public

My Commission Expires:
July 1, 1978

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GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
APR 15 1977
2:30 o'clock P. M.
and same day Recorded in
Liber No. Folio
of the Allegany
County, Maryland and com-
pared by me
Clerk.

MISC 023 PAGE 736

ARTICLES OF AMENDMENT

OF

CUMBERLAND AREA RESCUE AND EMERGENCY SERVICE, INC.

6051

approved and received for record by the State Department of Assessments and Taxation of Maryland January 24, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 57892

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SCE Recorded in Liber 2359, folio 148, 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 737

ARTICLES OF INCORPORATION

OF

ALLEGANY COMMUNITY COLLEGE

ATHLETIC FOUNDATION, INCORPORATED

MAY 12-77 A #24850 ******4.25

THIS IS TO CERTIFY:

FIRST: That the undersigned, John H. Balch, whose post office address is 3 Sunset Drive, Cumberland, Maryland, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, forms a corporation.

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

ALLEGANY COMMUNITY COLLEGE

ATHLETIC FOUNDATION, INCORPORATED

THIRD: The purposes 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 exclusively 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 raise or acquire funds, by gift or otherwise, and to manage, invest or expend the same for the benefit of students determined by the Corporation to be eligible therefore.

(b) To manage and conduct the financial and business operations of such local chapter in such manner as may be determined by the Corporation in conjunction with the Laws of Maryland

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

Compared and Mailed ~~Delivered~~ Rec'd
Robert D. Kirk
TO Grandview Road
La Vale, Maryland
June 14 1977

and the rules and regulations of Allegany Community College.

(c) To own or lease real estate and other properties and to raise funds for the purchasing, building, leasing and repairing of such housing to be used in futherance of the educational and charitable goals of the Corporation.

FOURTH: For the purpose of enabling the Corporation to carry out the specific powers and objectives enumerated in these Articles of Incorporation, the Corporation shall have the following powers:

1. To sue and be sued, complain and defend in its corporate name.

2. To have a corporate seal and use the same by causing it or a facsimile thereof to be impressed or affixed, or in any other manner reproduced.

3. To purchase, take, receive, lease, take as a gift, devise or bequest, or otherwise acquire and to own, hold, use and otherwise deal in or with any real or personal property or any interest therein which may be appropriate to enable it to accomplish any or all of its purposes.

4. To sell and convey, mortgage, pledge, lease as lessor and otherwise dispose of all or any part of its property and assets.

5. To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the Corporation may determine, to issue its notes, bonds and other obligations by mortgage, pledge or deed of trust, of all or any of its property and income, and to invest its funds from time to time and to lend money for corporate purposes and to take and to hold real and personal property for the payment of funds so invested or loaned.

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6. To elect or appoint officers and agents of the Corporation and to define their duties.

7. To make and alter by-laws not inconsistent with these Articles of the Laws of the State of Maryland, or the rules and regulations of Allegany Community College for the administration and regulation of the affairs of the Corporation.

8. To do all things necessary or convenient in connection with or for the carrying on of said business and the buying, leasing, holding building or selling of such real estate and personal property as may seem proper to the Board of Directors.

FIFTH: The Corporation is not authorized to issue any capital stock. The Board of Directors, Governors or Trustees may choose the first members in accordance with the By-Laws. Members may resign or be removed, vacancies may be filled and additional members elected, in the By-Laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The post office address of the place at which the principal office of the Corporation is in this State be located is Allegany Community College, Cumberland, Maryland.

The resident agent of the Corporation is Robert D. Kirk, whose post office address is Gramlich Road, LaVale, Maryland. Said resident agent is a citizen of the State of Maryland and actually lives therein.

SEVENTH: The Corporation shall have three directors, and John H. Balch, Thomas O'Rourke and William Kirk shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the members of the Corporation shall have the power to increase the number of directors to not more than nine, by amendment to the By-Laws.

EIGHTH: The duration of the Corporation shall be perpetual.

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CUMBERLAND, MD.

LIBER 023 PAGE 740

In testimony whereof, witness my hand and seal this 31 day of Dec., 1976.

John H. Balch (SEAL)
John H. Balch

STATE OF MARYLAND

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 31 day of December, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John H. Balch and acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Notary Public

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BERLAND, MD.

FILED FOR RECORD
MAY 12 1977
at 1:15 O'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Corporation
Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 741

ARTICLES OF INCORPORATION

OF

ALLEGANY COMMUNITY COLLEGE
ATHLETIC FOUNDATION, INCORPORATED

665

approved and received for record by the State Department of Assessments and Taxation of Maryland February 10, 1977, **at** 8:30 **o'clock** **A. M. as in conformity with law and ordered recorded.**

A 58387

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Recorded in Liber 2364, **folio** 550, **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 ·
BONA VOLVNTATIS TVÆ CORONASTI NOS

LIBER 023 PAGE 742

ARTICLES OF INCORPORATION

OF

SERVICE UNLIMITED, INC.

MAY 12-77 A 24848 ******4.75

THIS IS TO CERTIFY:

FIRST: That the subscriber, J. Frederick Sharer, whose post office address is 616 Liberty Trust Building, Cumberland, Maryland, 21502, being of full legal age, does, 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:

SERVICE UNLIMITED, 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 purchasing, selling, installing and servicing heating, air conditioning and refrigeration systems and equipment, 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,

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Compared and Mailed Delivered BW
TO Wayne A Carter Rt #1 Box #620-A Cumberland, Md
June 14 1977

dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or 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, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, 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 or any

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other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, 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.

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(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

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

The 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

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CUMBERLAND, MD.

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 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

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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 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

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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.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Rt. 1, Box 670A, Cumberland, Maryland, 21502. The resident agent of the Corporation is Wayne A. Couter, whose post office address is Rt. 1, Box 670A, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three (3) directors, and Wayne A. Couter, Barbara A. Couter, and Paul H. Couter 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 Corporation's duration shall be perpetual.

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

WITNESS:

_____ J. Frederick Sharer (SEAL)
J. Frederick Sharer

ON & SHARER
RNEYS AT LAW
TY TRUST BLDG.
BERLAND, MD.

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 31 day of Dec, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared J. Frederick Sharer and he acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Notary Public

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

FILED FOR RECORD MAY 12 1977 at 1:15 o'clock P. M. and same day Recorded in Liber No. Folio of the Charter Records of Allegany County, Maryland, and compared by [illegible] Clerk

LIBER 023 PAGE 750

ARTICLES OF INCORPORATION

OF

SERVICE UNLIMITED, INC.

632

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

A 58122

9

Recorded in Liber 2362, folio 20, 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 ·

1
106

LIBER 023 PAGE 751

THE "B & R" WORM RANCH, INC.

MAY 12-77 A #24847 ******4.25

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, RICHARD ALLEN JACOBSON, whose post office address of Route 1, Box 19, Oldtown, Allegany County, Maryland, and ALFRED C. CRUTCHLEY, of Baltimore, State of Maryland, and WINIFRED PETERSON, whose post office address is Route 1, Oldtown, Allegany County, State of Maryland, each being at least twnety-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") shall be:

THE "B & R" WORM RANCH, INC.

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

a. To carry on the earthworm business, and for that purpose, to maintain, conduct and operate an earthworm farm. To produce fertilizer and market and to breed and raise earthworms, and to acquire all real estate, equipment, incubators, worm beds, tools, barns, sheds and every other thing that may be necessary or required for the purpose of conducting all operations of an earthworm farm; devoted primarily to the production of earthworms, both live and pickled for marketing on a wholesale and retail level.

BW

Compared and Mailed ~~Delivered~~

Richard Allen Jacobson

TO Rt #1 Box #19 Oldtown, Maryland 21555

June 14 19 77

234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND 21502

b. General Retail Sales. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

c. 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.

d. 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 other.

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

ETT & BARNETT
NEYS AT LAW
TIMORE AVENUE
MARYLAND 21502

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

FOURTH: The post office address of the principal office of the Corporation in this state is Route 1, Box 19 Oldtown, Allegany County, State of Maryland, 21555. The name and post office address of the resident agent of the corporation in this state is RICHARD ALLEN JACOBSON, Route 1, Box 19, Oldtown, Allegany County, State of Maryland, 21555. 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

BARNETT & BARNETT
ATTORNEYS AT LAW
[illegible] BALTIMORE AVENUE
[illegible]ERLAND, MARYLAND 21502

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:

RICHARD ALLEN JACOBSON

ALFRED C. CRUTCHLEY

VERA JOAN JACOBSON

a. 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 personnel 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 managements of the business and purposes of this corporation and fix the compensation for all said personnel, as they may deem practical, expedient and necessary in the conduct of the Corporations business and the advancement of its objectives.

SEVENTH: 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.

EIGHTH: These Articles of Incorporation may be amended in any particular by a two-thirds (2/3) vote of the entire Board of Directors, provided at least ten (10) days

ETT & BARNETT
ORNEYS AT LAW
LTIMORE AVENUE
ND, MARYLAND 21502

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.

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

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 31 day of Jan 1977.

WITNESS:

Teresa Lee — Richard Allen Jacobson
RICHARD ALLEN JACOBSON

Teresa Lee — Alfred C. Crutchley
ALFRED C. CRUTCHLEY

Teresa Lee — Winifred Peterson
WINIFRED PETERSON

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, that on this 31 day of Jan 1977 before me, the subscriber, a Notary Public, in and for the State and County aforementioned, personally appeared RICHARD ALLEN JACOBSON, ALFRED C. CRUTCHLEY, and WINIFRED PETERSON, and they severally acknowledged the aforegoing Articles of Incorporation to be their act and deed.

Teresa Lee
NOTARY PUBLIC

NOTARY PUBLIC ALLEGANY COUNTY

My Commission Expires;
7/1/78

BARNETT & BARNETT
ATTORNEYS AT LAW
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND 21502

FILED FOR RECORD
MAY 12 1977
at 11:50 o'clock A.M.
and same day Recorded in
Liber No. Captivation Folio
one of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 756

ARTICLES OF INCORPORATION

OF

THE "B & R" WORM RANCH, INC.

632

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

A 58120

6

Recorded in Liber 2362 **, folio** 10 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

52.50

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 · SCVTO BONA VOLVNTATIS TVÆ CORONASTI NOS

LIBER 023 PAGE 757

THE CALVARY BIBLE CHURCH, INC.,

a Maryland religious corporation

ARTICLES OF AMENDMENT

MAY 12-77 A 02485? ******3.75

The Calvary Bible Church, Inc., a Maryland religious corporation having its principal place of worship in Ellerslie, Allegany County, Maryland (herein called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The charter of the Corporation, dated April 14, 1971, received and approved on April 19, 1971, and recorded in Liber F-877, folio 272, of said Department's Charter Records, is hereby amended by striking out paragraph "SEVENTH" of its Articles of Incorporation, and inserting in lieu thereof the following:

"SEVENTH : The Corporation is a non-profit, religious corporation, and no part of its net earnings, property or assets shall inure to the benefit of the Corporation. In the event of the voluntary or involuntary dissolution or termination of the Corporation, its then-remaining property or assets shall be first applied to the payment of any and all legal debts and obligations of the Corporation, and the balance of same, if any, shall be distributed, transferred, conveyed, assigned and delivered to the "Back to the Bible Broadcast", Box 233, Lincoln, Nebraska, 68501, provided said organization is an exempt organization under Section 501(c) (3) of the Internal Revenue Code, of, if said organization is then no longer active and functioning, to the American Mission to Greeks, Inc., 801 Broad Avenue, Ridgefield, New Jersey, 07657, provided said organization is an exempt organization under Section 501 (c) (3), or, if neither of said organizations is then no longer active and functioning, to some other existing organization which is organized for and dedicated to purposes which are similar to those for which the Corporation is formed and which is an exempt organization within the meaning

Compared and Mailed Delivered

Pastor Kenneth L. Rains

TO The Calvary Baptist

Church Ridgeley

June 14 1977

of Section 501(c) (3), of the Internal Revenue Code."

SECOND: The Corporation's Board of Trustees, at a meeting duly convened and held on the 2nd day of February, 1977, adopted a resolution in which was set forth the aforegoing amendment to the charter, declaring that said amendment of the charter is advisable, and directing that it be submitted for action thereon at a special meeting of the adult members of the Corporation, to be held on the 16th day of February, 1977.

THIRD: Notice setting forth said amendment of the charter and stating that a purpose of the meeting of the adult members would be to take action thereon, was given as required by law to all members of the Corporation.

FOURTH: The amendment of the charter of the Corporation, as hereinabove set forth, was approved by the adult members of the Corporation at said meeting by the affirmative vote of at least two-thirds of all of the adult members of the Corporation, it being a non-stock corporation.

FIFTH: The amendment of the charter of the Corporation, as hereinabove set forth, has been duly advised by its Board of Trustees and approved by the Corporation's adult members; and said Board of Trustees has, by resolution, authorized Kenneth L. Korns, President of said Corporation, and a member of its Board of Trustees, to execute these Articles of Amendment.

IN WITNESS WHEREOF, The Calvary Bible Church, Inc., has caused these presents to be signed in its name, and on its behalf, by Kenneth L. Korns, its President and one of its Trustees, and its corporate seal to be hereto affixed, all duly attested by its Secretary on this 17th day of FEBRUARY, 1977.

ATTEST:

Louis J. Smith
Secretary

THE CALVARY BIBLE CHURCH, INC.,

By: Kenneth L. Korns
President and Trustee

LIBER 023 PAGE 759

STATE OF MARYLAND: ALLEGANY COUNTY: TO WIT:

I HEREBY CERTIFY, that on this 17TH day of FEBRUARY, 1977, before me, the subscriber, a Notary Public in and for the State of Maryland and County aforesaid, personally appeared Kenneth L. Korns, President of The Calvary Bible Church, Inc., a Maryland religious corporation, and also one of its Trustees, satisfactorily identified to me, and in the name and on behalf of said Corporation, acknowledged the aforegoing Articles of Amendment to be the Corporation's act and deed, and at the same time personally appeared Doris J. Smith, also satisfactorily identified, who made oath in due form of law that she was secretary of the Corporation's special meeting of adult members at which the Corporation's charter amendment was approved, and that the matters and facts set forth in said Articles of Amendment are true and correct in all material respects to the best of her information, knowledge and belief.

WITNESS my hand and Notarial Seal on the above date.

Alma L. Shaffer
NOTARY PUBLIC

My Commission Expires: July 1, 1978

FILED FOR RECORD
MAY 12 1977
at 1:50 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 023 PAGE 760

ARTICLES OF AMENDMENT

OF

THE CALVARY BIBLE CHURCH, INC.

700

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

A 58677

4

Recorded in Liber 2367, folio 342, 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 H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 761

ARTICLES OF INCORPORATION

OF

EARLY EDITIONS, INC.

MAY 12-77 A 24842 ******* 5.75

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert Allen Haines, Jr. whose post office address is 416 Bedford Street, Cumberland, Allegany County, Maryland 21502, and James Franklin Rowan, Jr. whose post office address is 1153 Frederick Street, Cumberland, Allegany County, Maryland 21502 and Deborah Ann Rowan, whose post office address is 1153 Frederick Street, Cumberland, Allegany County, Maryland 21502, all being at least 21 years of age do under and by virtue of the general laws of the State of Maryland, authorize the formation of corporations, associate ourselves with the intention of forming a corporation by the excution and filing of these articles.

SECOND: That the name of the corporation is: Early Editions, 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 enjoy and promote the sport of street rodding in a safe and responsibile way.

B. To enlighten the public as to the enjoyment and use of pre 1948 automobiles.

C. To preserve and modernize 1948 and earlier automobiles.

D. To create a good fellowship and sportsmanship among all members.

JOHN C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

Compared and Mailed ~~Delivered~~
TO Deborah Ann Rowan
1153 Frederick Street
Cumberland, Md. 21502
June 14 1977.

E. To conduct club functions and activities in a manner that benefits club members and the general public.

F. To promote safety in driving.

G. To contribute funds to needy charties such as League for Crippled Children.

H. 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:

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 purpose 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

C. SULLIVAN
NEY AT LAW
ENE STREET
RLAND, MD.
24-7777

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 expre sly limited or restricted.

FOURTH: The post of ice address or the principal o fice of the corporation in this state is 1153 Frederick Street, Cumberland, Allegany County, Maryland 21502; the resident agent of the corporation is Deborah Ann Rowan, whose post office address is 1153 Frederick Street, Cumberland, Allegany County, Maryland, and said resident is a citizen of the State of Maryland and acutally resides therein.

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

SIXTH: That the corporation shall have 3 directors and said number shall be subject to increase pursuant to the by-laws of the corporation, but shall never be less than 3; that Robert Allen Haines, Jr., James Franklin Rowan, Jr. and Deborah Ann Rowan, 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 sworn and qualified.

SEVENTH: The duration of the corporation shall be perpetual.

J[redacted] C. SULLIVAN
ATTORNEY AT LAW
20 GREENE STREET
CUMBERLAND, MD.
724-7777

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14th day of FEBRUARY 1977.

Attest:

John C. Sullivan

Robert Allen Haines Jr.
Robert Allen Haines, Jr.

James Franklin Rowan Jr.
James ~~Frederick~~ FRANKLIN Rowan, Jr.

Deborah Ann Rowan
Deborah Ann Rowan

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

THIS IS TO CERTIFY, that on this 18th day of February, 1977, before me, the subscriber, a Notary Public of the state of Maryland in the county of Allegany, personally appeared, Robert Allen Haines, Jr., James Frederick Rowan, Jr. and Deborah Ann Rowan, and severally acknowledged the aforegoing articles of incorporation to be their respective act.

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

Notary Public

11-1-78

SULLIVAN
EY AT LAW
VE STREET
LAND, MD.
7777

FILED FOR RECORD
MAY 12 1977
at 1:15 O'clock P. M.
and same day Recorded in
Liber No. Carpenter Folio
one of the Records of Allegany
County, Maryland, and com-
pared by [illegible] Clerk

LIBER 023 PAGE 765

ARTICLES OF INCORPORATION

OF

EARLY EDITIONS, INC.

206

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

A 58788

5

Recorded in Liber 2369, **folio** 130, **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 023 PALE 766

ARTICLES OF INCORPORATION

ENERGY SAVING PRODUCTS

OF

WESTERN MARYLAND, INC.

MAY 12-77 A #24845 ******4.75

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, Donald A. Stillwagon, whose post office address is Post Office Box 462, Cumberland, Maryland, 21502; Barbara J. Stillwagon, whose post office address is Post Office Box 462, 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 as follows:

ENERGY SAVING PRODUCTS OF WESTERN MARYLAND, INC.

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

(a) To manufacture, buy, sell, lease and use machinery, generators, motors, lamps, apparatus, devices, supplies and

F. SOMERVILLE, JR.
ORNEY AT LAW
, WEST VIRGINIA
LAND, MARYLAND

BW

Compared and Mailed Delivered
Donald A. Stillwagon
TO Box # 462
Cumberland, Md 21502
June 14 19 77

articles of any kind pertaining to or in anywise connected with the production, use, distribution, regulation, control or conservation of electricity or electrical appliances for light, heat, power, telegraph and all related electrical devices motivated by electric current.

(b) To engage in the carrying on and general business of selling and distributing electrical and mechanical products, equipment, parts, devices, instruments, etc., designed for the preservation of electrical current and for the conservation and control of transient voltages which are capable of causing appliances and electrical devices to function inefficiently.

(c) To acquire, own, lease, maintain, mortgage and sell all personal and all real property or properties as shall be necessary to the conduct of the business and activities enumerated above.

(d) 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 services and 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

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

particular purpose, object or business to in any manner restrict or limit the purposes or 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 126 Union Street, Second Floor, Cumberland, Maryland,21502. The resident agent of the corporation is Donald A. Stillwagon, whose post office address is Post Office Box 462, Cumberland, Maryland, 21502. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total authorized stock of the corporation is Two Hundred Fifty Thousand (250,000) 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 Donald A. Stillwagon, Barbara J. Stillwagon 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 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

N F. SOMERVILLE, JR.
TTORNEY AT LAW
ER, WEST VIRGINIA
ERLAND, MARYLAND

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 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 this corporation is perpetual.

IN WITNESS WHEREOF, we have set our hands and seals to these Articles of Incorporation this 28th day of January, 1977.

WITNESS — DONALD A. STILLWAGON

WITNESS — BARBARA J. STILLWAGON

WITNESS — JOHN F. SOMERVILLE, JR.

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

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 28th day of January, 1977, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared DONALD A. STILLWAGON, BARBARA J. STILLWAGON 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.

Vanda L. Keller
NOTARY PUBLIC

My Commission expires July 1, 1978.

SOMERVILLE, JR.
NEY AT LAW
WEST VIRGINIA
ND, MARYLAND

FILED FOR RECORD
MAY 12 1977
at 1:15 O'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Corporation
Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 771

ARTICLES OF INCORPORATION

OF

ENERGY SAVING PRODUCTS OF WESTERN MARYLAND, INC.

632

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

A 58109

6

Recorded in Liber 2361, **folio** 618, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

24

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.

Richard H Keller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 023 PAGE 772

ARTICLES OF INCORPORATION

OF MAY 12-77 A 24844 ******L.25

THE EXCELSIOR BOOKS PUBLISHING, INC.

(a close corporation under Section 4-201)

FIRST: The undersigned, DONALD E. GRAVES, whose post office address is Route 1, Box 10A, LaVale, Maryland, 21502, and MARTHA J. GRAVES, whose post office address is Route 1, Box 10A, LaVale, Maryland, 21502, each being at least eighteen years of age, do hereby form a corporation under the General Laws of the State of Maryland.

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

THE EXCELSIOR BOOKS PUBLISHING, INC.

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

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

(a) To contract for and purchase, lease or license , documents, manuscripts, books, pamphlets, essays, monographs and works of a literary nature and to print, publish, advertise and to distribute the same, and to deal in and sell or lease copyrights, licenses, and royalty rights in said documents in the United States and throughout the world.

(b) To carry on any other lawful trade or business incident to or proper or useful in connection with the purchase, sale, ownership, publication, lease of any documents, manuscripts, books, pamphlets, essays, monographs, or works of a literary nature.

(c) To own, lease, rent or manage real and personal property in connection therewith and to borrow money, with or without pledge of a mortgage upon all or any of its property, real or personal, as security.

(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 of the United States or countries in the world.

(e) In addition to the purposes above enumerated, the Corporation shall be authorized to exercise all the powers, rights and privileges granted to corporations under the General Laws of the State of Maryland, and to engage

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

Compared and Mailed Delivered
TO Donald E. Graves
Rt #1 Box 10-A
LaVale, Maryland 21502
June 14 1977

in such business and transactions which the Board of Directors or stockholders shall deem advisable and the aforegoing enumeration of purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business in any manner to limit or restrict the generality of any other purposes, objects or business mentioned or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office address of the principal office of the Corporation is Route 1, Box 10A, LaVale, Maryland, 21502. The name and post office address of the resident agent of the Corporation is Donald E. Graves, Route 1, Box 10A, LaVale, Allegany County, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Two Hundred Fifty (250) shares of the par value of One Hundred ($100.00) Dollars per share, all of one class and having an aggregate par value of Twenty-five Thousand ($25,000.00) Dollars.

SEVENTH: After the completion of the organization meeting of the Directors and the issuance of one or more shares of stock in the Corporation the Corporation shall have no Board of Directors. Until such time, the Corporation shall have two Directors whose names are: Donald E. Graves and Martha J. Graves.

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

(1) The Corporation and 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 Title 4, Corporations and Associations, 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 4-401 under such subtitle; 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

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

subtitle unless such provision 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, 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.

(3) No contract or other transaction of this Corporation with any person, firm or corporation or no contract or other transaction in which this Corporation is interested shall be invalidated or affected by the fact that one of the stockholders of the Corporation may be a party to or may be interested in the contract or transaction, and each such person is hereby relieved from any liability that may otherwise arise by reason of his contracting with the Corporation for the benefit of himself.

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation, acting as incorporators, and have acknowledged them to be our act, on January 27, 1977.

WITNESS:

Leslie J. Clark — Donald E. Graves (SEAL)
DONALD E. GRAVES

Leslie J. Clark — Martha J. Graves (SEAL)
MARTHA J. GRAVES

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
MAY 12 1977
at 2:15 o'clock P. M.
and same day Recorded in
Liber No. Corporation Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 023 PAGE 775

ARTICLES OF INCORPORATION

OF

THE EXCELSIOR BOOKS PUBLISHING, INC.

631

approved and received for record by the State Department of Assessments and Taxation of Maryland January 31, 1977 **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

A 58088

4

Recorded in Liber 2361 **, folio** 298**, 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 · VOLVNTATIS TVÆ CORONASTI NOS SCVTO BONÆ

LIBER 023 PAGE 776

Rec'd
allegany

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed This _____ day of

*

* _____, 1977.

*** ***** ***

ARTICLES OF INCORPORATION

OF

MINOTAUR, INCORPORATED MAY 12-77 A 24841 ******4.25

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Barry Gurley, whose post office address is 454 Willow Brook Road, Cumberland, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

MINOTAUR, INCORPORATED

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

A. To engage in the production and distribution of arts, amusements, and general entertainment services including the right to act as an independent franchisee or dealer of such services and devices.

B. To act as a theatrical and general agent for artists.

C. To publish literature and musical works.

D. To invest in ventures involved in the general creation of artistic endeavors.

E. And to engage in any other lawful purposes and or business.

TREGMAIER AND KAZARY NEYS AT LAW AND, MARYLAND

Rec'd

Compared and Mailed ~~Delivered~~

TO Barry Gurley
454 Willow Brook Road
Cumberland, Md. 21502

June 14 19 77

F. And to do anything permitted by Section 2-103 of the Corporations and Associations Articles of the Annotated Code of Maryland as may be amended from time to time.

G. 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 particularly 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 No. 454 Willow Brook Road Cumberland, Maryland 21502. The resident agent of the Corporation is Barry Gurley, whose post office address is No. 454 Willow Brook Road, 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 capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, all of which is Common Stock without par value.

SIXTH: The Corporation shall have three directors, namely, Barry Gurley, Mitchel D. Duckworth and Roger Ammons, who 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

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ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

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. 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.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential right or 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.

D. The Board of Directors shall have power to declare any authorize the payment of stock dividends, whether or not

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LAND, MARYLAND

payable in stock on 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.

E. 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.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafte 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.

G. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all the assets of the Corporation.

STEGHAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

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

I. 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 benture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in

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settlement actually and reasonable incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party of 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 any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable 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 reasonable 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 the 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 and adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable 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 ... or in defense of any claim, issue,

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CUMBERLAND, MARYLAND

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 ...

(4) Any indemnification under paragraphs 1 and 2 of this Article ... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article ... Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

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

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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.

J. At each election of directors, eveny stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled tocast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

A stockholder who intends to cumulate his votes shall give written notice of such intention to the secretary of the Corporation on or before the day preceding the election at which such stockholder intends to cumulate his votes. All stockholders may cumulate their votes if any stockholder gives such notice.

K. 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, I have signed these Articles of Incorporation on the 9 day of Feb, 1977.

WITNESS:

Victor L'Artue as to Barry Gurley
BARRY GURLEY

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

THIS IS TO CERTIFY, That on the 1 day of FEBRUARY, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Barry Gurley, and acknowledged the foregoing Articles of Incorporation to be his respective act.

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

My Commission Expires: July 1, 1978.

Barry Gurley

Notary Public

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ND. MARYLAND

FILED FOR RECORD
MAY 12 1977
7:55 O'clock A.M. 19
and same day Recorded in
Liber No. Folio
of the Charter Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 023 PAGE 785

ARTICLES OF INCORPORATION

OF

MINOTAUR, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland February 24, 1977 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 58818

10

Recorded in Liber 2369, folio 441, 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 ·

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LIBER 023 PAGE 786

NATALIE IMPORTS, INC.

ARTICLES OF INCORPORATION

MAY 12-77 A #24849 ******4.25

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, hereby act as incorporator with the intention of forming a corporation.

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

NATALIE IMPORTS, 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 manufacture, construct, fabricate, buy, sell, import, export, and otherwise deal in and with clothing, cosmetics, luggage, handbags, and accessories thereto, for men, women and children; to manufacture, construct, fabricate, buy, sell, import, export, and otherwise deal in and with goods, wares and merchandise of every kind and nature; to carry on the aforesaid businesses as wholesalers, retailers, importers and exporters; to acquire, use and develop all property, real and personal, as shall be reasonably necessary and incidental to such businesses; to have and to exercise all the powers now or hereafter conferred by the laws of Maryland upon corporations; and to engage in any other lawful activities.

Compared and Mailed ~~Delivered~~
Burton H. Gesker Jr.
TO 502 Buckingham Rd
Cumberland, Md.
June 14 19 77

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 145 Baltimore Street, Cumberland, Maryland 21502. The Resident Agent of the Corporation is MORTON W. PESKIN, JR., whose Post Office address is 807 Buckingham Road, Cumberland, Maryland 21502. The Resident Agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors, which number may be increased pursuant to the Bylaws of the Corporation, and MORTON W. PESKIN, JR., SHIRLEY S. PESKIN, MORRIS MOSKOWITZ and NATALIE K. MOSKOWITZ 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 DOLLARS ($100,000.00) par value, divided into one thousand (1,000) shares of the par value of ONE HUNDRED DOLLARS ($100.00) each, and all of said stock shall be common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of January, 1977.

ATTEST:

Jean Bochy
JEAN BOCHY

William Walsh (SEAL)
WILLIAM WALSH

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

I HEREBY CERTIFY, That on this 31st day of January, 1977, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial seal the day and year last above-written.

My Commission Expires
July 1, 1978

Jean Bochy
JEAN BOCHY, Notary Public



LIBER 023 PAGE 789

FILED FOR RECORD
MAY 12 1977
at 1:15 O'clock P M.
and same day Recorded in
Liber No. Folio
one of the Corporation
Records of Allegany
County, Maryland and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

NATALIE IMPORTS, INC.

6388

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

A 58145

4

Recorded in Liber 2362, **folio** 155, **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 ·

RC OK

LIBER 023 PAGE 790

ARTICLES OF AMENDMENT

OF

THE OPTIMIST CLUB OF BEDFORD ROAD, INC. A 24851 *****

The Optimist Club of Bedford Road, Inc., having its principal office in Allegany County, Maryland (Herein called the Corporation) hereby certifies to the State Department of Assessments and Taxation.

FIRST: That the Charter is hereby amended by changing the name of the Corporation from The Optimist Club of Bedford Road, Inc., to The Optimist Club of Allegany, Inc.

SECOND: The Corporation Board of Directors at a meeting duly convened and held on the 17 day of May, 197 6, adopted a Resolution setting forth the aforegoing Amendment declaring that said Charter Amendment is advisable and directing that it be submitted for action thereon at a special meeting of members to be held on the 19 day of May, 197 6.

THIRD: That notice of said special meeting stated the purpose was given as required by law.

FOURTH: The Amendment or Change of the name of the corporation was approved by the corporate membership by the affirmative vote of at least all of all members.

FIFTH: That the Amendment or Change of the name of the corporation has been duly advised by the Board of Directors and approved by the members.

Compared and Mailed Delivered Bus
TO John C. Sullivan
22 Greene Street
Cumberland, Md
June 14 19 77

IN WITNESS WHEREOF, The Optimist Club of Bedford Road, Inc., has caused these presents to be signed in its name and on its behalf by its President, Ralph Eugene Ferguson, and its Corporate Seal to be affixed, all duly attested by its Secretary, Richard Joseph Cioni, Sr., this 4 day of February, 1977.

ATTEST:

Richard J Cioni, Sr. — Secretary

Ralph Eugene Ferguson — President

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 10 TH day of FEBRUARY, 1977, before me, the subscriber, a Notary Public of the State of Maryland in and for Allegany County, personally appeared Ralph Eugene Ferguson, President of The Optimist Club of Bedford Road, Inc., a Maryland Corporation, and in the name of and on behalf of said Corporation, acknowledged the aforegoing Articles of Amendent to be the corporation articles of said corporation; and at the same time personal y appeared Richard Joseph Cioni, Sr., who made oath in due form of law that he is the Secretary of said corporation and has personal knowledge of and custody of the contents in writing of the minutes of the meeting of the Directors and members of said corporation in which the aforementioned Amendments to said Articles of Incorporation of said corporation were approved; and the matters and facts set forth

in said Articles of Amendent are true and correct to the best of his information, knowledge and belief.

WITNESS My Hand and Notorial Seal on the date above written.



Curtis Orvil Smith
Notary Public

My commission expires July 1, 1978.

FILED FOR RECORD
MAY 12 1977 1:50 O'clock P. M. 19
and same day Recorded in
Liber No. Folio
of the Corporation
Records of Allegany
County, Maryland, and com-
pared by
Clerk

Liber 023 Page - 793

ARTICLES OF AMENDMENT

OF

THE OPTIMIST CLUB OF BEDFORD ROAD, INC.

672

changing its name to:

THE OPTIMIST CLUB OF ALLEGANY, INC.

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

A 58453

4

Recorded in Liber 2365, **folio** 255, **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 023 PAGE 794

ARTICLES OF INCORPORATION

OF

FROMOD, INC.

MAY 12-77 A 24846 ******4.25

THIS IS TO CERTIFY:

FIRST: That the subscriber, J. Frederick Sharer, whose post office address is 616 Liberty Trust Building, Cumberland, Maryland, 21502, being of full legal age, does, 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:

FROMOD, 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 purchasing, selling, or leasing real property 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,

N & SHARER
NEYS AT LAW
TRUST BLDG.
ERLAND, MD.

Compared and Mailed ~~Delivered~~

TO J. Frederick Sharer
616 Liberty Trust Bldg
Cumb. Md
19 77
June 14

dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or 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, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, 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 or any

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LIBERTY TRUST BLDG.
CUMBERLAND, MD.

other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, 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.

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TRUST BLDG.
ERLAND, MD.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

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

The 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

WILSON & SHARER
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LIBERTY TRUST BLDG.
CUMBERLAND, MD.

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 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

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ND. MD.

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 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

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LIBERTY TRUST BLDG.
CUMBERLAND, MD.

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.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 616 Liberty Trust Building, Cumberland, Maryland, 21502. The resident agent of the Corporation is J. Frederick Sharer, whose post office address is 616 Liberty Trust Building, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have four (4) directors, and J. Frederick Sharer, Frederick J. Hill, Ronald J. Screen, and John W. Stotler 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 Corporation's duration shall be perpetual.

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

WITNESS:

_____ J. Frederick Sharer (SEAL)

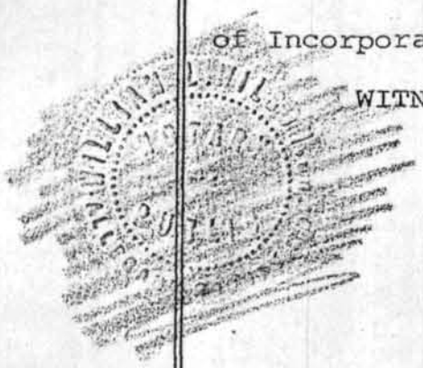
N & SHARER
NEYS AT LAW
TRUST BLDG.
ERLAND, MD.

LIBER 023 PAGE 801

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 25 day of January, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared J. Frederick Sharer and he acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.



Notary Public

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

FILED FOR RECORD
MAY 12 1977
at 2:15 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 023 PAGE 802

ARTICLES OF INCORPORATION

OF

FROMOD, INC.

632

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

A 58119

9

Recorded in Liber 2362, folio 1, 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 023 FOLIO 803

ARTICLES OF INCORPORATION

OF

MAY 12-77 A #24843 ******4.75

SHIN E. KIM, M.D. P.A.

FIRST: I, the undersigned, John H. Doud, III, whose post office address is 2100 One Charles Center, Baltimore, Maryland 21201, being at least twenty-one years of age, do, under and by virtue of the Professional Service Corporation Act, Title 5, Subtitle 1 of the Corporations and Associations Article of the Annotated Code of Maryland 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:

"SHIN E. KIM, M.D. P.A."

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

(A) To engage in the practice of medicine, including, but not limited to family practice.

(B) 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.

(C) 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.

FOURTH: The post office address of the principal office of the corporation is 90 Main Street, Westernport, Maryland 21562. The name of the resident agent of the corporation in this State is John H. Doud, III, a resident of this State, and the post office address of the resident agent is 2100 One Charles Center, Baltimore, Maryland 21201.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares, $1.00 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 to 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 is duly chosen and qualifies is:

SHIN E. KIM

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: 25 October 1976

John H. Doud III

John H. Doud, III

Compared and Mailed ~~Delivered~~ BW

TO John H. Doud III
2100 Charles St.
Baltimore, Md.

June 14 19 77

MAILED FOR RECORD
at 4:15 o'clock PM
and same day Recorded in
Liber No. 023 Folio 805
one of the Records of Allegany
County, Maryland and com-
pared by

LIBER 023 PAGE 805

ARTICLES OF INCORPORATION

OF

SHIN E. KIM, M.D. P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 31, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

627

A 58064

3

Recorded in Liber 2361, folio 161, 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

o f

NOVACK CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, Henry R. Novack, whose post office address is 1060 National Highway, LaVale, Maryland, 21502; Marion D. Novack, whose post office address is 1060 National Highway, LaVale, Maryland, 21502; and Shirley M. Novack, whose post office address is 1060 National Highway, LaVale, 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:

NOVACK CORPORATION. JUN 30-77 B 29112 ******10.25

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

(a) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, including the locating, laying out, and constructing of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, and generally to do and perform any and all works as builders and contractors, and with that end in view to solicit, obtain, make, perform, and carry out contracts covering the building and contracting business and the work connected therewith;

(b) To manufacture, buy, sell, trade, and deal in all and every kind of material, product, manufactured, or unmanufactured,

MANGES
EY AT LAW
ND, MARYLAND

Compared and Mailed Delivered
TO Earl E. Manges
R. F. D. # 2 Box # 181
Flintstone, Md.
July 19 1977

iron, steel, wood, brick, cement, grantie, stone, and other products and materials;

(c) To purchase, lease, or otherwise acquire , hold, develop , improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real estate wheresoever situate;

(d) 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;

(e) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and 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;

(f) 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 resttict 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.

E. MANGES
NEY AT LAW
AND, MARYLAND

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 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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 2nd day of March, 1977:

ATTEST: Earl E Manges — Henry R Novack (SEAL)
HENRY R. NOVACK

Earl E Manges — Marion D. Novack (SEAL)
MARION D. NOVACK

Earl E Manges — Shirley M. Novack (SEAL)
SHIRLEY M. NOVACK

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 2nd day of March, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, aforesaid, personally appeared Henry R. Novack, Marion D. Novack, and Shirley M. Novack, personally known to me, and did each acknowledge the aforegoing instrument of writing to be his and he respective act and deed.

WITNESS, my hand and Notarial Seal:

NOTARY PUBLIC

My Commission expires July 1, 1978.

MANGES
CY AT LAW
D, MARYLAND

FOURTH: The post office address of the principal office of the Corporation in this State is 1060 National Highway, LaVale, Allegany County, Maryland. The resident agent of the Corporation is Earl E. Manges, whose post office address is R. F. D. #2, Box 181, Flintstone, Maryland, 21530. Said resident agent is a citizen of the State of Maryland and actually redies therein.

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 vlue of One Hundred Dollars ($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 Dollars ($100,000.00).

SIXTH: The Corporatinn shall have three directors and Henry R. Novack, Marion D. Noback, and Shirley M. Novack shall acts as such until the first annual meeting, or until their successors shall have been 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 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 and 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

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

LIBER 023 PAGE 809

FILED FOR RECORD
JUN 30 1977 19 —
at 3:20 O'clock P. M.
and same day Recorded in
Liber No. — Folio —
one of the Corporation
Records of Allegany
County, Maryland, and com-
pared by Raymond W. Walker Clerk

ARTICLES OF INCORPORATION

OF

NOVACK CORPORATION

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

737

A 59073

5

Recorded in Liber 2372 **, folio** 379, **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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

4.25

LIBER 023 PAGE 810

ARTICLES OF INCORPORATION

ALL SEASONS SPORTS, INC.

(A Close Corporation under Title 4
of the Corporations and Associations Article
of the Annotated Code of Maryland)

THIS IS TO CERTIFY:

FIRST: The undersigned, ANTHONY deMUNECAS and MARY B. deMUNECAS, whose Post Office address is 818 Windsor Road, Cumberland, Maryland 21502, both being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

JUN 30-77 B #29114 ******4.25

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

ALL SEASONS SPORTS, INC.

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

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

A. To engage in, conduct and carry out the business of purchasing, acquiring, selling at wholesale and retail and otherwise generally engaging in and dealing with sporting, athletic and recreational goods and equipment of all types and kinds.

B. To design, manufacture and produce sporting, athletic and recreational goods and equipment and supplies of all kinds.

C. To provide instructional courses in the use of sporting, athletic and recreational goods and equipment of every kind and description.

Compared and ~~Mailed~~ Delivered
Mary B. DeMunecas
TO 818 Windsor Road Cumb. Md
July 13 1977

D. To design, manufacture, produce, engrave, sell and distribute trophies, awards, honorariums and other objects related to or connected with sporting, athletic and recreational activities.

E. To purchase, lease or otherwise acquire and hold, own and manage real and personal property of every kind, and to sell, convey, mortgage, lease, sublet or otherwise encumber or dispose of real and personal property of every class and description and any estate or interest therein as may be necessary or convenient for the proper conduct of the business and affairs of the Corporation.

F. To erect, construct, maintain, improve, alter, manage and control, directly or indirectly, any and all kinds of buildings, stores, offices, shops, warehouses and plants and any and all structures and erections that may at any time be necessary, useful or advantageous for the purposes of the Corporation.

G. To acquire all or any part of the good will, rights, franchises, property and business of any person, firm, association or corporation engaged in any business similar to the business of the Corporation, and to hold, utilize and in any manner dispose of the whole or any part of the business or property so acquired.

H. To borrow money, make contracts, issue notes, bonds or other obligations and to secure them by mortgage or pledge of corporate assets of every kind and wherever situate.

I. To carry on any of the businesses hereinabove enumerated for itself or the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be

calculated directly or indirectly to effectuate or facilitate the transaction of the aforesaid businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

FIFTH: The Post Office address of the principal office of the Corporation in Maryland is 153 Baltimore Street, Cumberland, Maryland 21502.

SIXTH: The name of the resident agent in Maryland is MARY B. deMUNECAS, whose Post Office address is 818 Windsor Road, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides therein.

SEVENTH: The Corporation is authorized to issue only one class of shares of stock. The total number of shares that the Corporation is authorized to issue is One Thousand (1000) common shares without par value. No distinction shall exist between the shares of the Corporation or between the holders thereof.

EIGHTH: Each stockholder shall be entitled to one vote for every share of stock standing in his name on the records of the Corporation at the time of vote on any matter requiring stockholder approval is taken.

NINTH: After the completion of the organizational meeting of the directors and the issuance of one or more shares of stock in the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have three directors, whose names are:

ANTHONY deMUNECAS
MARY B. deMUNECAS
ROBERT H. REINHART

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 15th day of March, 1977.

WITNESS:

Robert O Rambert — ANTHONY deMUNECAS (SEAL)

Robert O Rambert — MARY B. deMUNECAS (SEAL)

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 7th day of March, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ANTHONY deMUNECAS and MARY B. deMUNECAS, who acknowledged the aforegoing Articles of Incorporation to be their respective act, and they further acknowledged that they executed the same for the purposes therein contained.

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

My Commission Expires
July 1, 1978

Notary Public

JEAN BOCHY NOTARY PUBLIC ALLEGANY COUNTY

FILED FOR RECORD
JUN 30 1977 19
at 3:20 O'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Corporation
Land Records of Allegany
County, Maryland, and com-
pared by
Raymond W. Hutton Clerk

LIBER 623 PAGE 814

ARTICLES OF INCORPORATION

OF

ALL SEASONS SPORTS, INC.

781

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

A 59457

5

Recorded in Liber 2376 **, folio** 545 **, 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 P. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

425

LIBER 023 PAGE 815

BW.

ARTICLES OF INCORPORATION

OF

BECKWARD ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gary G. Leasure, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502; and Mary Kay Kennell, whose post office address is Box 24, Wellersburg, Pennsylvania, 15564; and Susan L. Ray, whose post office address is Route 3, Box 201, 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, associate ourselves with the intention of forming a corporation.

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

JUN 30-77 B 29111 ******4.25

BECKWARD ENTERPRISES, 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 manufacture, purchase, or acquire in any lawful manner, and to hold, own, mortgage, pledge, or otherwise to give liens against, and to lease, sell, assign, exchange, transfer, or in any manner dispose of, and generally to deal and trade in goods, wares, merchandise, and property of any and every class and description and (without limiting the generality of the foregoing) particularly, goods of which rubber is a component part, in any part of the world.

(2) To manufacture, buy, sell, import, export, and generally deal in tires for automobiles, motorcycles, bicycles, trucks and vehicles of all

BW

Compared and Mailed ~~Delivered~~ Gary G. Leasure Esq

TO 110 Washington St Cumb. Md.

July 13 1977

kinds and descriptions, whether the said tires be made of rubber, metal composition, or other material or combination of materials.

(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, 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.

(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 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.

FOURTH: CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the aforegoing clauses of 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 said state now or hereinafter in force.

FIFTH: 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.

SIXTH: The post office address of the place at which the principal office of the Corporation in this State will be located is at P. O. Box 27, Cumberland, Maryland, 21502. The resident agent of the Corporation is Gary G. Leasure, 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.

SEVENTH: The Corporation shall have three directors, and Gary Beckward, Jean E. Beckward and Clifford Goodfellow 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.

EIGHTH: 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation the 28th day of February, 1977.

WITNESS:

M. Ellen Kenwood — Gary G. Leasure (SEAL)
GARY G. LEASURE

M. Ellen Kenwood — Mary Kay Kennell (SEAL)
MARY KAY KENNELL

M. Ellen Kenwood — Susan L. Ray (SEAL)
SUSAN L. RAY

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 28th day of February, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared GARY G. LEASURE, MARY KAY KENNELL and SUSAN L. RAY, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal the date aforesaid.

M. Ellen Kenwood
Notary Public

FILED FOR RECORD
JUN 30 1977
at 3:20 O'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Corporation
~~Land~~ Records of Allegany
County, Maryland, and com-
pared by
Raymond H. Statler Clerk

LIBER 023 PAGE 822

ARTICLES OF INCORPORATION

OF

BECKWARD ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 2, 1977, **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

7337

A 59006

8

Recorded in Liber 2371 **, folio** 489, **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 L. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

42

ARTICLES OF INCORPORATION

OF

CUSTOM CABINETS OF MARYLAND, INC.

FIRST: The undersigned, GERALD C. BAKER, whose post office address is 5900 Princess Garden Parkway, Suite 702, Lanham, Maryland 20801, being at least twenty-one (21) years of age, hereby intends to form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is CUSTOM CABINETS OF MARYLAND, INC.

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

JUN 30-77 B 29110 ******1.75

(1) To design, Fabricate, build, market, sell, export and engage in the art and trade of cabinet making.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 6801 Walker Mill Road, Pine Groves, Maryland 20027, and the name and post office address of the resident agent of the Corporation in this State is GERALD C. BAKER, 5900 Princess Garden Parkway, Suite 702, Lanham, Maryland 20801.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares, non-assessable, without nominal or par value.

SIXTH: The Corporation shall have at least three (3), but not more than seven (7) directors: Barbara C. Lohmann, Linda S. Sheridan and Barbara I. McNatt shall act as directors until the first annual meeting of

Compared and Mailed Delivered BW

TO Gerald C. Baker
5900 Princess Garden Parkway
Suite 702
Lanham, Md.

July 13 19 77

directors or until their successors are duly chosen and qualify. The number of directors may be changed in such lawful manner from time to time as the By-laws may provide, except that the number shall not exceed seven (7) unless this Charter shall be amended to provide for such increase thereof as may be desired from time to time.

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.

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

At any meeting of stockholders, the presence in person or by proxy of stockholders entitled to cast one-third (1/3) of the votes thereat shall constitute a quorum.

EIGHTH: The provisions for the regulation of the internal affairs of the Corporation shall be provided by the By-Laws of the Corporation.

NINTH: The Corporation shall have a corporate seal wherein there shall be between two concentric circles the name of the Corporation and the date of incorporation, and in the center thereof shall be the words, "Corporate Seal - Maryland".

TENTH: The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, of the undersigned, being the incorporator hereinabove mentioned, does hereby set forth, and, accordingly, has hereunto set his hand and respective seal, and acknowledged same to be his act.

March 2 1977
DATE

Gerald C Baker
GERALD C. BAKER

FILED FOR RECORD
JUN 30 1977 19
at 3:20 O'clock P M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Corporation
~~Land~~ Records of Allegany
County, Maryland, and com-
pared by
Raymond H. Nathan Clerk

LIBER 023 PAGE 826

ARTICLES OF INCORPORATION

OF

CUSTOM CABINETS OF MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 2, 1977, **at** 12:00 **o'clock** NOON M. **as in conformity with law and ordered recorded.**

7331

A 59010

4

Recorded in Liber 2371, **folio** 514, **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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

4.00

LIBER 023 PAGE 827

ARTICLES OF AMENDMENT

ENERGY SAVING PRODUCTS

OF

WESTERN MARYLAND, INC.

JUN 30-77 B 29108 ******4.75

Energy Saving Products of Western Maryland, Inc., a Maryland corporation, having its principal office in Allegany County, Maryland, hereinafter called the Corporation, hereby certifies to the State Tax Department 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 ENERGY SAVING PRODUCTS OF WESTERN MARYLAND, INC., and inserting in lieu thereof the following name:

VOL-TECH MID-ATLANTIC, 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 18th day of March, 1977.

VILLE, JR.
EY AT LAW
WEST VIRGINIA
ND, MARYLAND

Compared and Mailed ~~Delivered~~
John F. Sondheim Jr
P.O. P.O. Box # 462
Cumb. Md.
July 13 1977

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 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 a meeting of said stockholders held on the 18th day of March, 1977, and such was approved by an affirmative vote of two-thirds or more of all of the stockholders of said corporation.

IN WITNESS WHEREOF, Energy Saving Products of Western Maryland, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on the 18th day of March, 1977.

ENERGY SAVING PRODUCTS OF
WESTERN MARYLAND, INC.

By Donald A. Stillwagon
DONALD A. STILLWAGON, its
President

ATTEST:

Barbara J. Stillwagon Secy.
BARBARA J. STILLWAGON, Secretary

OMERVILLE, JR.
EY AT LAW
EST VIRGINIA
ND, MARYLAND

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on this the 18th day of March, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, appeared DONALD A. STILLWAGON, President of Energy Saving Products of Western Maryland, 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 BARBARA J. STILLWAGON and made oath in due form of law that she was the Secretary of the meeting of the stockholders 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.

John F. Somerville

NOTARY PUBLIC

My Commission expires

July 1, 1978.

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

LIBER 023 PAGE 830

JUN 30 1977

FILED FOR RECORD
Raymond W. Walker
at 3:20 O'clock P. M.
and same day Recorded in
Liber No. _____ Folio _____
one of the Corporation
Land Records of Allegany
County, Maryland, and com-
pared by
Raymond W. Walker Clerk

ARTICLES OF AMENDMENT

OF

ENERGY SAVING PRODUCTS OF WESTERN MARYLAND, INC.

827

changing its name to:

VOL-TECH MID-ATIANTIC, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 28, 1977 **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

A 59916

4

Recorded in Liber 2382, **folio** 292 **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 ·

4

Sister Margaret James,
President, Board of Trustees

LAY BOARD
F. Patrick Allender
Senator J. Glenn Beall, Jr.
Milton Bernstein
John A. Cupler, II
Ralph D. Delligatti
Kenton B. Farrell
The Honorable Milton Gerson
Nelson P. Guild, Ph.D.
Woodrow Gurley
W. Ardell Haines, Ph.D.
The Honorable George Henderson
John A. Hercher
William R. King
Lynn C. Lashley

LIBER 023 PAGE 831

900 SETON DRIVE
CUMBERLAND, MARYLAND 21502
301-729-4200

David G. McMaster, Ph.D.
Hugh A. McMullen
John J. McMullen, Jr.
Robert E. Mercer
John H. Mosner
The Honorable Harold E. Naughton
Lewis J. Ort
Woodward D. Pealer
C. M. Sanner
Buford L. Saville
James O. Schmid
Hugh D. Shires
John Sullivan
Miles Thompson, Jr.
William Walsh
Alvin H. Wilson
William A. Wilson
William L. Wilson
Stanley E. Zorick

March 17, 1977

JUN 30-77 B 29106 ******1.00

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

RE: Sacred Heart Hospital of the Sisters of Charity, Inc.
Appointment of Successor Resident Agent

Gentlemen:

I do hereby certify that the following is a true and correct copy of the resolutions of the Board of Trustees of Sacred Heart Hospital of the Sisters of Charity, Inc., duly adopted March 17, 1977:

"RESOLVED, that the Board of Trustees of this Corporation, having been advised of the death of J. Nicholas Shriver, Jr., its Resident Agent of record, does hereby appoint Thomas D. Washburne, 1600 Maryland National Bank Building, Baltimore, Maryland 21202, as the successor Resident Agent; and it is

FURTHER RESOLVED, that pursuant to the requirements of MD. ANN. CODE, Corp. & Ass'ns Art., §2-108, the State Department of Assessments and Taxation of Maryland be advised of this change of Resident Agent by filing for record a certified copy of these resolutions and that the same take effect upon its acceptance of such advice."

SACRED HEART HOSPITAL OF THE SISTERS OF CHARITY, INC.

By: Sister Margaret James
Sister Margaret James, President

Compared and Mailed Delivered
TO Thomas D. Washburne 1600 Md. Nat'l Bank Building Baltimore, Md.
July 14 1977

LIBER 623 PAGE 832

NOTICE OF CHANGE OF RESIDENT AGENT

OF

SACRED HEART HOSPITAL OF THE SISTERS OF CHARITY, INC.

798

received for record March 22, 1977 , at 8:30 A.M.

and recorded on Film No. 2382 Frame No. 637 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Allegany County

AA No 14421

Special fee paid $3.00
Recording Fee Paid 2.00

Total $5.00

FILED FOR RECORD
JUN 30 1977 19
at 3:20 O'clock P. M.
and same day recorded in
Liber No. Folio
one of the Corporation
Records of Allegany
County, Maryland, and compared by
Raymond H. Hutton Clerk

Mr. Clerk - Mail to: Mr. George T. Tyler
OBER, GRIMES & SHRIVER
1600 Maryland National Bank Bldg.
Balto., Md. 21202

rs

LIBER 023 PAGE 833

EXTRACT FROM RESOLUTION OF BOARD OF DIRECTORS
OF LOWE'S OF CUMBERLAND, INC.

I, Leonard G. Herring, Secretary of LOWE'S OF CUMBERLAND, INC., a Maryland Corporation, do hereby certify to the State Department of Assessments and Taxation of Maryland that the following is a true and correct resolution of the Board of Directors of said corporation, which resolution appoints a new resident agent for the same:

...Upon resolution duly made, seconded and carried, it was

JUN 30-77 B 29107 ******1.00

RESOLVED: that C. William Gilchrist, being a citizen of the State of Maryland actually residing therein, having an address known as 110 Washington Street, Cumberland, Maryland 21502, be and he hereby is appointed resident agent of the corporation in the place of William R. Carscaden, the former resident agent thereof.

WITNESS my hand and seal this the 17th day of March, 1977.

Leonard G. Herring

LEONARD G. HERRING - SECRETARY
LOWE'S OF CUMBERLAND, INC.

Mailed
C. William Gilchrist
110 Washington St.
Cumb. Md.
July 13-1977

NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS

OF

LOWE'S OF CUMBERLAND, INC.

790

received for record March 21, 1977 , at 8:30 A.M.

and recorded on Film No. 2377 Frame No. 658 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Allegany County

AA No. 14417

Special fee paid $3.00
Recording Fee Paid 2.00

Total $5.00

FILED FOR RECORD
JUN 30 1977 19___
at 3:20 O'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____
Land Records of Allegany County, Maryland, and compared by
Raymond W. Harbold Clerk

Mr. Clerk - Mail to: Mr. Leonard G. Herring, Secretary
LOWE'S COMPANIES, INC.
North Wilkesboro, N. C.

rs

Rec

LIBER 023 PAGE 835

ARTICLES OF INCORPORATION

OF

VALLEY MASONRY, INC.

ARTICLE I - Incorporators

THIS IS TO CERTIFY:

That we, the subscribers, Michael Francis Costello, whose post office address is Longwood Avenue, Cumberland, Maryland, 21502; Stephen Patrick Costello, whose post office address is 1105 Bishop Walsh Road, Cumberland, Maryland 21502; and Virginia Heinz Costello, whose post office address is 1105 Bishop Walsh Road, Cumberland, Maryland 21502, all being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

Article II - Name JUN 30-77 B 29113 ******4.25

The name of the Corporation, (which is hereinafter called the Corporation) is: Valley Masonry, Inc.

ARTICLE III - Purpose

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 masonry and stonework construction business.

(2) To acquire by purchase, lease, or exchange, or otherwise, lands or any interest therein; to erect, construct, maintain and improve buildings on any lands of the Corporation or upon any other lands, and to rebuild and improve existing buildings thereon; to sell, lease, mortgage, or otherwise dispose of the lands, buildings, and other property of the Corporation.

(3) To enter into, make, perform and carry out contracts of every sort and kind, with any person, firm, association, corporation, private, public or municipal or body politic, and with the government of the United States or any state, territory or colony thereof or foreign government.

(4) To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge of otherwise.

(5) To purchase, lease or otherwise acquire all kinds of personal property which the Corporation may deem necessary or convenient for the purpose of its business.

Bur

Compared and Mailed Delivered

TO Gayle L. Crawford Jr Esq
102 E. Franklin St
Hagerstown Md

July 13 1977

(6) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Corporation may think necessary or convenient for the purpose of its business.

(7) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and to engage in and carry on any other business which may be conveniently be conducted in conjunction with any of the business of the Corporation, and which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

ARTICLE IV - Address and Resident Agent

The principal office of the Corporation in the State of Maryland will be maintained at Longwood Avenue, Cumberland, Maryland 21502, the present post office address is Longwood Avenue, Cumberland, Maryland 21502. The resident agent of the Corporation is Gayle L. Crawford, Jr., Esquire, whose post office address is 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE V - Capital Stock

The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of Ten Dollars ($10.00) a share, all of one class, and having an aggregate par value of Ten Thousand Dollars ($10,000.00).

ARTICLE VI - Directors

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

ARTICLE VII - Optional Provisions

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, of any class, authorized by this charter and securities convertible into shares of stock, of any class for such considerations as the 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) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of term shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(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 Borad 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.

ARTICLE VIII - Duration

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12 day of MARCH, 1977.

WITNESS:

Alice C. Martin
(as to all)

Michael F. Costello

Stephen P. Costello

Virginia H. Costello

STATE OF MARYLAND)
ALLEGANY)
COUNTY OF ~~WASHINGTON~~) to wit:

I HEREBY CERTIFY that on this 12 day of March, 1977, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared MICHAEL F. COSTELLO, STEPHEN P. COSTELLO, and VIRGINIA H. COSTELLO and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

Dorothy I Green
Notary Public

(SEAL)

My Commission Expires: 6/8/78

FILED FOR RECORD
JUN 30 1977
at 3:20 O'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the CORPORATION
Records of Allegany
County, Maryland, and com-
pared by

Clerk

LIBER 023 PAGE 839

ARTICLES OF INCORPORATION

OF

VALLEY MASONRY, INC.

802

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

A 59689

5

Recorded in Liber 2379, **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.

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

4.25

LIBER 023 PAGE 840

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

* Filed This _____ day of

* _____, 1977.

*

*** ***** ***

ARTICLES OF INCORPORATION

OF

STERLING POOLS OF CUMBERLAND, INCORPORATED

*** ***** ***

JUN 30-77 B #29115 ******4.25

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Lonnie Bray, whose post office address is Route 3, Box 278A, Rawlings, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

STERLING POOLS OF CUMBERLAND, INCORPORATED

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

A. To engage in and conduct and in general to operate a general swimming pool construction business and thereto to act as an independent franchisee and or dealer of manufacturers of swimming pool products including therein the retail and wholesale of such swimming pools and equipment as may be usual and customary in the cause of such a business and further thereto, to act as a general contractor, subcontractor or builder of such swimming pools and equipment in the course of such a construction business.

B. And to engage in any other lawful purposes and or business.

STEGMAIER
AND
KAZARY
TORNEYS AT LAW
LAND, MARYLAND

BW

Compared and Mailed ~~Delivered~~

TO Lonnie Bray Rt #3 Box #278-A Rawlings Md. 21557

July 13 1977

C. And to do anything permitted by Section 2-103 of the Corporations and Associations Articles of the Annotated Code of Maryland as may be amended from time to time.

D. 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 3, Box 278A, Rawlings, Maryland 21557. The resident agent of the Corporation is Lonnie Bray, whose post office address is Route 3, Box 278A, Rawlings, Maryland 21557. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have three directors, namely, Lonnie Bray, Aurora Jane Bray and Lonnie Bray, Jr., who 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

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

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. 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.

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

D. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not

STEGMAIER AND KAZARY ORNEYS AT LAW LAND, MARYLAND

payable in stock on 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.

E. 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 converstion rights, of such shares.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereaft 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.

G. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all the assets of the Corporation.

STEGMAIER
AND
KAZARY
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND

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

I. 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.

J. 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

STEGMAIER AND KAZARY NEYS AT LAW ND, 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.

K. 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 in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses

STEGMAIER AND KAZARY ATTORNEYS AT LAW ...AND, MARYLAND

(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 reasonable 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 the 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 and adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable 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 ... 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 ...

(4) Any indemnification under paragraphs 1 or 2 of this Article ... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article ... 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)

STEGMAIER AND KAZARY NEYS AT LAW LAND, MARYLAND

if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

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

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

(7) Any indemnification pursuant to this Article ... 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.

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, I have signed these Articles of Incorporation on the 18 day of MARCH, 1977.

WITNESS:

Robert L. Kaufman as to Ronnie Cory
LONNIE BRAY

STEGMAIER AND KAZARY ATTORNEYS AT LAW CUMBERLAND, MARYLAND

LIBER 023 PAGE 848

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

THIS IS TO CERTIFY, That on the 18 day of MARCH, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Lonnie Bray, and acknowledged the foregoing Articles of Incorporation to be his respective act.

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

My Commission Expires: July 1, 1978.

Notary Public

LIBER 023 PAGE 849

ARTICLES OF INCORPORATION

OF

STERLING POOLS OF CUMBERLAND, INCORPORATED

813

FILED FOR RECORD
JUN 30 1977
at 3:20 O'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the CORPORATION
Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

approved and received for record by the State Department of Assessments and Taxation of Maryland March 24, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 59843

10

Recorded in Liber 2381, folio 234, 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.

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

4.

LIBER 023 PAGE 850

Rec'd

STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND
TAXATION

ARTICLES OF AMENDMENT AND RESTATEMENT

In compliance with the requirements of Section 2-609 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, desiring to amend and restate its Articles of Incorporation hereby certifies under its corporate seal that:

JUN 30-77 B № 29109 ******4.75

1. The name of the corporation is SUPER SHOE STORES, INC.

2. The location of its principal office is Route 36, Motor City, Cumberland, Maryland 21502 and the resident agent of the corporation is William D. Smith, Jr., whose post office address is 701 Washington Street, Cumberland, Maryland 21502.

3. The corporation was formed under the General Laws of the State of Maryland on January 15, 1969.

4. The amendment and restatement was approved by the unanimous written consent of the Board of Directors of the corporation and was adopted by all the shareholders of the corporation, which consents are filed with the Secretary of the corporation.

Dw

Compared and Mailed Delivered
William D. Smith Jr.
TO 701 Washington St. Cumberland - Md.
July 13 19 77

5. As of the date of such consent by the shareholders the authorized capital stock of the corporation consisted of 3,000 shares of Common Stock, par value $100 per share, of which 500 shares were issued and outstanding. The number of shares entitled to vote on such amendment was 500 shares of Common Stock.

6. The amendment adopted by the shareholders of the corporation is set forth in full as follows:

RESOLVED, that the Articles of Incorporation of SUPER SHOE STORES, INC. be and the same hereby are amended and restated in their entirety to read as follows:

1. The name of the corporation is SUPER SHOE STORES, INC.

2. The location of its principal office in the State of Maryland is Route 36, Motor City, Cumberland, Maryland 21502. The resident agent of the corporation is William D. Smith, Jr., whose post office address is 701 Washington Street, Cumberland, Maryland 21502.

3. The purpose or purposes of the corporation are as follows: The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Corporations and Associations Article of the Annotated Code of Maryland, under which law the corporation is incorporated.

4. The term of its existence is perpetual.

5. The authorized capital stock of the corporation is $210,000 divided into 20,000 shares of Preferred Stock of the par value of $10 per share and 10,000 shares of Common Stock of the par value of $1.00 per share.

The preferences, qualifications, limitations, restrictions and the special or relative rights granted or imposed upon the capital stock of the corporation are as follows:

Preferred Stock

(a) The holders of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds legally available for the payment of dividends, cash dividends at the rate of $7.00 per share per annum and no more. Such dividends shall be non-cumulative.

(b) So long as any of the Preferred Stock remains outstanding, no dividends whatever shall be paid or declared on the Common Stock or on any other class of stock of the corporation hereafter authorized ranking junior to the Preferred Stock as to dividends other than a dividend payable in stock of a class ranking junior to the Preferred Stock as to dividends and assets, unless a dividend on the Preferred Stock for the current year shall have been declared and paid or a sum sufficient for the payment thereof set apart.

(c) The corporation at the option of the Board of Directors may redeem the whole or any part of the outstanding Preferred Stock at any time or from time to time upon notice duly given as hereinafter specified at a price of $10 per share. In the case of the redemption of less than all of the shares of Preferred Stock at any time outstanding, the shares to be redeemed shall be chosen either pro rata or by lot in such manner as the Board of Directors may prescribe. Notice of any redemption shall be mailed not less than thirty days nor more than sixty days prior to the date fixed for such redemption to the holders of record of the shares to be redeemed at their respective addresses as the same shall appear on the books of the corporation but failure to mail such notices or any defect therein or in the mailing thereof shall not affect the validity of the proceedings for the redemption of any such shares. On or at any time before the redemption date the corporation may deposit in trust for the account of the holders of the shares to be redeemed the money necessary for such redemption with a bank or trust company to be designated in such notice of redemption organized under the laws of the United States of America or the State of Maryland, doing business in the State of Maryland, and having capital, undivided profits and surplus aggregating at least $5,000,000. In the event such deposit is made, then upon the giving of notice of such redemption as hereinbefore provided, all shares with respect to which the redemption price has been so deposited, whether or not the certificates for such shares shall

have been surrendered for cancellation, shall no longer be deemed outstanding for any purpose and all rights with respect to such shares shall thereupon cease and terminate except the right of the holders of the certificates for such shares to receive out of the moneys so deposited in trust from and after the time of such deposit the amount payable upon the redemption thereof without interest. Any funds so deposited which are unclaimed at the end of the six years from the redemption date shall be repaid to the corporation upon its request, after which the holders of the shares so called for redemption shall look only to the corporation for the payment of the redemption price thereof. All shares so redeemed shall be cancelled and thereupon shall again become authorized but unissued shares of Preferred Stock.

(d) In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of the corporation the holders of the Preferred Stock then outstanding shall be entitled to receive out of the assets of the corporation, before any distribution or payment shall be made to the holders of the Common Stock or any other class of stock of the corporation herefter authorized ranking junior to the Preferred Stock as to assets, the sum of $10 per share. For the purpose of determining the liquidation rights of the holders of Preferred Stock, neither a consolidation or merger of the corporation with any other corporation, nor the sale of all or substantially all of the assets of the corporation not followed by a dissolution, shall be deemed to constitute a liquidation, dissolution, or winding-up of the corporation.

(e) The holders of the shares of the Preferred Stock shall be entitled to one vote per share in the election of directors and in all other matters submitted generally to shareholders, except in which the right to vote shall be limited by law to the holders of shares of another class or classes.

(f) Notwithstanding anything contained in paragraph (c) above to the contrary, the right of the corporation to redeem shares of Preferred Stock shall be subject to the following provisions:

(1) The corporation may not redeem any shares of Preferred Stock if, under Section 306 of the Internal Revenue Code or any other provisions of any existing or future laws relating to taxes on income, the holder thereof would realize income or gain as a result of such redemption which would be taxable in the same manner and at the same or higher rates as dividends unless such holder shall have given his prior written consent to such redemption.

(2) For the purposes of selecting the shares of Preferred Stock to be redeemed in a partial redemption, the Board of Directors may designate one or more holders of Preferred

Stock, with their prior written consent, as not eligible to participate in such partial redemption and thereupon the shares of Preferred Stock held by any such consenting holder who has been so designated shall be excluded for the purposes of selecting the shares to be redeemed in accordance with paragraph (c) above.

Common Stock

(a) Subject to the rights of the holders of Preferred Stock as hereinabove provided, the holders of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors of the corporation.

(b) After the distribution in full of the amount to be distributed to the holders of the Preferred Stock, in the event of the voluntary or involuntary liquidation, dissolution or winding-up of the corporation, the holders of the Common Stock shall be entitled to receive pro rata all the remaining assets of the corporation of whatever kind available for distribution to its shareholders.

(c) Except as otherwise required by law, each holder of the Common Stock shall have one vote for each share of such stock then outstanding and of record in his name on the books of the corporation on all matters voted upon by the shareholders of the corporation.

7. The number of directors of the corporation are three and those presently in office are William D. Smith, Jr., J. Glenn Beall, Jr. and Thomas J. Donovan.

IN TESTIMONY WHEREOF, Super Shoe Stores, Inc. has caused these Articles of Amendment and Restatement to be signed by its President and its corporate seal, duly attested by its Secretary, to be hereunto affixed as of the 28th day of February , 1977.

SUPER SHOE STORES, INC.

By _____
President

ATTEST:

_____
Asst. Secretary

[Corporate Seal]

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF ALLEGHENY)

LIBER 023 PAGE 858

The undersigned, a Notary Public in and for the state and county aforesaid, hereby certifies that William D. Smith, Jr. and Margaret Lester, personally know to me and known to me to be the President and Assistant Secretary, respectively, of Super Shoes Stores of Hagerstown, Inc., a corporation organized and existing under the laws of the State of Maryland, and who as such officers executed the foregoing Articles of Amendment and Restatement this day, personally appeared before me and acknowledged before me that they executed said Articles of Amendment and Restatement as such officers, in the name of and for and on behalf of said corporation freely and voluntarily for the uses and purposes therein expressed, and with full authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 11th day of February, 1977.

Helen P. Brvenik
Notary Public

(Notarial Seal)

My Commission Expires:

HELEN P. BRVENIK, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES NOV. 2, 1980
Member, Pennsylvania Association of Notaries

LIBER 023 PAGE 859

FILED FOR RECORD
JUN 3 4 1977 19
at 2:20 o'clock P M.
and same day Recorded in
Liber No. ___ Folio ___
one of the CORPORATION
Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

SUPER SHOES STORES, INC.

775

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

A 59371

10

Recorded in Liber 1375, folio 565, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

[redacted]Bonus tax paid $_____ 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 P. Simmons

4.75

[redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

LIBER 23 PAGE 860

835

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF TRANSFER

Pursuant to TITLE 3. Corporations in General, Subtitle 1. Consolidation, Merger and Transfer of Assets, Section 3-112 Property Certificate for Assessments Records of the Corporations and Associations Article (1975 Revised Code-Maryland) and Article 81 - Revenue and Taxes, Sections 277(a), 277(T), and 278A (a) and (b) of the Annotated Code of Maryland (1969 Replacement Volume and 1974 Supplement). We hereby certify that the herein described property is being conveyed by Articles of TRANSFER, between the Transferor, ~~Merging or Consolidating Corporation(s)~~ herein named Buck's Motels and Restaurant, Inc.

and the Transferee ~~Corporation(s)~~, Individual(s), ~~Surviving Corporation and the New Corporation in the Consolidation~~ herein named Francis H. Mattingly

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

1.288A S/S Balto Pike-Apt & Stor 2325 Rest
1975 10 Motels 19575 6 Motels 10175 D-Way
1500 Cab 400

IT BEING the same property which was conveyed unto Buck's Motels and Restaurant, Inc., by Earl L. Warner and Helen A. Warner, his wife, by deed dated July 19, 1967, and recorded among the Land Records of Allegany County, Maryland, in Liber 409, folio 437.

AUG 10-77 A 22508 ******1.00

Mailing address for receipt tax bills: Name Francis H. Mattingly

Address Route 2, Baltimore Pike

City or County, State and Zip Code

Cumberland, Allegany County, Maryland 21502

*NOTE: SUBMIT IN TRIPLICATE

(OVER)

Compared and Mailed Delivered BWS

TO Mattingly Realty
12 Green St Cumb Md
Aug 23 1977

"IF APPLICABLE PLEASE COMPLETE" Liber 23 Page 867

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

We hereby acknowledge and affirm under the penalties of perjury that the herein stated consideration paid on the conveyance of title of real property is the actual amount stated herein: CONSIDERATION $67,000.00

TRANSFEROR CORPORATION Buck's Motels and Restaurant, I

SIGNATURE OF OFFICER Helen Abreta Warner
President (SEAL)

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 28th day of March, 19 77 I have set my hand and caused the seal of said Department to be hereto affixed.

William O. Simmons
Charter Specialist

RECORDATION TAX PAID:	$221.10
TRANSFER TAX PAID:	335.00
TOTAL:	556.10

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF TRANSFER

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 TRANSFER has been filed in its office by

JAMES A. AVIRETT

CPA WASHINGTON STREET, CUMBERLAND, MD. 21502

which said Articles of TRANSFER were duly approved by said Department on

of the Code, it is further certified:

Liber 23 - Page 862 - A

(a) The name of the transferor is

BUCK'S MOTELS & RESTAURANT, INC. (MD. CORP.) Transferor

the name of the transferee is

FRANCIS H. MATTINGLY (INDIVIDUAL) Transferee

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

CUMBERLAND, MARYLAND 21502

(c) The Articles of TRANSFER are dated March 25, 1977

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

March 28, 1977, at 8:30 AM

AUG 10-77 A 22507 ******3.75

ARTICLES OF TRANSFER

THESE ARTICLES OF TRANSFER, Made this 25th day of March, 1977, by and between BUCK'S MOTELS AND RESTAURANT, INC., a Maryland Corporation, hereinafter called the "Seller", party of the first part, and FRANCIS H. MATTINGLY, hereinafter called the "Buyer", party of the second part, WITNESSETH:

1. Seller agrees to sell and transfer all that piece or parcel of land lying and being situated about three miles East of the City of Cumberland, Allegany County, Maryland, in Election District 21, and on the South side of the State Road formerly known as Baltimore Turnpike, now U. S. Route 40, at the intersection of the Jeffries Road, and more particularly described as follows, to wit:

BEGINNING at a point which is South 41 degrees 39 minutes 32 seconds East 56 feet from Station 409 plus 59.20 feet on State Roads Commission Plat No. 31830, said beginning being on the South Right of Way line of U. S. Route 40, and running with said Right of Way and with a curve to the left, the radius of said curve being 55.00 feet for a distance of 68.16 feet to the East Right of Way of the Jeffries Road, and running in a Southeasterly direction, about 30 feet with said road, to the center of Elk Lick Run, and running Easterly and upstream in the center of said Run, about 660 feet to Robert W. Grabenstein's fence line, thence with said fence line, Northerly about 45 feet to the Right of Way of U. S. Route 40, and with said Right of Way, South 48 degrees 20 minutes 28 seconds West 555 feet more or less to the beginning; containing 1.288 acres more or less.

Compared and Mailed Delivered
TO Mattingly - Heath - Dieff - 18 Main Street Cumberland 23 Aug 77

IT BEING the same property which was conveyed unto Buck's Motels and Restaurant, Inc., by Earl L. Warner and Helen A. Warner, his wife, by deed dated July 19, 1967, and recorded among the Land Records of Allegany County, Maryland, in Liber 409, folio 437.

2. The corporate name and address of the Seller is: Buck's Motels and Restaurant, Inc., a Maryland Corporation, Baltimore Pike, Cumberland, Allegany County, Maryland 21502.

3. The Buyer is Francis H. Mattingly, whose address is 12 Greene Street, Cumberland, Maryland 21502.

4. The consideration for the sale of the real estate is the sum of Sixty-Seven Thousand Dollars ($67,000.00) to be paid in cash upon the approval of the title by counsel for the Buyer. Allegany County, Maryland is the only County in which the Seller owns property which could be affected by the recording of an instrument among the Land Records.

5. The sale of said real estate was duly advised by the Board of Directors and approved by the Stockholders of the Seller Corporation in the manner and by the vote required by its Articles of Incorporation and By-Laws.

IN WITNESS WHEREOF, the Seller has caused these Articles of Sale to be signed by its President with its Corporate Seal affixed, duly attested by its Secretary, and the Buyer has signed these Articles of Sale as of the day and year first above written.

ATTEST:

Thelma Streett
THELMA STREETT, Secretary

BUCK'S MOTELS AND RESTAURANT, INC.

By Helen A. Warner (SEAL)
HELEN A. WARNER, President

WITNESS:

Helen A. Warner (SEAL)
FRANCIS H. MATTINGLY

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 25th day of March, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared Helen A. Warner, President of Buck's Motels and Restaurant, Inc., and made oath in due form of law that the matters and facts set forth in the within and aforegoing Articles of Sale are true and correct as therein set forth; and at the same time also personally appeared Francis H. Mattingly, and made oath that the matters and facts set forth in the aforegoing Articles of Sale are true and correct as therein set forth.

WITNESS my hand and Notarial Seal.

Dana Kinnett
NOTARY PUBLIC

NOTARY PUBLIC ALLEGANY COUNTY

LIBER 23 PAGE 865

FILED FOR RECORD
AUG 10 1976
at 2:15 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 TRANSFER

BETWEEN

BUCK'S MOTELS AND RESTAURANT, INC. (MD. CORP.) Transferor

AND

FRANCIS H. MATTINGLY (INDIVIDUAL) Transferee

835

approved and received for record by the State Department of Assessments and Taxation of Maryland March 28, 1977 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

4

Recorded in Liber 2383 **, folio** 364 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland**

Bonus tax paid $_____ **Recording fee paid $** 15.00 **Special Fee paid $**_____
2.00 Cert. to Allegany County Land Record Offi
$ 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 60025

Rec'd Allegany Co

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

Filed this _____ day of

_____, 1977.

ARTICLES OF INCORPORATION

AUG 10-77 A [illegible]22504 ***[illegible]4.2

OF

FROSTBURG COMMUNITY THEATRE, INC.

A NON-STOCK, NON-PROFIT MARYLAND CORPORATION

THIS IS TO CERTIFY:

FIRST: SUBSCRIBERS

That we, the subscribers, Sharon M. Carey, whose address is R.R. 2, Box 409-A, Frostburg, Maryland, Pamela Gartner, whose address is 525 Braddock Street, LaVale, Maryland, and Harry Sawdey, whose address is Box 75, Eckhart, 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, and specifically under and by virtue of Section 5-201 et seq. of the corporations and associates volume of the said general laws associate ourselves with the intention of forming an Eleemosynary Non-Stock Corporation by the execution and filing of these articles.

SECOND: NAME OF CORPORATION

The name of the corporation, hereinafter called the "Corporation," is: FROSTBURG COMMUNITY THEATRE, INC.

THIRD: RESIDENT AGENT

The resident agent of the Corporation is Sharon M. Carey, whose address is R.R. 2, Box 409-A, Frostburg, Maryland. Said resident agent is a citizen of the State of Maryland and actuall[illegible] resides therein.

FOURTH: ADDRESS OF CORPORATION

The post office address of the place which shall be the principal office of the Corporation in this State will be located at P.O. Box 23, Frostburg, Allegany County, Maryland.

Compared and Mailed ~~Delivered~~ Rec'd

TO Sharon M Carey R.R. 2 Box 409A Md Frostburg

Aug 23 1977

FIFTH: NON-STOCK CORPORATION

The Corporation is not authorized to issue capital stock and will not be operated for profit.

SIXTH: PURPOSE OF CORPORATION

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

A. To foster, encourage, and develop community interest in and appreciation of theatrical arts;

B. To promote and provide means and opportunities for members of the Frostburg community to actively participate in theatrical productions as performers, technical supporters and patrons;

C. To provide means, equipment, and facilities to enable the production and presentation of quality theatrical entertainment designed to afford educational, cultural, social, and beneolent benefits both to the participants and to the community as a whole;

D. To own, lease, operate, and maintain one or more workshops and theaters;

E. To solicit, collect, and otherwise raise money for such purposes, and to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes; and

F. To do all and everything necessary, suitable, and proper for the attainment of any of the purposes hereinabove set forth.

SEVENTH: MEMBERSHIP

Persons desiring membership in the Corporation shall be admitted as members provided they have contributed their time and effort toward, or have otherwise assisted in, at least one theatrical production presented by the Corporation; and provided further that they obtain the approval of a majority of the then members of the Corporation at a meeting called for that purpose. A person may be discharged from being a member of this Corporation by not less than two-thirds vote of the other members, because of misconduct

or failure to promote the purpose and cause of this Corporation.

Further regulations regarding the terms and conditions for membership are prescribed in the By-Laws of the Corporation.

EIGHTH: BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors with the number of Directors of the Corporation to be not less th[redacted] three (3). The Directors shall serve for three-year terms.

The names and addresses of the persons who are to serve as initial Directors until their successors are duly chosen and qualified are as follows:

Name	Address
Sharon M. Carey	R.R. 2, Box 409-A Frostburg, Maryland
Pamela Gartner	525 Braddock Street LaVale, Maryland
Harry Sawdey	Box 75 Eckhart, Maryland

The qualifications of the Directors, together with the terms and conditions of election, removal, change in number, filling o[redacted] vacancies, powers, and duties of the Directors, shall, except as may otherwise be provided for in these Articles of Incorporation or by the laws of the State of Maryland, be prescribed by the By-Laws of the Corporation.

NINTH: QUALIFICATIONS FOR TAX EXEMPT STATUS

The following special provisions for corporations which will apply for tax exempt status are hereby adopted:

(a) Said Corporation is organized exclusively for charitable, cultural and educational 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 distributed to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions

in furtherance of the purposes set forth in 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 provisions 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 Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all 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, 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 of such assets not so disposed of by the Directors 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.

TENTH: DURATION

The duration of the Corporation shall be perpetual.

ELEVENTH: DISSOLUTION

Upon dissolution of the Corporation, every liability and obligation of the Corporation shall be paid and discharged or adequate provision of payment and discharge shall be made; thereafter assets held by the Corporation subject to legally valid requirements for the return, transfer or conveyance on dissolution shall be disposed of in accordance with these requirements; assets then remaining and held by the Corporation subject to limitations permitting the use only for charitable, eleemosynary, cultural, educational or similar purposes, but not held subject to legally valid requirements and return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed under a plan of distribution adopted in the manner and by the vote required for authorization of dissolution of the Corporation to one or more Maryland or foreign corporations or associations having a similar or analogous character or public or associate or connected with the dissolving corporation; all remaining assets, rights or benefits of whatsoever nature belonging to the Corporation shall, at the time of dissolution 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.

TWELFTH: AMENDMENTS

These Articles may be amended in the manner provided by the laws of the State of Maryland at the time of amendment.

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

WITNESS:

Carolyn A. Martin — Sharon M. Carey (SEAL)
SHARON M. CAREY

Carolyn A. Martin — Pamela C. Gartner (SEAL)
PAMELA GARTNER

Carolyn A. Martin — Harry Sawdey (SEAL)
HARRY SAWDEY

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

On this the 25th day of March, 1977, before me, Carolyn A. Martin, the undersigned officer, personally appeared SHARON M. CAREY, PAMELA GARTNER, AND HARRY SAWDEY, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained;

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

Carolyn A. Martin
NOTARY PUBLIC

My Commission Expires: July 1, 1978.

CAROLYN A. MARTIN NOTARY PUBLIC ALLEGANY COUNTY, MD.

LIBER 23 PAGE 872

848

FILED FOR RECORD
AUG 10 1977
at 2:15 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 INCORPORATION

OF

FROSTBURG COMMUNITY THEATRE, INC.

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

7

Recorded in Liber 2383, folio 1219, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid $ 20.00 Recording fee paid $ 17.00 Special Fee paid $

To the clerk of the Circuit Court of 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 60182

rmc

LIBER 23 PAGE 873

001663

WCUM RADIO, INC.

ARTICLES OF AMENDMENT

AUG 10-77 A 22505 ******3.75

WCUM RADIO, INC., a Maryland corporation, having its principal office at White Avenue, 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 so much of paragraph SECOND of the Articles of Incorporation, which states:

"The name of the Corporation is WCUM Radio, Inc."

and inserting in lieu thereof the following:

"The name of the Corporation is Greater Cumberland Broadcasting, Inc."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on March 25, 1977, 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 March 25, 1977.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the

[redacted]ON & SHARER
ATTORNEYS AT LAW
LIBERTY TRUST BLDG.
CUMBERLAND, MD.

Compared and Mailed ~~Delivered~~
TO Wilson & Sharer Liberty Trust Bldg. Cumb. Md.
Aug 23 1977

Corporation at said meeting by the affirmative vote of two-thirds of all votes entitled to be cast 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, WCUM RADIO, 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 15 day of April, 1977.

ATTEST:

Margaret L. Miller
Secretary

WCUM RADIO, INC.

By: David W. Smith
President

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

001665

LIBER 23 PAGE 875

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 15 day of April, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared Donald W. Miller, President of WCUM Radio, 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 Margaret F. Miller and made oath in due form of law that she was the 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.

MARY O. WILSON NOTARY PUBLIC ALLEGANY CO., MD.

Mary O. Wilson
Notary Public

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

FILED FOR RECORD
AUG 10 1977
at 2:15 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 23 PAGE 876

ARTICLES OF AMENDMENT

OF

WCUM RADIO, INC.

changing its name to:

GREATER CUMBERLAND BROADCASTING, INC.

913

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

4

Recorded in Liber 2384 **,folio** 001662 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland**

375

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

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 ·

A 60768

LIBER 23 PAGE 877

000010

TRI-TOWNS TEEN-TOWN, INCORPORATED

ARTICLES OF REVIVAL

AUG 10-77 A 22506 ******3.75

Tri-Towns Teen-Town, Incorporated, 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 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 Teen-Town, Incorporated.

THIRD: The name by which the Corporation will hereafter be known is Tri-Towns Teen-Town, Incorporated.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland, is No. 33 Main Street, Westernport, Allegany County, Maryland 21562, 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 charger.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland is Ms. Margaret M. Green, No. 12 Main Street, Westernport, Allegany County, Maryland 21562. Said resident agent is a citizen actually residing in this State and County.

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 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

Compared and Mailed Delivered

TO----------

----------**19**----

(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 Vice-President and Treasurer of the Corporation, have signed these Articles of Revival on the 15th day of April, 1977.

Virginia Moran
Virginia Moran, Last Acting Vice-President

John Donnelly
John Donnelly, Last Acting Treasurer

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, that on this 15 day of April, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared Virginia Moran, the last acting Vice-President and John Donnelly, the last acting Treasurer of Tri-Towns Teen-Town, Incorporated, 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.

John D. Mull
Notary Public

FILED FOR RECORD
AUG 10 1977
at 2:15 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 23 PAGE 879

897

ARTICLES OF REVIVAL

OF

TRI-TOWNS TEEN-TOWN, INCORPORATED

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

3

Recorded in Liber 2384 **,folio** ~~002015~~ 000009 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland**

Bonus tax paid $_____ **Recording fee paid $**15.00 **Special Fee paid $** 5.00

To the clerk of the Circuit **Court of** 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 ·

A 60596