LIBER 027 PAGE 01

ARTICLES OF INCORPORATION

OF

THE ENTERTAINMENT CENTER, INC.

FIRST: We, the undersigned, Roger E. DeWitt, Route 3 Bedford Road, Cumberland, Maryland 21502 and John M. Robb, Jr., 141 Baltimore Street, First Federal Building, Cumberland, Maryland, 21502, each being at least twenty-one (21) years of age, do hereby associate ourselves as Incorporators, with the intention of forming a corporation under and by virtue of the public general laws of the State of Maryland.

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

THE ENTERTAINMENT CENTER, INC.

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

(a) To engage in the development, writing, producing, marketing, distributing, and selling of goods of all kinds, and especially the development, writing, producing, marketing, distributing, and selling of electronic equipment; to engage in commercial enterprises of every kind and description and to plan, project and engage in advertising of all kinds, through, by or in all media; to promote or engage in ventures or businesses of all kinds; and in all fields, whether wholesale or retail; and to engage in development, manufacturing or processing and marketing of goods, wares, products and merchandise of every type and description; and to do any or all things necessary, convenient or desirable in connection with any of the aforesaid functions.

(b) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber

MAR-4-82 A 12518 *****5.65

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

Compared and ~~Mailed~~ Delivered
TO First Federal Bldg. Cumberland, Md. 21502
March 5 1982

or dispose of goods, wares, merchandise, equipment and other personal property of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To transact for itself or for the account of others the business of general grokers, general agents, commercial agents, or buyers and sellers of, dealers in, importers and exporters, of raw materials, parts, manufactured goods, equipment, supplies and new or used merchandise of all kinds.

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

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect to, sell, and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold or reissue shares of its capital stock of any class; and to purchase, hold, sell assign, transfer, exchange, lease, mortgage, pledge or otherwise

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

dispose of any shares of stock of, or voting trusts, 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 obligation 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 rrust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To loan or advance money with or without security without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereo fand 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, 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 obligation of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others

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Cumberland, Maryland

for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof or to enhance the value of its property, business or rights.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any 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 inthe State of Maryland is Route 3 Box Beford Road, Cumberland, Maryland; and the Resident Agent of said Corporation being John M. Robb, Jr., First Federal Building, 141 Baltimore Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares, without par value, all of which shares are of one class and are designated common stock.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

SIXTH: The Corporation shall have least three directors, which number may be increased pursuant to the By-Laws of the Corporation; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are as follows: Roger E. DeWitt, Mary K. DeWitt, and Frank H. Eberly.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize from time to time the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is sointerested 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 of who is so interested may be counted in determining the existence of a guorum 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.

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ATTORNEY AT LAW
Cumberland, Maryland

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

(d) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any 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 anyshares 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 or stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or te be otherwise taken or authorized by vote of the Stockholders, such action shall be effective and valid if taken or

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of dividends, whether in cash or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders in cash or in stock, i.e., payment shall not be in cash to one stockholder and in stock to another; the said Board of Directors shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entitles whether associationes partnerships or individuals.

(g) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, providing that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shallbe given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescind by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation.

Roger E. DeWitt (SEAL)
ROGER E. DeWITT

(SEAL)
JOHN M. ROBB, JR.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

LIBER 027 PAGE 08

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 21st day of July, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Roger E. DeWitt and John M. Robb, Jr., each satisfactorily made known to me and acknowledged the aforegoing Articles of Incorporation to be his respective act and deed.

WITNESS, my hand and Notarial Seal.

My Commission Expires: July 1, 1982.

Connie L. Brant Abel
NOTARY PUBLIC

CONNIE L. BRANT NOTARY PUBLIC ALLEGANY

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

FILED FOR RECORD
MAR 4 1982 at 2:30 o'clock P. M.
and some day Recorded in
Liber No. Folio
one of the Land Records Allegany County, Maryland
and com
Clerk

LIBER 027 PAGE 09

155

ARTICLES OF INCORPORATION

OF

THE ENTERTAINMENT CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 3, 1981 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2515, folio 0844 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 26.00 Special Fee paid $

To the clerk of the Circuit Court of Allegany County

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

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

J. Levin Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 114696

LIBER 027 PAGE 101

FROSTBURG JETS YOUTH FOOTBALL TEAM, INC.

ARTICLES OF INCORPORATION

FIRST: I, JEFFREY LYNN TWIGG, whose post office address is Route 2, Box 492, Frostburg, Allegany County, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is FROSTBURG JETS YOUTH FOOTBALL TEAM, INC.

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

(A) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational pruposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned pruposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust

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LAW OFFICE OF
Kevin Kelly
SUITE 101
ALGONQUIN HOTEL
CUMBERLAND, MD. 21502
PHONE 301-724-9000

Compared and Mailed ~~Delivered~~ Bus

TO Jeffrey Lynn Twigg
Rt #2 Box #492
Frostburg, Maryland 21532

March 5th 1982

instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(B) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwith-

LAW OFFICE OF
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ALGONQUIN HOTEL
CUMBERLAND, MD. 21502
PHONE 301-724-9000

standing any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(C) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

1. To Promote among boys sportsmanship, physical fitness and the building of character through the playing of football under able and conscientious adult supervision.

2. To provide a fall season football program for youths, ages eleven to thirteen.

3. Participation shall not be limited by race, color or creed.

FOURTH: The Post Office address of the principal office of the Corporation in this State is Rt. 2, Box 492, Frostburg, Maryland. The name and Post Office address of the Resident Agent of the Corporation in this State is Jeffrey Lynn Twigg, Rt. 2, Box 492, Frostburg, Maryland. 21532 Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: JEFFREY LYNN TWIGG, JOSEPH C. DINICOLA and VICTOR ALLAN TWIGG.

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LIBER 027 PAGE 13

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to it impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" means corporations, trust, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activites of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in

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Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest

LAW OFFICE OF
Kevin Kelly
SUITE 101
ALGONQUIN HOTEL
CUMBERLAND, MD. 21502
PHONE 301-724-9000

extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director of officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of July, 1981, and I acknowledge same to be my act.

WITNESS:

Kevin Kelly

Jeffrey Lynn Twigg

JEFFREY LYNN TWIGG

OFFICE OF
Kevin Kelly
SUITE 101
ALGONQUIN HOTEL
CUMBERLAND, MD. 21502
PHONE 301-724-9000

LIBER 027 PAGE 16

STATE OF MARYLAND,

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, that on this 21st day of July, 1981, before me the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JEFFREY LYNN TWIGG and he acknowledged the aforegoing ARTICLES OF INCORPORATION to be his act.

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

Donald W Mason
NOTARY PUBLIC

My Commission Expires: July 1, 1982

LAW OFFICE OF
Kevin Kelly
SUITE 101
ALGONQUIN HOTEL
CUMBERLAND, MD. 21502
PHONE 301-724-9000

FILED FOR RECORD
MAR 4 1982
at 2:30 o'clock P M
and same day Recorded in
Liber No. Folio
one of the Land Records of
Allegany County, Maryland
Noted by

LIBER 027 PAGE 17

ARTICLES OF INCORPORATION

OF

FROSTBURG JETS YOUTH FOOTBALL TEAM, INC.

140

approved and received for record by the State Department of Assessments and Taxation of Maryland July 23, 1981 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2514, folio 1245 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

595

Bonus tax paid $ 20.00 Recording fee paid $ 24.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVENTATIS TVÆ CORONANT NOS QUOS

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LIBER 027 PAGE 18

MAR-4-82 A 25182 *****5.65

ARTICLES OF INCORPORATION
J. M. LEAGUE, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS HERETO, JAMES MONROE LEAGUE, WHOSE POST OFFICE ADDRESS IS 12 BRUNSWICK COURT, BEL-AIR, CUMBERLAND, MARYLAND AND MARY CHARLOTTE LEAGUE, WHOSE POST OFFICE ADDRESS IS 12 BRUNSWICK COURT, BEL-AIR, CUMBERLAND, MARYLAND AND JOHN F. SOMERVILLE, JR., WHOSE POST OFFICE ADDRESS IS 71 PROSPECT SQUARE, CUMBERLAND, MARYLAND, 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:

J. M. LEAGUE, INC.

THIRD: THE PURPOSES FOR WHICH THIS CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO PURCHASE, IMPROVE, DEVELOP, LEASE, EXCHANGE, SELL, DISPOSE OF, AND OTHERWISE DEAL IN REAL ESTATE; TO PURCHASE, LEASE, BUILD, CONSTRUCT, ERECT, OCCUPY, AND MANAGE BUILDINGS OF EVERY KIND AND CHARACTER WHATSOEVER; TO FINANCE THE PURCHASE, IMPROVEMENT, DEVELOPMENT, AND CONSTRUCTION OF LAND AND BUILDINGS

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

Compared and ~~Mailed~~ Delivered
TO 71 Prospect Square
Cumb. Md. 21502
Mar 5th 1982

BELONGING TO OR TO BE ACQUIRED BY THIS COMPANY, OR ANY OTHER PERSON, FIRM OR CORPORATION.

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

FOURTH: THE POST OFFICE ADDRESS AT WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE WILL BE LOCATED IN CRESAPTOWN, MARYLAND, AND THE POST OFFICE ADDRESS THEREOF BEING P.O. BOX 5044, CRESAPTOWN, MARYLAND, 21502. THE RESIDENT AGENT OF THE CORPORATION IS JOHN F. SOMERVILLE, JR., WHOSE POST OFFICE ADDRESS IS 71 PROSPECT SQUARE, CUMBERLAND, MARYLAND, 21502. SAID AGENT IS A CITIZEN OF MARYLAND AND ACTUALLY RESIDES THEREIN.

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

FIFTH: THE TOTAL AUTHORIZED STOCK OF THE CORPORATION IS 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 JAMES M. LEAGUE, MARY C. LEAGUE 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 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

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

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 29 DAY OF JUNE, 1981.

Yvonne M. Buckino
WITNESS

James M. League
JAMES M. LEAGUE

Yvonne M. Buckino
WITNESS

Mary Charlotte League
MARY CHARLOTTE LEAGUE

Yvonne M. Buckino
WITNESS

John F. Somerville, Jr.
JOHN F. SOMERVILLE, JR.

JOH[redacted]. SOMERVILLE, JR.
[redacted]ORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

LIBER 027 PAGE 22

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

I HEREBY CERTIFY THAT ON THIS THE 29 DAY OF JUNE, 1981, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, THE COUNTY AFORESAID, PERSONALLY APPEARED JAMES MONROE LEAGUE, MARY CHARLOTTE LEAGUE AND JOHN F. SOMERVILLE, JR. AND SEVERALLY ACKNOWLEDGED THE WITHIN AND FOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND NOTARIAL SEAL.

Yvonne M. Bruchino
NOTARY PUBLIC

MY COMMISSION EXPIRES July 1, 1982.

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

FILED FOR RECORD
MAR 4 1982
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. C.R.B.
one of the
Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 23

149

ARTICLES OF INCORPORATION

OF

J. M. LEAGUE, INC.

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

6

Recorded in Liber 2514, fold 2599 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

J. Louis Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 114505

BW

Maryland Salem Children's Trust, Inc.

Meadow Mountain Farm LIBER 027 PAGE 24

Lower New Germany Road, Star Route Box 60C, Frostburg, Maryland 21532 USA (301) 689-8176

State Department of Assessments and Taxation
301 West Preston Street
Baltimore, MD 21201

MAR -4-82 A 25179 ******1.25

RE: Change of Registered Address August 11, 1981

Dear Ladies/Gentlemen:

The following resolution was adopted by the Board of Directors of the Maryland Salem Children's Trust, Inc., at its meeting held on August 10, 1981:

Be it hereby RESOLVED, that

The registered addresses of both The Maryland Salem Children's Trust, Inc., and its resident agent, Miss Louise Sutermeister, be amended in Article Eighteen of the Articles of Incorporation to read "Lower New Germany Road, Star Route Box 60C, Frostburg, MD 21532."

Enclosed is a check for $8.00 to cover the change of address fee.

Sincerely,

Louise Sutermeister

Louise Sutermeister
Executive Director

BW

~~Compared and Mailed Delivered~~
TO The Maryland Salem Children's Trust Inc
Lower New Germany Road.
Star Route Box 60C
Frostburg, Maryland 21532
Mar 5 19 82

FILED FOR RECORD
1982
2:30 O'clock P.M.
same day Recorded in
No. Folio
of the Records of Allegany
County, Maryland and com-
Clerk

LIBER 027 PAGE 25

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

OF

THE MARYLAND SALEM CHILDREN'S TRUST, INC.

189

received for record August 13, 1981 , at 8:30 A.M.

and recorded on Film No. 2516 Frame No. 0621 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 19307A

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

Mr. Clerk Mail to: The Maryland Salem Children's Trust, Inc.
Lower New Germany Road
Star Route, Box 60C
Frostburg, Maryland 21532

rmc

LIBER 027 PAGE 26

MAR -4-82 A 25185 *****5.70

ARTICLES OF INCORPORATION

OF

RESURRECTED LIFE MINISTRIES, INC.

THIS IS TO CERTIFY:

FIRST: That I, Paul C. Sullivan, whose post office address is 29 Prospect Square, Cumberland, Allegany County, Maryland, 21502, being at least eighteen (18) years of age, am hereby forming a charitable 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:

RESURRECTED LIFE MINISTRIES, INC.

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

1. To further the work of the kingdom of God through Christ Jesus, His Son.

2. To provide Christian fellowship and counsel for the people.

3. To provide Christian educational instruction in Bible knowledge.

4. To provide for rallies and yearly camp meetings for God's people.

5. 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.

SULLIVAN & SULLIVAN, P.A.
ATTORNEYS AT LAW
29 PROSPECT SQUARE
CUMBERLAND, MD. 21502
(301) 724-7777

Compared and Mailed ~~Delivered~~ Bill

TO Mary Alice Turner
Rt #4 Box #26-2
Cumberland, Maryland 21502

Mar 5th 1982

6. To purchase, hire, or otherwise acquire, own, and pay for insurance of any and all types hereinafter provided for by the Board of Directors, both for the protection of the Corporation, its members and for the members of the general public.

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

FOURTH: The Corporation shall have no capital stock and each member who becomes a member thereof, in the manner and form provided by the By-laws, shall be entitled to one vote thereof.

FIFTH: The post office address of the principal office in this state will be located at Route 4, Box 26, Cumberland, Maryland, 21502; the resident agent is Mary Alice Turner, Route 4, Box 26, Cumberland, Maryland, 21502 (a more specific address being unavailable due to the rural character of Western Maryland), and the said agent is a citizen of the State of Maryland and actually resides therein.

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 its members of the Corporation and until their successors are duly chosen and qualified are:

1. Reverend David Lindsay
   68 Blocker Street
   Ridgeley, West Virginia, 26753

2. Mrs. Jacqueline Marie Lindsay
   68 Blocker Street
   Ridgeley, West Virginia, 26753

LIBER 027 PAGE 28

3. Mary Alice Turner
Route 4, Box 26
Cumberland, Maryland, 21502

SEVENTH: The said Corporation shall determine from time to time its By-laws, the manner and method of conducting its business and affairs, the manner of calling from time to time its meetings, and the manner of conducting all its elections to be held by its members, the qualifications of its members, rights of indemnification of its members, directors, officers and employees, and the obligations of its members; and, in addition to the above, may pass such By-laws, regulations and rules for the government of its members and for the regulation of its activities as its members shall see fit to adopt from time to time, provided the same are not prohibited by law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of May, 1981, and I acknowledge the same to be my act.

ATTEST:

Brenda Lee Allen

Paul C. Sullivan,
Incorporator

STATE OF MARYLAND,

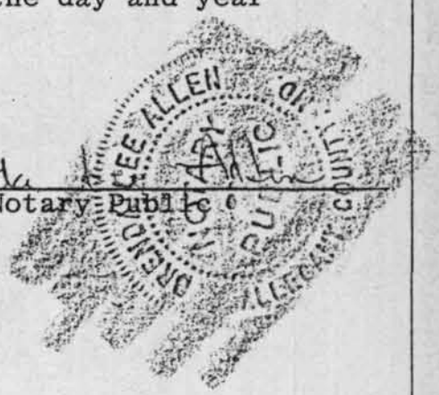
COUNTY OF ALLEGANY, to-wit:

THIS IS TO CERTIFY, that on this 28th day of May, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in the County of Allegany, personally appeared Paul C. Sullivan, Incorporator, and he acknowledged the aforegoing Articles of Incorporation to be his act.

LIBER 027 PAGE 29

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

Notary Public



My Commission Expires on July 1, 1982.

FILED FOR RECORD
MAR 4 1982
at 2:20 o'clock PM.
and same day Recorded in
Liber No. CRB Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 30

ARTICLES OF INCORPORATION

OF

RESURRECTED LIFE MINISTRIES, INC.

236

approved and received for record by the State Department of Assessments and Taxation of Maryland August 18, 1981 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2516, Folio 2689 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

J. Levin Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLENTATIS TVÆ CORONAM ET SCVTVM

A 115328

LIBER 027 PAGE 31

SCHWARZENBACH'S,INC.

ARTICLES OF VOLUNTARY DISSOLUTION

SCHWARZENBACH'S,INC., a Maryland Corporation, having its principal office at 157 Baltimore Street, Cumberland, Maryland, hereinafter referred to as the "Corporation" hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 157 Baltimore Street, Cumberland, Maryland 21502.

THIRD: The name and address of the Resident Agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Robert S. Paye, Esquire, Geppert, McMullen & Paye, 21 Prospect Square, Cumberland, Maryland 21502.

FOURTH: The name and address of each Director of the Corporation are as follows:

Rex W. Burton, 401 Sunset Drive, Cumberland, Maryland 21502

Thomas W. Burton, 101 Burton Park Drive, Route 3, Frostburg, Maryland 21532

Frank J. Burton, 215 Congressional Lane, Rockville, Maryland 20852

Hazel R. Richards, 9238 St. Andrews Place, College Park Woods, College Park, Maryland 20740

Mary B. Karlowa, 218 Schley Street, Cumberland, Maryland 21502

FIFTH: The name, title and address of each officer of the Corporation are as follows:

Rex W. Burton, President, 401 Sunset Drive, Cumberland, Md. 21502

Mary B. Karlowa, Vice President, 218 Schley Street, Cumberland, Md. 21502

Thomas W. Burton, Secretary-Treasurer, 101 Burton Park Drive, Route 3, Frostburg, Maryland 21532

SIXTH: The Voluntary Dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the majority of the entire Board of Directors of the Corporation adopted a Resolution declaring that the Dissolution of the Corporation was advisable

MAR 4 82 A 123166 ******* 5.00

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and ~~Mailed~~ Delivered
BW
TO Robert S. Paye-Esq.
21 Prospect Square
Cumberland Maryland 21502
Mar 5th 1982

and directing that the proposed Dissolution be submitted for consideration at a special meeting of the Stockholders; and further in that, at a special meeting of the Stockholders called for that purpose, held on March 30, 198[redacted] the Stockholders of the Corporation, approved the proposed Dissolution by affirmative vote of two-thirds of all votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407 (c) (2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by these State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each said Certificates.

IN WITNESS WHEREOF, SCHWARZENBACH'S, INC. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on this 17th day of July, 1981, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of SCHWARZENBACH'S INC. and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

Attest: SCHWARZENBACH'S INC.

Thomas W. Burton, Secretary-Treasurer

BY Rex W. Burton, President

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

City of Cumberland

MARYLAND
21502

LIBER 027 PAGE 33

OFFICE OF
WILLIAM Z. BURKE
CITY COMPTROLLER

August 3, 1981

Mr. William J. Simmons
Corporate Administrator
State Dept. of Assessments & Taxation
301 W. Preston Street
Baltimore, MD 21201

Dear Mr. Simmons:

This is to certify that Schwarzenbach, Inc. has paid all taxes due the City of Cumberland through the above date.

Sincerely,

William Z. Burke

William Z. Burke
City Comptroller

WZB:ssc

cc: Mr. Robert Paye
21 Prospect Square
Cumberland, MD 21502

2645

ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 209
COURT HOUSE
TELEPHONE 777-5965
CUMBERLAND, MARYLAND
21502

FRANCIS G. PHILPOT - TREASURER

DOROTHY DAYCHAK - DEPUTY TAX COLLECTOR
RHEBA SNYDER - CHIEF CLERK
JOSEPHINE CHEVALIER - CLERK
JOSEPH PALETTA - CLERK

July 17, 1981

LIBER 027 PAGE 34

TO WHOM IT MAY CONCERN:

According to the records of this office, the Corporation Taxes on account 01D0390, Schwarzebbacgs, Inc., are paid throught June 30, 1981.

We trust this is the information you desire.

Yours very truly,

ALLEGANY COUNTY TAX OFFICE

Francis G. Philpot

FRANCIS G. PHILPOT, TREASURER

2646

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 269-3819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

LIBER 027 PAGE 35

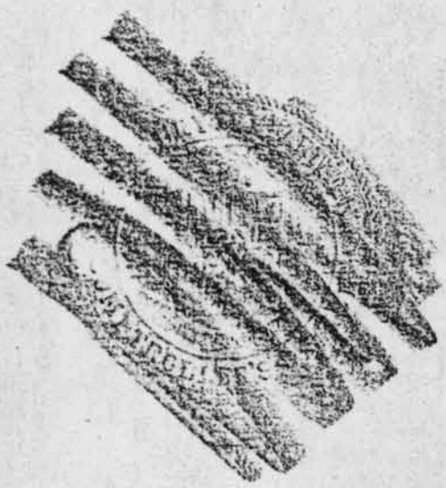
THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

SCHWARZENBACH'S, INC.

have been paid.

WITNESS my hand and official seal this

Twenty-Eighth day of July A.D. 19 81



Jane M. Ruby
Deputy Comptroller

PS-409

FILED FOR RECORD
MAR 4 1982
at 9:30 o'clock A.M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany County, Maryland and compared by
Clerk

LIBER 027 PAGE 36

L235

ARTICLES OF DISSOLUTION

OF

SCHWARZENBACH'S INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 18, 1981 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2516, folio 2641 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 30.00

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 115317

LIBER 027 PAGE 37

TRI-STATE COMMUNITY
CONCERT ASSOCIATION, INC.
ARTICLES OF INCORPORATION

FIRST: I, Alfred Mudrich, whose Post Office address is 1 Forest Drive, Sunset View, Cumberland, Maryland 21502, being at least eighteen (18) years of age, am hereby forming a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, which is hereafter called the "Corporation", is TRI-STATE COMMUNITY CONCERT ASSOCIATION, INC.

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

(a) To provide cultural enrichment through the performing arts on a non-profit basis.

(b) The Corporation is organized exclusively for educational and charitable purposes including, more specifically, receiving and administering funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by Law; to sell, convey and dispose of such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which

MAR -4-82 A #25183 *****5.65

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

Compared and ~~Mailed~~ Delivered
TO G. Gary Hanna Esq.
71 Prospect Square
Cumberland Md
Mar 5th 19 82

such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the Trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the Trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation or as shall in the opinion of the Board of Directors, jeopardize the Federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any Corporation or Corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a), (b) and (c), of this Article THIRD are the following:

(1) To sell "ticket memberships" to residents of the Tri-State area upon the payment of annual dues by such buyers, the amount of such dues to be determined by the Board of Directors of the Corporation; the payment of such dues will entitle the ticket membership holders to a seasonal membership card which will permit them to be admitted to events scheduled by the Tri-State Community Concert Association, Inc.

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

(2) To use the receipts from said dues for the administration of the Corporation and to pay the expenses of the Corporation; to use the receipts from said dues for the purchase, rental, lease, or employment of various cultural and educational acts, performing artists, performing groups, displays, exhibits, or other cultural and educational shows.

(3) To sell said ticket memberships to residents of the Tri-State area or non-residents of the Tri-State area without regard to race, creed, or natural origin.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 635 Arundel Street, Cumberland, Maryland 21502. The name and Post Office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, 71 Prospect Square, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be forty (40), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Carolyn Erickson Amick, Frank Edwin Weldon, III, and Kathleen B. High.

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the Laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the Laws of the United States, any State or Territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

entitled to exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended. It is also intended that similar organizations in the State of Maryland whose purpose is to provide cultural enrichment through the performing arts on a non-profit basis are to be considered "charitable organizations" within the meaning of this paragraph.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the Laws of the United States, any State or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

of 1954, or corresponding provisions of any subsequent Federal tax laws.

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

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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

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

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

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25 day of July, 1981, and I acknowledge same to be my act.

WITNESS:

G. Gary Hanna Alfred C. Mudrich

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

FILED FOR RECORD
MAR 4 1982 12 M.
O'clock
same day Recorded in
Liber No. Folio
of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 45

ARTICLES OF INCORPORATION

OF

157

TRI-STATE COMMUNITY CONCERT ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 31, 1981 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2515, folio 0686, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 26.00 Special Fee paid $

To the clerk of the Circuit Court of Allegany County

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

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

J. Louis Mulbe

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 114669

WOMEN'S REFUGE, INC.

602 FURNACE STREET
CUMBERLAND, MARYLAND 21502

PHONE 759-9244

LIBER 027 PAGE 46 August 10, 1981

MAR -4-82 A 25180 ******1.2[redacted]

Mr. J. Kevin Mueller
Deputy Director, State of Maryland
State Department of Assessments and Taxation
301 West Preston Street
Baltimore, Maryland 21201

Dear Mr. Mueller:

I am submitting the following amendments to the Articles of Incorporation for Women's Refuge, Inc., Cumberland, Maryland:

> SEVENTH: The resident agent of the Corporation is Carolyn Grahame, whose address is 526 Lowell Avenue, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

Enclosed is check #277 in amount of $8.00, payment of required amendment fee.

Please advise if there are further procedures necessary to up-date our Articles of Incorporation.

Sincerely,

Eileen Dudley

Eileen Dudley
Corresponding Secretary

BW

~~Compared~~ and Mailed ~~Delivered~~
TO Women's Refuge Inc
602 Furnace Street
Cumberland, Maryland
Mar 5th 1982

FILED FOR RECORD
MAR 4 1982
2:30 o'clock P.M. 19
same day Recorded in
Liber No. Folio
of the Records of Allegany
Maryland, and com-
ed by

LIBER 027 PAGE 47

NOTICE OF CHANGE OF RESIDENT AGENT &
AGENT'S ADDRESS

OF

WOMEN'S REFUGE, INC.

189

received for record August 13, 1981 2 , at 8:30 A.M.

and recorded on Film No. 2516 Frame No. 0611 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 19302A

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

Mr. Clerk Mail to: Women's Refuge, Inc.
602 Furnace Street
Cumberland, Md. 21502

rmc

LIBER 027 PAGE 48

ARCHWAY STATION, INC.

ARTICLES OF AMENDMENT

Archway Station, Inc., a Maryland Corporation, having its principal office in Allegany County, Maryland, hereinafter called Archway, hereby certifies to the Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation are hereby amended by striking therefrom, on page 3, section THIRD, fourth from last line, the phrase "Section 501(c)(5)" and adding thereto, and in its stead, the phrase "Section 501(c)(3)"; and the said Articles are further hereby amended by striking therefrom, on page 4, section SEVENTH, third from last line, the phrase "Section 501(c)" and adding thereto, and in its stead, the phrase "Section 501(c)(3)".

SECOND: The Amendment of the Articles of Incorporation as hereinabove set forth, has been duly ordered by the Board of Directors and approved by two-thirds of the entire membership of said Board at a meeting held on August 28, 1981.

THIRD: There were no shares of stock entitled to vote thereon at the time of the adoption of the Amendment.

IN WITNESS WHEREOF, Archway Station, Inc. has caused these presents to be signed in its name, and on its behalf, by its Vice President, and its corporate seal to be hereunto placed and attested by its Secretary on September 1, 1981.

ATTEST:

Steve Miller
Secretary

ARCHWAY STATION, INC.

By _____ (Seal)
Vice-President

MAR 23-82 A 12:26138 *****5.57

Compared and Mailed Delivered
TO 54 Liberty Trust Bldg
Cumb. Md
Mar 24 1982

LIBER 027 PAGE 49

STATE OF MARYLAND,

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 1st day of September, 1981, before me, the subscriber, a Notary Public in and for the State and County of aforesaid, personally appeared the Vice-President of Archway Station, Inc., a Maryland corporation, W. Timothy Finan, 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 Steve Miller, who made oath in due form of law that he was Secretary of the Meeting of the Board of Directors of said corporation at which time 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.

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

My Commission Expires:
July 1, 1983

Joan Bixby
Notary Public

FILED FOR RECORD
MAR 23 1982
at 1:00 O'clock P M.
and same day Recorded in
Liber No. ___ Folio ___
one of the ___ Land Records of
Allegany County, Maryland,
and compared by
Clerk

LIBER 027 PAGE 50

304

ARTICLES OF AMENDMENT

OF

ARCHWAY STATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 3, 1981 at 10:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2518, Folio 1193, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 115996

bt

LIBER 027 PAGE 51

BARNES CUSTOM JEWELERS, INC.

ARTICLES OF INCORPORATION

MAR 23-82 A 26145 *****5.5

THIS IS TO CERTIFY:

FIRST: That we, Timothy M. Barnes, whose Post Office address is 149 North Market Street, Frederick, Maryland 21701; and Calvin E. Jones, whose Post Office address is 13015 Mallard Street SW, Bowling Green, Cumberland, Maryland 21502, each being at least Eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of a corporation, associate ourselves with the intention of forming a corporation.

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

BARNES CUSTOM JEWELERS, INC.

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

1. To engage in the general retail jewelry business and to design, manufacture, repair, engrave, and generally work with and upon gems, precious and semi-precious stones, gold, silver and platinum, and generally do all things and to carry on all lines of trade common to the jewelry business, wholesale, retail, and manufacturing, and to do all of the aforegoing as principal or agent upon commission or otherwise.

Compared and Mailed Delivered
TO Timothy M. Barnes
149 North Liberty Street
Frederick, Md.
Mar 24th 1982

2. To erect, maintain, construct, purchase, rent, hire, lease or let or otherwise acquire or dispose of buildings, structures for said purpose; to acquire, sell, mortgage, lease or otherwise acquire or dispose of all real or personal property necessary or convenient to the operation and continuance of such business; to acquire the good will, rights, property, franchise, licenses, privileges of any person, firm, association, or corporation engaged in any similar business or business incident thereto and pay for the same in cash, bonds, debentures or obligations secured by the pledged assets of this Company or otherwise, and to hold or in any manner dispose of any part of the property, or property so acquired.

3. To apply for, acquire, buy, sell, assign, lease, pledge, mortgage, or otherwise dispose of letters patent of the United States, or of any foreign country, and all or any rights, territorial or otherwise, thereunder. To apply for, acquire, hold, sell, assign, lease, mortgage or otherwise dispose of patent rights, licenses, privileges, inventions, trade marks, trade names, and pending application therefore, relating to or useful in connection with any business of the Corporation. To use, manufacture or grant licenses under any letters patent owned or controlled by the Corporation, and to expend money in experimenting upon and testing the validity or value of any patent rights the Corporation may acquire or propose to acquire.

4. To acquire by purchase, lease, or otherwise, the property rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on, in whole or in part, the aforesaid businesses, or any of them, or any other business, in whole or in part, that

the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any property, rights, business, good will, franchises, or assets so acquired in the stock, bonds or other securities of the Corporation or otherwise, as provided by law.

5. To purchase or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire and re-issue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

6. To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for moneys so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the Corporation for its corporate purposes.

7. To carry on any other business which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects or any of them, or to facilitate in the transaction of its business or any part thereof, or in the transaction of any business that may be calculated, directly or indirectly, to 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, 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: 7 North Liberty Street, Cumberland, Allegany County, Maryland 21502. The Resident Agent of the Corporation is Timothy M. Barnes, whose Post Office address is 7 North Liberty 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 Two (2) Directors, and Timothy M. Barnes, Calvin E. Jones, and Merrill R. Barnes 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 Two Thousand (2000) shares of Stock having no par value.

No Stock in the Corporation shall be transferred to a person who is not already a Stockholder unless the Stock shall have been first offered for sale as follows: first, to the Corporation, and secondly to the other Stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a Stockholder. The offer to sell shall be in writing, shall set forth the price and terms, and shall be sent by Registered Mail to the Corporation and to each Stockholder at the address listed on the Corporation books. The right to transfer the Stock to a person not a Stockholder shall not exist until the Corporation and all existing Stockholders refuse the offer made or until the Corporation and the Stockholders fail for a period of Thirty (30) days after receipt of the offer to accept the same by compliance with the terms therein set forth.

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

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

2. No holder of stock of any class shall be entitled as a matter of right to subscribe for, or purchase, any part of any new or additional issue of stock of any class, or of securities convertible into stock of any class, whether now or hereafter authorized, or whether issued for money, for a consideration other than money, or by way of dividend.

3. The Board of Directors shall have power to determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws; and, except as so provided, no stockholder shall have any right to inspect any book, account, or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

4. Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud, no contract or other transaction shall be thereby affected or invalidated; provided that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of the Corporation who is also a director or officer of, or interested in, such other

corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which will authorize any such contract or transaction; provided, however, that the voting rights of such interested director shall be as provided and limited in Section 2-419 of the Corporations and Associations Article of the Annotated Code of Maryland.

5. Any contract, transaction, or act of the Corporation, or of the directors, which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or any special meeting called for such purpose, shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of the Corporation.

6. Unless the By-Laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by authority of the Board of Directors.

7. The Corporation reserves the right, from time to time, to make any amendments of its Charter which may, now or hereafter, be authorized by law, including any amendments changing the terms of any of its outstanding stock by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the term thereof shall have

been authorized by the holders of Fifty-one 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 on this 24th day of August, 1981.

WITNESS:

Pamela J. Gross — Timothy M. Barnes
TIMOTHY M. BARNES

Pamela J. Gross — Calvin E. Jones
CALVIN E. JONES

STATE OF MARYLAND
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY That on this 24th day of August, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared TIMOTHY M. BARNES and CALVIN E. JONES, and they 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.

Pamela J. Gross
Notary Public

My Commission expires: July 1, 1982.

PAMELA J. GROSS NOTARY PUBLIC ALLEGANY COUNTY, MD.

FILED FOR RECORD
MAR 23 1982
at 2:00 o'clock P.M.
and same day recorded in
Liber No. — Folio —
one of the Records of
Allegany County
Clerk

LIBER 027 PAGE 59

F 289

ARTICLES OF INCORPORATION

OF

BARNES CUSTOM JEWELERS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 3, 1981 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2518, folio 0816 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

155

Bonus tax paid $ 20.00 Recording fee paid $ 26.00 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.

J. Kevin Mulloy

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·
BONÆ VOLUNTATIS TVÆ CORONAST SON GLAD

A 115969

BW

LIBER 027 PAGE 60

ARTICLES OF INCORPORATION

OF

MAR 23-82 A 26140 ***** [redacted]

BARNES SCHOOL BUS SERVICE, INC.

FIRST: I, W. STEVENS HIDEY, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Barnes School Bus Service, Inc.

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

(1) To own and operate a business as a carrier for hire for the transportation of persons by bus and other motor vehicles; and to engage in any other lawful purpose and/or business;

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

FOURTH: The post office address of the principal office of the Corporation in this State is Post Office Box 612, Main Street, Midlothian, Maryland, 21543. The name and post office address of the Resident Agent of the Corporation in this State is W. Stevens Hidey, 110 Washington Street, 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 five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the

BW

Compared and Mailed ~~Delivered~~
TO W. Steven Hidey Esq.
110 Washington Street
Cumberland. Md
Mar 24 1982

Corporation, but shall never be less than the number of stockholders of the Corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Gilbert L. Barnes, Jr., Gilbert L. Barnes, Sr. and M. Gertrude Barnes.

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.

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

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

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

warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH:

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were

not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of September, 1981, and I acknowledge the same to be my act.

WITNESS:

Patricia A. Harvey.

W. STEVENS HIDEY

LIBER 027 PAGE 64

FILED FOR RECORD
MAR 23 1982
at 1:00 O'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

BARNES SCHOOL BUS SERVICE, INC.

L 31

approved and received for record by the State Department of Assessments and Taxation of Maryland September 16, 1981 at 3:30 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2519, folio 0161 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

L5-5

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

J. Kevin Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 116341

BW

LIBER 027 PAGE 65

ARTICLES OF INCORPORATION

OF

MAR 23-82 A E26140 ******5.57

THE CUMBERLAND AREA LABOR-MANAGEMENT COMMITTEE, INC.

FIRST: We, the undersigned, George M. Wyckoff, Jr., whose Post Office address is 101 Winston Street, Cumberland, Maryland 21502, and Stanley E. Zorick, whose Post Office address is 805 Manns Terrace, Cumberland, Maryland 21502, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators, with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

THE CUMBERLAND AREA LABOR-MANAGEMENT COMMITTEE, INC.

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

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and any subsequent amendments thereto; and in furtherance of, and not limitation of, the foregoing:

A. To expand labor-management cooperation within and among the industries in Allegany County.

B. To improve the economic, social, and cultural welfare of the people in Allegany County by (1) improving the image of labor relations; (2) providing a climate conducive to retaining present industries and attracting new

BW

Compared and Mailed Delivered

TO Patricia M. Presley
33 Pershing Street
Cumberland, Md.

Mar 24 1982

industry; (3) identifying general needs of labor and management with regard to improving labor-management relationships; (4) developing labor-management educational programs; (5) instituting labor-management committees; (6) improving organizational effectiveness and the quality of working life; and (7) conducting labor surveys for the purpose of measuring labor availability, available skills, prevailing wage rates, fringe benefits, worker attitudes, and union contract analyses.

C. To acquire, obtain or receive by way of gift, grant or otherwise, and to hold, manage, mortgage, pledge, disburse, assign, transfer, alienate or convey, such real property, personal property, monies and/or credits of any kind whatsoever, either within or outside the State of Maryland, as may be convenient or necessary for the carrying out of the Corporation's activities and the attainment of its purposes.

D. To enter into and perform contracts and agreements of every kind and description; to issue bonds or other obligations for any lawful purpose or object; to mortgage, pledge, sell or assign any stocks, bonds, obligations, choses in action, or any real property or personal property which may be acquired by it; to secure or acquire any bonds, guarantees, or other obligations issued or incurred by it; and, in carrying on its corporate activities, or for the purpose of attaining or furthering its objectives or purposes, to do any and all things which a natural person could do or exercise, which are now, or which may hereafter be authorized by law.

E. In addition to the powers and authority herein stated for the accomplishment of its objectives and purposes, the Corporation shall have any and all of the powers and authority provided for corporations in Article 23, Section 9 of the Annotated Code of Maryland, and any amendments thereto.

F. To conduct any other activities which may seem, directly or indirectly, to facilitate any of the aforesaid objectives and purposes, wheresoever such activities may be transacted or its property may be located.

G. At no time shall the Corporation (except as an insubstantial part of its activities) engage in activities which, in themselves, are not in furtherance of the education and charitable purposes above stated and for which exclusive purposes and objectives the Corporation is formed; and the proviso that no part of any net earnings of the Corporation, and no part of any funds which it may receive, shall inure to the benefit of, or be distributable to any member, director, trustee, officer or other private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered.

FOURTH: The Post Office address of the principle office of the Corporation in the State of Maryland is:

Allegany County Office Building
33 Pershing Street
Cumberland, Maryland 21502

The Resident Agent of the Corporation is:

Patricia M. Presley
Cumberland Area L-M Committee
33 Pershing Street
Cumberland, Maryland 21502

Said Resident Agent is over twenty one (21) years of age, is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation is a membership corporation, not organized or functioning for monetary gain, which shall have no capital stock nor is it authorized or empowered to issue any capital stock.

The Corporation shall consist of such persons, firms or units of governments who are recommended by the Board of Directors of the Corporation and who qualify as members pursuant to the Corporation's By-laws, hereafter duly enacted. The rights, privileges, obligations, and good standing of the members so recommended and qualified shall be determined in accordance with the By-laws. Members may resign, or be removed, vacancies may be filled and additional members elected, as provided in the By-laws, which may provide for different classes of members and set forth the powers and attributes of each such class and voting privileges, if any, of each class.

SIXTH: All of the Corporation's powers and authority, whether herein set forth or provided for in Article 23, Section 9, of the Annotated Code of Maryland, and any subsequent amendments thereto, are hereby vested in the Board of Directors, which said Board shall be composed of not less than ten persons nor more than sixteen persons, unless and until

otherwise provided for in the By-laws, or any amendments thereto, and the names and addresses of the persons who shall constitute the Board of Directors until the first annual meeting, or until their successors have been duly elected and qualified, are as follows:

NAME	ADDRESS
Richard F. Bovard	Plant Manager, PPG Industries P. O. Box 1356 Cumberland, Maryland 21502
Barry Burnett	Industrial Relations Manager Celanese Fibers P. O. Box 444 Cumberland, Maryland 21502
James Midgarden	Plant Manager Allegany Ballistics Laboratory P. O. Box 110 Cumberland, Maryland 21502
C. M. Sanner	Phoenix Construction Corporation 222 Washington Street Cumberland, Maryland 21502
William Spiegelberg	Plant Manager Kelly-Springfield Tire Company P. O. Box 300 Cumberland, Maryland 21502
Charles Steiner	President Cumberland Cement and Supply Co. P. O. Box 1625 Cumberland, Maryland 21502
George M. Wyckoff, Jr.	President Cumberland Steel Company P. O. Box 28 Cumberland, Maryland 21502

David L. Young	Personnel Manager Westvaco Luke, Maryland 21540
Ted Abe	Business Representative United Food and Commercial Workers Local 692 Algonquin Motor Inn-Suite 312 Cumberland, Maryland 21502
B. Dale Coleman	President, Chemical Workers Local 261 Braddock Estates 15 Hawthorn Drive Frostburg, Maryland 21532
James Combs	Business Agent IBEW Local 307 Algonquin Motor Inn-Room 608 Cumberland, Maryland 21502
Joseph Freno	President Teamsters Local 453 200 S. Lee Street Cumberland, Maryland 21502
Jim Horn	President United Rubber Workers Local 26 152 N. Mechanic Street Cumberland, Maryland 21502
Gary Morris	President UPIU Local 676 Main Street Westernport, Maryland 21562
Robert Seymour	President United Glass & Ceramic Workers Local 180 P. O. Box 296 Cumberland, Maryland 21502
Stanley E. Zorick	President Western Maryland Central Labor Council 104 S. Liberty Street Cumberland, Maryland 21502

SEVENTH: The existence of the Corporation shall continue until the same is dissolved, either voluntarily or involuntarily.

EIGHTH: The following provisions are adopted for the purpose of defining, limiting and regulating the powers of the Board of Directors and members:

A. The number of members whose presence is necessary to constitute a quorum at any meeting of members, and the votes required to authorize any action of the Corporation, shall be stated in the By-laws.

B. The initial power to make, alter and repeal the By-laws shall be vested in the Board of Directors.

C. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets exclusively for the purposes of the Corporation, in such manner, or to such organization(s) which are organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as a majority of the members of the Corporation shall determine. Any remaining assets shall be disposed of by the Circuit Court for the county in which the principle office of the Corporation is then located, exclusively for such purposes, or to such organizations within the area served by the Corporation, as said Court shall deter-

mine, provided the same are organized and operated exclusively for charitable and educational purposes, and qualified as such under Section 501 (c) (3) of the Internal Revenue Code of 1954.

D. Additional provisions and regulations for the management and operation of the Corporation and the conduct of its activities shall be set forth in the By-laws, which shall have full force and effect insofar as they are consistent with these Articles of Incorporation.

E. These Articles of Incorporation may be amended, from time to time, by a two-third's vote of the Board of Directors of the Corporation, provided that written notice of the proposed amendment(s), containing the time and place of such meeting, is mailed to the last known address of each voting member of the Board of Directors at least ten (10) days prior to the date of such meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 24th day of July, 1981.

George M. Wyckoff, Jr. (SEAL)

Witness

Stanley E. Zorick (SEAL)

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 24th day of July, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County aforesaid, personally appeared George M. Wyckoff, Jr. and Stanley E. Zorick, being satisfactorily identified to me,and they acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Patricia M Greeley
Notary Public

My Commission
Expires: July 1, 1982

FILED FOR RECORD
MAR 23 1982
at 1:00 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Land Records
County, Maryland, and com-
Clerk

LIBER 027 PAGE 74

308

ARTICLES OF INCORPORATION

OF

THE CUMBERLAND AREA LABOR-MANAGEMENT COMMITTEE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 4, 1981 at 8:30 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2518, folio 1930, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 28.00 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.

J. Kevin Mulloy

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 116076

bt

0402

LIBER 027 PAGE 75

CUMBERLAND CHORAL SOCIETY, INC
536 Henry Drive
LaVale, Maryalnd 21502

MAR 23-82 A 26135 ******1.25

STATE DEPARTMENT OF ASSESSMENT
& TAXATION
301 W Preston Street
Baltimore, MD 21202

Gentlemen:

Please be advised, that as per Resolution of the Board of Directors of the Cumberland Choral Society, Inc., at a special meeting called June 18th, 1981, the Resident Agent of said corporation shall be as follows:

Ms Linda Gehauf
536 Henry Drive
LaVale, Maryland 21502
(301) 777-8223

It is requested that you change same on your records and when we are in receipt of your approval, we shall change same on our records.

Thank you for your consideration in this matter.

Very truly yours,

TERESA J. ROSE,
Corporation Secretary

tjr

cc: File

BW
Compared and Mailed ~~Delivered~~
TO Ms Linda Gehauf
536 La Vale Drive
La Vale, Maryland
Mar 24 19 82

FILED FOR RECORD
MAR 23 1982
at 10:00 O'clock A.M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany
County, Maryland, and com-
pared by _____ Clerk

LIBER 027 PAGE 76

NOTICE OF CHANGE OF RESIDENT AGENT &
AGENT'S ADDRESS

OF

CUMBERLAND CHORAL SOCIETY, INC.

312

received for record September 23, 1981 , at 8:30 A.M.

and recorded on Film No. 2519 Frame No. 0401 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 19484A

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

Mr. Clerk Mail to: Cumberland Choral Society, Inc.
536 Henry Drive
LaVale, Maryland 21502

rmc

0200

LIBER 027 PAGE 77

CUMBERLAND VALLEY MOTORS, INC.

Informal Action of the Board of Directors MAR 23-82 A 26136 ****1.2

July 17, 1981

The undersigned, constituting all of the Directors of Cumberland Valley Motors, Inc., a Maryland corporation, (hereinafter referred to as the "Corporation"), in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such action, do hereby consent as follows:

> RESOLVED: That the resident agent of the Corporation in State of Maryland be and he is hereby changed from William R. Carscaden, whose post office address is 110 Washington Street, Cumberland, Maryland, to Joseph G. Keller, whose post office address is c/o Cumberland Valley Motors, Inc., Route #36, Motor City, Cumberland, Maryland, 21502, and who is a resident of the State of Maryland.
>
> RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

This Informal Action of Directors may be executed in counterparts.

WITNESS the execution hereof the day and year first above written.

WITNESS:

Robert C. Barnard

BOARD OF DIRECTORS:

ROBERT P. ROST

DAVID M. ROST

JOSEPH G. KELLER

Compared and Mailed Delivered

TO Joseph G. Keller
Cumberland Valley Motors Inc.
Rt #36 Motor City
Cumb, Md
Mar 24 1982

0201

LIBER 027 PAGE 78

I, JOSEPH G. KELLER, Secretary of CUMBERLAND VALLEY MOTORS, INC., do hereby certify that the attached is a true and correct copy of the Informal Action of the Board of Directors of CUMBERLAND VALLEY MOTORS, INC., a Maryland corporation, taken on July 17, 1981.

(SEAL)

JOSEPH G. KELLER, SECRETARY

RECEIVED
AUG 25 1981
ALLEGANY COUNTY
ASSESSMENT DEPT.

FILED FOR RECORD
R.23 1982
at 2:00 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 79

NOTICE OF CHANGE OF RESIDENT AGENT &
AGENT'S ADDRESS

OF

CUMBERLAND VALLEY MOTORS, INC.

238

3

received for record September 1, 1981 , at 8:30 A.M.

and recorded on Film No. 2517 Frame No. 0199 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 № 19377

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

Mr. Clerk Mail to: Cumberland Valley Motors, Inc.
Motor City, Route 36
Cumberland, Maryland 21502

rmc

LIBER 027 PAGE 80

ARTICLES OF INCORPORATION

OF

THE DuVALL COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Daniel J. DuVall, whose post office address is 806 Washington Street, Cumberland, Maryland 21502; and Ann Schriver DuVall, whose post office address is 806 Washington Street, Cumberland, Maryland 21502; and Ann Schriver, whose post office address is 23 Washington 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: THE DuVALL COMPANY, 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, cheeses, dry-goods, and similarly related merchandise as aforesaid, and to carry on all other functions in connection with the ownership and operation of a retail liquor business.

(b) To engage in the real estate business, to sell, purchase, lease, rent, own, real estate property, including improvements located thereon, and to engage in the general business of the real estate business.

(c) 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.

(d) 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

MAR 23-82 A 26143 *****5.57

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed Delivered BW

TO Daniel J. DuVall
806 Washington Street
Cumberland, Md

Mar 24 1982

to assume in connection therewith any liabilities of any such person, firm or corporation.

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

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

(g) To apply for, obtain, own, transfer or in anyway use any licenses, issued by any Federal, State, County or municipal authority.

(h) 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.

(i) 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 calcu-

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

lated 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 806 Washington Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Daniel J. DuVall, 806 Washington 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 increase pursuant to the provisions of the By-Laws of the Corporation, but shall never be less than three (3). The said Daniel J. DuVall Ann Schriver DuVall and Ann Schriver shall act as 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 distinction shall exist between the shares of the Corporation or the holders thereof.

Each holder of the common stock of the Corporation shall be entitled to one (1) vote for each share of stock held by such stockholder.

EIGHTH: No dividends shall be payable except out of the profits of the

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

LIBER 027 PAGE 83

Corporation, and no dividends 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 FIRST day of September, 1981.

Witness:

Hugh A. McMullen — Daniel J. DuVall (SEAL)

Hugh A. McMullen — Ann Schriver DuVall (SEAL)

Hugh A. McMullen — Ann Schriver (SEAL)

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 1st day of September, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DANIEL J. DuVALL, ANN SCHRIVER DuVALL and ANN SCHRIVER, and did each acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Madeline W. Henry
Notary Public

My Commission Expires: July 1, 1982

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
MAR 23 1982
at 1:00 o'clock
and same day Recorded in
Liber No. ___ Folio ___
one of the ___
Land Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 027 PAGE 84

ARTICLES OF INCORPORATION

OF

THE DUVALL COMPANY, INC.

309

approved and received for record by the State Department of Assessments and Taxation of Maryland September 8, 1981 at 2:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2518, folio 2161, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

J. Louis Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 116113

BW

2207

LIBER 027 PAGE 85

ARTICLES OF INCORPORATION

OF

MAR 23-82 A 12614F

FRADONKELL CONTRACTING, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles E. Rosolio, whose post office address is Suite 505, Alex Brown Building, 102 West Pennsylvania Avenue, Towson, Maryland 21204, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

FRADONKELL CONTRACTING, INC.

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

(a) To engage in the general business of building, remodeling and improving residential and commercial properties.

(b) To engage in manufacturing, distributing and selling at wholesale or at retail, in Maryland, and in any other state, and in any foreign country, and in any part of the world.

(c) To purchase or otherwise acquire, own and hold, such real and personal property of every kind and description, within and without the State of Maryland, or any part of the world, suitable, necessary or useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any of such property.

(d) Without in any way limiting any of the objects, purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to do any one or more, or all of the acts and things and business or business in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto, or calculated directly

BW

Compared and Mailed Delivered

TO Charles E. Rosolio
102 W. Pennsylvania Ave
Towson, Md. 21204

Mar 24th 1982

or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; in carrying on its busines or for the purpose of attaining or furthering any of its object to do any and all acts and to exercise any and all other powers which a co-partnership or natural person could do and exercise and which now or hereafter may be authorized by law either as or by and through principals, agents, attorneys, trustees, contractors, subcontractors, lessors, lessees, or otherwise, either alone or in conjunction with others, and in any part of the world; and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the laws of the State of Maryland authorizing the formation of such corporation.

(e) The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

(f) The corporation reserves the right to amend, alter, enlarge, change in any way, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter authorized, permitted or prescribed by statute, and all rights, powers, privileges and restrictions conferred on stockholders are granted subject to this reservation, except to the extent that the same may be expressly declared not to be subject to this reservation.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be is Route 9, Box 1, Cumberland, Maryland 21502. The Resident Agent of the corporation is Charles E. Rosolio, whose post office address is Suite 505, Alex Brown Building, 102 West Pennsylvania Avenue, Towson, Maryland 21204. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the corporation shall be two (2), which number may be increased or decreased, pursuant to the By-Laws of the corporation, but shall never be less than three (3), provided that:

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

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but never less than the number of stockholders.

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

Frank R. Humbertson
Donna K. Humbertson

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

SEVENTH: Without violating §2-419, Corporations and Associations Article, Annotated Code of Maryland, no contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a

member, may be a party to, or may be pecuniarily interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested 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 and approved by the Board of Directors or a majority of disinterested directors 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 directors or officer of such other corporation or not so interested.

EIGHTH: The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and if any, what part of the surplus of the corporation or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any of such surplus or net profits.

The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the corporation, or any of the bonds or other evidences of indebtedness of the corporation, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

TENTH: The holders of the shares of the common stock of the corporation shall not have any pre-emptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized.

ELEVENTH: The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall

be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was in the best interest of the corporation that such settlement be made and that such director, officer or employee may be entitled under any By-Law, vote of shareholders, or otherwise.

TWELFTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 25th day of August, 1981, and acknowledge the same to be my act and deed.

Charles E. Rosolio

FILED FOR RECORD
MAR 23 1982
at 1:00 o'clock P. M.
and same day Recorded in
Liber No. 027 Folio 91
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 91

ARTICLES OF INCORPORATION

OF

FRADONKELL CONTRACTING, INC.

267

approved and received for record by the State Department of Assessments and Taxation of Maryland August 26, 1981 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2517, folio ~~2205~~ 2206 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

J. Kevin Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 115681

LIBER 027 PAGE 92

ARTICLE OF INCORPORATION

OF

FRANK A. ASHBRIDGE, INC.

FIRST: We, the undersigned, Frank A. Ashbridge, Route 5 Box 305, Bedford, Pennsylvania and John M. Robb, Jr., 141 Baltimore Street, First Federal Building, Cumberland, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as Incorporators, with the intention of forming a corporation under and by virtue of the public general laws of the State of Maryland.

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

FRANK A. ASHBRIDGE, INC.

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

a) To engage in the development, writing, producing, marketing, distributing, and sellingof goods of all kinds, and especially the development, writing, producing,, marketing, distributing, and selling of gasoline, dry goods, food products and alcoholic beverages, to engage in commercial enterprises of every kind and description and to plan, project and engage in advertising of all kinds, through, by or in all media; to promote or engage in ventures or businesses of all kind; and in all fields, whether wholesale or retail; and to engage in development, manufacturing or processing and marketing of goods, wares, products and merchandise of every type and description; and to do any or all things necessary, convenient or desirable in connection with any of the aforesaid functions.

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

MAR 23-82 A 26146 *****5.57

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

BW

Compared and Mailed Delivered

TO John M. Robb Jr. Esq. First Federal Bldg. 141 Baltimore St. Cumb. md.

Mar 24 1982

c) To purchase, lease or otherwise acquire, hold, develop, improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let or in any manner encumber or dispose of real property whereever situated.

d) To transact for itself or for the account of others, the business of general brokers, general agents, commercial agents, or buyers and sellers of, dealers in, importers and exporters, of raw materials, parts, manufactured goods, equipment, supplies and new or used merchandise of all kinds.

e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contract, good will, franchises and assets of every kind, of any corporation, copartnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any business, wholesale or retail, that the Corporation may be authorized to carry on, and to undertake, quarantee, 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 otherise.

f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect to, sell, and otherwise turn to account, the same.

g) To purchase or otherwise acquire, hold or 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 trusts, 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 foregin country; and while the owner or holder

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

of any such shares of stock, voting trust certificates, bonds or other obligation to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business, which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part therof or to enhance the value of its property, business or rights.

j) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, district, colonies and dependencies of the United States of Americ and in foregin 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.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 1064 National Highway, LaVale, Maryland, 21502; and the Resident Agent of said Corporation being John M. Robb, Jr., First Federal Building, 141 Baltimore Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares, without par value, all of which shares are of one class and are designated common stock. The stock shall be issued pursuant to Section 1244 Internal Revenue Code of 1954, and the incorporators hereby elect to issue said stock thereunder.

SIXTH: The Corporation shall have least three directors, which number may be increased pursuant to the By-Laws of the Corporation; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are as follows: Frank A. Ashbridge, Nancy E. Ashbridge, and John M. Robb, Jr.

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

a) The Board of Directors of the Corporation is hereby empowered to authorize from time to time the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

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, 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 of who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction.

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

d) No holders of stock of the corporation, of whatever class, shall have any prefernetial right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

to holders of any class or classes or stock at the time existing to the exclusion of the holders of any or all other clases at the time existing.

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

f) The Board of Directors shall have power to declare and authorize the payment of dividends, whether in cash or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders in cash or in stock, i.e., payment shall not be in cash to one stockholder and in stock to another; the said Board of Directors shall have authority to exericse, without a notice of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the busines, assets or franchises, in whole or in part, of other corporations or unincorporated business entitled whether associations partnerships or individuals.

g) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, providing that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescind by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation. This in no way limits the

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ATTORNEY AT LAW
Cumberland, Maryland

authority by the majority stockholders to exercise their right to make, alter or amend the By-Laws upon approval by a majority of the owners of the outstanding stock.

Frank A. Ashbridge (SEAL)
FRANK A. ASHBRIDGE

John M. Robb, Jr. (SEAL)
JOHN M. ROBB, JR.

STATEOF MARYLAND,

ALLEGANY COUNTY TO-WIT:

I HEREBY CERTIFY, That on this 24th day of August, 1981, before me, the subscriber, a Notary Public of the State of Maryland, County aforesaid, personally appeared Frank A. Ashbridge and John M. Robb, Jr., each satisfactorily made known to me and acknowledge the aforegoing Articles of Incorporation to be his respective act and deed.

WITNESS, my hand and Notarial Seal.

My Commission Expires: July 1, 1982.

Carin L. Bratt (Abel)
NOTARY PUBLIC

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

FILED FOR RECORD
MAR 23 1982
at 1:00 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 027 PAGE 99

L 279

ARTICLES OF INCORPORATION

OF

FRANK A. ASHBRIDGE, INC.

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

Recorded in Liber 2517, folio 3289, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

L 5-5

Bonus tax paid $ 20.00 Recording fee paid $ 24.00 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.

J. Louis Mueller

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

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LIBER 027 PAGE 100

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1981.

***** ***** *****

ARTICLES OF INCORPORATION

OF

KJL, INC.

***** ***** *****

MAR 23-82 A 26142 ******5.57

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Robert O. Kazary, whose post office address is One Washington Street, 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:

KJL, INC.

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

A. To engage in the restaurant and food services business.

B. And to do anything permitted by Section 2-103 of the Corporations and Associates Articles of the Annotated Code of Maryland, as may be amended from time to time.

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

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

Compared and Mailed ~~Delivered~~ BW

TO Kenneth J. Lawery
Rt #2 Box 186A
Cumberland, Maryland 21502

Mar 24 1982

and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purposes, 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 Bedford Road, Box 44, Cumberland, Maryland 21502. The Resident Agent of the Corporation is Kenneth J. Lowery, whose post office address is Route 2, Box 786A, 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, Kenneth J. Lowery, Joanne H. Lowery, and Robert O. Kazary, all of Allegany County, Maryland, 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 are hereby empowered to authorize the issuance from time to time of

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

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. 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

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

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 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 franchise, 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 hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-

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ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

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 stockholders 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 of the assets of the Corporation.

H. Except as may otherwise be provided by the Boar of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights 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 case thereon, except as otherwise provided in this Charter.

ROBERT O. KAZARY
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ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

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 of a majority thereof; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporation who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, who shall authorize any such contract or transaction, however, such director of this Corporation may not vote thereat to authorize any such contract or transaction.

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 or

ROBERT O. KAZARY
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21502

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 reasonable incurred by him in connection such action, suit, or proceeding if he acted in good faith and in a manner which he reasonable 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 an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees) actually and 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 reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as

ROBERT O. KAZARY
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CUMBERLAND, MARYLAND
21502

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 an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article... 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 suit, action or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

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 proceedings 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 this the 1st day of July, 1981.

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

WITNESS:

Vicki A Spacky

Robert O. Kazary (SEAL)
ROBERT O. KAZARY

LIBER 027 PAGE 109

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

THIS IS TO CERTIFY; That on the 1st day of July, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT O. KAZARY, and acknowledged the aforegoing Articles of Incorporation to be his respective act.

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

Vickie A Shockey
NOTARY PUBLIC

My Commission Expires: July 1, 1982.

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

FILED FOR RECORD
MAR 23 1982
at 1:00 o'clock P. M.
and same day Recorded in
Liber No. — Folio —
one of the Records of Allegany
Maryland and com
Clerk

LIBER 027 PAGE 110

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ARTICLES OF INCORPORATION

OF

KJL, INC.

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

555 Recorded in Liber 2518, folio 2133, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 30.00 Special Fee paid $ _____

To the clerk of the Circuit Court of Allegany County

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

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

J. Kevin Kulbe

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVÆ CORONASTI NOS SCIVIO

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LIBER 027 PAGE 111

ARTICLES OF INCORPORATION

O F

LENNOX EAST, INC.

THIS IS TO CERTIFY:

FIRST: That we, Herman R. Lennox, whose post office address 258 Armstrong Avenue, Frostburg, Maryland, 21532; Marlene E. Lennox, whose post office address is 258 Armstrong Avenue, Frostburg, Maryland, 21532; and Jason C. Lennox, whose post office address is Selbyville Road, Keenwick, Bay Berry Lane, Selbyville, Delaware, 19975, 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 coporations, 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: MAR 23-82 A 26139 ******5.57

LENNOX EAST, INC.

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

(a) To import, export, manufacture, buy, and sell at wholesale and retail men's, women's, and children's clothing and wearing apparel of every kind, nature, and description, woolens, silks, cloths of all descriptions, and kindred lines pertaining to the apparel industry;

(b) To manufacture, purchase, and sell notions, toys, department store supplies and merchandise of every kind, and to receive and sell the said items as agent or on commission;

(c) To engage in the general retail merchandise business of every kind;

Compared and Mailed Delivered
TO E. M. Hoechler Esq.
150 E. Main Street
Frostburg, Md.
Mar 24 1982

(d) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wheresoever situate;

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business, or rights,

(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 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 258 Armstrong Avenue, Frostburg, Maryland, 21532. The resident agent of the Corporation is E. M. Horchler, whose post office address is 150 East Main Street, Frostburg, Maryland, 21532. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the 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 sharesare 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 diectors and Herman R. Lennox, Marlene E. Lennox, and Jason C. Lennox 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, limits, 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 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 to be expedient;

(b) The Corporation reserves the right to make from time to time any amendments to its charter which may now of 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.

LIBER 027 PAGE 114

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 31st day of August, 1981:

ATTEST:

Earl E Mauges — Herman R. Lennox (SEAL)
HERMAN R. LENNOX

Earl E Mauges — Marlene E. Lennox (SEAL)
MARLENE E. LENNOX

Earl E Mauges — Jason C. Lennox (SEAL)
JASON C. LENNOX

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 31 day of August, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, aforesaid, perso-nally appeared Herman R. Lennox and Marlene E. Lennox, personally known to me, and did each acknowledge the aforegoing instrument of writing to be his and her respective act and deed.

WITNESS, my hand and Notarial Seal:

Mary Gloria Bastress
NOTARY PUBLIC

My Commission expires July 1, 1982.

~~STATE OF DELAWARE, COUNTY OF~~ Maryland Allegany ~~, TO WIT:~~

I HEREBY CERTIFY, That on this 31 day of August, 1981, before me, the subscriber, a Notary Public of the State and County, aforesaid, personally appeared Jason C. Lennox, personally known to me, and he did acknowledge the aforegoing instrument of writing to be his act and deed.

WITNESS, my hand and Notarial Seal:

Mary Gloria Bastress
NOTARY PUBLIC

My Commission expires:
July 1, 1982

FILED FOR RECORD
MAR 23 1982
at 2:20 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 115

28

ARTICLES OF INCORPORATION

OF

LENNOX EAST, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 3, 1981 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2518, folio 1573 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

15.5

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

J. Kevin Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 116037

bt

LIBER 027 PAGE 116

MASONIC TEMPLE ASSOCIATION OF CUMBERLAND

ARTICLES OF AMENDMENT

The Masonic Temple Association of Cumberland, a Maryland corporation having its principal office in Cumberland, Allegany County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Paragraph 2 of the Articles of Incorporation as heretofore amended, and inserting in lieu thereof the following:

The purpose for which the Corporation is formed and the business or objects to be carried on or promoted by it are as follows: To construct, equip, improve, repair, manage and control the property and real estate of the various Masonic bodies of Cumberland, Maryland.

SECOND: The Charter of the Corporation is hereby amended by striking out Paragraph 5 of the Articles of Incorporation as heretofore amended, and inserting in lieu thereof the following:

The total amount of the capital stock of said Corporation is One Hundred Twenty-Five Thousand Dollars ($125,000.00), divided into Five Thousand (5,000) shares of the par value of Twenty-Five Dollars ($25.00) each, none of which said shares shall be sold or disposed of by said Association to a person not a member of one of the fraternal bodies regularly meeting in said Temple. It is specifically provided that the individual stockholders in this Corporation shall be denied the right to receive dividends or to share in any profits of the Corporation, or to be paid more than the cost per share in the event of redemption of said stock or in the event of dissolution of the Corporation.

At the dissolution of this Corporation, the stockholders shall have the right to receive the original cost per share owned by each stockholder and no more. The balance of the assets of the Corporation remaining at dissolution shall be paid to the exempt Masonic organizations which are also stockholders of the Corporation at the time of dissolution.

THIRD: Notice setting forth the aforesaid amendments of the Charter of

Compared and Mailed Delivered BW
TO Anderson & Rudd
39 Greene Street
Cumberland, Md. 21502
Mar 24th 1982

MAR 23-82 A 26137 *****5.57

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

this Corporation and stating the purpose of the meeting of the stockholders was given, as required by law, to all stockholders entitled to vote thereon.

FOURTH: Amendments of the Charter of the Corporation as hereinabove set forth, were approved by the stockholders of the Corporation at the meeting held on the 12 day of August, 1981, by the affirmative vote of two-thirds (2/3) of all the votes entitled to be cast thereon.

FIFTH: The amendments of the Charter of the Corporation as hereinabove set forth, have been duly advised by the Board of Directors and approved by the stockholders of the Corporation

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore originally issued, and the number and par value of the shares of each class, are as follows:

3,000 shares of the par value of $25.00 each = total - $75,000.00

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

5,000 shares of the par value of $25.00 each = total - $125,000.00

(c) The capital stock of the Corporation is not divided into classes, all being common stock.

IN WITNESS WHEREOF, the Masonic Temple Association of Cumberland, Maryland, has caused these presents to be signed in its name and on its behalf by its President, and its Corporate Seal to be hereunto affixed and attested by its Secretary on the 12th day of August, 1981.

Attest:

Thomas H. Moore
SECRETARY

MASONIC TEMPLE ASSOCIATION OF CUMBERLAND

By Roy V. Ringler
ROY V. RINGLER, PRESIDENT

ANDERSON, ~~KOONTZ~~ & RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

STATE OF MARYLAND
COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY that on the 12th day of August, 1981, before, the subscriber, a Notary Public of the State of Maryland, in and for

the County of Allegany, personally appeared ROY V. RINGLER, President of the Masonic Temple Association of Cumberland, Maryland, a Maryland Corporation, and in the name and on behalf of said Corporation, he acknowledged the foregoing Articles of Amendment to be the corporate act and deed of said Corporation; and at the same time personally appeared Thomas H. Moore, and he made oath in due form of law that he was the Secretary of the meeting of the stockholders of said Corporation at which the Amendments of the Charter of the Corporation therein set forth were approved, and that the matters and facts set forth in the said Articles of Amendment are true and correct to the best of his knowledge, information and belief.

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

John F Cross
Notary Public

My Commission Expires:

July 1 1982

ANDERSON, ~~BERGMAN~~
& RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

FILED FOR RECORD
MAR 23 1982
at 1:00 o'clock P.M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 119

259

ARTICLES OF AMENDMENT

OF

THE MASONIC TEMPLE ASSOCIATION OF CUMBERLAND, MD.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 26, 1981 at 10:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2517, folio 192?, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · DOMUS VOLUNTATIS TVÆ CORONASTI NOS SCITO

A 115657

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0325

LIBER 027 PAGE 120

ARTICLES OF INCORPORATION

OF

RITCHIES NEWSSTAND, INC.

THIS IS TO CERTIFY:

FIRST: I, Robert D. Ritchie, whose post office address is 307 Ross Street, Westernport, Allegany County, Maryland 21562, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

RITCHIES NEWSSTAND, INC.

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

(1) To engage in the business of offering for sale and selling, books, magazines, newspapers, goods, foodstuffs and beverages, and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in the State is 37 Main Street, Westernport, Allegany County, Maryland 21562. The name and post office address of the resident agent of the Corporation in the State is Robert D. Ritchie, whose address is 307 Ross Street, Westernport, Maryland. Said resident agent is an individual actually residing in the State.

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

SIXTH: The number of directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three (3) provided that:

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

Compared and Mailed Delivered. BW
TO Robert D. Ritchie
307 Ross Street
Westernport, Maryland
Mar 26 1982

MAR 23-82 A 26149 ******* 5.00

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert D. Ritchie and Judith A. Ritchie.

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

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

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

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

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of August, 1981, and I acknowledge the same to be my act.

WITNESS:

Michael W. Shay

Robert D. Ritchie

FILED FOR RECORD
MAR 23 1982
at 1:00 o'clock P M.
and same day Recorded in
Liber No. — Folio
one of the Land Records of
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 123

L 246

ARTICLES OF INCORPORATION

OF

RITCHIES NEWSSTAND, INC.

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

$77.50

Recorded in Liber 2517, folio ~~0324~~ 0452 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

J. Kevin Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLUNTATIS TUA CORONASTI NOS SCITO

A 115469

bt

1982

ARTICLES OF INCORPORATION

OF LIBER 027 PAGE 124

ROUTE #40 ADVOCATES, INC.

The undersigned incorporators each being over the age of 18 herewith incorporate ourselves as a Non-stock corporation within the purview of the Annotated Code of Maryland.

ARTICLE ONE
Name

The name of the corporation shall be Route #40 Advocates, Inc..

ARTICLE TWO
Existance

The existance shall be perpetual.

ARTICLE THREE
Plan

The purpose for which this corporation is formed are:
(a) To promote and cultivate the preservation of GREEN RIDGE STATE FOREST and other wild and scenic areas of Western Maryland and affect the location of roads through such areas.

(b) The corporation shall on an annual basis elect trustee, the number of which shall never be less than five but which may be increased by the by-laws.

(c) Trustees shall be elected for two year terms, provided that at the time of the first election, two of the five trusteeships shall be designated as having a term of one year for the first election and two years thereafter.

(d) Voting qualifications and qualifications for office shall be attained in majority and being a member in good standing.

(e) Said corporation/organization is organized exclusively for charitable, 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 (or the corresponding provisions of the future United States Internal Revenue Law.)

(f) 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/organization 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 Three hereof. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for

MAR 23-82 A 326147 *****5.57

MONROE JON MIZEL
CITIZENS SAVINGS BUILDING
KENSINGTON, MD. 20795
(301) 946-2900

BW

Compared and Mailed ~~Delivered~~
Mally J. Mastrangelo
TO 772 Bishop Walsh Road
Crellsville, Maryland 21502
Mar 26 19 82

public office. Notwithstanding any other provisions of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization 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/organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

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

ARTICLE FOUR
Main Meeting Place

The principal place of meetings shall be ALLEGANY BEAGLE CLUB, HINKLE ROAD, CUMBERLAND, MARYLAND, and such other places as may from time to time be selected by the corporation.

ARTICLE FIVE
Trustees

Trustees to serve until first election are:

MICHAEL BARANSKI
Star Route
Flintstone, Md. 21530

ALICE W. EASTMAN
112 E. Lake Ave.
Baltimore, Md. 21212

RONALD GEIGER
Route #5, Box 335
KoKo Cumberland, Md. 21502

GERALD RAIBLE
Route #2,
Flintstone, Md. 21530

LEE HEAVNER
Route #9, Box 189
Cumberland, Md. 21502

PAUL BREIDENBAUGH
415 St. Paul Street
Baltimore, Md. 21202

MOLLY F. MASTRANGELO
772 Bishop Walsh Road
Cumberland, Md. 21502

ARTICLE SIX
Registered Agent

The registered agent shall be Molly F. Mastrangelo, 772 Bishop Walsh Road, Cumberland, Md. 21502.

ARTICLE SEVEN
Duration

The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles and affixed our names thereto, this 16 day of July, 1981.

Dorothy T. Freeze
WITNESS

Michael Baranski
MICHAEL BARANSKI
Star Route, Flintstone, Md.

Carolyn E. Amick
WITNESS

Ronald Geiger
RONALD GEIGER
Route #5, Box 335
KoKo Cumberland, Md. 21502

Carolyn E. Amick
~~Lee Heavner~~ (LH)
WITNESS

Lee Heavner
LEE HAVNER
Route #9, Box 189
Cumberland, Md. 21502

Carolyn E. Amick
WITNESS

Molly F. Mastrangelo
MOLLY F. MASTRANGELO
772 Bishop Walsh Road
Cumberland, Md. 21502

MONROE JON MIZEL
CITIZENS SAVINGS BUILDING
KENSINGTON, MD. 20795
(301) 946-2900

1985

LIBER 4 027 PAGE 127

Alice W. Eastman
WITNESS

Paul M Breidenbaugh
PAUL BREIDENBAUGH
415 St. Paul Street
Baltimore, Md. 21202

Paul M Breidenbaugh
WITNESS

Alice W. Eastman
ALICE W. EASTMAN
112 E. Lake Ave
Baltimore, Md.

Carolyn E. Amick
~~Gerald Raible (GR)~~
WITNESS

Gerald Raible
GERALD RAIBLE
Route #2
Flintstone, Md. 21530

STATE OF ~~MARYLAND~~ North Carolina
COUNTY OF Rowan to wit:

I HEREBY CERTIFY - that on this 13th day of July, 1981, before me the subscriber a Notary Public in and for the aforesaid State and County, personally appeared, MICHAEL BARANSKI, and acknowledged to me that the aforegoing Articles of Incorporation, are his own act and deed.

WITNESS my hand and notarial seal or stamp the day and year ~~last~~ above written.

Dorothy T. Freeze
NOTARY PUBLIC

SEAL

My Commission Expires: 3-27-83

STATE OF MARYLAND
COUNTY OF Allegany to wit:

I HEREBY CERTIFY, that on this 10 day of July, 1981, before me the subscriber a Notary Public in and for the aforesaid State and County personally appeared RONALD GEIGER, and acknowledged to me that the aforegoing Articles of Incorporation are his own act and deed.

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

Carolyn E. Amick
NOTARY PUBLIC

SEAL

My Commission Expires: July 1, 1982

STATE OF MARYLAND

COUNTY OF to wit:

I HEREBY CERTIFY, that on this 10 day of July, 1981, before me the subscriber a Notary Public in and for the aforegoing State and County Personally appeared LEE HAVNER, and acknowledged to me that the aforegoing Articles of Incorporation are his own act and deed.

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

Carolyn E. Amick
NOTARY PUBLIC

SEAL

My Commission Expires: July 1, 1982

STATE OF MARYLAND

COUNTY OF Allegany to wit:

I HEREBY CERTIFY, that on this 10 day of July, 1981, before me the subscriber a Notary Public in and for the aforesaid State and County, personally appeared MOLLY MASTRANGELO, and acknowledged to me that the aforegoing Articles of Incorporation were her own act and deed.

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

Carolyn E. Amick
NOTARY PUBLIC

S E A L

My Commission Expires: July 1, 1982

STATE OF MARYLAND

COUNTY OF Baltimore to wit:

I HEREBY CERTIFY, that on this 16th day of July, 1981, before me the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared ALICE W. EASTMAN and acknowledged to me that the aforegoing Articles of Incorporation were her own act and deed.

WITNESS My hand and notarial seal or stamp the day and year last abov e written.

Barbara G. Calloway
NOTARY PUBLIC

S E A L

My Commission Expires: 7/1/82

STATE OF MARYLAND

COUNTY OF to wit:

I HEREBY CERTIFY, that on this 10 day of July, 1981, before me the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared GERALD RAIBLE and acknowledged to me that the aforegoing Articles of Incorporation were his own act and deed.

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

Carolyn E. Amick
NOTARY PUBLIC

S E A L

My Commission Expires: July 1, 1982

LIBER 027 PAGE 129

STATE OF MARYLAND

COUNTY OF Baltimore to wit:

I HEREBY CERTIFY, that on this 16th day of July, 1981, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared PAUL BREIDENBAUGH, and acknowledged to me that the aforegoing Articles of Incorporation are his own act and deed.

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

Barbara J. Calligaro
NOTARY PUBLIC

S E A L

My Commission Expires: 7/1/82

FILED FOR RECORD
MAR 23 1982
at 1:00 O'clock P.M.
and same day Recorded in
Liber No. 027 Folio 130
one of the Land Records of Allegany
County, Maryland and compared
Clerk

LIBER 027 PAGE 130

L 25

ARTICLES OF INCORPORATION

OF

ROUTE #40 ADVOCATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 26, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2517, folio 1981 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

455

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLUNTATIS TUA CORONANTUR OPERA

A 115666

BW

LIBER 027 PAGE 131

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the incorporator, His Excellency, William Donald Borders, Archbishop of Baltimore, whose post office address is 408 North Charles Street, Baltimore, Maryland 21201, being of legal age, under and by virtue of Sub-Title (3), entitled Religious Corporations, constituting Sections 5-301 through 5-313 of Corporations and Associations of the Annotated Code of Maryland, as the same may be amended from time to time, do hereby declare myself as incorporator with the intention of forming a corporation, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation:

SECOND: The name of the Corporation shall be "ST. JOHN NEUMANN SCHOOL," INC."

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

1. To establish and maintain an educational institution and program for kindergarten through eighth grades consistent with and subject to the standards, guidelines and disciplines of the Department of Education of the Archdiocese of Baltimore.

2. To exercise all the pertinent and appropriate powers granted corporations by Section 2-103 of the Corporation and Association Annotated Code of Maryland, as the same may from time to time be amended.

3. To receive, manage, control, invest, and disburse all tuitions and fees, contributions, legacies, devises, donations and property of every kind and description for the purpose and objects of the Corporation, and to expend the same in the exercise thereof.

4. And generally to do any and all things which may be necessary to promote the general objects and purposes for which this Corporation is formed.

FOURTH: The office address of the place at which the Corporation in this State will be located is St. John Neumann School, Office of the Administrator, Corner of Fayette and Smallwood Streets, Cumberland, Maryland 21502. The Resident Agent of the Corporation is John C. Evelius, Esquire, Counsel for the Roman Catholic Archdiocese of Baltimore, whose post office address is 1100 One Charles Center, Baltimore, Maryland 21201.

MAR 23-82 A 26141 ****5.57

Compared and Mailed Delivered
TO John C. Evelius Esq.
1100 One Charles Center
Baltimore, Maryland 21201
Mar 26 1982

LIBER 027 PAGE 132

FIFTH: The Corporation shall have no capital stock, no stockholders, and is not organized for profit. The Corporation is formed exclusively for educational purposes.

SIXTH: The Corporation shall not have less than three (3) Trustees, but may have such additional trustees as the By-Laws of the Corporation shall provide. The Board of Trustees shall manage and conduct the business affairs of the Corporation. The original Trustees shall be: William Donald Borders, Francis P. Murphy, Regis F. Larkin, Gerald F. LaPorta, Roderick Chortos and Francis Roscetti.

SEVENTH: The Trustees shall continue to constitute the Corporation until their respective successors are, from time to time, elected or appointed to act as successor corporators in accordance with the discipline and government of the Roman Catholic Church.

EIGHTH: The said Corporation shall have a President, Vice President, and Administrator, and such other officers as may be provided for in the By-Laws. Said officers shall be elected according to the By-Laws. The Roman Catholic Archbishop of Baltimore and his successors, shall by virtue of his office, be and serve as the President of the said Corporation. Nothing herein shall be construed to prohibit any person from serving in more than one office unless specifically prohibited by law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 5th day of June, 1981.

William D. Borders
His Excellency,
William Donald Borders

Witness:
Mary Elizabeth Sweeney

STATE OF MARYLAND,
COUNTY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, that on this 5th day of June, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared HIS EXCELLENCY WILLIAM DONALD BORDERS, and severally acknowledged the aforegoing Articles of Incorporation to be his own act.

AS WITNESS my hand and Notarial Seal.

MARY ELIZABETH SWEENEY NOTARY PUBLIC BALTIMORE CO. MD.

Mary Elizabeth Sweeney
Notary Public

My Commission Expires: July 1, 1982

FILED FOR RECORD
MAR 23 1982
at 1:00 o'clock M.
and same day Recorded in
Liber No. 027 Folio 133
one of the Land Records
County, Maryland, and com-
pared by

Clerk

LIBER 027 PAGE 133

ARTICLES OF INCORPORATION

OF

ST. JOHN NEUMANN SCHOOL, INC.

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

Recorded in Liber 2518, folio 2079, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · BONA VOLUNTATIS TVÆ CORONASTI EOS FACITO

A 116099

BW

LIBER 027 PAGE 134

APR 16-82 A :27419 ********4.5(

BRANCH FULL GOSPEL CHURCH, INCORPORATED

ARTICLES OF INCORPORATION

FIRST: We, Baker Jackson Lease, Route 6, Box 395, Cumberland, Maryland, 21502, Betty Lou Lease, Route 6, Box 395, Cumberland, Maryland, 21502, Kenneth Wayne McDowell, P.O. Box 5134, Cresaptown, Maryland, and Helen Irene McDowell, P.O. Box 5134, Cresaptown, Maryland, all being at least (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 Branch Full Gospel Church, Incorporated.

THIRD: The purposes for which the Corporation is formed are: (a) Religious and charitable purposes that qualify as religious and/or charitable for the purpose of exempt organizations under Chapter 1, Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds and property for charitable and religious purposes, and for no other purposes and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount of value, except such limitations, if any, as may be imposed by law; sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the above-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which the property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same, to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including expenditure of the principal as well as the income, for one or more of such purposes, if authorized

Compared and Mailed ~~Delivered~~ BW
TO Baker Johnson Lease Rt #6 Box 395 Cumberland, Maryland 21502
Apr 19 1982

or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization which would violate the authorized activities of a religious and/or charitable organization within the meaning of Chapter 1, Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of and corporation or corporations, domestic or foreign, but only for charitable or religious purposes, or for some of them and, in general, to exercise any, all and every power for which a non-profit religious corporation organized under the applicable provisions of the Annotated Code of Maryland can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) Included among the religious and charitable purposes for which the corporation is organized, but not limited to are the following:

1. To carry on regular religious services on such day and in such time and place as the corporation shall designate.

2. To provide religious training and education for persons within that geographical area in which the corporation finds its establishment.

3. To provide for indigent persons assistance.

FOURTH: The Post Office address of the principal office of the corporation in this state is Route 6, Box 395, Cumberland, Maryland, 21502. The name and the Post Office address of the resident agent of the corporation in this state is Baker Jackson Lease, the Pastor, Branch Full Gospel Church, Incorporated, Route 6, Box 395, Cumberland, Maryland, 21502. Said resident agent is an individual actually residing in this state.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the Discipline of the Branch Full Gospel Church, Incorporated, or any subsequent Discipline of the Branch Full Gospel Church, Incorporated, as

duly passed by the general conference of said church.

SIXTH: The Corporation shall be governed by a Board of Trustees, which shall have the duties and powers and be subject to the limitations and exceptions set forth in the Constitution of the Branch Full Gospel Church (national) Dallas, Texas, and by the By-laws of the Corporation and as provided under the laws of the State of Maryland.

(a) A person shall be eligible to be elected as a Trustee if he or she is an active member of the Corporation in good standing.

(b) There shall be four (4) Trustees to be elected each year at the annual meeting of the Corporation or at a special meeting of the Corporation, for a term of three years. Such election shall be held according to the By-laws of the Corporation and the Trustees shall be elected by a majority vote of those members present in person and not by proxy as to each one of the Board of Trustees.

(c) The term of office shall expire at such time as the successor has been installed; such installation is to take place not later than the fourth Sunday following the election of such successor Trustee.

(d) The Trustees shall keep an accurate record book and shall allow inspection of the record book by members of the Corporation and further shall allow the record book to be presented before a public meeting if required by five or more members of the Corporation.

(e) A person shall be a member of the Corporation and shall be entitled to vote at a meeting of members and shall be qualified to be elected as a Trustee of the Corporation if such person shall be a communicant member in good standing, as defined by the usages and rules of the Branch Full Gospel Church (national).

(f) The names and addresses of those persons serving as the initial Board of Trustees of the Corporation are: (1) Baker Jackson Lease, PASTOR, Route 6, Box 395, Cumberland, Maryland; (2) Betty Lou Lease, Route 6, Box 395, Cumberland, Maryland; (3) Kenneth Wayne McDowell, P.O. Box 5134, Cresaptown, Maryland; (4) Helen Irene McDowell, P.O. Box 5134, Cresaptown, Maryland; (5) Dorothy Lease, P.O. Box 5402, Cresaptown, Maryland. The Church is located at McCoole, Maryland.

Upon dissolution or abandonment, the remaining assets shall be conveyed unto the parent national corporation, or to any other religious organization having a similar or analogous character.

LIBER 027 PAGE 137

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12th day of August, 1981, and we acknowledge the same to be our act.

WITNESS:

Linda Braithwaite — Baker Jackson Lease (SEAL)
BAKER JACKSON LEASE

Linda Braithwaite — Betty Lou Lease (SEAL)
BETTY LOU LEASE

Linda Braithwaite — Kenneth Wayne McDowell (SEAL)
KENNETH WAYNE McDOWELL

Linda Braithwaite — Helen Irene McDowell (SEAL)
HELEN IRENE McDOWELL

** ** **

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

THIS IS TO CERTIFY, That on this 12th day of August, 1981, before me, the undersigned subscriber, personally appeared BAKER JACKSON LEASE, BETTY LOU LEASE, KENNETH WAYNE McDOWELL and HELEN IRENE McDOWELL, and they acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal the day and year aforesaid.

Victoria L. Moreland
NOTARY PUBLIC

My Commission Expires:
July 1, 1982.

FILED FOR RECORD
APR 16 1982
at 1:30 o'clock P.M.
and same day Recorded in
Liber No. 027 Folio 138
one of the Land Records of Allegany
County, Maryland and com-
Clerk

LIBER 027 PAGE 138

ARTICLES OF INCORPORATION

OF

BRANCH FULL GOSPEL CHURCH, INCORPORATED

348

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

Recorded in Liber 1519, folio 2517 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 10.00 Special Fee paid $_____

To the clerk of the Circuit Court of Allegany County

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

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

J. Levin Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLENTATIS TVÆ CORONAM FERT

A 116609

LIBER 027 PAGE 139

WALTER N. HIMMLER, M.D., P.A.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: I, WALTER N. HIMMLER, whose post office address is Memorial Medical Building, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, do hereby form a corporation under the by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code.

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

WALTER N. HIMMLER, M.D., P.A.

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

(1) To own, maintain, conduct, operate and carry on the practice of medicine specializing in urology, and the diagnosis, advice, prescription or administration of drugs, medicines, biological products, appliances, applications, or treatments of any nature for the prevention, cure or relief of any wound, bodily injury, or dis ease of any person, the performance of surgical operations upon any person, the performance or practice of any matter or thing included within the practice of medicine as defined in Section 119 of Article 43, Annotated Code of Maryland, or as the same may hereafter be defined, from time to time, and any other matter or thing customarily or ordinarily included in the practice of medicine; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Memorial Medical Building, Cumberland, Maryland, 21502. The name and address of the Resident Agent of the Corporation in this State is Walter N. Himmler, Me morial Medical Building, Cumberland, Maryland, 21502. Said resident agent is an individual actually residing in this State.

Compared and Mailed Delivered
TO Dr. Walter N. Himmler
Memorial Medical Building
Cumberland Maryland 21502
April 19 1981

PR 16-82-A 27421 ***4115

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

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

SIXTH: The number of directors of the Corporation shall be 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 his successor is duly chosen and qualified is:Walter N. Himmler.

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

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

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

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

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

LESLIE J. CLARK
ATTORNEY AT LAW
RIVERDALE, MARYLAND

3. With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instrument evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

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

such action shall be effective and valid only if taken or appointed by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

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

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

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 21st day of September, 1981, and I acknowledge the same to be my act.

WITNESS:

Leslie J. Clark — Walter N. Himmler (SEAL)
WALTER N. HIMMLER

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
APR 16 1982
at 2:30 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland and com-
Clerk

LIBER 027 PAGE 143

ARTICLES OF INCORPORATION

OF

WALTER N. HIMMLER, M.D., P.A.

351

approved and received for record by the State Department of Assessments and Taxation of Maryland September 23, 1981 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2519, folio 296 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

J. Levin Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 116670

BW

LIBER 027 PAGE 144

ARTICLES OF AMENDMENT

ROBERT D. BRODELL, ROBERT J. DAWSON,
AND GARY A. FLEMING, M.D., P.A.

Robert D. Brodell, Robert J. Dawson, and Gary A. Fleming, M.D., P.A., a Maryland Corporation having its principle office in the County of Allegany, 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 adding the following language to Article II:

> "The Corporation shall be a Close Corporation pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland"

SECOND: The Board of Directors of the Corporation, by written consent to such action, signed by all the members thereof and filed with the minutes of proceedings of the Board, adopted a resolution which set forth the foregoing amendment to the charter declaring that said amendment of the charter was advisable and directing that it be submitted for action thereon by unanimous written consent and by waiver of all stockholders.

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

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

IN WITNESS WHEREOF, Robert D. Brodell, Robert J. Dawson and Gary A. Fleming, M.D., P.A., hereby acknowledges under the penalties of perjury that the foregoing Articles of Amendment is the corporate act of said corporation and has caused these Articles of Amendment to be signed in its name and on its behalf by its President and its Corporate Seal to be hereinto affixed and attested by its Secretary on this the 10th day of August, 1981.

ATTEST:

Barbara K. Twigg
Barbara K. Twigg, Secretary

Robert D. Brodell, Robert J. Dawson and Gary A. Fleming, M.D., P.A.

Robert D. Brodell, M.D.
Robert D. Brodell, M.D., President

[Corporate Seal]

Compared and Mailed Delivered
Levitan Ezrin, West, Weinstein & Kerxton
TO 1400 Barlow Building
5454 Wisconsin Ave
Chevy Chase, Md 20015
Apr 11 1982

APR 16-82 A 127422 ***4.50

LAW OFFICES
LEVITAN, EZRIN,
WEST, WEINSTEIN & KERXTON
Chartered
1400 BARLOW BUILDING
5454 WISCONSIN AVENUE
CHEVY CHASE, MD. 20015
(301) 951-1500

FILED FOR RECORD
APR 16 1982 19
at 1:30 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 145

E365

ARTICLES OF AMENDMENT

OF

ROBERT D. BRODELL, ROBERT J. DAWSON
AND GARY A. FLEMING, M.D., P.A.

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

Recorded in Liber 2520, folio 0214, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 116804

02220

LIBER 027 PAGE 146

ARTICLES OF INCORPORATION

GRAND PRIX RACEWAY, INC.

(A CLOSE CORPORATION)

THIS IS TO CERTIFY:

FIRST: The undersigned, ROBERT K. MAIERS, whose post office address is 3 Barncord Court, Ridgeley, West Virginia, 26753, being at least eighteen years of age or older, 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

GRAND PRIX RACEWAY, INC.

THIRD: That the Corporation shall be a close corporation as authorized under Title 4, Close Corporations Subtitle, of the Corporation and Association Laws of Maryland.

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

(a) To own, lease and rent, buy, sell, repair and distribute slot cars and the parts thereof, and to operate under such franchises or patents as may be necessary or convenient to conduct a business therein and the sale of the products allied thereto.

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

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

(d) To purchase, lease, or otherwise acquire and to hold, own, sell or dispose of real or personal property of all kinds.

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

APR 16-82 A 27415 *****5.2[illegible]

LESLIE J. CLARK
ATTORNEY AT LAW
OAKLAND, MARYLAND

Bill
Compared and Mailed Delivered
Leslie J. Clark Esq.
TO Box 414, Liberty Trust Bldg
Oakland Md 21562
Apr 19 1982

(f) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states of the United States.

(g) 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 in such business and transactions which the Board of Directors or stock holders 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 in this State is Winchester and Vocke Roads, Country Club Mall, Cumberland, Maryland, 21502; the name and post office address of the resident agent of the Corporation in this State is Leslie J. Clark, Room 414, Liberty Trust Building, 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 Four Hundred (400) shares of common stock of the par value of One Hundred ($100.00) Dollars a share, all of one class and having an aggregate par value of Forty Thousand ($40,000.00) Dollars.

SEVENTH: After 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 directors. Until such time, the Corporation shall have two directors whose names are: Robert K. Maiers and Leslie J. Clark.

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:

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

(1) The Corporation and its stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a close corp-

oration under the subtitle Title 4 "Close Corporations" of the Corporations and Association Laws of the State 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 subtitle unless such provision specifically states that it shall be deemed to be such a stockholders' agreement.

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

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acting as incorporator, and have acknowledged them to be my act, on , 1981.

WITNESS:

Leslie J. Clark

Robert K. Maiers (SEAL)

ROBERT K. MAIERS

LESLIE J. CLARK
ATTORNEY AT LAW
MIDDLEBURG, MARYLAND

FILED FOR RECORD
APR 16 1982
at 1:30 o'clock P.M.
and same day Recorded in
Liber No. — Folio —
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 149

ARTICLES OF INCORPORATION

OF

GRAND PRIX RACEWAY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 26, 1981 at 12:30 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2512, folio 02228, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · BONÆ VOLUNTATIS TVÆ CORONASTI QUAESO NOS

A 117965
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BW

022283

LIBER 027 PAGE 150

ARTICLES OF INCORPORATION

OF

NEW DOMINION, INC.

FIRST: The undersigned Margaret L. Gramann, being at least eighteen years of age, does hereby form a corporation under the general laws of the state of Maryland.

SECOND: The name of the corporation is NEW DOMINION, INC.

THIRD: The corporation is organized for the purpose of transacting any or all lawful business, not required to be specifically stated herein, for which corporations may be incorporated under Maryland law.

FOURTH: The corporation shall have the authority to issue up to 10,000 shares of common stock, each such share to have a par value of $1.00. No holder of shares of common stock or any other securities of the corporation shall be entitled to the pre-emptive right to subscribe to additional shares of common stock, to warrants or rights for the purchase of such shares or to securities convertible into such shares.

FIFTH: The stated capital of the corporation may be reduced in any manner provided by law without the assent of the stockholders of the corporation.

APR 16-82 A 27417 ***** 5.7

Compared and Mailed ~~Delivered~~
TO Bruce A. McCutcheon P.O. Box #88 Ed Town Md-21555
April 19 1982

SIXTH: The post office address of the initial registered office is P. O. Box 88, Old Town, Maryland 21555, located in Allegheny County, Maryland, and the initial registered agent at that address is Bruce A. McCutcheon, who is a citizen of the State of Maryland and who actually resides therein.

SEVENTH: The number of directors shall not be less than the minimum number prescribed by law and shall be fixed in the by-laws of the corporation. In the absence of a by-law fixing the number it shall be three. The initial board of directors shall consist of four (4) directors, and the names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
James M. O'Connor	800 1st Avenue Farmville, Virginia 23901
Richard C. Warren	Box 442 Dillwyn, Virginia 23936
Melvin R. Klement	Box 442 Dillwyn, Virginia 23936
Bruce A. McCutcheon	P. O. Box 88 Old Town, Maryland 21555

EIGHTH: The corporation shall indemnify each director and officer against liabilities (including judgments and fines and reasonable attorney's fees, costs and expenses) incurred by him in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, (any of

which is hereinafter referred to as a "proceeding") to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to any proceeding in which he has been adjudged liable because of willful misconduct, bad faith or gross negligence involved in the conduct of his office or, in relation to any criminal proceeding, in which he had reasonable cause to believe his conduct was unlawful (any of which behavior is hereinafter referred to as "misfeasance"), provided, however, that even if he is guilty of misfeasance he shall be entitled to such indemnification as shall be finally ordered by a court. In the event of the disposition of any proceeding in which no determination of misfeasance has been made, such indemnity shall be conditioned upon a prior determination that the director or officer acted in good faith and without misfeasance, and that such payments or obligations are reasonable. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding, (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a majority of disinterested directors so directs, or (iii) by the shareholders. Directors eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any director or officer.

Expenses incurred in defending any proceeding may be paid by the corporation in advance of the final disposition of such

proceeding, if authorized in the manner set forth in the preceding paragraph, 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 indemnification.

Every reference herein to director or officer shall include every director or officer or former director or officer of the corporation and every person who may have served at the request of the corporation or one of its subsidiaries as a director or officer or in a similar capacity of another corporation (stock or non-stock), partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such officer or director.

The corporation may further indemnify each officer and director in any other manner permitted by law, and shall so indemnify them if directed to do so by the stockholders.

I Witness Whereof, I have signed these Articles of Incorporation and acknowledged the same to be my act on 10/7, 19 71.

Witness:

Margaret L. Gramann

Margaret L. Gramann

FILED FOR RECORD
APR 16 1982
at 3:30 o'clock
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany County, Maryland, and compared by

LIBER 027 PAGE 154

ARTICLES OF INCORPORATION

OF

NEW DOMINION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 13, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2521, folio 02282, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 117450

8100590

LIBER 027 PAGE 155

PIPELINE AND VESSEL REPAIR, INC.

ARTICLES OF INCORPORATION

FIRST: I, TIMOTHY C. WOODRING, whose Post Office address is Route 6, Box 359, Cresaptown, Maryland 21502, being at least Eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation"), is PIPELINE AND VESSEL REPAIR, INC.

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

(1) To engage in the business of on-line leak repair for pipelines and other vessels; and to engage in any other lawful purpose and/or business.

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

FOURTH: The Post Office address of the principal office of the Corporation in this State is Post Office Box 5191, Cresaptown, Maryland 21502. The name and Post Office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, 71 Prospect Square, 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 two thousand (2,000), divided into one-thousand (1,000) shares of Class A Common Stock without par value, and one-thousand (1,000) shares

APR 16-82 A 27412 *****5.5[illegible]

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

BW

Compared and ~~Mailed~~ Delivered

TO G. Gary Hanna Esq.
71 Prospect Square
Cumb. Md. 21502

Apr 19 19 82

of Class B Common Stock without par value.

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall possess all voting powers for all purposes, including, by way of illustration and not of limitation, the election of Directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the Stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the Stockholders.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

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

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of Directors may be less than three, but not less than the number of Stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Timothy C. Woodring, Michael E. Hoos, and Judith L. Hoos.

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

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

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

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

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

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

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

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

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

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

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

(3) With respect to any Corporate representative other than a present or former Director or officer, the Corporation may indemnify such Corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a Corporate representative other than a present or former Director or officer successfully defends on the merits or otherwise any proceeding referred to in Sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such Corporate representative other than a present or former Director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of September, 1981, and I acknowledge the same to be my act.

WITNESS:

Timothy C. Weedning G. Gary Hanna

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2727
FROSTBURG (301) 689-2421

FILED FOR RECORD
APR 16 1982 19
at 2:30 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 160

ARTICLES OF INCORPORATION

OF

PIPELINE AND VESSEL REPAIR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 2, 1981 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2520, folio 2777, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 117094

8100241

BW

LIBER 027 PAGE 161

Consent A

ARTICLES OF INCORPORATION

OF

POTOMAC MOTOR SALES, INC..

FIRST: We, the undersigned, Milton Bernstein, whose Post Office address is 731 Washington Street, Cumberland, Maryland 21502; Rosanne Bernstein, whose Post Office address is 731 Washington Street, Cumberland, Maryland 21502; Stephen M. Wandless, whose Post Office address is Route 1, Box 102E, Ridgeley, West Virginia 26753; and Thomas N. Berry, whose Post Office address is 10 Greene Street, Cumberland, Maryland 21502, each being at least twenty-one (21) years of age, do hereby associate ourselves as Incorporators, with the intention of forming a Corporation under and by virtue of the public general laws of the State of Maryland.

APR 16-82 A 27413 ****5.7

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

POTOMAC MOTOR SALES, INC.

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

(a) To engage in the retail or wholesale merchandising, purchase, sales or other transactions, either as principal, agent, franchised dealers, warehouseman, factor, broker or in any other fashion to deal with new or used automobiles, motor trucks or motor vehicles of every kind, automotive equipment, accessories or supplies of all kinds, including merchandising of parts, materials

Compared and ~~Mailed~~ Delivered by

TO Thomas N. Berry Esq. 10 Greene Street Cumb. Md

April 19th 1982

and equipment of every and any kind relating to motor vehicles at wholesale or retail, distribution or supplying of motor vehicle fuel and lubricants of all kinds; to engage in commercial enterprises of every kind or description, whether primarily related to motor vehicles or otherwise; to promote or engage in businesses or ventures of all kinds and in all fields, whether wholesale or retail; to engage in processing and marketing of goods, wares, products and merchandise of every type and description; and to do all things necessary, convenient or desirable in connection with any operations undertaken in the course of said business or businesses.

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

(c) To purchase, lease or otherwise acquire, hold, develop, improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To transact for itself or for the account of others the business of general brokers, general agent, commercial agents or buyers and sellers of, dealers in, importers and exporters of raw materials, parts, manufactured goods, equipment, supplies and new or used merchandise of all kinds.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any business,

wholesale or retail, that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect to, sell and otherwise turn to account, the same.

(g) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribut any such shares of stock, voting trust certificate, bonds or other obligations, or the proceeds thereof, among the

stockholders of this Corporation.

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

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

The aforegoing enumeration of the purposes, objects and

business of the Corporation is made in furtherance, and not in limitation, of the powers 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 generalities of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 731 Washington Street, Cumberland, Maryland 21502; and the Resident Agent of said Corporation is Thomas N. Berry, whose Post Office address is 10 Greene Street, Cumberland, Maryland 21502,. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have at least three directors, which number may be increased pursuant to the By-Laws of the Corporation; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are as follows: Milton Bernstein, Stephen M. Wandless and Rosanne Bernstein.

SEVENTH: The Following provisions are hereby adopted

for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize from time to time the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

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

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the

total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of dividends, whether in cash or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders in cash or in stock, i.e., payment shall not be in cash to one stockholder and in stock to another; and said Board of Directors shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities, whether associations, partnerships or individuals.

(g) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, provided that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescind by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days' notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation.

LIBER 027 PAGE 169

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 31st day of August, 1981.

WITNESS:

Eleanor Rice — (SEAL)
MILTON BERNSTEIN

Eleanor Rice — (SEAL)
ROSANNE BERNSTEIN

Eleanor Rice — (SEAL)
STEPHEN M. WANDLESS

Eleanor Rice — (SEAL)
THOMAS N. BERRY

STATE OF MARYLAND, ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 31st day of August, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MILTON BERNSTEIN, ROSANNE BERNSTEIN, STEPHEN M. WANDLESS and THOMAS N. BERRY, each being satisfactorily made known to me, and acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Eleanor Rice
Notary Public

FILED FOR RECORD
APR 16 1982
at 3:00 o'clock P. M.
and same day Recorded in
Liber No. — Folio —
one of the Records of
Allegany County, Maryland
Clerk

LIBER 027 PAGE 170

ARTICLES OF INCORPORATION

OF

POTOMAC MOTOR SALES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 6, 1981 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2521, folio 0555, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 28.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVÆ CORONASTI NOS SCRIPTO

A 117267
8100387

drb

03328

LIBER 027 PAGE 171

ARTICLES OF INCORPORATION

FOR

RICHLAND INDUSTRIES, INC.

FIRST: I, Cheri M. Mohan, whose post office address is 676 Yorkshire Drive, Edgewood, Maryland 21040, being at least eighteen (18) years of age hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Richland Industries, Inc.

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

(1) To own and operate an audio-visual production company specializing in industrial training and commercial audio and video productions. Utilization of these audio-visual capabilities or business conferences, educational television programs, sport productions, expositions, sub-contracts to networks and local television stations and commercial advertising. To serve as a full service production facility with complete mobile capability and to supply technical advice, studio design and construction, equipment leasing, research and development, and post-production facilities for audio, video tape, and film. Further, to provide maintenance service for leased equipment and acquire and service maintenance contracts for already existing systems. To provide duplication service for audio tape, video tape, and also the transfer of slides and film to video tape. And to engage in any other lawful purpose and/or business.

(2) To engage in commercial and residential construction.

(3) To do anything permitted by Section 2-103 of the Corporation and Association's Articles of the Annotated Code of

APR 16-82 A 12:27416 *****5.25

LAW OFFICE
FICK & MAGRUDER
LOYOLA FEDERAL BUILDING
TOWSON, MARYLAND 21204
(301) 321-6996

Compared and Mailed ~~Delivered~~
Nathaniel C. Fick Jr.
TO 22 W. Pennsylvania Ave
Towson, Md. 21204
apr 19 1982

Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 261 Centre Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Nathaniel Crow Fick, Jr., 22 W. Pennsylvania Avenue, Towson, Maryland 21204. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5000) Shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than (3), provided that:

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

(2) if there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

STEPHEN E. WITT

ROBERT STREETT MOHAN

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

LAW OFFICE
FICK & MAGRUDER
LOYOLA FEDERAL BUILDING
TOWSON, MARYLAND 21204
(301) 321-6996

shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of October, 1981 and I acknowledge the same to be my act.

WITNESS:

Daniel Dick Cheri M Mohan

Cheri M. Mohan

LAW OFFICE
FICK & MAGRUDER
LOYOLA FEDERAL BUILDING
TOWSON, MARYLAND 21204
(301) 321-6996

FILED FOR RECORD
APR 16 1982 19
at 1:30 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Land Records of
Allegany County, Maryland
and compared by
Clerk

LIBER 027 PAGE 174

ARTICLES OF INCORPORATION

OF

RICHLAND INDUSTRIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 14, 1981 at 11:00 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2521, folio 03327, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 117601

8100674

bt

LIBER 027 PAGE 175

ARTICLES OF INCORPORATION

OF

SOUTH CUMBERLAND LIQUORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Omar Bennett Wessel, Jr., whose post office address is 114 Rhineforte Drive, Churchville, Maryland 21028; and Constance Arleen Wessel, whose post office address is 114 Rhineforte Drive, Churchville, Maryland 21028; and Kathy Jo Whelan, whose post office address is 322 Front Street, Westernport, Maryland 21562, 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: SOUTH CUMBERLAND 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, cheeses, dry-goods, and similarly related merchandise as aforesaid, and to carry on all other functions in connection with the ownership and operation of a retail liquor business.

(b) To engage in the real estate business, to sell, purchase, lease, rent, own, real estate property, including improvements located thereon, and to engage in the general business of the real estate business.

(c) 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.

(d) To acquire any or all or part of the goodwill, right, property and businesses of any other person, firm, association, or corporation heretofore or

APR 16-82 A 27423 ****4.5(

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed Delivered Bew
TO Omar B. Wessel Jr.
114 Rhineforte Drive
Churchville, Maryland 21502
Apr 19 1982

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.

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

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

(g) To apply for, obtain, own, transfer or in anyway use any licenses, issued by any Federal, State, County or municipal authority.

(h) 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, 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 interes 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.

LAW OFFICES
EPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

(i) 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 622 West Industrial Boulevard, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Omar B. Wessel, Jr., 114 Rhineforte Drive, Churchville, Maryland 21028. 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 increase pursuant to the provisions of the By-Laws of the Corporation, but shall never be less than three (3). The said Omar B. Wessel, Jr., Constance Arleen Wessel and Kathy Jo Whelman, shall act as 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 (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.

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& PAYE
CUMBERLAND
MARYLAND

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 Corporation, and no dividends 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 20th day of September, 1981.

Witness:

Omar Bennett Wessel, Jr. (SEAL)

Constance Arleen Wessel (SEAL)

Kathy Jo Whelan (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT

I HEREBY CERTIFY, that on this 21st day of September, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared OMAR BENNETT WESSEL, JR., CONSTANCE ARLEEN WESSEL, and KATHY JO WHELAN, and did each acknowledge the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Notary Public

My Commission Expires:

July 1, 1982

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
APR 16 1982
at 1:30 o'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the ___ Land Records of Allegany
County, Maryland and com-
pared by me.
Clerk

LIBER 027 PAGE 179

366

ARTICLES OF INCORPORATION

OF

SOUTH CUMBERLAND LIQUORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 28, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2520, folio 0354 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

J. Louis Mueller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 116825

BW

LIBER 027 PAGE 180

tee chemise, Inc.

ARTICLES OF INCORPORATION

FIRST: I, DONNA L. MILLER, whose post office address is 525 Leiper Street, Cumberland, Allegany County, Maryland, 21502, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is tee chemise, Inc.

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

A. To deal in, handle, store, transport, buy, sell, and fit men's, women's, and children's blouses, shirts, clothing, wearing apparel, accessories, haberdashery, and similarly related merchandise in connection with the ownership and operation of a retail clothing business.

B. To enter into such contracts or agreements as may be advisable, to bring before the public by advertisement or in any other manner of the advantage which may be secured by the services rendered by said Corporation.

C. To purchase, lease, or otherwise acquire, all or any part of the property, trademarks, tradenames, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents applied for, and assets of every kind or any corporation, co-partnership or individual (including the assets of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on.

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

APR 16-82 A 27414 *****5.25

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

Compared and Mailed ~~Delivered~~ BW
TO Donna L. Miller
525 Leiper Street
Cumberland, Md. 21502
April 19 19 82

or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate businesses and purposes.

E. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through other for its own account, and to carry on any business which may be deemed by it to be calculated to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

F. 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.

CONSTRUCTION OF THE 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 it is not intended by the mention of any particular purpose, objects or business, in any manner to limit or restrict the generality of any other purpose, objects or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon particulars to the limitations relative to Corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is Country Club Mall, LaVale, Allegany County, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Donna L. Miller, 525 Leiper Street, Cumberland, Allegany County, 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) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

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ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

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

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly qualified and chosen are: DONNA L. MILLER and GERALD V. MILLER, JR.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemtive 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 instruments evidencing rights or options to subscribe for, purchase or otherwise acquired such shares.

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

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 or classes, whether now or hereafter authorized.

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be construed as or deemed by interference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter enforced.

C. With respect to:

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ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

1. the amendment of the Charter of the Corporation;

2. the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

3. the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

4. the issuance of shares of stock of any class now or hereafter authorized or any securities exchangeable for, or convertible into such shares, or warrants of other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

6. the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

7. the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation; such actions shall be effective and valid if taken or approved by a majority of the votes entitled to be cast thereon; after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH "C".

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate

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CUMBERLAND, MD 21502
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301-759-4343

representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Direcotrs who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of October, 1981, and I acknowledge the same to be my act.

WITNESS:

Allan L Gerson

Donna L. Miller
DONNA L. MILLER

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 6th day of October, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared DONNA L. MILLER and she acknowledged the aforegoing Articles of Incorporation to be her act.

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

Allan L Gerson
Notary Public

My Commission Expires:

7/1/82

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

FILED FOR RECORD
APR 16 1982
at 1:30 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Land Records of
Allegany County, Maryland, and com-
pared by

Liber - 27 Page - 185

ARTICLES OF INCORPORATION

OF

TEE CHEMISE, INC.

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

Recorded in Liber 2521, folio 1158, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 117308

8100448

bt

LIBER 027 PAGE 186

WESTERN MARYLAND
SHOWCASE HOMES, INC.

FIRST: I, Eugene Murray Flinn, II, whose Post Office address is 14822 McMullen Highway, Cresaptown, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, which is hereafter referred to as the "Corporation", is WESTERN MARYLAND SHOWCASE HOMES, INC.

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

(1) To sell, install, and service new and used mobile homes; to engage in the brokerage and sale of used and new mobile homes; to engage in the sale of real estate and insurance; to engage in the sale of parts for mobile homes; and to engage in any other lawful purpose and/or business.

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

FOURTH: The Post Office address of the principal office of the Corporation in this State is 14822 McMullen Highway, Cresaptown, Maryland 21502. The name and Post Office address of the Resident Agent of the Corporation in this State is Eugene Murray Flinn, II, 14822 McMullen Highway, Cresaptown, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

APR 16-82 A 12:27420 ******4.50

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

BW

Compared and Mailed Delivered
Eugene M. Flinn II
TO 14822 McMullen Highway
Cresaptown, Md. 21502
April 19 19 82

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is four hundred (400) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Eugene Murray Flinn, II, Franklin C. White, and William F. Mosser.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such

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G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

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

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

(3) With respect to any Corporate representative other than a present or former Director or officer, the Corporation may indemnify such Corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a Corporate representative other than a present or former Director or officer successfully defends on the merits or otherwise any proceeding referred to in Subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such Corporate representative other than a present or former Director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such Corporate representative other than a present or former Director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1 day of July, 1981, and I acknowledge the same to be my act.

WITNESS:

G. Gary Hanna

Eugene Murray Flein

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

FILED FOR RECORD
APR 16 1982 19
at 1:30 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 190

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND SHOWCASE HOMES, INC.

348

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

Recorded in Liber 3519, folio 2523, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SA

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

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

A 116610

01664

LIBER 027 PAGE 191

WOMEN'S REFUGE, INC.
CUMBERLAND, MD

ARTICLES OF AMENDMENT

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

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

a. striking out Article Fifth and inserting in lieu thereof the following:

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

APR 16-82 4 [illegible]

b. by inserting as Article Tenth the following:

TENTH: 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 (or the corresponding provision of any future United States Internal Revenue Law.)

c. by inserting as Article Eleventh the following:

ELEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Tenth 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,

Bud
Compared and Mailed Delivered
TO Gayle Griffith Women's Refuge League
682 Furnace Street
Cumberland, Md
April 9, 1982

the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

SECOND: The amendments of the charter of the Corporation as hereinabove set forth has been duly approved by the board of directors of the Corporation. There are no members entitled to vote on this matter.

IN WITNESS WHEREOF: Women's Refuge, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on October 8, 1981.

ATTEST: WOMEN'S REFUGE, INC.

Judith M. Loff
SECRETARY

Sallie Bess P. Lumbla
PRESIDENT

THE UNDERSIGNED, President of Women's Refuge Inc., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Sallie Bess P. Lumbla

FILED FOR RECORD
APR 16 1982
at 1:32 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the
Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 193

ARTICLES OF AMENDMENT

OF

WOMEN'S REFUGE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 9, 1981 at 12:00 o'clock NOON M. as in conformity with law and ordered recorded.

Recorded in Liber 2521, folio 01663 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 117374

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LIBER 027 PAGE 194

ARTICLES OF INCORPORATION

OF

AMBROSE FOXXX POOLS, INC.

THIS IS TO CERTIFY:

FIRST: I, William L. Ambrose, whose post office address is Route 1, Box 200, McCoole, Maryland 21562, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

AMBROSE FOXXX POOLS, INC.

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

(1) To engage in the business of offering for sale and selling, installing and repairing and maintaining swimming pools, swimming pool equipment and accessories, swimming pool chemicals and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in the State is Route 1, Box 200, McCoole, Maryland 21562. The name and post office address of the resident agent of the Corporation in the State is William L. Ambrose, whose address is Route 1, Box 200, McCoole, Maryland 21562. Said resident agent is an individual actually residing in the State.

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

SIXTH: The number of directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three (3) provided that:

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

APR 22-82 A 27682 *****5.3(

Bw

Compared and Mailed Delivered

TO William L. Ambrose
Rt. 1 Box 200
McCoole, Maryland. 21562

April 27 1982

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: William L. Ambrose.

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

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

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

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

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

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LIBER 027 PAGE 196

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23 day of November, 1981, and I acknowledge the same to be my act.

WITNESS:

Michael W. Shay

William L. Ambrose

William L. Ambrose

FILED FOR RECORD
APR 22 1982
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Land Records of Allegany
County, Maryland and com-

LIBER 027 PAGE 197

ARTICLES OF INCORPORAION

OF

AMBROSE FOXXX POOLS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 25, 1981 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

01402

Recorded in Liber ~~2525~~ 2535, fol~~63233~~, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 119240

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LIBER 027 PAGE 198

ARTICLES OF INCORPORATION

OF

GILMAN - BELL, INC.

FIRST: We, the undersigned, Michael A. Bell, 605 Louisiana Avenue, Cumberland, Maryland, Janet L. Gilman, Cumberland, Maryland and John M. Robb, Jr., 141 Baltimore Street, First Federal Building, Cumberland, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as Incorporators, with the intention of forming a corporation under and by virtue of the public general laws of the State of Maryland.

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

GILMAN - BELL, INC.

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

a) to engage in the development, writing, producing, marketing, distributing, and selling of goods of all kinds, and especially the development, writing, producing, marketing, distributing, and running of a restaurant type business, to engage in commercial enterprises of every kind and description and to plan, project and engage in advertising of all kinds, through, by or in all media; to promote or engage in ventures or businesses of all kind; and in all fields, whether wholesale or retail; and to engage in development, manufacturing or processing and marketing of goods, wares, products and merchandise of every type and description; and to do any or all things necessary, convenient or desirable in connection with any of the aforesaid functions.

b) To manufacture, purchase, or otherwise acquire, hold mortgage, pledge, sell, transfer, or in any manner encumber or

APR 22-82 A 27683 *****5.3(

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

Compared and Mailed Delivered Bell
TO John M. Robb Jr. Esq.
141 Baltimore Street
First Federal Bldg
City Apr 27 1982

dispose of goods, wares, merchandise, equipment and other personal property of every kind.

c) To purchase, lease or otherwise acquire, hold, develop improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

d) To transact for itself or for the account of others, the business of general brokers, general agents, commercial agents, or buyers and sellers of, dealers, importers and exporters, of raw materials, parts, manufactured goods, equipment supplies and new or used merchandise of all kinds.

e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contract, 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 business, wholesale or retail, that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the Laws of Maryland, of stock bonds, or other securities of the Corporation or otherwise.

f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formula, and the like, which might be used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect to, sell, and otherwise turn to account, the same.

g) To purchase or otherwise acquire, hold or reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

otherwise dispose of any shares of stock of, or voting trusts, 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 obligation to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business, which may be deemed by it to be calculated, directly or indirectly, to

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof or to enhance the value of its property, business or rights.

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

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 209 Union Street, Cumberland, Maryland 21502; and the Resident Agent of said Corporation being John M. Robb, Jr., 141 Baltimore Street, First Federal Building, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares, without par value all of which shares are of one class and are designated common stock. Thestock shall be issued pursuant to Section 1244 Internal Revenue Code of 1954, and the incorporators hereby elect to issue said stock thereunder.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

SIXTH: The Corporation shall have least three directors, which number may be increased pursuant to the By-Laws of the Corporation; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are as follows: Michael A. Bell, Janet L. Gilman and John M. Robb, Jr.

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

a) The Board of Directors of the Corporation are hereby empowered to authorize from time to time the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

b) No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, 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 of 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 therat to authoirze any such contract or transaction.

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

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

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

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

e) Nowithstanding 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.

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ATTORNEY AT LAW
Cumberland, Maryland

f) The Board of Directors shall have power to declare and authoirze the payment of dividends, whether in cash or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders in cash or in stock, ie., payment shall not be in cash to one stockholder and in stock to another; the said Board of Directors shall have authority to exercise, without a notice 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 farnchises, in whole or in part, of other corporations or unincorporated businesses entitled whether associations partnerships or individuals.

g) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, providing that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescind by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation. This in no way limits the authoirty by the majority stockholders to exercise their right to make, alter or amend the By-Laws upon approval by a majority of the owners of the outstanding stock.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

LIBER 027 PAGE 205

Michael A Bell (SEAL)
MICHAEL A. BELL

Janet Gilman (SEAL)
JANET GILMAN

John M. Robb Jr. (SEAL)
JOHN M. ROBB, JR.

STATE OF MARYLAND,

ALLEGANY COUNTY TO WIT:

I HEREBY CERITFY, That on this 9th day of November, 1981, before me, the subscriber, a Notary Public of the State of Maryland, County aforesaid, personally appeared Michael A. Bell, Janet Gilman, and JOhn M. Robb, Jr., each satisfactorily made known to me and acknowledged the aforegoing Articles of Incorporatio to be their respective act and deed.

WITNESS my hand and Notarial Seal.

My Commission Expires: July 1, 1982.

Carrie A Brant Cobey
NOTARY PUBLIC

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

FILED FOR RECORD
APR 22 1982
at 9:30 o'clock A. M.
and same day Recorded in
Liber No. ---- Folio ----
one of the ---- Records of Allegany
Land Records of Maryland, and com-
Clerk

LIBER 027 PAGE 206

ARTICLES OF INCORPORATION

OF

GILMAN - BELL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 23, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2525, folio 209, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 26.00 Special Fee paid $ ----

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · BONA VOLUNTATIS TVÆ CORONANT NOS SCITO

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LIBER 027 PAGE 207

LAVALE LUMBER COMPANY, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, GREGORY H. GETTY, whose Post Office Address is 21 Prospect Square, Cumberland, Maryland 21502, being at least 18 years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the Corporation) is: LAVALE LUMBER COMPANY, INC.

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

(a) To engage in and operate a general lumber company and hardware store; to process, fabricate, manufacture, install, store, handle, transport, or otherwise work in or with building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall, tile, ornamental or other boards, brick, concrete, structural steel, reinforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and gravel, rosinous waxes, textiles, incinerators, cess pools and septic tanks, fencing, wire and staples, waterproofing materials, rubber, linoleums, carpets, builders tools and machinery, including buying and selling general hardware, electrical and gas appliances, housewares, general merchandise, including paints and painting supplies, not excluding any other articles of merchandise sometimes dealt in by hardware establishments, and any and every other material, appurtenants, or process useful in, necessary for, or convenient in building, construction, engineering, and maintenance.

(b) 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 permitted in the General Corporation Law of the State of Maryland, including, but not limited to, anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the Laws of the State of Maryland, as such laws are now in effect,

APR 22-82 A 27686 *****5.3(

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed Delivered By
TO Terry A. Griffin
23 Hardwood Street
Cumberland, Maryland
Apr 27 1982

or may, at any time hereafter be amended, and to do any and all things hereinabove set forth or authorized 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.

FOURTH: The Post Office address of the principal office of the Corporation in this State is: 926 National Highway, LaVale, Maryland 21502. The name and Post Office address of the Resident Agent of the Corporation in this State is: Terry A. Griffin, 23 Hardwood Street, 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) shares of common stock, without par value.

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

Terry A. Griffin

Larry E. Griffin

Michael Christopher

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) At each election of Directors, every 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 to cast 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 he 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 his intention to the Secretary of the corporation

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& PAYE
CUMBERLAND
MARYLAND

on or before the day preceeding the election, at which such Stockholder intends to cumulate his votes. All Stockholders may cumulate their votes if any Stockholder gives such notice.

(2) 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.

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

(4) The Board of Directors shall have power, if authorized by the By-Laws, to designate by Resolution of Recolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said Resolutions or in the By-Laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and the affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(5) The Board of Directors shall have power to borrow or rais money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorise the creation, issue, assumption or guaranty of bonds, notes, or other evidence of indebtedness for monies so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by a mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any

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& PAYE
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MARYLAND

part of the properties, assets and good will of the corporation then owned or thereafter acquired.

(6) 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 this corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation or entity; any Stockholders individually, or any firm or entity 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 this 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 this Corporation or 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 such 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.

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

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

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GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

EIGHTH: (1) As used in this Article Eighth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the

Annotated Code of Maryland (the "indemnifcation Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(1) The corporation shall indemnify a present or former Director or officer of the corporation in connection with any proceeding to the fullest extent permitted by, and in accordance with the Indemnification Section.

(3) With repsect to any corporation representative other than a present or former Director or officer, the corporation may indemnify such corporate representative in connection with the proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section, or any claim, issue or matter raised in such proceeding, the corporation shall not indemnify such corporate representative other than a present or former Director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who are not parties to the proceedings; or (ii) an affirmative vote at a duly consittuted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I, the undersigned, have signed these Articles of Incorporation, this 4th day of November, 1981, and I do hereby acknowledge the same to be my repsective act.

Witness:

Shirley M. Bittner

Gregory H. Getty (SEAL)

Gregory H. Getty

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
APR 22 1982
at 2:20 o'clock P. M.
and same day Recorded in
Liber No. 027 Folio 212
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 212

ARTICLES OF INCORPORATION

OF

LAVALE LUMBER COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 9, 1981 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2524, folio 00212 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

E-S

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVÆ CORONANTVR NOS QUADS

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LIBER 027 PAGE 213

MC INTYRE, INC.

ARTICLES OF DISSOLUTION

APR 22-82 A :27685 ******5.7(

McIntyre, Inc., a Maryland Corporation, having its principal office in the State of Maryland, at 80 LaVale Court, LaVale, 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 is 80 LaVale Court, LaVale, Maryland.

THIRD: The name and Post Office address of the resident agent of the Corporation in the State of Maryland, service and 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 James Alfred Avirett, One Washington Street, Cumberland, Allegany County, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The names and Post Office addresses of each of the Directors of the Corporation are as follows:

James Alfred Avirett
740 Washington Street
Cumberland, Maryland 21502

Norma M. McIntyre
80 LaVale Court
LaVale, Maryland 21502

BW
Compared and ~~Mailed~~ Delivered
TO James A. Avirett
One Washington Street
Cumberland, Maryland
Apr 27 1982

FIFTH: The name, title, and Post Office address of each of the Officers of the Corporation are as follows:

James Alfred Avirett
Vice President
740 Washington Street
Cumberland, Maryland 21502

Norma M. McIntyre
Secretary-Treasurer
80 LaVale Court
LaVale, Maryland 21502

SIXTH: The Board of Directors and all the owners of the issued and outstanding Capital Stock of McIntyre, Inc., at a joint special meeting, at which all the Directors and all the Stockholders were present, held October 14, 1981, approved a Plan of Complete Liquidation and Dissolution of the Corporation by unanimous action.

SEVENTH: The Corporation has conducted no business since October 14, 1981, other than those activities in connection with its dissolution and has no creditors.

EIGHTH: These Articles of Dissolution are accompanied by the Certificate of the Comptroller of the Treasury of Maryland, showing that all taxes and charges due the State of Maryland have been paid, and the statements of the Tax Collectors for Allegany County, Maryland and the City of Cumberland stating that all taxes due and owing by the Corporation are paid as of this date.

IN WITNESS WHEREOF, McIntyre, Inc., has caused these Articles of Dissolution to be signed in its name and on its behalf by its Vice President and the Corporate Seal to be hereto affixed and attested by its Secretary-Treasurer this 30th day of October, 1981.

LIBER 027 PAGE 215

ATTEST:

MC INTYRE, INC.

Norma M. McIntyre
Secretary-Treasurer

By: James Alfred Avirett
Vice President

STATE OF MARYLAND
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY That on this 30th day of October, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared James Alfred Avirett, Vice President of McIntyre, Inc., and in the name of and on behalf of said Corporation acknowledged the aforegoing Articles of Dissolution to be the Corporate Act of said Corporation, and made oath in due form of law that he was Chairman of the meeting of the Stockholders and Directors of the Corporation at which the dissolution of the Corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information, and belief.

WITNESS My hand and Notarial Seal.

Pamela J. Gross
Notary Public

My Commission expires: July 1, 1982

00039

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 269-3819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

LIBER 027 PAGE 216

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

McINTYRE, INC.

have been paid.

WITNESS my hand and official seal this

Second day of September A.D. 1981.

Jane M. Ruby
Deputy Comptroller

PS-409

FILED FOR RECORD
APR 22 1982 19 at 12:20 o'clock P. M.
and recorded aby Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland and com-
pared with the Original.
Clerk

LIBER 027 PAGE 217

ARTICLES OF DISSOLUTION

OF

MCINTYRE, INC.

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

Recorded in Liber 2524, folio 00035, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

eLS

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 30.00

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 118526

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LIBER 027 PAGE 218

THE MEMORIAL HOSPITAL AND MEDICAL CENTER OF CUMBERLAND, INC.

ARTICLES OF INCORPORATION

APR 22-82 A 27687 ********

FIRST: We, the undersigned, William L. Wilson, whose post office address is 527 Washington Street, Cumberland, Maryland, 21502, and Robert S. Paye, whose post office address is 21 Prospect Square, Cumberland, Maryland, 21502, all being at least eighteen (18) years of age, hereby form a nonstock corporation under the Maryland General Corporation Laws.

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

THE MEMORIAL HOSPITAL AND MEDICAL CENTER OF CUMBERLAND, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a nonstock charitable and educational organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and its regulations as now exist or as they may hereafter be amended ("the Internal Revenue Code") with the following specific purposes and powers:

(a) To lease, purchase or otherwise acquire, maintain, improve and operate a general hospital and medical center for the benefit of the whole public generally.

(b) To receive, take and acquire, by purchase or as a gift or grant, or to lease, from the Mayor and City Council of Cumberland, all the real and personal property commonly known as The Memorial Hospital and formerly under the control of The Board of Governors of The Memorial Hospital of Cumberland, Inc., an agency of the City of Cumberland, and thereafter to control, manage, renovate, improve, equip and operate said property as a non-profit general hospital and medical center, which shall be open to the general public, free of discrimination based on race, creed, color, sex or national origin.

(c) To serve and perpetuate, as nearly as a private, non-profit corporation may do so, purposes and objectives of The Board of Governors

Compared and Mailed Delivered BW

TO Robert S. Paye-Esq, 21 Prospect Square Cumberland Md

April 28 1982

of The Memorial Hospital of Cumberland, Inc., and the benefactors, from time to time, of such institution since its formation.

(d) To establish, maintain and operate programs and facilities for teaching and research in all branches of medical knowledge and clinical procedures.

(e) To have and exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon nonstock corporations by the Maryland General Corporation Law.

FOURTH: The post office address of the principal office of the Corporation in this State is 600 Memorial Avenue, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Robert S. Paye, 21 Prospect Square, Cumberland, Maryland, 21502, said resident agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The Trustees, holding office from time to time, shall constitute the members of the Corporation.

SIXTH: The business and affairs of the Corporation shall be managed under the direction of a Board of Trustees. The number of Trustee shall be nine (9) which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than nine (9), nor more than twelve (12). The Trustees shall be elected by the existing Trustees in such manner, and for such terms, as the By-laws may provide; provided, however, that the membership of the Board of Trustees shall include, as ex-officio members (i) the Mayor of the City of Cumberland, or a Councilman designated by such Mayor to serve in place of the Mayor, and (ii) the President of the County Commissioners of Allegany County, Maryland, or a County Commissioner designated by such President to serve in place of the President. The names of the Trustees, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Rebecca M. Reuse, Richard D. Schwab, G. O. Himmelwright, M. D., William L. Wilson, Richard E. Manning, George M. Wyckoff, Jr., Gary A. Ernest, John J. Coyle and Frank K. Nethken.

SEVENTH: The powers of the Corporation shall be subject to the following

terms, provisions and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or to any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, trustee or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Section 501 (h) and 4911 of the Internal Revenue Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

(b) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501 (c) (3) of The Internal Revenue Code, or by any organization, contributions to which are deductible under Section 170 (c) (2) thereof.

(c) In the event of the liquidation, dissolution or winding-up of the Corporation in any manner or for any reason whatever, all the assets of the Corporation, after the payment of the obligations and liabilities of the Corporation shall be distributed, transferred, conveyed, delivered and paid over unto the Mayor and City Council of Cumberland to be used exclusively for public purposes (if said Mayor and City Council of Cumberland shall be conclusively determined the proper or eligible recipient of such assets without in any way disqualifying this Corporation from exemption from federal income tax under Section 501 (c) (3) of The Internal Revenue Code) or, if not to said Mayor and City Council of Cumberland, then to any one or more domestic or foreign corporations or associations having a similar or analogous character or purpose as may be selected by the affirmative vote of a majority of the Trustees of Corporation entitled to

vote thereon, provided, however, that any transferee corporation or association shall qualify under the provisions of Section 501 (c) (3) of The Internal Revenue Code.

EIGHTH: The following provisions for the arrangement or conduct of the business of the Corporation are established:

(a) The Corporation shall provide necessary emergency medical care and services to residents of the City of Cumberland and Allegany County without regard for the ability of such patients to pay for such services.

(b) There shall at all times be maintained in a prominent position in the hospital building a proper tablet dedicated to the perpetual memory of those who died in the service of our country in wars or other engagements of the armed forces of the United States of America.

The Corporation may, by its by-laws, make any other provision or requirement for the arrangement or conduct of its business, provided the same be not inconsistent with these Articles of Incorporation, nor contrary to the laws of the State of Maryland, or of the United States.

IN WITNESS WHEREOF, We, the undersigned Incorporators, have signed these Articles of Incorporation, on this 20 day of October, 1981, and we acknowledge the same to be our respective act.

WITNESS:

Mary O. Emerick

Sandra K. Twigg

WILLIAM L. WILSON (SEAL)

ROBERT S. PAYE (SEAL)

FILED FOR RECORD
APR 22 1982
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. ——— Folio ———
one of the ——— Land Records of Allegany
County, Maryland and com-
pared by ———
Clerk

LIBER 027 PAGE 222

ARTICLES OF INCORPORATION

OF

THE MEMORIAL HOSPITAL AND MEDICAL CENTER OF CUMBERLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 6, 1981 at 3:50 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2523, fol. 03602 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 118492

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LIBER 027 PAGE 223

ARTICLES OF INCORPORATION

OF

MENTAL HEALTH SERVICES OF THE ALLEGHENIES, INC.

APR 22 82 A 12768E ********5.3(

FIRST: I, Gregory H. Getty, whose post office address is 21 Prospect Square, Cumberland, Maryland, 21502, being at least eighteen years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland.

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

MENTAL HEALTH SERVICES OF THE ALLEGHENIES, INC.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end, to take and hold, by bequest, devise, gift, purchase or Lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to the amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and re-invest 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 such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or any other trust instrument for the foregoing purposes, or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed Delivered Bus
Donald A. McMurray
TO 252 Seton Drive
Cumberland, Md.
Apr 28 1982

shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article of these Articles of Incorporation, or, as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force, or afterwards amended; to receive, take, title to, hold, and use the proceeds and income of stock, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation, organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent that the exercise of such powers are in the furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding 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).

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& PAYE
CUMBERLAND
MARYLAND

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by Sub-paragraph (a) and (b) of this Article Third are the following:

(1) To contribute to harmonious personal interrelationships, to strengthen the positive values of family life, and to promote healthy personality development and satisfactory social functioning by making available to any individual or family, professional counseling or other appropriate assistance to enable them to develop the capacity to handle their problems.

(2) To provide leadership and participation in community planning for the establishment and improvement of those social conditions essential to wholesome family life and multiplicity of services families and individuals require for adequate social functioning.

(3) To conduct group educational activities in the interest of disseminating knowledge about human relationships and social adjustment.

(4) To engage in research and conduct studies for the purpose of evaluating and testing methods and techniques of practice and administration, and examining services in relation to existing needs and other community resources.

(d) 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 powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars, to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this state is 952 Seton Drive, Cumberland, Maryland. 21502. The name and post office address of the Resident Agent of the Corporation in this state is Donald A. McMurray, 952 Seton Drive, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this state.

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GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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

SIXTH: The number of the Directors of the Corporation shall be twelve (12), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are: Donald F. Sause, Patricia A. Harness, David W. Edgerley, and Dwayne Oswald.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this, or any other State, having similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

EIGHTH: The Corporation may, by its by-laws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation, nor contrary to the laws of the State of Maryland, or the United States.

NINTH: In these Articles of Incorporation:

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures of is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or

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& PAYE
CUMBERLAND
MARYLAND

intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to, and shall include only, religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501 (c) (3) of the Internal Revenue Code of 1954, and only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time, and in such manner, as not to be subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

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GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by, and in accordance with, the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise, any proceeding referred to in Sub-Sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or Officer under the Indemnification Section, unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote of a duly constituted meeting of a majority of the Board of Directors who are not parties to the proceedings, or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who are not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 4th day of November, 1981, and I acknowledge the same to be my act.

WITNESS:

Shirley M. Fritner — Gregory H. Getty (SEAL)
GREGORY H. GETTY

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
APR 22 1982 1977
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 229

ARTICLES OF INCORPORATION

OF

MENTAL HEALTH SERVICES OF THE ALLEGHENIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 9, 1981 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2524, folio 00240, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

e.f.s

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 118560

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LIBER 027 PAGE 230

THE PRINCESS RESTAURANT, INC.

ARTICLES OF AMENDMENT

The Princess Restaurant, Inc., a Maryland corporation, having its principal place of business at 12 West Main Street, Frostburg, Allegany County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

APR 22-82 A 27679 ******5.3(

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article Second and by substituting in lieu thereof the following:

"Second: The name of the Corporation (which is hereinafter called the "Corporation") is: PAPPAS EATERY, INC.

SECOND: The Board of Directors of the Corporation, on July 1, 1981, by majority vote of the entire Board of Directors, duly adopted a resolution declaring that the name of the Corporation be changed as set forth herein and that said Amendment was advisable and directing its submission to a meeting of stockholders held on July 1, 1981. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Amendment was mailed to each stockholder on June 15, 1981, a date at least ten days in advance of the said meeting of stockholders. The Articles of Amendment duly submitted to and approved by the affirmative unanimous vote of all of the votes entitled to

Compared and Mailed Delivered
TO H. Gregory Steidmann Esq.
110 Washington Street
Cumberland, Md
Apr 28 1982

be cast thereon at the said meeting of stockholders.

IN WITNESS WHEREOF, THE PRINCESS RESTAURANT, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested to by its Secretary on this 1st day of July 1981, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of THE PRINCESS RESTAURANT, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST: THE PRINCESS RESTAURANT, INC.

Dorothy M Pappas, Secretary

By GEORGE PAPPAS, President

FILED FOR RECORD
APR 22 1982 19
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Land Records of Allegany County, Maryland
Clerk

LIBER 027 PAGE 232

ARTICLES OF AMENDMENT

OF

THE PRINCESS RESTAURANT, INC.

Changing its name to:

PAPPAS EATERY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 12, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2524, folio 02172, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · BONÆ VOLUNTATIS TVÆ CORONANTVR SCUTO NOS

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LIBER 027 PAGE 233

PRINCESS RESTAURANT, INC.

ARTICLES OF INCORPORATION

FIRST: I, H. Gregory Skidmore, whose post office address is 110 Washington Street, Cumberland, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by the virtue of the General Laws of the State of Maryland.

APR 22-82 A 27684 ******5.3(

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is PRINCESS RESTAURANT, INC.

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

(1) To acquire, hold, use, equip, outfit, supply, service, maintain and operate a restaurant.

(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 12 West Main Street, Frostburg, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is H. Gregory Skidmore, 110 Washington Street, 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 hundred (100) shares

Compared and ~~Mailed~~ Delivered

TO H. Gregory Skidmore Esq
110 Washington Street
Cumberland, Maryland 21502

April 28 1982

of common stock, without par value.

SIXTH: There being one stockholder in the Corporation, the number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1).

The name of the director who shall act until the first annual meeting or until his successor(s) is duly chosen and qualifies is: George William Pappas.

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the

terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

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

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

(3) With respect to any corporate representative other than present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of July, 1981, and I acknowledge the same to be my act.

WITNESS:

Joanne E. Appel

H. Gregory Skidmore

H. GREGORY SKIDMORE

FILED FOR RECORD
APR 22 1982 12 M.
at 2:30 o'clock P M. and same day Recorded in Liber No. ____ Folio ____ one of the ____ Records of Allegany County, Maryland and compared by me
Clerk

LIBER 027 PAGE 237

ARTICLES OF INCORPORATION

OF

PRINCESS RESTAURANT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 12, 1981 at 8:31 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2524, folio 02601, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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LIBER 027 PAGE 238

SPEELMAN ICE CREAM CO., INC.

APR 22-82 A 27688 ******

Articles of Sale and Transfer

ARTICLES OF SALE AND TRANSFER entered into this 30th day of October, 1981, by and between SPEELMAN ICE CREAM CO., INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor") and FRANK'S DAIRY, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of Transferee is: Frank's Dairy, Inc., 1605 Ford Avenue, Cumberland, Maryland 21502.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Speelman Ice Cream Co., Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Frank's Dairy, Inc., a corporation organized under the general laws of the State of Maryland.

Transferee was incorporated on July 31, 1980 under the general laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transfered to it as set forth in Article NINTH herein, is Twenty Eight Thousand Thirty Four 09/100 Dollars ($ 28,034.09) to be paid to the Transferor in accordance with the terms and conditions set forth in the proposed agreement and bill of sale (hereinafter referred to as the "agreement") between Transferee and Transferor dated October 30, 1981 which agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is in the City of Cumberland, State of Maryland. The only counties in which Transferor owns property, the title to which could be affected by the recording of any instrument among the Land Records, are Allegany and Garrett Counties.

Bw

Compared and Mailed Delivered

TO John J. Coyle Esq
110 Washington Street
Cumberland, Md. 21502

Apr 28 19 82

SIXTH: The location of the principal office of Transferee in the State of Maryland is 1605 Ford Avenue, Cumberland, Maryland 21502. Transferee owns property in this State in both Allegany and Garrett Counties.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Maryland under which Transferee was organized by a unanimous Informal Action of the Board of Directors.

NINTH: In consideration of the payment to the Transferor of Twenty Eight Thousand Thirty-four and 09/100 Dollars ($ 28,034.09), in accordance with the terms and conditions of the agreement, the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, all assets described and set forth in Exhibits A-1, A-2 and A-3 which are attached hereto and incorporated herein by reference.

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

IN WITNESS WHEREOF, SPEELMAN ICE CREAM CO., INC. and FRANK'S DAIRY, INC., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporate party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or assistant secretary, as of this 30th day of October, 1981.

ATTEST:

Secretary

SPEELMAN ICE CREAM CO., INC.

By
Walter Winfield, President

FRANK'S DAIRY, INC.

Secretary

By
Frank Shambaugh, President

The undersigned, President of Speelman Ice Cream Co., Inc., who executed on behalf of said corporation, the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Walter Winfield, President

The undersigned, President of Frank's Dairy, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof, are true in all material respects, under penalties of perjury.

Frank Shambaugh, President

EXHIBITS A1 & A2

DESCRIPTION	SERIAL NO.	CURRENT LOCATION
MCT 6 Kelvinator	254614	Squires Electric
Kelvinator MCT 7	257819	Sanitary Market
Kelvinator MCT 4.5 6	257948	Frost Village
Kelvinator MCT 8	204390	Millstone
Kelvinator MCT 8	204409	Joe's Market
Kelvinator MCT 7	195122	Reeses No. 1
Kelvinator MCT 6	202307	Oldtown General Store
Star Merchandiser	143231 BS	Day's Market
Lone Star Merchandiser	138199 JR	Moreland
Kelvinator MCT 7	195116	Bills Groc. Mt. Savage
MCT 8	206097	
Kelvinator 2 hole	197910 25 F	Gehaufs LaVale
Kelvinator 8 hole	1149205	Oakdale Groc. Motor City
Schaefer 8 foot	53414	Robert Market
DP 12 Hussman	011-925M	Robert Market
Schaefer 10 ft. lids	281779	LaVale Rexall Drugs
Kelvinator MCT 8	195577	Dressman's Market
Fridgidare 6 hole	UR 25JD	Bowler
Mohawk 520	88458	Toles Groc.
Kelvinator 8 hole	5A108617	Toles Groc.
Schaefer 4.5	6-143-9027	7-day Market
Kelvinator VGL 50 up	21731	Hartman
Kelvinator 6 hole	6064286	Hartman (house)
General Elect. Deep Fr.	RD 141607	Days (liquors)
Kelvinator MCT 6	187347	McDades
Kelvinator MCT 6	250211	McDades

LIBER 027 PAGE 241

02293

DESCRIPTION	SERIAL NO.	CURRENT LOCATION
Schaefer Glasstop	67084	McDades
Mohawk 10 hole	8468	McDades
Schaefer Glasstop		Pratts
Frigidare 4 hole	10N2803	Pratts
Kelvinator 6 hole	10F2803	Rocky Gap
Schaefer 6ft. counter	087-2157	Rocky Gap
Hussmann Dip 8 can	816862	Rocky Gap
Kelvinator 6 hole	6042976	Ritcheys
Schaefer slide top	058-130M	Jones
Kelvinator 6 hole	6-035-3925	Vine Street
Kelvinator 4 hole	68N54 UR 15 JD	Barton Amoco
Kelvinator 8 hole	5A012185	Jenkins Tavern
Mohawk 6 hole	1149201	Storty McKenzie
Kelvinator 10 hole	043926	Little Red Store
Deep Freeze	CB15EWV2D164834	Steuarts Groc.
Kelvinator Glasstop	1149205	G & B Liquors
Kelvinator Glasstop	10PF2 257735	Cutters Groc.
Schaefer	597138M 3B16	Midland Chevron
Kelvinator MCT 7	235295	Yost Market
Schaeffer 8 ft.	410361 (C568)	Yost Market
Bally 8 ft. counter	5122269	Yost Market
Schaeffer 4 hole	6226-261M	Krolls Market
Schaeffer 8 hole	6025626	Krolls Market
Kelvinator 10 hole	5A076582	Coney Island Frost.
Kelvinator MCT 6	202347	Steve Kenney Frost.
Schaeffer 4½ ft. Bubb	AFS 14-27769	J & J Bunns

LIBER 027 PAGE 242

02294

DESCRIPTION	SERIAL NO.	CURRENT LOCATION
Kelvinator 4 hole	016753	Au Crepe Paris
Schaeffer Dip	5556340	Sweet Tooth
Kelvinator DP16	196100	Sweet Tooth
General Elec. Deep Fryer	CB16LAB	Janes groc. Mt. Savage
Kelvinator 8 hole	54115889	Janes groc.
Schaeffer 6 ft.	21214	Bills Groc.
Frigidare 8 hole	UR 35 JD	Valley View Mt. Savage
Mohawk 6 hole	6047992	Shrine Picnic
Kelvinator 6 hole	2919735	Shrine Picnic
Kelvinator 6 hole	258A01	Shrine
Schaeffer Upright	251-273	Shrine
Kelvinator DP8		Dawsons Fair Grounds
Montgomery Ward	1761754	Dawsons Fair Grounds
Frigidare 8 hole	2867953	Dawsons Fair Grounds
Frigidare 8 hole	UR 35 JD 10	Dawsons Fair Grounds
General Electric	HF 166172	Starlight Skating Rink
DP8 Dip Cabinet		Chicken Jubilee
Balley Bubble 4 ft.	194670	Patitucci
Kelvinator MCT 8	250500	Patitucci
Schaeffer	6-111-325	Stegmanns Groc.
Glass Top	4-946-676M	Servomation Beall St.
Gen. Elec. Chest	HE 180961	Servomation Celanese
Gen. Elec. Chest	SV 161301 CB15ESP	A.C.C.
Anheuser Busch Glass	6274	A.C.C.
Kelvinator Upright	150500	Memorial Hospital
Schaeffer 4 hole	1068005	Memorial Hospital

LIBER 02027 PAGE 243

02295

DESCRIPTION	SERIAL NO.	CURRENT LOCATION
Schaeffer Bubble Top	678211	Joes Market
Schaeffer Glass Top	6-122-523-CB160	Joes Market
Mohawk Open Top	235694	Sanitary Market
Schaeffer Bubble Top	017-8747	Oldtown Gen. Store
Schaeffer Flat Top	6-044-000	Fannie Grocery
Kelvinator Flat Top	260102 K6CT66T	
Kelvinator 6 hole	1149215	
Kelvinator 6 hole	6064217	
Kelvinator 8 hole	B6F870	
Universal Upright	221751	
Kelvinator 4 hole	1149440	
Kelvinator 2 hole	2921732	
Kelvinator 4 hole	175175	
Kelvinator 6 hole	64539	Frank's Dairy
Kelvinator Glass Top	268492	Frank's Dairy
Kelvinator 4 hole	68N54	Baily
Kelvinator 4 hole	7411X	Steve Kenney
Kelvinator 4 hole	166192	Curtis Frost.
Glass Top	GETD329444	Servomation Luke Mill
	6 DAN 412 481	Holiday Inn
General Electric	RD160317	Holiday Inn
	841623	White Oak Lanes
Schaeffer	022-5597	Caporales
Gen. Electric Upright	229445	Blind Industries
Scaheffer 50 GFS	022-559M	LaNeves
Schaeffer Glass Top	5-977-138M	Midco

LIBER 027 PAGE 244

[redacted] [redacted] [redacted]

02296

DESCRIPTION	SERIAL NO.	CURRENT LOCATION
Merchandiser	138199JF	Horners Mkt. Hyndman
Masterbuilt 8 ft.	37764	Leisters Groc.
Kelvinator 8 hole	1149488	Hidden Springs
Kelvinator MCT 8	206097	Millerdale Groc.
Kelvinator MCT 8	195579	Kennys
Kelvinator 8 hole	194664	Kennys
Kelvinator 8 hole	6048250	Blue Jay
Kelvinator 8 hole	A061441	Carder Texaco
Kelvinator Flat Top	294498	Springfield Post Office
Hussmann 4 door top	762224202B	Hahn Groc. Ft. Ashby
Star Merchandiser	368-297	Hahn Groc. Ft. Ashby
Bally 4 ft.	CS1334902	Reeses No. 1
Kelvinator Chest MCT	195117	Reeses No. 1
Mohawk Slidetop 6 ft.	90116	Reeses No. 2
Mohawk Slidetop 6 ft.	69779	Reeses No. 2
Gen. Elec. Chest	AD16368 CB8DUC	Keyser Phillips 66
Schaeffer 8 ft.	0799557 6FS60	Food-a-rama Piedmont
Bally Countertop	113363	Food-a-rama Piedmont
Kelvinator MCT 7	195117	Northside Grocery
General Electric Chest	HE 180170	Servomation Bauch & Lomb
	MV142870	Servomation G. Co. Hosp.
General Electric Chest	LV141649	Sterling Poultry

LIBER 027 PAGE 245

02297

EXHIBIT A3

1. All right, title and interest in and to a leasehold interest represented by a lease dated June 28, 1979 by and between Equitable Trust Bank, Lessor, and Speelman Ice Cream Co., Inc., Lessee, concerning a 1979 International Truck; model no. 1724-"s"; body style - 152'WB 20,200 GVW, Vehicle I.D. No. AA172JHB33999.

2. All right title and interest in and to a leasehold interest represented by a lease dated June 28, 1979 by and between Equitable Trust Bank, Lessor, and Speelman Ice Cream Co., Inc., Lessee, concerning a 1979 International Truck; model no. 1724-"s"; body style - 152'WB 20,200 GVW; Vehicle I.D. No. AA172JHB33993.

3. All right, title and interest in and to a leasehold interest represented by a lease dated July 27, 1979 by and between Equitable Trust Bank, Lessor, and Speelman Ice Cream Co., Inc., Lessee, concerning a 1979 Barr Cannon Hackney; body style - ADDF-084 with refrigeration unit.

LIBER 027 PAGE 247

FILED FOR RECORD
APR 22 1982
at 9:30 O'clock A M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF TRANSFER

BETWEEN

SPEELMAN ICE CREAM CO., INC. (MD. CORP.) Transferor

AND

FRANK'S DAIRY, INC. (MD CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland November 2, 1981 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

10

Recorded in Liber 2513, folio 02289 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 28.00 Special Fee paid $_____

To the clerk of the Circuit Court of Allegany County

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

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LIBER 027 PAGE 248

WESTERN MARYLAND II AUXILIARY FUND, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: Western Maryland II Auxiliary Fund, Inc., hereby amends its Articles of Incorporation as follows:

1. The name of the Corporation is hereby changed to:

THE JOSEPH D. BRANDENBURG CENTER
AUXILIARY FUND, INC.

2. All references in the Articles approved by the State Department of Assessments and Taxation on October 23, 1978 to the Western Maryland II Mental Retardation Center are hereby changed so as to refer to The Joseph D. Brandenburg Center.

3. These changes are being made because of the change of name of the Mental Retardation Center located in Allegany County, Maryland, for the benefit of which this Corporation was formed.

SECOND: The above Amendments were advised and approved by a majority of the entire Board of Directors of the Corporation at a meeting duly called and held on September 14, 1981.

THIRD: No stock entitled to be voted in the matter was outstanding or subscribed for at the time of the approval, and there are no members of the Corporation other than the members of the Board of Directors.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and attested

Compared and ~~Mailed~~ Delivered Bus
TO D. Douglas Reinhard Esq.
Liberty Trust Building
Cumberland, Maryland 21502
April 28 1982

to by its Secretary this 5th day of ~~September~~ October, 1981.

ATTEST:

WESTERN MARYLAND II AUXILIARY FUND, INC.

G. Douglas Reinhard
G. DOUGLAS REINHARD,
Secretary

By Michael P. Stakem (SEAL)
MICHAEL P. STAKEM,
President

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 5th day of ~~September~~ October, 1981, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared MICHAEL P. STAKEM, known to me (or satisfactorily proven) to be the person whose name is subscribed in the aforegoing instrument, and he acknowledged himself to be President of Western Maryland II Auxiliary Fund, Inc., a Corporation, and that ss such President, being authorized so to do, he executed the foregoing Articles of Amendment for the purposes therein contained by signing the name of the Corporation by himself as President, and he further made oath in due form of law that the matters set forth in the Articles of Amendment regarding the authorization and approval of the Amendments are true and correct.

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

My Commission Expires:
July 1, 1982

Jean Bochy
Notary Public

JEAN BOCHY NOTARY PUBLIC ALLEGANY COUNTY, MD.

FILED FOR RECORD
APR 22 1982
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland
Clerk

LIBER 027 PAGE 250

ARTICLES OF AMENDMENT

OF

WESTERN MARYLAND II AUXILIARY FUND, INC.

Changing its name to:

THE JOSEPH D. BRANDENBURG CENTER
AUXILIARY FUND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 4, 1981 at 12:00 o'clock Noon ☐M. as in conformity with law and ordered recorded.

Recorded in Liber 2523, folio 2639 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · SCITO TUTAM IRE VOLENTATIS IONE CORONASTI NOS

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LIBER 027 PAGE 251

YOMMER'S C & P, INC.

ARTICLES OF AMENDMENT

APR 22-82 A #27681 *****5.3(

Yommer's C & P, Inc., a Maryland corporation, having its principal office at Frostburg, Maryland (hereinafter referred to as the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the Department) that:

FIRST: The Charter of the Corporation is hereby amended by deleting therefrom in its entirety Article SECOND, which read as follows:

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation" is YOMMER'S C & P, INC.

and by substituting in lieu thereof, the following new Article SECOND, which provides for a change of name:

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation" is HANSEL'S RUSTPROOFING, INC.

SECOND: Said amendment was advised and approved by the entire board of directors, and approved by all the share holders.

IN WITNESS WHEREOF, YOMMER'S C & P, INC., has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunder affixed by its Secretary, on this 16th day of September, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of YOMMER'S C & P, INC., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in

DERRICK & BRASKEY
ATTORNEYS AT LAW
GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

Compared and Mailed Delivered

TO Braskey Esq

Apr 28 1982

all material respects to the best of his knowledge, information and belief.

ATTEST: YOMMER'S C & P, INC.

Frances L. Hansel By Ronald E. Hansel

Secretary President

DERRICK & BRASKEY
ATTORNEYS AT LAW
GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

FILED FOR RECORD
APR 22 1982
at 2:32 o'clock P M.
and same day Recorded in
Liber No. Cap. Folio
one of the Land Records
Allegany County, Maryland, and com-
pared by

LIBER 027 PAGE 253

ARTICLES OF AMENDMENT

OF

YOMMER'S C & P, INC.

Changing its name to:

HANSEL'S RUSTPROOFING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 12, 1981 at 3:00 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2524, folio 1405 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuitr Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · VOLUNTATIS TVÆ CORONATUS NOS BONA SCEPTO

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Page 5 LIBER 027 PAGE 254

Youth Evangelism Ministries Incorporated
"Articles of Amendment"

APR 22-82 A 27678 *****

Youth Evangelism Ministries Incorporated a Maryland corporation having its principal office in the City of Cumberland, in the County of Allegany, Maryland, hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby ammended by striking out a portion of the Seventh paragraph as follows:
"In the event of the Founder-Exec. Director's death, his spouse will automatically become head of the Ministry." (REMOVED)
and inserting in lieu thereof the following:
"In the event that a Board Member should want to resign, he or she must submit personally, in writing, within 30 days of leaving, the reason or reasons for such actions. Upon doing so, if the problem or problems cannot be solved, or if the person feels directed into another area of ministry, the remaining Board Members will accept the letter of resignation.

If any member should depart from the faith set forth in the Scriptures, a brother is to go to him or her and try to restore them back into fellowship with the Lord and with the Ministry. If the person will not receive counsel from one, then he or she shall take another person with them and go to the member again;if he will not receive counsel again, then he or she will be brought before the Board and if after this the person will not correct the error or problem, then that person will be dismissed from the Ministry as an officer of the Ministry, Youth Evangelism Ministries Inc..

In the event of a member dying, the remaining Board shall appoint someone to take their place. (INSERTED)

The Charter of the Corporation is hereby ammended by striking out a portion of the Seventh paragraph as follows:"Upon Dissolution of Youth Evangelism Ministries Incorporated; All monies, ASSETS, etc., will be distributed to VARIOUS MINISTRIES OR ORGANIZATIONS, "(Removed)
And Inserting in Lieu the following:

Seventh Paragraph's 1&2 IRS Code:
"The following provisions are hereby adapted for the purpose of defining, limiting, and regulating the powers of the Corporation and of Directors and Members.
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 enpowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposed of this Corporation. The Corporation shall not get involved in any political activities as a Corporation, nor will it attempt to influence legislation, or intervene in any political campaign whatsoever.
The Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code.
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such like manner, or to such organizations organized and operated exclusively for charitable, eduactional, 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

Compared and Mailed Delivered
TO Rev Paul D. Sowers
PO Box 230
New Port News Virginia 23607
Apr 22 1982

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 principle office of the Corporation is then located, exclusively for such purposes or to such organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

Eigth:
The charter of the Corporation is hereby ammended by striking out the following names and titles from the Corporation:
Rev. Paul Rosenberger III, Assistant Director
Dwight T. Woodcock, Advisor and Trustee
Lisa Woodcock, Secretary and Treasurer (Removed)
and inserting in lieu thereof the following names and titles:
Timothy Bazemore, Treasurer and Trustee
Rev. Tyrone Campbell, Trustee and Board Member
Brenda Campbell, Trustee, Board Member, Secretarial Assistant
William West, Trustee and Board Member
Warren Smith, Trustee and Board Member

Second: The ammendments of the charter of the Corporation as hereinabove set forth have been duly advised and approved by the Board of Directors of the Corporation. There are no members.

Third: NON*STOCK CORPORATION : There are no members.

The UNDERSIGNED, President (vice-President) of Youth Evangelism Ministries Incorporated who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalty of perjury.

Dana A. Powers
Secretary
Warren Smith Jr.
Outreach Director

Rev. Paul D. Powers President
President
Youth Evangelism Ministries
Incorporated

In Witness Whereof: (YOUTH EVANGELISM MINISTRIES Incorporated), has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and attested by its Secretary or one of its Assistant Secretaries on November 5, 1981.

ATTEST:

Dana A. Powers
SECRETARY
Warren Smith Jr.
Outreach Director

(YOUTH EVANGELISM MINISTRIES Incorporated)
BY: Rev. Paul D Powers Pres.
PRESIDENT

LIBER 027 PAGE 256

FILED FOR RECORD
APR 22 1982
at 9:30 o'clock AM
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk.

ARTICLES OF AMENDMENT

OF

YOUTH EVANGELISM MINISTRIES INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland November 19, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2525, folio 3074, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 119212

8102393

0024
0648

Filing Fee: $ 78.00

LIBER 027 PAGE 257

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO

APR 26-82 A 28018 *****7.35

CRAIG MOTOR SERVICE COMPANY, INC.

Pursuant to the provisions of Section 3-109 of the Code of Maryland, the undersigned domestic and foreign corporations agree to merge and hereby adopt the following Articles of Merger for such purpose of merging them into one of such corporations:

The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State of Incorporation	Date of Incorporation
Craig Motor Service Company of Maryland, Inc. (herein called "Craig Maryland")	Maryland	Sept. 25, 1967
Craig Motor Service Company, Inc. (herein called "Craig W.V.")	West Virginia	Nov. 7, 1977
Peerless International, Inc. (herein called "Peerless")	Georgia	July 18, 1978

Each of Craig W.V. and Peerless were incorporated under general law. Peerless is not registered to do business in the State of Maryland and neither:

(a) has an office in Maryland, or

(b) owns an interest in land in Maryland.

Craig W.V. is registered to do business in the State of Maryland having registered and qualified on September 3, 1942.

There is no real property being transferred by this document.

The laws of the States under which such foreign corporations are organized permit such a merger.

The name of the surviving corporation is Craig Motor Service Company, Inc. and it is to be governed by the laws of the State of West Virginia. The location of the principal office of the surviving corporation is 131 West Pike Street, Clarksburg, West Virginia.

The Agreement and Plan of Merger (attached hereto and hereby incorporated by reference in these Articles of Merger) was advised by the board of directors and approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Code of Maryland, and was approved by the undersigned foreign corporations in the manner prescribed by the laws of the States under which they are organized:

Compared and Mailed Delivered Bus
Telford, Bartlett & Co.
TO P.O. Box 1916
Clarksburg, W.Va. 26302
April 30 1982

As to each of the undersigned corporations, the authorized capital, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Authorized Capital	Number of Shares Outstanding	Entitled to Vote as a Class: Designation of Class	Entitled to Vote as a Class: Number of Shares
Craig W.V.	2,500,000 common shares with a par value of $1.00 each	1,802,477	Common	1,802,477
Craig Maryland	50,000 shares with a par value of $1.00 each	1	Common	1
Peerless	550,000 common shares with a par value of $.01 each; and 10,000 8% non-cumulative, non-voting preference shares redeemable at a par value of $1.00 each	195,000 10,000	Common 8% non-cumulative non-voting redeemable preferred	195,000

As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and agrainst such Plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares Entitled to Vote as a Class: Class	Voted For	Voted Against
Craig W.V.	1,802,477	NIL	Common	1,802,477	NIL
Craig Maryland	1	NIL	Common	1	NIL
Peerless	195,000	NIL	Common	195,000	NIL

Since the surviving corporation is to be governed by the laws of the State of West Virginia, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Maryland in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for

the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints Stephen R. Pagenhardt, Professional Building, Oakland, Maryland, 21150 as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Code of Maryland with respect to the rights of dissenting sharehoders.

DATED July 31, 1981.

CRAIG MOTOR SERVICE COMPANY, INC.

By _____
Its Vice-President

and _____
Its Secretary

CRAIG MOTOR SERVICE COMPANY OF MARYLAND, INC.

By _____
Its Vice-President

and _____
Its Secretary

PEERLESS INTERNATIONAL, INC.

By _____
Its Vice-President

and _____
Its Secretary

PROVINCE OF MANITOBA

SS

COUNTY OF SELKIRK

I, EUGENE N. HRETZAY, a notary public, do hereby certify that on this 31st day of July, 1981, personally appeared before me DONALD DAWSON who, being by me first duly sworn, declared that he is a Director and Vice-President of Craig Motor Service Company, Inc., that he signed the foregoing document at WINNIPEG, Manitoba of the corporation, and that the statements therein contained are true.

Notary Public

A NOTARY PUBLIC
IN AND FOR THE PROVINCE OF MANITOBA

(NOTARIAL SEAL)

My Commission is permanent

PROVINCE OF MANITOBA

SS

COUNTY OF SELKIRK

I, EUGENE N. HRETZAY, a notary public, do hereby certify that on this 31st day of July, 1981, personally appeared before me DONALD DAWSON who, being by me first duly sworn, declared that he is a Director and Vice-President of Craig Motor Service Company of Maryland, Inc., that he signed the foregoing document at WINNIPEG, Manitoba of the corporation, and that the statements therein contained are true.

Notary Public

A NOTARY PUBLIC
IN AND FOR THE PROVINCE OF MANITOBA

(NOTARIAL SEAL)

My Commission is permament

PROVINCE OF MANITOBA

SS

COUNTY OF SELKIRK

I, EUGENE N. HRETZAY, a notary public, do hereby certify that on this 31st day of July, 1981, personally appeared before me DONALD DAWSON who, being by me first duly sworn, declared that he is a Director and Vice-President of Peerless International, Inc., that he signed the foregoing document at WINNIPEG, Manitoba of the corporation, and that the statements therein contained are true.

Notary Public

A NOTARY PUBLIC
IN AND FOR THE PROVINCE OF MANITOBA

(NOTARIAL SEAL)

My Commission is permanent

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LIBER 027 PAGE 262

AGREEMENT AND PLAN OF MERGER

CRAIG MOTOR SERVICE COMPANY, INC. (W.V.),

CRAIG MOTOR SERVICE COMPANY OF MARYLAND, INC. (MD.),

- AND -

PEERLESS INTERNATIONAL, INC. (GA.)

This Agreement and Plan of Merger made and entered into this 31st day of July , 1981, (hereinafter referred to as the "Agreement") by and between Craig Motor Service Company, Inc., a West Virginia corporation (hereinafter referred to as "Craig Motor Service Company, Inc. (W.V.)"), Craig Motor Service Company of Maryland, Inc., a Maryland corporation, (hereinafter referred to as "Craig Motor Service Company of Maryland, Inc. (MD.)"), and Peerless International, Inc., a Georgia corporation, (hereinafter referred to as "Peerless International, Inc. (GA.)") (said corporations being hereinafter referred to collectively as the "Merging Corporations"):

W I T N E S S E T H

WHEREAS, Craig Motor Service Company, Inc. (W.V.) is a corporation duly organized and validly existing under the laws of the State of West Virginia; and

WHEREAS, Craig Motor Service Company of Maryland, Inc. (MD.) is a corporation duly organized and validly existing under the laws of the State of Maryland; and

WHEREAS, Peerless International, Inc. (GA.) is a corporation duly organized and validly existing under the laws of the State of Georgia; and

WHEREAS, the Boards of Directors of each of said corporations do deem it advisable and for the benefit of each of said corporations and their respective stockholders that Craig Motor Service Company of Maryland, Inc. (MD.) and Peerless International, Inc. (GA.) merge themselves into Craig Motor Service Company, Inc. (W.V.);

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and among the parties hereto, subject to the approval and adoption of this Agreement by the respective shareholders of each of the Merging

Compared and Mailed Delivered

TO_____

_____19____

Corporations which are parties hereto, and subject to the conditions hereinafter set forth, that Craig Motor Service Company of Maryland, Inc. (MD.) and Peerless International, Inc. (GA.) be merged into and with Craig Motor Service Company, Inc. (W.V.) (hereinafter referred to as the "Surviving Corporation"), the corporate existence of which shall be contained under the name of the Surviving Corporation, and thereafter the individual existence of Craig Motor Service Company of Maryland, Inc. (MD.) and Peerless International, Inc. (GA.) shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect and the manner of converting the shares of Craig Motor Service Company of Maryland, Inc. (MD.) and Peerless International, Inc. (GA.) into securities of the Surviving Corporation are and shall be as follows:

1.

The acts and things required to be done by the Code of West Virginia, the Maryland Business Corporation Code and the Georgia Business Corporation Code in order to make this Agreement effective, including the submission of this Agreement to the shareholders of each of the Merging Corporations and the filing of the Articles of Merger in the manner provided for in said Codes, shall be attended to and done by the proper officers of the Merging Corporations as soon as possible.

2.

The merger herein contemplated shall be effective between the parties hereto upon the date of execution of this Agreement (the "Effective Date"). As soon as possible after the Effective Date the parties shall file Articles of Merger with the respective Secretary of State of each of the States of West Virginia, Maryland and Georgia with the date of filing with the Secretary of State of the State of West Virginia being the "Filing Date".

3.

The Articles of Incorporation of Craig Motor Service Company, Inc. a copy of which is attached hereto as Exhibit A and made a part hereof, shall on the Effective Date be the Articles of Incorporation of the Surviving Corporation, with the same force and effect as if herein set forth in full. From and after the Filing Date, and until further amended as provided by law, the said Articles of Incorporation, a copy of which is attached as Exhibit A, separate and apart from this Agreement, shall be the Articles of Incorporation of the Surviving Corporation, and in addition to the powers conferred on it by statute the Surviving Corporation shall have the powers set forth therein and shall be governed by the provisions thereof.

4.

Until altered, amended or repealed, as therein provided, the By-Laws of Craig Motor Service Company, Inc. (W.V.) as in effect on the Filing Date, a copy of which is attached hereto as Exhibit B and made a part hereof, shall be the BY-laws of the Surviving Corporation.

5.

Upon the merger contemplated herein becoming effective, the directors of the Surviving Corporation shall be as follows:

Name of Directors	Address
Nathan Starr	150 Betty Ann Drive Willowdale, Ontario
Donald Dawson	46 Lake Park Drive Winnipeg, Manitoba

Said persons shall hold office until the next annual meeting of the stockholders of the Surviving Corporation or until their respective successors are elected in accordance with the By-Laws of the Surviving Corporation. If on the Effective Date any vacancy shall exist on the Board of Directors of the SUrviving Corporation, such vacancy shall be filled in the manner specified in the By-Laws of the Surviving Corporation.

6.

The Manner of converting or otherwise dealing with the shares of each of the Merging Corporations is as follows:

(a) Upon the Effective Date of the merger:

(i) all shares of the common stock of Craig Motor Service Company, Inc. (W.V.) issued and outstanding shall be exchanged on a one for one basis for common stock of the Surviving Corporation.

(ii) all shares of the common stock of Peerless International, Inc. (GA.) issued and outstanding shall be exchanged on a one for basis for common stock of the Surviving Corporation.

(iii) all shares of the preferred stock of Peerless International, Inc. (GA.) issued and outstanding shall be exchanged on a one for one basis for preferred stock of the Surviving Corporation.

(iv) Craig Motor Service Company, Inc. (W.V.) owns all of the capital stock of Craig Motor Service Company of Maryland, Inc. (MD.) so that Craig Motor Service Company of Maryland, Inc. (MD.)

will merge into Craig Motor Service Company, Inc. (W.V.) and there shall be no new shares of the Surviving Corporation issued.

(b) From and after the Effective Date, each holder of any of the shares to be converted as provided in the preceding paragraph shall be entitled, upon presentation and surrender to the Surviving Corporation of the certificates representing such shares, to receive in exchange therefor certificates representing the number of shares of the stock of the Surviving Corporation into which such shares shall have been converted, said surrendered shares to be cancelled.

7.

Upon the Effective Date, the separate existence of Craig Motor Service Company of Maryland, Inc. (MD.) and Peerless International, Inc. (GA.) shall cease, and in accordance with the terms of this Agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Merging Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to share, and all other choses in action and all and every other interest of or belonging to or due to each of such corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Merging Corporations, and the title to any real estate, whether by deed or otherwise, vested in either of said corporations, shall not revert or be in any way impaired by reason of this merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Merging Corporations, and any claim existing or action or proceeding pending by or against any of said Merging Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Merging Corporations shall be impaired by the merger.

8.

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Craig Motor Service Company of Maryland, Inc. (MD.) or Peerless International, Inc. (GA.) shall and will execute and make all such proper assignments and

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assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purpose of this Agreement.

9.

Craig Motor Service Company of Maryland, Inc. (MD.) and Peerless International, Inc. (GA.) represent and warrant to Craig Motor Service Company, Inc. as follows:

(a) Craig Motor Service Company of Maryland, Inc. (MD.) is a corporation duly organized, validly existing and in good standing under the laws of the State of Maryland; has full corporate power to carry on its business as it is now being conducted, and to own and operate the properties and assets now owned or operated by it, and is duly qualified to do business and is in good standing in each jurisdiction where the conduct of its business or the ownership of its property requires such qualification;

(b) Craig Motor Service Company of Maryland, Inc. (MD.) has issued and outstanding 1 share. The one outstanding share of Craig Motor Service Company of Maryland, Inc. (MD.) is validly issued, fully paid and non-assessable.

(c) The execution of this Agreement has been duly authorized by the Board of Directors of Craig Motor Service Company of Maryland, Inc. (MD.) and no further corporate action is necessary for the execution hereof. Neither the execution and delivery of this Agreement, nor the consummation of the transactions provided for herein, will violate any material agreement to which Craig Motor Service of Maryland, Inc. (MD.) is a party or by which it is bound or any provision of its Articles of Incorporation or By-laws or any law, order or decree (except that such consummation is subject to shareholder approval as set forth herein).

(d) Craig Motor Service Company of Maryland, Inc. (MD.) is not a party to any agreement or instrument or subject to any charter or other corporate restriction or any judgment, order, writ, injunction, decree, rule or regulation which materially or adversely affects, or so far as Craig Motor Service Company of Maryland, Inc. (MD.) can now foresee, may in the future materially or adversely affect its business operations, prospects, properties, assets or financial condition.

(e) Peerless International, Inc. (GA.) is a corporation duly organized, validly existing and in good standing under the laws of the State of Georgia; has full corporate power to carry on its business as it is now being conducted, and to own and operate the properties and assets now owned or operated by it, and is duly qualified to do business and is in good standing in each jurisdiction where the conduct of its business or the ownership of its property requires such qualification;

(f) Peerless International, Inc. (GA.) has issued and outstanding 195,000 common shares and 10,000 8% non-cumulative non-voting redeemable preferred shares. All of the outstanding shares of Peerless International, Inc. (GA.) are validly issued, fully paid and non-assessable.

(g) The execution of this Agreement has been duly authorized by the Board of Directors of Peerless International, Inc. (GA.) and no further corporate action is necessary for the execution hereof. Neither the execution and delivery of this Agreement, nor the consummation of the transactions provided for herein, will violate any material agreement to which Peerless International, Inc. (GA.) is a party or by which it is bound or any provision of its Articles of Incorporation or By-laws or any law, order or decree (except that such consummation is subject to shareholder approval as set forth herein).

(h) Peerless International, Inc. (GA.) is not a party to any agreement or instrument or subject to any charter or other corporate restriction or any judgment, order, writ, injunction, decree, rule or regulation which materially or adversely affects, or so far as Peerless International, Inc. (GA.) can now foresee, may in the future materially or adversely affect its business operations, prospects, properties, assets or financial condition.

Craig Motor Service Company, Inc. (W.V.) represents and warrants to Craig Motor Service Company of Maryland, Inc. (MD.) and Peerless International, Inc. (GA.) as follows:

(a) Craig Motor Service Company, Inc. (W.V.) is a corporation duly organized, validly existing and in good standing under the laws of the State of West Virginia; has full corporate power to carry on its business as it is now being conducted, and to own and operate the properties and assets now owned or operated by it, and is duly qualified to do business and is in good standing in each jurisdiction where the conduct of its business or the ownership of its property requires such qualification;

(b) Craig Motor Service Company, Inc. (W.V.) has issued and outstanding 1,802,477 shares, all entitled to vote. All of the outstanding shares are validly issued, fully paid and non-assessable.

(c) Craig Motor Service Company, Inc. (W.V.) is not a party to any agreement or instrument or subject to any charter or other corporate restriction or any judgment, order, writ, injunction, decree, rule or regulation which materially and adversely affects, or so far as Craig Motor Service Company, Inc. (W.V..) can now foresee, may in the future materially or

adversely affect its business operations, prospects, properties, assets or financial condition.

11.

If the merger contemplated hereby becomes effective, all expenses incurred hereunder shall be borne by the Surviving Corporation. If, for any reason other than breach of the covenants of the parties set forth herein, the merger shall not become effective or shall be abandoned, then each of the Merging Corporations shall bear its own expense, separately incurred in connection herewith, with no liability to the other parties hereto, and each shall pay one-third (1/3) of the expenses incurred by them severally.

12.

All notices, waivers, consents or requests required or permitted hereunder shall be in writing and shall be deemed to have been duly given to all parties on the date of delivery or when deposited in the United States mail, postage prepaid in an envelope properly addressed as follows:

Acklands Limited
100 Norfinch Drive
Downsview, Ontario, M3N 1X2

13.

Each of the Merging Corporations represents to the other that it has not incurred and will not incur any liability for brokerage fees or agent's commissions in connection with the agreement and the merger contemplated hereby.

14.

The warrants and representations of the Merging Corporations contained in paragraphs 9 and 10 of this Agreement shall survive the Effective Date.

15.

At any time before or after approval and adoption by the respective stockholders of the Merging Corporations, this Agreement may be modified in matters of form, or supplemented by additional agreements, articles or certificates, as may be mutually determined by the Board of Directors of the Merging Corporations to be necessary, desirable or expedient to clarify the intention of the parties hereto or to effect or facilitate the filing, recording or official approval of this Agreement and the consummation of the merger herein contemplated, in accordance with the purpose and intent of this Agreement.

IN WITNESS WHEREOF, Craig Motor Service Company, Inc. (W.V.), Craig Motor Service Company of Maryland, Inc. (MD.) and Peerless International, Inc. (GA.) have each caused this Agreement and Plan of Merger to be executed on their respective behalfs and their respective corporate seals affixed and the

foregoing attested, all by their respective duly authorized officers as of the 31st day of July , 1981.

CRAIG MOTOR SERVICE COMPANY, INC. (W.V.)

(CORPORATE SEAL)

BY _____
Donald Dawson, Vice-President

ATTEST: _____
Arnold Glass, Secretary

CRAIG MOTOR SERVICE COMPANY OF MARYLAND, INC. (MD.)

(CORPORATE SEAL)

BY: _____
Donald Dawson, Vice-President

ATTEST: _____
Arnold Glass, Secretary

PEERLESS INTERNATIONAL, INC. (GA.)

(CORPORATE SEAL)

BY _____
Donald Dawson, Vice-President

ATTEST: _____
Arnold Glass, Secretary

BOOK 12 PAGE 101

LIBER 027 PAT 270

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State of West Virginia

Certificate of Incorporation.

I, WM. S. O'BRIEN, Secretary of State of the State of West Virginia, hereby certify that an Agreement, duly acknowledged, has been this day filed in my office, which said agreement is in words and figures following:

I. The undersigned agree to become a corporation by the name of

CRAIG MOTOR SERVICE COMPANY, INC.

II. The principal Office or Place of Business of said Corporation will be located at No. 116 Jackson street, in the city of Fairmont, in county of Marion and State of West Virginia. Its chief works will be located in same place.

III. The objects for which this Corporation is formed are as follows:

To acquire and take over as a going concern, by purchase, or otherwise, the automotive parts and accessories business now carried on in the City of Fairmont, Marion County, West Virginia by one A. M. Craig under name of CRAIG MOTOR SERVICE COMPANY, and in connection therewith to purchase the goodwill, business, and all or any of the assets of said A. M. Craig, and to undertake and assume all or any of the liabilities of the owner of such business, and to pay for same in cash, stocks, bonds, debentures, or other securities of this corporation, or otherwise; to buy, sell, store and trade both at wholesale and retail, automotive parts, accessories and petroleum products and other merchandise and supplies of every kind and description; to operate and maintain machine shops; to manufacture and repair automotive parts, accessories and motors; to purchase, hold, sell and lease real estate, fixtures, and other personal property; to insure, sell, lease, mortgage or hypothecate any or all its property; to issue bonds, notes, stock, debentures, or any other securities of this corporation for real or personal property acquired by this corporation or for any other purpose necessary or incidental in the carrying on of the aforesaid business; to purchase, hold, sign, pledge, sell or otherwise dispose of the capital stock, bonds, debentures, or any other securities issued by any other corporation and to enjoy and exercise the same rights and privileges of the holder thereof as any natural person might or could do, and generally to do and perform any and all things whatsoever necessary, useful, incidental or convenient in the carrying on of the aforesaid business.

IV. The amount of the total authorized capital stock of said corporation shall be ($100,000.00) One Hundred Thousand dollars, which shall be divided into 1,000 shares of the par value of ($100.00) One Hundred dollars each.

The amount of capital stock with which it will commence business is Ten Thousand Dollars ($10,000.00) being 100 (one hundred) shares One Hundred Dollars ($100.00) each.

V. The names and post office addresses of the incorporators and the number of shares of stock subscribed for by each are as follows:

Name	P. O. Address	No. of Shares Common Stock	Total No. of Shares
A. M. Craig	Fairmont, West Virginia	98	98
W. D. Craig	Fairmont, West Virginia	1	1
W. H. Craig	Fairmont, West Virginia	1	1

VI. The existence of this corporation is to be perpetual.

WE, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of West Virginia do make and file this Agreement; and we have accordingly hereunto set our respective hands this 27th day of June, 1942.

A. M. CRAIG

W. D. CRAIG

W. H. CRAIG

BOOK 1247 PAGE 16

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Wherefore The corporators named in the said Agreement, and who have signed the same, and their successors and assigns, are hereby declared to be from this date a Corporation by the name and for the purposes set forth in the said agreement, with the right of perpetual succession.

Given under my hand and the Great Seal of the said State, at the City of Charleston, this

FIRST day of

JULY

Nineteen Hundred and FORTY TWO

Secretary of State

WEST VIRGINIA, TO-WIT:

Be it remembered that on the 7 day of July, 1942, the foregoing instrument of writing, bearing date on the 1 day of July, 1942, with ~~Revenue Stamps duly cancelled~~, was presented to me, Kenna Clark, Clerk of the County Court of Marion County, in my Office, and together with the certificate thereto annexed was admitted to record at 2:13 o'clock P M.

Teste:

Clerk

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THIS IS EXHIBIT B which is attached to and forms part of an Agreement and Plan of Merger between CRAIG MOTOR SERVICE COMPANY, INC., CRAIG MOTOR SERVICE COMPANY OF MARYLAND, INC. and PEERLESS INTERNATIONAL, INC. dated the 31st day of July, 1981.

BYLAWS
OF

LIBER 027 PAGE 274

CRAIG MOTOR SERVICE COMPANY, INC.

ARTICLE I - MEETINGS OF SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of the shareholders of the corporation shall be held at the time and place designated by the board of directors of the corporation. The annual meeting shall be held within the last month of the fiscal year or within six months after the close of the corporation's fiscal year. The annual meeting of shareholders for any year shall be held no later than thirteen months after the last preceding annual meeting of shareholders. Business transacted at the annual meeting shall include the election of directors of the corporation.

Section 2. Special Meetings. Special meetings of the shareholders shall be held when directed by the president or the board of directors, or when requested in writing by the holders of not less than ten percent of all the shares entitled to vote at the meeting. A meeting requested by shareholders shall be called for a date not less than ten nor more than sixty days after the request is made, unless the shareholders requesting the meeting designate a later date. The call for the meeting shall be issued by the secretary, unless the president, board of directors, or shareholders requesting the meeting shall designate another person to do so.

Section 3. Place. Meetings of shareholders may be held within or without the State of West Virginia, at such place as designated by the board of directors. In the absence of a designation, the place of the meeting shall be at the City of Toronto, in the Province of Ontario, Canada.

Section 4. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting to each shareholder of record entitled to vote at the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail (or if sent to Canadian shareholders, such notice may be deposited in the Canadian mail) addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon paid.

Section 5. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting on the original date of the meeting. If, however, after the adjournment the board of directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in section 4 to each shareholder of record on the new record date entitled to vote at that meeting.

Section 6. Closing of Transfer Books and Fixing Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the board of directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the stock transfer books shall be closed for the purpose of determining shareholders, the books shall be closed for at least ten days immediately preceding the meeting.

In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any determination of shareholders, that date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten days before the date on which the particular action requiring the determination of shareholders is to be taken.

If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring the dividend is adopted, as the case may be, shall be the record date for the determination of shareholders.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, the determination shall apply to any adjournment, unless the board of directors fixes a new record date for the adjourned meeting.

Section 7. Voting Record. The officers or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting or any adjournment with the address of

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and the number and class of series, if any, of shares held by each. The list, for a period of ten days before that meeting, shall be kept on file at the registered office of the corporation, at the principal place of business of the corporation or at the office of the transfer agent or registrar of the corporation and any shareholder shall be entitled to inspect the list at any time during usual business hours. The list also shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

If the requirements of this section have not been complied with substantially, the meeting on demand of any shareholder in person or by proxy shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at the meeting.

Section 8. Shareholder Quorum and Voting. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of that class or series shall constitute a quorum for the transaction of that item of business by that class or series.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law.

After a quorum has been established at a shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shares entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment of it.

Section 9. Voting of Shares. Treasury shares, shares of stock of the corporation owned by another corporation, the majority of the voting stock of which is owned or controlled by this corporation, and shares of stock of the corporation held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

A shareholder may vote either in person or by proxy executed in writing by the shareholder or his duly authorized attorney-in-fact.

Shares standing in the name of another corporation, domestic or foreign, may be voted by the officer, agent, or

proxy designated by the bylaws of the corporate shareholder; or, in the absence of any applicable bylaw, by whatever person the board of directors of the corporate shareholder may designate. Proof of the designation may be made by presentation of a certified copy of the bylaws or other instrument of the corporate shareholder. In the absence of such designation, or in case of conflicting designation by the corporate shareholder, the chairman of the board, president, any vice president, secretary or treasurer of the corporate shareholder shall be presumed to possess, in that order, authority to vote the shares.

Shares held by an administrator, personal representative, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of the shares into his name.

Shares standing in the name of a receiver may be voted by the receiver, and shares held by or under the control of a receiver may be voted by the receiver without transfer into his name if authority to do so is contained in an appropriate order of the court by which the receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote those shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee or his nominee shall be entitled to vote the shares so transferred.

On and after the date on which written notice of redemption of redeemable shares has been mailed to their holders and a sum sufficient to redeem the shares has been deposited with a bank or trust company with irrevocable instruction and authority to pay the redemption price to their holders upon surrender of their certificates, those shares shall not be entitled to vote on any matter and shall not be deemed to be outstanding shares.

Section 10. Proxies. Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting of shareholder's duly authorized attorney-in-fact may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the shareholder or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from its date unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided by law.

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The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the shareholder who executed the proxy unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the corporate officer responsible for maintaining the list of shareholders.

If a proxy for the same shares confers authority upon two or more persons and does not otherwise provide, a majority of them present at the meeting, or if only one is present, that one may exercise all the powers conferred by the proxy; but if the proxy holders present at the meeting are equally divided as to the right and manner of voting in any particular case, the voting of the shares shall be prorated.

If a proxy expressly provides, any proxy holder may appoint in writing a substitute to act in his place.

Section 11. Voting Trusts. Any number of shareholders of this corporation may create a voting trust for the purposes of conferring upon a trustee or trustees the right to vote or otherwise represent their shares, as provided by law. When the counterpart of a voting trust agreement and the copy of the record of the holders of voting trust certificates has been deposited with the corporation as provided by law, those documents shall be subject to the same right of examination by a shareholder of the corporation, in person or by agent or attorney, as are the books and records of the corporation, and that counterpart and copy of the record shall be subject to examination by any holder of record of voting trust certificates either in person or by agent or attorney, at any reasonable time for any proper purpose.

Section 12. Shareholders' Agreements. Two or more shareholders of this corporation may enter an agreement providing for the exercise of voting rights in the manner provided in the agreement or relating to any phase of the affairs of the corporation as provided by law. Nothing in that agreement shall impair the right of the corporation to treat the shareholders of record as entitled to vote the shares standing in their names.

Section 13. Action by Shareholders Without a Meeting. Any action required or permitted by law, these bylaws or the articles of incorporation or of amendment or re-stated articles ("Articles") to be taken at any annual or special meeting of shareholders of the corporation, or any action that may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the shareholders entitled to vote on the subject matter thereof.

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Section 14. Cumulative Voting. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the numbers of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE II - DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Section 2. Qualification. Directors need not be residents of the State of West Virginia or shareholders of the corporation.

Section 3. Compensation. The board of director shall have authority to fix the compensation of directors.

Section 4. Duties of Directors. A director shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing his duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented,

(b) counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or

(c) a committee of the board upon which he does not serve, duly designated in accordance with a provision of the Articles or the bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause that reliance described above to be unwarranted.

A person who performs his duties in compliance with this section shall have no liability by reason of being or having been a director of the corporation.

Section 5. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favour of such action.

Section 6. Number. The corporation shall have such number of directors as is fixed by the Articles or such larger number as may be increased from time to time by a bylaw passed by the board. Decreases in the number of directors shall be established by a bylaw passed by the shareholders. No decrease shall have the effect of shortening the term of any incumbent director.

Section 7. Election and Term. Qualification of directors, classifications and term of office shall be subject to the provisions of the Articles and may only be altered by a bylaw passed by the shareholders of the corporation.

Each director shall hold office for the term for which he is elected and until his successor shall have been elected or until his earlier resignation, removal from office or death.

Section 8. Vacancies. Any vacancy occuring in the board of directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of the majority of the directors, though less than a quorum of the board of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

Section 9. Removal of Directors. At a meeting of shareholders called expressly for that purpose, any director or the entire board of directors may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Section 10. Quorum and Voting. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 11. Director Conflicts of Interest. No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because that director or those directors are present at the meeting of the board of directors or a committee that authorizes, approves or ratifies the contract or transaction or because his or their votes are counted for that purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested directors; or

(b) The fact of that relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify the contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a commitee of it that authorizes, approves or ratifies the contract or transaction.

Section 12. Executive and Other Committees. The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the resolution, shall have and may exercise all the authority of the board of directors, except that no committee shall have the authority to:

(a) approve or recommend to shareholders actions or proposals required by law to be approved by shareholders,

(b) designate candidates for the office of director, for the purposes of proxy solicitation or otherwise,

(c) fill vacancies on the board of directors or any committee of the board,

(d) amend the bylaws,

(e) authorize or approve the reacquisition of shares unless pursuant to the general formula or method specified by the board of directors, or

(f) authorize or approve the issuance or sale of, or any contract to issue or sell, shares or designate the terms of a series of a class of shares, except that the board of directors, having acted regarding authorization for the issuance of sale of shares, or any contract for that purpose, and, in the case of a series, its designation, pursuant to a general formula or method specified by the board of directors, by resolution or by adoption of a stock option or other plan may authorize a committee to fix the terms of any contract for the sale of the shares and to fix the terms upon which those shares may be issued or sold, including, without limitation, the price, the rate or manner of payment of dividends, provisions for redemption, sinking fund, conversion, voting or preferential rights, and provisions for other features of a class of shares, or a series of a class of shares, with full power in the committee to adopt any final resolution setting forth all its terms and to authorize the statement of the terms of a series for filing with the Department of State.

The board of directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member at any meeting of the committee.

Section 13. Place of Meeting. Regular and special meetings by the board of directors may be held within or without the State of West Virginia

Section 14. Time, Notice and Call of Meetings. Regular meetings of the board of directors shall be held without notice immediately following the annual shareholders' meeting. Written notice of the time and place of special meetings of the board of directors shall be given to each director by either personal delivery, telegram or cablegram at least two days before the meeting or by notice mailed to the director at least five days before the meeting.

Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of any and all obligations to the place of the meeting, the time of the meeting or the manner

in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of that meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Meetings of the board of directors may be called by the chairman of the board, by the president of the corporation or by any two directors.

Members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by those means shall constitute presence in person at a meeting.

Section 15. Action Without a Meeting. Any action required to be taken at a meeting of the directors of a corporation, or any action that may be taken without a meeting of the directors or a committee of the directors, may be taken without a meetng if a consent in writing, setting forth the action so to be taken, signed by all of the directors, or all the members of the commitee, as the case maybe, is filed in the minutes of the proceedings of the board or of the committee. The consent shall have the same effect as a unanimous vote.

ARTICLE III - OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a president, one or more vice-presidents, a secretary and a treasurer, each of whom shall be elected by the board of directors at the first meeting of directors immediately following the annual meeting of shareholders of thecorporation, and each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death, resignation or removal from office. The other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of

directors from time to time. Any two or more offices may be held by the same person. The failure to elect a president, vice-president, secretary or treasurer shall not affect the existence of the corporation.

Section 2. Duties. The officers of the corporation shall have the following duties:

The president shall be the chief executive officer of the corporation, shall have general and active management of the business and affairs of the corporation subject to the directions of the board of directors, and shall preside at all meetings of the shareholders and board of directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

In the absence of the president or in the event of his death or of his inability or refusal to act, the vice-president (or in the event there may be more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

The secretary shall:

(a) keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;

(d) keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder;

(e) have general charge of the stock transfer books of the corporation; and

(f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

The treasurer shall:

(a) have charge and custody of and be responsible for all funds and securities of the corporation;

(b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors; and

(c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the board of directors shall determine.

Section 3. Removal of Officers. Any officer or agent elected or appointed by the board of directors may be removed by the board whenever in its judgment the best interests of the corporation will be served by that removal.

Any officer or agent elected by the shareholders may be removed only by vote of the shareholders, unless the shareholders shall have authorized the directors to remove the officer or agent.

Any vacancy, however occuring, in any office may be filled by the board of directors, unless the bylaws shall have expressly reserved that power to the shareholders.

Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE IV - STOCK CERTIFICATES

Section 1. Issuance. Every holder of shares in the corporation shall be entitled to have a certificate, representing all shares to which he is entitled. No certificate shall be issued for any share until the share is fully paid.

Section 2. Form. Certificates representing shares in the corporation shall be signed by the president or a vice president and the secretary or an assistant secretary and may be sealed with the seal of the corporation or a facsimile of it. The signatures of the president or vice president and the secretary or assistant secretary may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar, other than the corporation itself or an employee of the corporation. In case any officer who signed or whose facsimile signature has been placed upon the certificate shall have ceased to be that officer before the certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issuance.

Every certificate representing shares issued by the corporation shall set forth or fairly summarize upon the face or back of the certificate, or shall state that the corporation will furnish to any shareholder upon request and without charge a full statement of, the designations, preferences, limitations and relative rights of the shares of each class or series authorized to be issued, and the variations in the relative rights and preferences between the shares of each seriies as far as has been fixed and determined, and the authority of the board of directors to fix and determine the relative rights and preferences of subsequent series.

Each certificate representing shares shall state upon its face: the name of the corporation; that the corporation is organized under the laws of the State of West Virginia; the name of the person or persons to whom issued; the number and class of shares, and the designation of the series, if any, that the certificate represents; and the par value of each share represented by such certificate, or a statement that the shares are without par value.

Section 3. Transfer of Shares. The corporation shall register a stock certificate presented to it for transfer if the certificate is properly endorsed by the holder of record or by his duly authorized attorney or his legal representative.

Section 4. Lost, Stolen, or Destroyed Certificates. The corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate (a) makes proof in affidavit form that it has been lost, destroyed or wrongfully taken; (b) requests the issue of a new certificate before the corporation has notice that the certificate has been acquired by a purchaser for value in good faith and without notice of any adverse claim; (c) gives bond in such form as the corporation may direct, to indemnify the corporation, the transfer agent and registrar against any claim that may be made on account of the alleged loss, destruction or theft of a certificate; and (d) satisfies any other reasonable requirements imposed by the corporation.

ARTICLE V - BOOKS AND RECORDS

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders, board of directors and committees of directors.

The corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders, and the number, class and series, if any, of the shares held by each.

Any books, records and minnutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Shareholders' Inspection Rights. Any person who shall have been a holder of record of shares or of voting trust certificates for shares at least six months immediately preceding his demand or shall be the holder of record of, or the holder of record of voting trust certificates for, at least five percent of the outstanding shares of any class or series of the corporation, upon written demand stating the purpose, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose its relevant books and rcords of accounts, minutes and rcords of shareholders and to make extracts from those records.

Section 3. Financial Information. Not later than four months after the close of each fiscal year, the corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the corporation as of the close of its fiscal year, and an income statement showing the

results of the operations of the corporation during its fiscal year.

Upon the written request of any shareholder or holder of voting trust certificates for shares of the corporation, the corporation shall mail to such shareholder or holder of voting trust certificates a copy of the most recent balance sheet and income statement.

The balance sheets and income statements shall be filed in the registered office of the corporation in the State of West Virginia, shall be kept for at least five years and shall be subject to inspection during business hours by any shareholder or holder of voting trust certificates, in person or by agent.

ARTICLE VI - DIVIDENDS

The board of directors of the corporation, from time to time, may declare and the corporation may pay dividends on its shares in cash, property or its own shares, except when the corporation is insolvent or when the payment of dividends would render the corporation insolvent or when the declaration or payment would be contrary to any restrictions contained in the Articles, subject to the following provisions:

(a) Dividends in cash or property may be declared and paid, except as otherwise provided in this section, only out of the unreserved and unrestricted earned surplus of the corporation or out of capital surplus, however arising but each dividend paid out of capital surplus shall be identified as a distribution of capital surplus, and the amount per share paid from such surplus shall be disclosed to the shareholders receiving the payment concurrently with the distribution.

(b) Dividends may be declared and paid in the corporation's own treasury shares.

(c) Dividends may be declared and paid in the corporation's own authorized but unissued shares out of any unreserved and unrestricted surplus of the corporation upon the following conditions:

(1) If a dividend is payable in shares having a par value, those shares shall be issued at not less than the par value and there shall be transferred to stated capital at the time the dividend is paid an amount of surplus equal to the aggregate par value of the shares to be issued as a dividend.

(2) If a dividend is payable in shares without par value, those shares shall be issued at such stated value as

shall be fixed by the board of directors by resolution adopted at the time the dividend is declared, and there shall be transferred to stated capital at the time the dividend is paid an amount of surplus equal to the aggregate stated value so fixed in respect of those shares; and the amount per share so transferred to stated capital shall be disclosed to the shareholders receiving the dividend concurrently with its payment.

(d) No dividend payable in shares of any class shall be paid to the holders of shares of any other class unless the Articles so provide or the payment is authorized by the affirmative vote or the written consent of the holders of at least a majority of the outstanding shares of the class in which the payment is made.

(e) A split-up or division of the issued shares of any class into a greater number of shares of the same class without increassing the stated capital of the corporation shall not be construed to be a share dividend within the meaning of this section.

ARTICLE VII - CORPORATE SEAL

The board of directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the following:

(a) the name of the corporation

(b) "Corporate Seal" or "Seal"

(c) "State of West Virginia"

but any corporate seal heretofore adopted by the board of directors which lacks any of the above requirements may nonetheless continue to be used as the seal of the corporation.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the corporation may be fixed and may be changed from time to time by resolution of the board of directors. The present fiscal year of the corporation begins on the first day of July and ends on the last day of June in each year.

ARTICLE IX - AMENDMENTS

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of the holders of the majority

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of the shareholders entitled to vote in the election of any director at an annual meeting or at a special meeting called for that purpose. These bylaws may also be altered, amended, repealed, or new bylaws adopted by the board of directors at a regular or special meeting of the board. However, any bylaws adopted by the board may be altered, amended, or repealed by the shareholders.

ARTICLE X - INTERPRETATION

Wherever the masculine or singular words are used in these bylaws, the same shall be construed as meaning the feminine, neuter or plural, as the context or the circumstances may require.

FILED FOR RECORD
APR 26 1982
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 com-
pared by

LIBER 027 PAGE 291

ARTICLES OF MERGER

MERGING

CRAIG MOTOR SERVICE COMPANY OF MARYLAND, INC. (MD. CORP.)

AND

PEERLESS INTERNATIONAL, INC. (GA. CORP.)

INTO

CRAIG MOTOR SERVICE COMPANY, INC.
(W. VA. CORP) Survivor

approved and received for record by the State Department of Assessments and Taxation of Maryland December 28, 1981 at 10:30 o'clock A M. as in conformity with law and ordered recorded.

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Recorded in Liber 2529, folio ~~0248~~ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SEC

Bonus tax paid $_____ Recording fee paid $ 78.00 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.

Dean W. Thurber

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 121619

8103615

bt

02051

LIBER 027 PAGE 292

CUMBERLAND LIMOUSINE SERVICE, INC.
ARTICLES OF INCORPORATION APR 26-82 A 28016 ****7.5

FIRST: I, Robert D. Fansler, whose post office address is 911 Michigan Avenue, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Cumberland Limousine Service, Inc.

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

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

(1) To engage in the transportation business and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is P.O. Box 1477, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is John H. Price, Jr., 405 Tower Building, 222 East Baltimore Street, Baltimore, Maryland, 21202. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Robert D. Fansler, 911 Michigan Avenue, Cumberland, Maryland 21502.

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

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

BW

Prepared and Mailed ~~Delivered~~

TO John H. Price Jr
405 Tower Building
222 East Baltimore St
Baltimore MD Apr 30 1982
21202

02052

LIBER 027 PAGE 293

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation many indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23 day of November, 1981, and I acknowledge the same to be my act.

WITNESS:

Robert D. Fansler

ROBERT D. FANSLER

FILED FOR RECORD
APR 26 1982 19
at 2:20 O'clock M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland and examined
Clerk

LIBER 027 PAGE 294

ARTICLES OF INCORPORATION

OF

CUMBERLAND LIMOUSINE SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 15, 1981 at 10:30 o'clock A.M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2527, folio 62050, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SEL

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

Dean W. Ritchie

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 119966
8103135

BW

02463

LIBER 027 PAGE 295

E & W COAL COMPANY
ARTICLES OF DISSOLUTION

APR 26-82 A 02020 *******7.00

E & W COAL COMPANY, a Maryland Corporation, having its principal office in Allegany County, Maryland, and hereinafter called the Corporation hereby certified to the State Department of Assessment & Taxation of Maryland, that:

FIRST

The Corporation be and 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 98 Armstrong Street, Frostburg, 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 file against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are WILLIAM E. WILLIAMS, 98 Armstrong Street, Frostburg, Allegany County, Maryland, 21532. 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:

Katherine Williams	98 Armstrong Street, Frostburg, MD
M. Murphy	Keyser, West Virginia
Gerald Murphy	Keyser, West Virginia
William E. Williams	98 Armstrong Street, Frostburg, MD

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

Compared, and Mailed ~~Delivered~~
TO William E. Williams
98 Armstrong Street
Frostburg, Md.
Apr 30th 1982

FIFTH

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

Gerald Murphy, President — Keyser, WVA
William E. Williams, Vice President, Secretary-Treasurer — Frostburg, Maryland

SIXTH

The Board of Directors of the Corporation by written consent to such action, and signed by all of the members thereof, and filed with the minutes of the proceedings of the Board, adopted a Resolution declaring that dissolution of the Corporation was advisable, and directing that the proposed dissolution be submitted for action thereon at a special meeting of the Directors and stockholders of the Corporation held on May 22, 1981.

SEVENTH

Notice stating that a purpose of the meeting of stockholders would be to take action upon the proposed dissolution was given, as required by law, to all stockholders of the Corporation entitled to vote thereon. The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the unanimous vote of all stockholders entitled to vote thereon.

EIGHTH

The dissolution of the Corporation as hereinabove set forth has been duly adivsed by the Board of Directors and approved by the stockholders

LAW OFFICE
OF
BARNETT & BARNETT
114 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

of the Corporation as required by law and the Charter of the Corporation.

NINTH

The Corporation has no known creditors.

TENTH

These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland stating in effect that all taxes levied on assessments made by the said Commission and billed by, and payable to such collecting authorities by the Corporation have been paid, except taxes barred be Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely

COMPTROLLER OF THE TREASURY OF THE STATE OF MARYLAND

IN WITNESS WHEREOF, E & W COAL COMPANY has caused these presents to be signed in its name and on its behalf by its President, and the Corporate seal to be hereunto affixed, and attested to by its Secretary, on the 22nd day of October 1981.

ATTEST:

Clarence E Williams

E & W COAL COMPANY

X Gerald V Murphy
President

AFFIDAVIT
STATE OF MARYLAND, COUNTY OF ALLEGANY, to witp

I HEREBY CERTIFY that on this 22nd day of October 1981 before me, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared GERALD V. MURPHY of E & W COAL COMPANY, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Dissolution to be the act of the said Corporation, and FURTHER that the facts therein are true and correct.

Clyde L Michael
NOTARY PUBLIC
7/1/82

My Commission Expires
July 1, 1982

JOSEPH MICHAEL SUNKAR NOTARY PUBLIC ALLEGANY COUNTY MARYLAND

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

02466

LIBER 027 PAGE 298

EXHIBIT A

NOTICE OF SPECIAL MEETING
OF THE STOCKHOLDERS
OF
E & W COAL COMPANY

NOTICE OF A SPECIAL MEETING of the stockholders of E & W COAL COMPANY to be held on the 21 day of May 1981 at the principal office of the Corporation at 98 Armstrong Street, Frostburg, Maryland, 21532 at 6 PM for the purpose of voting upon the Resolution of Dissolution of said corporation.

DATED May 11, 1981

Gerald V. Murphy
President

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

EXHIBIT B

RESOLUTION

WHEREAS, the Stockholders of E & W COAL COMPANY, desire to dissolve the said Corporation as provided for under the laws of the State of Maryland in Section 3-406 of "Corporations and Associations" of the Annotated Code of Maryland.

NOW THEREFORE BE IT RESOLVED

That the Corporation known as E & W COAL COMPANY, be and it is hereby Dissolved, beginning immediately upon approval by the Secretary of the State of Maryland, and after all necessary and applicable paperwork, appertaining to said Dissolution is duly completed.

RESOLVED further that the said Resolution is hereby adopted and approved by unanimous vote of the stockholders of E & W COAL COMPANY.

DATED: May 22, 1981

Gerald V. Murphy

William E. Williams

SEAL

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

02468

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 269-3819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

LIBER 027 PAGE 300

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 & W COAL COMPANY

have been paid.

WITNESS my hand and official seal this

Eighth day of December A.D. 1981.

Jane M. Ruby
Deputy Comptroller

PS-409

FILED FOR RECORD
APR 26 1982
at 2:32 o'clock PM.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany
County, Maryland, and com
Proper[illegible]

LIBER 027 PAGE 301

ARTICLES OF DISSOLUTION

OF

E & W COAL COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland December 14, 1981 at 11:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2527, folio 62462, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 22.00 Special Fee paid $ 30.00

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 121029

8103099

LIBER 027 PAGE 302

G. GARY HANNA, P. A.

ARTICLES OF INCORPORATION

APR 26 82 A 28015 ***** 7.5

FIRST: I, G. Gary Hanna, whose post office address is 71 Prospect Square, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

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

G. GARY HANNA, P. A.

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

(1) To engage in the general practice of law and to generally engage in the business and profession of rendering legal services in the practice of law within the purview of the principles of ethics of the American Bar Association, The Maryland Bar Association and those principles propounded by similar and related legal associations.

(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 enumerated above.

LAW OFFICES
~ GARY HANNA
1 PROSPECT SQUARE
ERLAND, MD. 21502
LERLAND (301) 759-1777
STBURG (301) 663-2421

Compared and ~~Mailed~~ Delivered BW
TO G. Gary Hanna Esq.
71 Prospect Square
Cumberland, Md. 21502
Apr 30 1982

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

FOURTH: The post office address of the principal office of the Corporation in this State is 71 Prospect Square, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, 71 Prospect Square, Cumberland, Maryland. Said Resident Agent is an individual actually residing in this state.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be One (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than One (1). The name of the Director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: G. Gary Hanna.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

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

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

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

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

3. With respect to:

(a) the amendment of the Charter of the Corporation.

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

LAW OFFICES
G. GARY HANNA
7[illegible] PROSPECT SQUARE
[illegible]ERLAND, MD. 21502
[illegible]ERLAND (301) 759-2777
[illegible]STBURG (301) 689-2421

(d) the issuance of share of stock of any class nor or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

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

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

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

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4 day of December, 1980, and I acknowledge same to be my act.

WITNESS:

Yvonne Bucchino

G. Gary Hanna

G. GARY HANNA

LAW OFFICES
G. GARY HANNA
21 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
HAGERSTOWN (301) 669-2421

LIBER 027 PAGE 307

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I hereby certify that on this the 7th day of December, 198[illegible], before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared G. GARY HANNA, and acknowledged the within and foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Yvonne M. Bacchus
NOTARY PUBLIC

My Commission expires July 1, 1982.

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

FILED FOR RECORD
APR 26 1982
at 2:22 o'clock P. M.
and same day Recorded in
Liber No. ____ folio ____
one of the ____ Records of
Allegany County, Maryland

LIBER 027 PAGE 308

ARTICLES OF INCORPORATION

OF

G. GARY HANNA, P. A.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 9, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2527, folio 0580 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 Special Fee paid $ _____

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · BONA VOLUNTATIS TVÆ CORONAMUS NOS SCVTO

A 119788

8102905

LIBER 027 PAGE 309

ME

APR 26-82 A 12:28017 ***$7.75

ARTICLES OF INCORPORATION

OF

GLEN HAVEN PIZZA PUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, RALPH F. SELL, JR., PATRICIA M. SELL, CHRISTOPHER P. SELL, 517 Cobey Drive, Cumberland, Maryland 21502 and RALPH GREGORY SELL, 941 Braddock Rd., ELLEN SELL TORRINGTON, Cumberland, Md. Cumberland, Maryland 21502;/all of full 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.

SECOND: the name of the corporation is GLEN HAVEN PIZZA PUB, 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 construct, own, buy, sell, lease, equip, and operate motels, restaurants, and taverns and to sell and dispense foods, beverages and alcohol beverages of all kinds and carry on any other operation or business relating to or in connection with the aforegoing activities which may appear to the corporation to be calculated, directly or indirectly, to enhance the value of or render profitable the business of the corporation in the State of Maryland or in any other state as, by the laws thereof, it may properly and legally be or become engaged, and to borrow or raise money for any of the purposes of the corporation and to give security for the same, the specification of particular powers herein being intended to be not limitation of, but in furtherance of the powers granted to corporations under said laws.

FOURTH: the post office address of the place at which the principal office of the corporation in this State

Compared and ~~Mailed~~ Delivered
TO Ellen Sell Torrington
April 26th 1982

LIBER 027 PAGE 310

will be located at 517 Coby Drive, Cumberland, Maryland 21502. The reisdent agent of the corporation is Ralph F. Sell, Jr., whose post office address is 517 Cobey Drive, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total authorized capital stock of the corporation is 3,000 shares of common stock with a par value of FIFTY ($50.00) each.

SIXTH: The corporation shall have four directors and RALPH F. SELL, JR., RALPH GREGORY SELL, CHRISTOPHER P. SELL, and ELLEN SELL TORRINGTON AND PATRICIA M. SELL/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 this 21 day of December, 1981.

WITNESS:

Margaret McNeill

Ralph F. Sell

RALPH F. SELL, JR.

Ellen Sell Torrington

ELLEN SELL TORRINGTON

Patricia M. Sell

PATRICIA M. SELL

Ralph Gregory Sell

RALPH GREGORY SELL

Christopher P. Sell

CHRISTOPHER P. SELL

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

On this 21 day of December, 1981, before me, the undersigned officer, personally appeared RALPH F. SELL, JR., PATRICIA M. SELL, RELPH GREGORY SELL, AND CHRISTOPHER P. SELL, 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.

At the same time appeared ELLEN SELL TORRINGTON

IN WITNESS WHEREOF, I hereunto set my hand and official

R. RICHARDS SEAL NOTARY PUBLIC ALLEGANY COUNTY, MD.

James R. Richards

NOTARY PUBLIC

FILED FOR RECORD
APR 26 1982 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 com-
pared by me
Clerk

LIBER 027 PAGE 311

ARTICLES OF INCORPORATION

OF

GLEN HAVEN PIZZA PUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 28, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2528, folio 1397, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SEC

Bonus tax paid $ 30.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 121339
8103655

BW

LIBER 027 PAGE 312

3158

ARTICLES OF INCORPORATION

OF

THE GREAT ALLEGANY RUN

FOR LEUKEMIA RESEARCH, INC.

FIRST: I, W. Stevens Hidey, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

APR 26-82 A 28014 ******7.35

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is The Great Allegany Run For Leukemia Research, Inc.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the

R.W.H.

Compared and Mailed Delivered

W. Stephen Hidey, Esq.

TO 110 Washington Street

Cumberland, Md.

Apr 30 1982

instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and dis-

tributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

(1) to foster national amateur sports competition in organizing, promoting and conducting annual long distance running events; and

(2) to pay over the proceeds of each such event to any charitable organization (as hereinafter defined) having among its purposes advancement in the scientific research of leukemia.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 60, Frostburg, Maryland, 21532. The name and post office address of the Resident Agent of the Corporation in this State is W. Stevens Hidey, 110 Washington Street, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert F. Krueger, Anthony V. Milcetich, Joyce L. Lapp, Donald L. McCreary, and T.N. Travis.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" means corporations, trusts, funds, foundations, or community chests created or or-

ganized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. IT IS INTENDED THAT THE ORGANIZATION DESCRIBED IN THIS Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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

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

(3) With respect to any corporate representative other than a present or former director of officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted

meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of November, 1981, and I acknowledge the same to be my act.

WITNESS:

Patricia A. Harvey

W. STEVENS HIDEY

FILED FOR RECORD
APR 26 1982
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 com
Examined by

LIBER 027 PAGE 319

ARTICLES OF INCORPORATION

OF

THE GREAT ALLEGANY RUN
FOR LEUKEMIA RESEARCH, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 7, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber F 2526, folio 315, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 24.00 Special Fee paid $ _____

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 119630

8102780

drb

LIBER 027 PAGE 320

ARTICLES OF AMENDMENT

OF

THE SPORTS SHOPPE, INC.

APR 26-82 A 28019 ******

The Sports Shoppe, Inc., a Maryland corporation, having its principal office at 170 N. Centre Street, Cumberland, Allegany County, Maryland (hereinafter referred to as "the Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as "the Department") that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the Corporation from THE SPORTS SHOPPE, INC. to: TROPHIES, INC., and that Article Second of the original Articles of Incorporation filed with the Department is changed accordingly.

SECOND: The Charter of the Corporation is hereby amended by striking Article Three Section (1) and substituting in lieu thereof the following:

(1) To manufacture, purchase, deal in, and sell trophies, plaques, awards, etc., and the various parts and devices used in construction thereof, and further to deal in all articles, devices and things used in connection therewith and pertaining thereto and supplies of every kind therefor; and to print, bind, publish, purchase, deal in, sell and distribute books, pamphlets, periodicals and publications of every kind, including those relating to the sales of trophies, plaques, awards and related items.

THIRD: That Article Fifth of the said Articles of Incorporation is hereby amended to reflect that the resident agent of the corporation is DOUGLAS T. BROWN whose post office address is 170 N. Centre Street, Cumberland, Maryland. The said resident agent is a citizen of the State

BW

Compared and Mailed ~~Delivered~~

TO Douglas T. Brown
170 N. Centre Street
Cumberland, Md. 21502

WILSON AND WILKINSON
CUMBERLAND, MD.

Apr 30th 1982

of Maryland and actually resides therein.

FOURTH: That the aforegoing amendments were unanimously approved by the Board of Directors of the Corporation at a meeting on November 2, 1981. Further that the amendments as aforesaid were unanimously approved by the stockholders of the Corporation at a meeting held on November 2, 1981.

IN WITNESS WHEREOF, The Sports Shoppe, Inc. has caused these presents to be signed in its name, on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 20th day of November, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of The Sports Shoppe, Inc. and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material and respects to the best of his knowledge, information and belief.

ATTEST:

Elizabeth C. Brown
Secretary

THE SPORTS SHOPPE, INC.

By Douglas T. Brown
President

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

On this 20 day of November, 1981, before me, the subscriber, a Notary Public, in and for the aforesaid State and County, personally appeared Douglas T. Brown, who acknowledged himself to be the President of The Sports Shoppe, Inc., a corporation, and that he 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 himself as President.

WITNESS my hand and Notarial Seal.

Mary O. Emerick
Notary Public

Mary O. Emerick NOTARY PUBLIC Allegany Co., Md.

APR 26 1982 19
at 3:20 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Land—Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 323

ARTICLES OF AMENDMENT

OF

THE SPORTS SHOPPE, INC.

Changing its name to:

TROPHIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 2, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2526, folio 1771 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SEL

Bonus tax paid $_____ Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 119494 8102653

0272

ARPAC, INC.

(a close corporation under Title 4)

MAY 26-82 A 12 919 ******5.1

ARTICLES OF INCORPORATION

FIRST: The undersigned, Edgar G. Fletcher, whose post office address is 21 Sunset Drive, Cumberland, Maryland 21502, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is ARPAC, Inc.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

FOURTH: The purposes for which the Corporation is formed are as follows: ARPAC, Inc. was organized for the purposes of issuing reports and publications, developing, manufacturing, and marketing products, and providing consulting services for the transportation industry.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 21 Sunset Drive, Cumberland, Maryland 21502, Allehany County. The name and post office address of the resident agent of the Corporation in Maryland are Edgar G. Fletcher, 21 Sunset Drive, Cumberland, Maryland 21502, Allegany County. 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 without par value, all of one class. The following is a description of the stock of the Corporation with the preferences, conversions and other rights, voting powers, restrictions, limitations, as to dividends and qualifications: The stock is all of one class without preference or conversion rights. The shares are transferable only on the books of the Corporation. Dividends, if and when declared, are payable in direct proportion to the number of shares held only to shareholders of record. Holders of the stock may vote in person or by proxy on all matters during the annual or special meetings called by at least two-thirds of the shareholders.

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 director whose name is Edgar G. Fletcher.

Compared and Mailed Delivered BW

TO Edgar G. Fletcher

21 Sunset Drive

Cumb. Md. May 28 1982

21502

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders: The powers of the Corporation are vested in the stockholders in all matters consistent with the fourth Article of Incorporation. All other activities are expressly prohibited.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION on January 27th, 1982.

Edgar G. Fletcher

STATE OF MARYLAND,
County of Allegany, ss:

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION and acknowledged the same to be my act on January 27th, 1982.

Edgar G. Fletcher

FILED FOR RECORD
JAN 26 1982
10:00 o'clock A. M.
same day Recorded in
er No. ——
of the ——
Records of Allegany
nty, Maryland
Clerk

LIBER 027 PAGE 326

ARTICLES OF INCORPORATION

OF

ARPAC, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 27, 1982 at 9:55 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2531, folio 2725 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 120815

8104811

03349

LIBER 027 PAGE 327

ARTICLES OF INCORPORATION

OF

BALTIMORE PIKE EXXON, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles E. Rosolio, whose post office address is Suite 505, Alex Brown Building, 102 West Pennsylvania Avenue, Towson, Maryland 21204, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

BALTIMORE PIKE EXXON, INC.

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

(a) To engage in the business of selling gasoline, oil, antifreeze and other automobile parts and accessories and to repair and maintain automobiles and other motor vehicles through the operation of a motor vehicle service station.

(b) To engage in manufacturing, distributing and selling at wholesale or at retail, in Maryland, and in any other state, and in any foreign country, and in any part of the world.

(c) To purchase or otherwise acquire, own and hold, such real and personal property of every kind and description, within and without the State of Maryland, or any part of the world, suitable, necessary or useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any of such property.

Compared and Mailed ~~Delivered~~ BW
TO Charles E. Rosolio
Suite 505
Alex Brown Building
102 W. Penn ave
Towson Md. May 28 1982

(d) Without in any way limiting any of the objects, purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to do any one or more, or all of the acts and things and business or business in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; in carrying on its busines or for the purpose of attaining or furthering any of its object to do any and all acts and to exercise any and all other powers which a co-partnership or natural person could do and exercise and which now or hereafter may be authorized by law either as or by and through principals, agents, attorneys, trustees, contractors, subcontractors, lessors, lessees, or otherwise, either alone or in conjunction with others, and in any part of the world; and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the laws of the State of Maryland authorizing the formation of such corporation.

(e) The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

(f) The corporation reserves the right to amend, alter, enlarge, change in any way, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter authorized, permitted or prescribed by statute, and all rights, powers, privileges and restrictions conferred on stockholders are granted subject to this reservation, except to the extent that the same may be expressly declared not to be subject to this reservation.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be is Route 2, Box 131, Cumberland, Maryland 21502. The Resident Agent of the corporation is Charles E. Rosolio, whose post office address is Suite 505, Alex Brown Building, 102 West Pennsylvania

Avenue, Towson, Maryland 21204. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the corporation shall be two (2), which number may be increased or decreased, pursuant to the By-Laws of the corporation, but shall never be less than three (3), provided that:

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

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but never less than the number of stockholders.

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

Richard A. Swan
Mary E. Swan

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

SEVENTH: Without violating §2-419, Corporations and Associations Article, Annotated Code of Maryland, no contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be af-

affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested 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 and approved by the Board of Directors or a majority of disinterested directors 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 directors or officer of such other corporation or not so interested.

EIGHTH: The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and if any, what part of the surplus of the corporation or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any of such surplus or net profits.

The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the corporation, or any of the bonds or other evidences of indebtedness of the corporation, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

TENTH: The holders of the shares of the common stock of the corporation shall not have any pre-emptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized.

ELEVENTH: The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or

proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was in the best interest of the corporation that such settlement be made and that such director, officer or employee may be entitled under any By-Law, vote of shareholders, or otherwise.

TWELFTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 6th day of January, 1982, and acknowledge the same to be my act and deed.

Charles E. Rosolio

FILED FOR RECORD
MAY 26 1982
at 1:00 O'clock P. M.
and same day Recorded in
Liber No. — Folio
one of the — Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 333

ARTICLES OF INCORPORATION

OF

BALTIMORE PIKE EXXON, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 7, 1982 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2529, folio 333 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 Special Fee paid $ _____

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · SCVTO BONA VOLVNTATIS TVÆ CORONASTI NOS

A 121940
8104082

BW

60510

LIBER 027 PAGE 334

CENTURY 21. HAYWOOD AGENCY, INC.

MAY 26-82 A 12 918 *****5.1

ARITCLES OF AMENDMENT

CENTURY 21. HAYWOOD AGENCY, INC., a Maryland corporation, having its principal office at 920 National Highway, LaVale, Allegany County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

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

CENTURY 21. HAYWOOD - JENKINS AGENCY, INC."

SECOND: By unanimous vote of the Board of Directors of the Corporation at a meeting held on November 30, 1981, the Board of Directors of the Corporation duly advised the foregoing amendment, and by a unanimous vote taken by the stockholders of the Corporation at a meeting held on November 30, 1981, the stockholders of the Corporation duly approved said amendment.

Compared and Mailed Delivered Bus
TO Gregory Shedman Esq.
110 Washington St. Cumb. Md. 21502
May 28 1982

IN WITNESS WHEREOF, CENTURY 21. HAYWOOD AGENCY, INC., has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on the 30th day of November, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of CENTURY 21. HAYWOOD AGENCY, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

CENTURY 21. HAYWOOD AGENCY, INC.

By:

RAYMOND R. JENKINS,
SECRETARY

HERMAN J. HAYWOOD, PRESIDENT

FILED FOR RECORD
MAY 26 1982
1:00 o'clock P. M.
and same day Recorded in
Liber No. Folio
Page of the
and Records of Allegany
County, Maryland,
and com-
pared by

LIBER 027 PAGE 336

ARTICLES OF AMENDMENT

OF

CENTURY 21. HAYWOOD AGENCY, INC.

Changing its name to:

CENTURY 21. HAYWOOD - JENKINS AGENCY, INC.

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

3

Recorded in Liber 2529, folio 0509, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 121660

8103759

LIBER 027 PAGE 337

ARTICLES OF INCORPORATION 26-82 A 12 921 ******5.1

OF

CHARLES A. CANTONE, Ph.D., P.A.

THIS IS TO CERTIFY:

FIRST: That I, CHARLES ANTHONY CANTONE, whose post office address is 131 North Bel Air Drive, Cumberland, Allegany County, Maryland, 21502, being at least eighteen (18) years of age and being licensed to perform psychological services in the State of Maryland, am hereby forming a professional service corporation under and by virtue of the Maryland Annotated Code, Corporations and Associations Article, Title 5-101 et.seq., hereinafter referred to as "Md.Anno.Code, CA 5-101 et.seq.".

SECOND: That the name of the Professional Service Corporation, which is hereinafter called the "Corporation" is:

CHARLES A. CANTONE, Ph.D., P.A.

THIRD: That the purposes of which the Corporation is formed are:

(1) To engage in every aspect of the general practice of psychology;

(2) To enter into partnerships, joint ventures, and other business associations for any lawful purpose;

(3) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments, and to own real and personal property necessary for the rendering of professional legal services; and

(4) To do anything permitted under Title 2 of the Corporations and Associations Article of the Maryland Annotated Code, as amended from time to time, and as limited by the Professional Service Corporation Act, as amended from time to time.

SULLIVAN & SULLIVAN, P.A.
ATTORNEYS AT LAW
29 PROSPECT SQUARE
CUMBERLAND, MD. 21502
(301) 724-7777

Compared and Mailed ~~Delivered~~
TO Janet Marie Cantone
131 North Bel Air Drive
Cumberland Md 21502
May 28 1982

FOURTH: That the post office address of the principal office of the Corporation in this State is 14526 McMullen Highway, Cumberland, Allegany County, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Janet Marie Cantone, 131 North Bel Air Drive, Cumberland, Allegany County, Maryland, 21502. Said resident agent is an individual actually residing in this State.

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

SIXTH: That the total number of directors of the Corporation shall be one (1), which number may be increased or decreased to a number no less than one (1) pursuant to the By-Laws of the Corporation. The name of the director who shall act until the first annual meeting or until his successor(s) is (are) duly chosen and qualified is Charles Anthony Cantone who is licensed to practice psychology in the State of 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 stockholders:

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

2. The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences,

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

EIGHTH: That the effective date of said Corporation shall be January 1, 1982.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of December, 1981, and I acknowledge the same to be my act.

WITNESS:

Helen A. Fuchsbaugh — Charles Anthony Cantone (SEAL)

CHARLES ANTHONY CANTONE

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 23rd day of December, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles Anthony Cantone, satisfactorily known to me, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

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

Edward R. Edwards
Notary Public

My commission expires 7/1/82

NOTARY PUBLIC ALLEGANY CO. MD.

FILED FOR RECORD
MAY 26 1982
...100 O'clock ... M.
and same day Recorded in
Liber No. ... Folio ...
one of the ... Records of Allegany
Maryland and com...
Clerk

LIBER 027 PAGE 340

ARTICLES OF INCORPORATION

OF

CHARLES A. CANTONE, Ph.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 19, 1982 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2530, folio 03535 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 120494
8104538

BW

Resent
10

LIBER 027 PAGE 341

FOXWOOD-HARDESTY CORPORATION

MAY 26-82 A 12 915 ******5.1

ARTICLES OF AMENDMENT

Foxwood-Hardesty Corporation, a Maryland Corporation, having its office in the City of Cumberland, Allegany County, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation that:

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

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

FOXWOOD CONSTRUCTION AND DEVELOPMENT CORPORATION

SECOND: The Amendment to the Charter of the Corporation was adopted by a Resolution of the joint meeting of the Stockholders and Directors held January 7, 1982, at which it was deemed advisable to amend the Corporate Name, and the Stockholders and Directors by unanimous vote, approved the Resolution recommending that the Corporate Name be changed from Foxwood-Hardesty Corporation to Foxwood Construction and Development Corporation, and duly authorized the officers of the Corporation to take the legal steps necessary to effect the change in the name of the Corporation.

Compared and Mailed Delivered
TO James A. Arnett Esq.
Cumberland Md 21502
May 28 1982

IN WITNESS WHEREOF, Foxwood-Hardesty Corporation has caused these presents to be signed in its name, and on its behalf, by its President and its Secretary-Treasurer, this 18th day of January, 1982.

ATTEST: FOXWOOD-HARDESTY CORPORATION

Leona I. Hardesty
Secretary-Treasurer

By: Kenneth L. Hardesty
President

(SEAL)

STATE OF MARYLAND
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY That on this 18th day of January, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared Kenneth L. Hardesty, President of Foxwood-Hardesty Corporation, a Maryland Corporation, and in the name of and on behalf of said Corporation, acknowledged the aforegoing Articles of Amendment to be the act and deed of the Corporation, and at the same time appeared Leona I. Hardesty, Secretary-Treasurer of said Corporation, and made oath in due form of law that she was the Secretary of the meeting of the Stockholders and Directors at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information, and belief.

WITNESS My hand and Notarial Seal.

Pamela L. Gross
Notary Public

My Commission expires: July 1, 1982

FILED FOR RECORD
MAY 26 1982
12:00 o'clock M.
same day Recorded in
er No. Folio
of the
Records of Allegany
Maryland, and com-

LIBER 027 PAGE 343

ARTICLES OF AMENDMENT

OF

FOXWOOD-HARDESTY CORPORATION

Changing its name to:

FOXWOOD CONSTRUCTION AND DEVELOPMENT CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland January 22, 1982 at 12:30 o'clock P. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 4531, folio 0886, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 120607

8104677

LIBER 027 PAGE 344

MAY 26-82 A 12 923 ******5.

FRONTIER MOLDING AND WOOD, INC.

ARTICLES OF INCORPORATION

FIRST: That the undersigned, Dwight C. Metcalf, whose post office address is 14812 Connecticut Avenue, Cresaptown, Maryland, 21502, and Jimmie L. Seeders, whose post office address is 103 Mason Street, Oakland, Maryland, 21550, each being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

FRONTIER MOLDING AND WOOD, INC.

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

(a) To produce, manufacture, construct, prefabricate, finish, distribute, buy, sell at either wholesale or retail, import and otherwise deal in molding and various other wood, metal, plastic, glass and related products; to manufacture construct, produce and finish and deal in all parts and supplies of every kind and description incidental to such manufacture, production or finishing; and to do and perform any and all other acts and things, necessary, proper or convenient for or incidental to the furtherance or the carrying out of the purposes hereinabove described.

(b) To purchase, to receive by way of gift, grant or loan, 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 evey 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

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GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and Mailed Delivered Bus
Dwight C. Metcalf
TO 14812 Connecticut Ave
Cresaptown Md. 21502
May 28 1982

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 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 permitted in the General Corporation Law of the State of Maryland, including, but not limited to, anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and to have and exercise all powers conferred by the laws of the State of Maryland, as such laws are now in effect, or may, at any time hereafter be amended, and to do any and all things hereinabove set forth or authorized 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 14812 Connecticut Avenue, Cresaptown, Maryland, 21502. The name and post office address of the Resident Agency of the Corporation in this State is Dwight C. Metcalf, 14812 Connecticut Avenue, Cresaptown, 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) shares of common stock of the par value of Twelve Dollars and Fifty Cents ($12.50) per share, or an aggregate par value of Twelve Thousand, Five Hundred Dollars ($12,500.00), all of one class (the "Common Stock").

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3), provided that (1) if there is no stock outstanding, the number of Directors may be less than three, but not less than one; and (2) if there is stock outstanding, and so long as there

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& PAYE
CUMBERLAND
MARYLAND

are less than three stockholders, the number of Directors may be less than three, but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified are: Dwight C. Metcalf and Jimmie L. Seeders.

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

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

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

(3) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the said resolutions or in the By-laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporations, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(4) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of

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GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30th day of December, 1981, and do acknowledge the same to be our respective act.

WITNESS:

Richard D. Evans
15 D St., MT LAKE PARK MD 21550

Donna Seeders
103 MASON ST, OAKLAND MD 21550

Dwight C. Metcalf (SEAL)
DWIGHT C. METCALF

Jimmie L. Seeders (SEAL)
JIMMIE L. SEEDERS

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
MAY 26 1982
at 2:00 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

ARTICLES OF INCORPORATION

OF

FRONTIER MOLDING AND WOOD, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 7, 1982 at 12:00 o'clock NOON M. as in conformity with law and ordered recorded.

Recorded in Liber 2530, folio 1330 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 120255

8104098

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02367

LIBER 027 PAGE 349

ARTICLES OF INCORPORATION

OF

MARNIK, INC.

MAY 26-82 A 12 922 ******5.16

FIRST: I, H. Gregory Skidmore, whose post office address is 110 Washington Street, Cumberland, Maryland 21502 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is MARNIK, INC.

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

(1) To manufacture, design, buy, sell, export, import, and deal at retail and wholesale in suits, shirts, ties, slacks, sweaters, jackets, coats and other sportswear and men's apparel of every nature and description, and in dress accessories and novelties of every nature and description, and in any other articles which may be conveniently or advantageously handled in conjunction with the foregoing business.

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

FOURTH: The post office address of the principal office of the

Compared and Mailed Delivered
H. Gregory Skidmore Esq.
TO 110 Washington Court
Cumberland, Md.
May 28 1982

Corporation in this State is 526 Necessity Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is H. Gregory Skidmore, 110 Washington Street, 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) shares of common stock, without par value.

SIXTH: The number of directors shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation and Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland. 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, Julia L. Miltenberger and Nicholas J. Simonetta.

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

(2) The Corporation shall indemnify a present or former director

or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

LIBER 027 PAGE 352

EIGHTH: The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of January, 1982, and I acknowledge the same to be my act.

WITNESS:

Patricia A. Harvey

H. Gregory Skidmore

H. GREGORY SKIDMORE

LIBER 027 PAGE 353

FILED FOR RECORD
MAY 26 1982
at 1:00 o'clock P M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany
County, Maryland.
Clerk

ARTICLES OF INCORPORATION

OF

MARNIK, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 13, 1982 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2530, folio 2366, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 120351

8104358

bt

LIBER 027 PAGE 354

THE McNITT COAL COMPANY

ARTICLES OF AMENDMENT

MAY 26-82 A 12 916 ******5.

THE McNITT COAL COMPANY, a Maryland corporation, having its principal office at P.O. Box 228, Frostburg, Maryland, 215[redacted] (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Certificate of Incorporation is hereby amended by striking out the first paragraph thereof and inserting in lieu thereof the following:

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

JENKINS DEVELOPMENT COMPANY, INC.

SECOND: The Board of Directors and Stockholders of the Corporation, by informal action in writing in lieu of a meeting have heretofore 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, The McNitt Coal 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 Assistant Secretary on this 21st day of Dec., 1981.

THE McNITT COAL COMPANY

ATTEST:

By KENNETH E. JENKINS

JAMES J. J. OBERHAUS, ASSISTANT SECRETARY

Compared and Mailed Delivered

TO 16 Washington St Cumberland Md.

May 28 19 82

LIBER 027 PAGE 355

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 21st day of December, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared KENNETH E. JENKINS, President of the McNitt Coal 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 JAMES J. J. OBERHAUS, and made oath in due form of law that he is the Assistant Secretary of the corporation, and that the informal action of the Stockholders and Directors of said corporation by which the amendment of the charter of the corporation therein set forth was approved, is a part of the records of the corporation, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

My Commission Expires
July 1, 1982

Susan A Ray
NOTARY PUBLIC

FILED FOR RECORD
AY 26 1982
o'clock M.
same day Recorded in
Liber No. Folio
of the Records of Allegany
County, Maryland, and com
by

LIBER 027 PAGE 356

ARTICLES OF AMENDMENT

OF

THE MCNITT COAL COMPANY

Changing its name to:

JENKINS DEVELOPMENT COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 4, 1982 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2529, folio 2315, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

915

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 121828

8103960

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LIBER 027 PAGE 357

LAW-SHELL CORPORATION

ARTICLES OF INCORPORATION

MAY 26-82 A 12 925 *****5.1

THIS IS TO CERTIFY:

FIRST: That we, Lawrence A. Smith, whose Post Office address is P. O. Box 103, Flintstone, Maryland 21530; Mary A. Smith, whose Post Office address is P. O. Box 103, Flintstone, Maryland 21530; and Gregory A. Smith, whose Post Office address is P. O. Box 103, Flintstone, Maryland 21530, each 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 a corporation, associate ourselves with the intention of forming a corporation.

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

LAW-SHELL CORPORATION

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

1. To engage in the general retail and wholesale business in connection with the operation of a seafood restaurant, and generally to do all things in connection with the operation of said restaurant business, including game and amusement facilities in connection therewith;

2. To engage in the general contracting business for the erection of residential and commercial buildings and to buy, sell, and lease real estate in connection therewith.

3. To engage in the general mining business, including surface and deep mining, and to engage in the sale and transportation of the products of the said mining and where required, lumbering.

Compared and Mailed Delivered
TO Lawrence A. Smith
P.O. Box 103
Flintstone MD 21530
May 28 1982

4. To carry on and engage in the general trucking business and transporting of commodities and intra-state and interstate commerce.

5. To engage in the rebuilding and repairing of helicopters and related aeronautical equipment.

6. To sell at wholesale and retail specialty products relating to air and water purification.

7. 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.

8. To apply for, acquire, buy, sell, assign, lease, pledge, mortgage, or otherwise dispose of letters patent of the United States, or of any foreign country, and all or any rights, territorial or otherwise, thereunder. To apply for, acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of patent rights, licenses, privileges, inventions, trade marks, trade names, and pending application therefore, relating to or useful in connection with any business of the Corporation. To use, manufacture or grant licenses under any letters patent owned or controlled by the Corporation, and to expend money in experimenting upon and testing the validity or value of any patent rights the Corporation may acquire or propose to acquire.

9. 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.

10. To purchase or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire and re-issue shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

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 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 of 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.

12. 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.

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, 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: 156 North Centre Street, Cumberland, Allegany County, Maryland 21502. The Resident Agent of the Corporation is Lawrence A. Smith, whose Post Office address is P. O. Box 103, Flintstone, Maryland 21530. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than Two (2) Directors, and Lawrence A. Smith, Mary A. Smith, and Gregory A. Smith 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 Five Thousand (5000) shares of Stock having no par value.

No Stock in the Corporation shall be transferred to a person who is not already a Stockholder unless the Stock shall have been first offered for sale as follows: first, to the Corporation, and secondly to the other Stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a Stockholder. The offer to sell shall be in writing, shall set forth the price and terms, and shall be sent by Registered Mail to the Corporation and to each Stockholder at the address listed on the Corporation books. The right to transfer the Stock to a person not a Stockholder shall not exist until the Corporation and all existing Stockholders fail for a period of thirty (30) days after receipt of the offer to accept the same by compliance with the terms therein set forth.

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

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

2. No holder of Stock of any class shall be entitled as a matter of right to subscribe for, or purchase, any part of any new or additional issue of Stock of any class, or of securities

convertible into Stock of any class, whether now or hereafter authorized, or whether issued for money, for a consideration other than money, or by way of dividend.

3. The Board of Directors shall have power to determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the books, accounts, and documents of the Corporation, or any of them, shall be open to the inspection of the Stockholders, except as otherwise provided by statute or by the By-Laws; and, except as so provided, no Stockholder shall have any right to inspect any book, account, or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

4. Any Director, individually, or any firm of which any Director may be a member, or any corporation or association of which any Director may be an officer or director, or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud, no contract or other transaction shall be thereby affected or invalidated; provided that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of the Corporation who is also a director or officer of, or interested in, such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which will authorize any such contract or transaction;

provided, however, that the voting rights of such interested director shall be as provided and limited in Section 2-419 of the Corporations and Associations Article of the Annotated Code of Maryland.

5. Any Contract, transaction, or act of the Corporation, or of the directors, which shall be ratified by a majority of a quorum or the Stockholders having voting powers at any annual meeting, or any special meeting called for such purpose, shall so far as permitted by law be as valid and as binding as though ratified by every Stockholder of the Corporation.

6. Unless the By-Laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by authority of the Board of Directors.

7. The Corporation reserves the right, from time to time, to make any amendments of its Charter which may, now or hereafter, be authorized by law, including any amendments changing the terms of any of its outstanding Stock by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the term thereof shall have been authorized by the holders of Fifty-one percent (51%) of the shares of such Stock at the time outstanding, by a vote at a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 21st day of December, 1981.

WITNESS:

Pamela J. Gross — Lawrence A Smith
LAWRENCE A. SMITH

Pamela J. Gross — Mary A. Smith
MARY A. SMITH

Pamela J. Gross — Gregory A. Smith
GREGORY A. SMITH

STATE OF MARYLAND
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY That on this 21st day of December, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared LAWRENCE A. SMITH, MARY A. SMITH, and GREGORY A. SMITH, and they 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.

Pamela J. Gross
Notary Public

My Commission expires: July 1, 1982.



FILED FOR RECORD
MAY 26 1982 10
at 1:00 O'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Records of Allegany
County, Maryland, and com-
pared by me
Clerk

LIBER 027 PAGE 365

ARTICLES OF INCORPORATION

OF

LAW-SHELL CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland December 31, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 1529, folio 0929 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

9/15

Bonus tax paid $ 20.00 Recording fee paid $ 26.00 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.

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

A 121709

8103825

drb

LIBER 027 PAGE 366

TOLL HOUSE ENTERPRISES, INC.

ARTICLES OF INCORPORATION

MAY 26-82 A 12 926 ******5.

FIRST: I, H. Gregory Skidmore, whose post office address is 110 Washington Street, Cumberland, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by the virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is TOLL HOUSE ENTERPRISES, INC.

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

(1) To acquire real property by lease or otherwise and to maintain a motel, restaurant, and lounge business thereon.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 5, Box 398, Cumberland, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is H. Gregory Skidmore, 110 Washington Street, Cumberland, Maryland 21502. Said

Cascade - Gilchrist - Kelly Leasure

Compared and Mailed Delivered

~~H. Gregory Skidmore Esq.~~

TO ~~110 Washington St.~~ Cumberland, Md. 21502

May 28 1982

Resident Agent is an individual actually residing in this State.

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

SIXTH: There being two stockholders in the Corporation, 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), provided that:

(1) If there is no stock outstanding, the number of directors may be less than two (2) but not less than one; and

(2) If there is stock outstanding and so long as there are less than two (2) stockholders, the number of directors may be less than two (2) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Herman J. Haywood and Raymond R. Jenkins.

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

(1) The Board of Directors of the Corporation is hereby

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities

exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of December, 1981, and I acknowledge the same to be my act.

WITNESS:

Jeanne E. Appel

H. Gregory Skidmore

H. GREGORY SKIDMORE

LIBER 027 PAGE 371

FILED FOR RECORD
DEC 26 1982
10:00 o'clock A.M.
same day Recorded in
Liber No. Folio
of the Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF INCORPORATION

OF

TOLL HOUSE ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1981 at 8:31 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2528, folio 02275 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 121443
8103760

BW

LIBER 027 PAGE 372

TOLL HOUSE MOTEL & LOUNGE, INC.
(A Close Corporation)

MAY 26-82 A 12 917 *****5.1

TOLL HOUSE MOTEL & LOUNGE, INC., a Maryland corporation, having its principal office in Allegany County, Maryland (hereafter 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 stiking out so much of paragraph SECOND of the Articles of Incorporation, which states:

"The name of the Corporation is Toll House Motel & Lounge, Inc."

and inserting in lieu thereof, the following:

"The name of the Corporation is Trozzo Enterprises, Incorporated"

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on November 20, 1981, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that said amendment was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders to be held on November 27, 1981.

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 to all stockholders entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was unanimously approved by affirmative vote of all stockholders of the Corporation at the meeting held on November 27, 1981 at which all stockholders were personally present.

BW

Compared and Mailed Delivered
John Melvin Glotfelty
TO 571 Cromwell Place
Cumberland, Md. 21502
May 28 1982

BW

Compared and Mailed Delivered
Carnegie Safekeeping Facility, Inc.
TO 110 Washington St
Cumberland, Md. 21502
May 28 1982

IN WITNESS WHEREOF, TOLL HOUSE MOTEL & LOUNGE, INC. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on the 30th day of November, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of TOLL HOUSE MOTEL & LOUNGE, INC., and every stockholder thereof and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true and correct in all material respects to the best of his knowledge, information and belief.

ATTEST:

Esther B. Trozzo

ESTHER B. TROZZO
SECRETARY

TOLL HOUSE MOTEL & LOUNGE, INC.

By: William D. Trozzo

WILLIAM D. TROZZO, PRESIDENT

LIBER 027 PAGE 374

FILED FOR RECORD
MAY 26 1982
at 1:00 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____
Land Records of
Allegany County, Maryland, and com-
pared by

ARTICLES OF AMENDMENT

OF

TOLL HOUSE MOTEL AND LOUNGE, INC.

Changing its name to:

TROZZO ENTERPRISES, INCORPORATED

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

Recorded in Liber 2529, folio 0505 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

9/5

Bonus tax paid $_____ Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 121659

drb

8103932

02471

LIBER 027 PAGE 375

ARTICLES OF INCORPORATION OF

WESTERN MARYLAND CHAPTER, NATIONAL RAILWAY

HISTORICAL SOCIETY, INCORPORATED

MAY 26-82 A 12 920 ******5.1

This Is To Certify:

First: That we, the subscribers, (names and addresses of members of the board), all being of legal age, do, under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose of forming a corporation.

Second: That the name of the corporation shall be Western Maryland Chapter, National Railway Historical Society Incorporated.

Third: That the purpose for which the corporation is formed shall be "The collection and preservation of books, pamphlets, papers, maps, pictures, relics, artifacts, manuscripts, letters, journals, field notes or books, films, equipment and any other things which describe or illustrate the history of railroads and railroading and related industries and transportation; the investigation research, and publication of historical material; holding meetings with lectures, addresses, papers and discussions on matters of historical interest marking historical sites, structures and rights of ways; and any other thing deemed to be in the interests of the corporation by the majority of the board of directors.

To purchase, lease or hire, or otherwise acquire, hold, own, develop or improve and dispose of, and to aid toward the acquisition development or improvement and disposal of any real and personal property and the rights and privileges with respect thereto, convenient and/or suitable to the purposes of the corporation.

To borrow or raise money for any of the purposes of the corporation and to issue notes, bonds, debentures or other obligations of any nature for money so borrowed, or in payment for property purchased, or for any other lawful consideration, and to assure the payment thereof along with any interest thereon, by mortgage, pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, and to sell, pledge, discount, or otherwise dispose of such

BW

Compared and Mailed Delivered

TO John Melvin 577 Cromwell Terrace Frederick Md 21702

May 28 1982

bonds, notes or other obligations of the Corporation for its purposes.

To enter into, execute and discharge contracts for services or any other lawful thing deemed necessary by the majority of the board of directors.

Fourth: That the address of the place which is the principal office of the corporation in this state will be 577 Cromwell Terrace, Cumberland, Maryland. The resident agent of the corporation shall be John Melvin whose address is 577 Cromwell Terrace, Cumberland, Maryland 21502, said agent is actually a resident of the state and is a citizen thereof.

Fifth: The corporation shall have no capital stock and shall not operate for any pecuniary profit.

Sixth: The corporation shall have not less than three nor more than 13 directors and (names and addresses of directors) shall serve as trustees until their successors are duly chosen at a general membership meeting.

In witness whereof I have signed the Articles of Incorporation and acknowledged same to be my act.

John T Melvin 1/22/82

0247

LIBER 027 PAGE 377

1981
WESTERN MARYLAND CHAPTER
N.R.H.S.

BOARD OF DIRECTORS

Bill Resser
102 Westwood Road
Cumberland, MD 21502
729-2891

Harry Stegmaier
59 Hawthorne Drive
Frostburg, MD 21532
689-3503 (home) or
689-4269

Ron Windemuth
725 White Avenue
Cumberland, MD 21502
724-8551

John G. Kunis
707 Virginia Avenue
Cumberland, MD 21502
724-6760

Bart Deneen
10 Penn Avenue
Cumberland, MD 21502
777-0387

C. E. Winebrenner
767 Maryland Avenue
Cumberland, MD 21502
722-8367

Charles Soethe
401 Columbia Street
Cumberland, MD 21502
722-5185

Bill Price
836 Windsor Road
Cumberland, MD 21502
724-5403

Arlie "Tuck" Davis
1030 Brown Avenue
Cumberland, MD 21502
722-6823

Don Hartell
115 Maple Street
Cumberland, MD 21502
722-5810 or
722-5550 Shop

Tom Biery
Route 1, Box 75F
Cumberland, MD 21502
724-0442

Edwin J. Rice
453 Walnut Street
Cumberland, MD 21502
722-3717

FILED FOR RECORD
JAN 26 1982
at 1:00 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 027 PAGE 378

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND CHAPTER, NATIONAL RAILWAY HISTORICAL SOCIETY
INCORPORATED

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

Recorded in Liber 2531, folio 2470, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

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

A 120768

8104787

bt

LIBER 027 PAGE 379

ARTICLES OF INCORPORATION

OF

AUTO SOUND SPECIALISTS, INC.

FIRST: WE, the undersigned, William J. Lambka, 730 East Oldtown Road, Cumberland, Maryland 21502 and John M. Robb, Jr., 141 Baltimore Street, First Federal Building, Cumberland, 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 public general laws of the State of Maryland.

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

AUTO SOUND SPECIALISTS, INC.

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

a) To engage in the development, writing, producing, marketing, distributing, and selling of goods of all kinds, and especially the development, writing, producing, marketing, distributing, and selling of electronic equipment; to engage in commercial enterprises of every kind and description and to plan, project and engage in advertising of all kinds, through, by or in all media; to promote or engage in ventures or businesses of all kinds; and in all fields, whether wholesale or retail; and to engage in development, manufacturing or processing and marketing of goods, wares, products and merchandise of every type and description; and to do any or all things necessary, convenient or desirable in connection with any of the aforesaid functions.

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

JUN-9-82 A 2207 ****5.10

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

Compared and Mailed Delivered
TO John M. Robb Jr. Esq.
First Federal Bldg. Md. 21502
June 22 1982

c) To purchase, lease or otherwise acquire, hold, develope, improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

d) To transact for itself or for the account of others the business of general brokers, general agents, commercial agents, or buyers and sellers of, dealers in, importers and exporters, of raw materials, parts, manufactured goods, equipment, supplies, and new or used merchandise of all kinds.

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

f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights processes, formulae, and thelike, which might be used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect to, sell, and otherwise turn to account, the same.

g) To purchase or otherwise acquire, hold or 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 trusts, certificates for any shares of stock of, or any bonds or other securities

OHN M. ROBB, Jr.
TTORNEY AT LAW
mberland, Maryland

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 obligation to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

h) To loan or advance money with or without security without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notices or other obligations of any nature, and in any manner permitted by law, for money borrowed or in payment for property purchase, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of the whole or any contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds notes or other obligation of the Corporation for its corporate purposes.

i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof or to enhance the value of its property, business or rights.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is Route 3 Box 56B, Cumberland, Maryland; and the Resident Agent of said Corporation being John M. Robb, Jr., First Federal Building, 141 Baltimore Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares, without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have least three directors which number may be increased pursuant to the By-Laws of the Corporation; and the names of the directors who shall act until the

OHN M. ROBB, Jr.
TTORNEY AT LAW
mberland, Maryland

first annual meeting or until their successors are duly chosen and qualify are as follows: William J. Lambka, Karen L. Lambka, and Gene Scarlett.

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 are hereby empowered to authorize from time to time the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

b) No contract or other transaction between this Corporation any 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 , 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 of who is so interested may be counted in determining the existence of the quorum at any meeting of the Board of Directors, of this Corporation, which shall authroize any such contract or transaction.

c) The Board of Directors shall have power from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

charter, and to direct and determine the use and disposition of any of such suplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

d) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any 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 or stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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

f) The Board of Directors shall have power to declare and authorize the payment of dividends, whether in cash or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders

N M. ROBB, Jr.
ORNEY AT LAW
erland, Maryland

in cash or in stock, i.e., payment shall not be in cash to one stockholder and in stock to another; the said Board of Directors shall have authority to exercise, without a notice of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entitles whether associations partnerships or individuals.

g) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, providing that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescind by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation.

WILLIAM J. LAMBKA (SEAL)

JOHN M. ROBB, JR. (SEAL)

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

LIBER 027 PAGE 386

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 11th day of February, 1982, before me, the subscriber, a Notary Public of the State of Maryland, County aforesaid, personally appeared William J. Lambka and John M. Robb, Jr., each satisfactorily made known to me and acknowledged the aforegoing Articles of Incorporation to be his respective act and deed.

WITNESS, my hand and Notarial Seal.

Connie L. Brant (Abel)
NOTARY PUBLIC

My Commission Expires: July 1, 1982.



OHN M. ROBB, Jr.
TTORNEY AT LAW
mberland, Maryland

FILED FOR RECORD
JUN 9 1982
at 2:00 o'clock P.M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany
County, Maryland, and compared

LIBER 027 PAGE 387

ARTICLES OF INCORPORATION

OF

AUTO SOUND SPECIALISTS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 18, 1982 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2533, folio 2354, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of 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.

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

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LIBER 027 PAGE 388

ARTICLES OF INCORPORATION

OF

BLOSS'S WELDING SHOP, INC. JUN-9-82 A 22078 ****

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THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles E. Rosolio, whose post office address is Suite 505, Alex Brown Building, 102 West Pennsylvania Avenue, Towson, Maryland 21204, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

BLOSS'S WELDING SHOP, INC.

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

(a) To engage in the business of welding, fabricating metals, repair of equipment and motor vehicles, and other related repair and fabrication services.

(b) To engage in manufacturing, distributing and selling at wholesale or at retail, in Maryland, and in any other state, and in any foreign country, and in any part of the world.

(c) To purchase or otherwise acquire, own and hold, such real and personal property of every kind and description, within and without the State of Maryland, or any part of the world, suitable, necessary or useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any of such property.

(d) Without in any way limiting any of the objects, purposes or powers of the corporation, the business or

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Compared and Mailed Delivered

TO Charles E. Rosolio
Suite 505 Alex Brown Bldg
102 W. Pennsylvania Ave
Towson, Md. 21204
June 22 19 82

purposes of the corporation shall be from time to time to do any one or more, or all of the acts and things and business or business in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; in carrying on its busines or for the purpose of attaining or furthering any of its object to do any and all acts and to exercise any and all other powers which a co-partnership or natural person could do and exercise and which now or hereafter may be authorized by law either as or by and through principals, agents, attorneys, trustees, contractors, subcontractors, lessors, lessees, or otherwise, either alone or in conjunction with others, and in any part of the world; and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the laws of the State of Maryland authorizing the formation of such corporation.

(e) The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

(f) The corporation reserves the right to amend, alter, enlarge, change in any way, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter authorized, permitted or prescribed by statute, and all rights, powers, privileges and restrictions conferred on stockholders are granted subject to this reservation, except to the extent that the same may be expressly declared not to be subject to this reservation.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be is Route 4, Box 232, Cumberland, Maryland 21502. The Resident Agent of the corporation is Charles E. Rosolio, whose post office address is Suite 505, Alex Brown Building, 102 West Pennsylvania Avenue, Towson, Maryland 21204. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the corporation shall be two (2), which number may be increased or decreased, pursuant to the By-Laws of the corporation, but shall never be less than three (3), provided that:

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

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but never less than the number of stockholders.

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

Frank L. Bloss
David Lee Bloss

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

SEVENTH: Without violating §2-419, Corporations and Associations Article, Annotated Code of Maryland, no contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or

are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested 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 and approved by the Board of Directors or a majority of disinterested directors 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 directors or officer of such other corporation or not so interested.

EIGHTH: The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and if any, what part of the surplus of the corporation or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any of such surplus or net profits.

The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the corporation, or

any of the bonds or other evidences of indebtedness of the corporation, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

TENTH: The holders of the shares of the common stock of the corporation shall not have any pre-emptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized.

ELEVENTH: The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action,

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suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was in the best interest of the corporation that such settlement be made and that such director, officer or employee may be entitled under any By-Law, vote of shareholders, or otherwise.

TWELFTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 17th day of February, 1982, and acknowledge the same to be my act and deed.

Charles E. Rosolio

FILED FOR RECORD
JUN 9 1982
at 3:00 o'clock P. M.
and same day Recorded In
Liber No. ___ Folio ___
one of the Land Records of Allegany
County, Maryland and com
Clerk

LIBER 027 PAGE 394

ARTICLES OF INCORPORATION

OF

BLOSS'S WELDING SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 18, 1982 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 4533, folio 2202, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 Special Fee paid $ _____

To the clerk of the Circuit Court of Allegany County

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

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LIBER 027 PAGE 395

ARTICLES OF INCORPORATION

OF

BRADDOCK ESTATES WATER CO., INC.

JUN -9-82 A 22082 ******5.1

THIS IS TO CERTIFY:

FIRST: That I, Gorman E. Getty, III, whose post office address is 110 Washington Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

BRADDOCK ESTATES WATER CO., INC.

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

1. To purchase, lease, take, appropriate, hold, own, or otherwise acquire, and to maintain and operate water and water rights, and acquire, purchase, lease, take, appropriate, own, hold, build, maintain, and operate pipe lines, water powers, and water power sites, and all other works necessary or convenient for the appropriation, diversion, storage, transportation, and distribution or use of water for domestic and residental uses, and for any other purpose for which water may be applied.

2. 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.

3. To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate and to

Compared and Mailed Delivered BW
TO--Grantee Janet G. Jackson
94 Peabody Lane
June 22 1982

1982 FEB 17 A 10

aid and subscribe toward the acquisition, construction or improvement of offices, 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.

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

5. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, 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 and grant licenses in respect of, sell and otherwise turn to account the same.

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 thereby by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the corporation for its corporate purposes.

7. To do anything permitted by §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 place at which the principal office of the corporation in this State will be located is 94 Teaberry Lane, Frostburg, Maryland 21532. The resident agent of the corporation is James Hoskins, whose post office address is 94 Teaberry Lane, Frostburg, Maryland 21532. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the corporation shall be seven (7) which number may be increased or decreased pursuant to the bylaws of the corporation but shall never be less than three (3) provided that:

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

2. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: James Hoskins, Donald Smith, Wes Hahn, Edward Kyle, Richard Weiner, James Coffrath, and Brenda Hoskins.

SIXTH: The total number of shares of capital stock which the corporation has authority to issue is five thousand (5000) shares of common stock, without par value.

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the aforegoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the charter of the corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

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

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

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

3. With respect to any corporate representative other than a present or former director or officer the corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

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IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of February, 1982 and I acknowledge the same to be my act.

WITNESS:

GORMAN E. GETTY, III (SEAL)

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY that on this 15th day of February, 1982, before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared GORMAN E. GETTY, III, and he acknowledged the within and aforegoing Articles of Incorporation to be his act and deed.

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

NOTARY PUBLIC

My Commission Expires:

July 1, 1982

FILED FOR RECORD
JUN 9 1982
at 3:00 O'clock P. M.
and same day Recorded in
Liber No. — Folio —
one of the Land Records of
County, Maryland, and com-
Clerk.

LIBER 027 PAGE 401

ARTICLES OF INCORPORATION

OF

BRADDOCK ESTATES WATER CO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 17, 1982 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2533, folio 1169 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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LIBER 027 PAGE 402

ARTICLES OF INCORPORATION

OF

BROWN PLUMBING AND HEATING, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Gregory H. Getty, whose Post Office address is 21 Prospect Square, Cumberland, Maryland, being at least 18 years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the Corporation) is: BROWN PLUMBING AND HEATING, INC.

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

(a) To engage in the general business of installation of plumbing and heating and air conditioning, as contractor or sub-contractor, in new construction or as repairs or remodeling of existing structures; and to manufacture, buy, sell, and otherwise deal in plumbing, heating and air conditioning fixtures, pipes, accessories, and fittings necessary or useful in such occupation, and to engage in any business incidental thereto.

(b) 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 permitted in the General Corporation Law of the State of Maryland, including, but not limited to, anything permitted by Section 2-103 of the Corporation and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the State of Maryland, as such laws are now in effect, or may, at any time hereafter be amended, and to do any and all things hereinabove set forth or authorized 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.

FOURTH: The Post Office Address of the principal office of the corporation in this state is: Route 2, Box 525, Frostburg, Maryland 21532. The name and Post Office address of the Resident Agent of the corporation in this

Compared and Mailed Delivered BW

TO Nancy L. Brown
Rt #2 Box 525
Frostburg, Md. 21532

June 22 19 82

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LAW OFFICES
ROBERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

state is: Nancy D. Brown, Route 2, Box 525, Frostburg, Maryland 21532. Said Resident Agent is an individual actually residing in this state.

FIFTH: The total number of shares of capital stock which the corporation has authority to issue is One Thousand (1,000) shares of Common Stock, without par value.

SIXTH: The number of the 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 either three, or the number of stockholders of the corporation, whichever is less. The names of the Directors who shall act until the First Annual Meeting, or until their successors are duly chosen and qualified, are: Carl R. Brown, Nancy D. Brown, Richard P. Brown.

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

(1) At each election of Directors, every 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 to cast 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 he 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 his intention to the Secretary of the corporation on or before the day preceeding the election, at which such Stockholder intends to cumulate his votes. All Stockholders may cumulate their votes if any Stockholder gives such notice.

(2) 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.

(3) The Board of Directors of the corporation may classify or reclassify

LAW OFFICES
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& PAYE
CUMBERLAND
MARYLAND

any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preference, rights, voting powers, restrictions and qualifications of, the dividends on, the times and places of redemption of, and the conversion rights of, such shares.

(4) The Board of Directors shall have power, if authorized by the By-Laws, to designate by Resolution or Resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the corporation which, to the extent provided in said Resolutions or in the By-Laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and the affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(5) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes, or other evidence of indebtedness for monies so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by a mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the corporation then owned or thereafter acquired.

(6) 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 this corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation or entity; any Stockholders individually, or any firm or entity 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 this

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& PAYE
MBERLAND
ARYLAND

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 this Corporation or 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 such 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.

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

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

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

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

(3) With respect to any corporation representative other than a present or former Director of officer, the corporation may indemnify such cor-

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GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

porate representative in connection with the proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director of officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section, or any claim, issue or matter raised in such proceeding, the corporation shall not indemnify such corporate representative other than a present or former Director or officer under the indemnification Section unless and until it shall have been determined an authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who are not parties to the proceedings; or (ii) an affirmative vtoe, at a duly constituted meeting of a majority of all the votes case by Stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I, the undersigned, have signed these Articles of Incorporation, this 11th day of February, 1982, and I do hereby acknowledge the same to be my respective act.

Witness:

_____ Gregory H. Getty (SEAL)
Gregory H. Getty

LAW OFFICES
ERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED JUN 9 1982 RECORD
at 3:00 O'clock P. M.
and same day Recorded in
Liber No. C.L.B. Folio
one of the Records of
County, Maryland, and com
Clerk

LIBER 027 PAGE 407

ARTICLES OF INCORPORATION

OF

BROWN PLUMBING AND HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 17, 1982 at 3:30 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2533, folio 1177, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

R B Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVÆ CORONASTI NOS ECTO

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LIBER 027 PAGE 408

FOX FREIGHT LINES, INC.

ARTICLES OF INCORPORATION

FIRST: WE, ALBERT A. GREEN, CHARLES D. BARTLETT and STELLA B. GREEN, whose post office address is Box 204, Oak Street, Barton, Allegany County, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is FOX FREIGHT LINES, INC.

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

A. To engage in the service of carrying freight for hire; to receive and load all varieties of commercial freight on board highway motor vehicles; to transport such freight to various destinations in the State of Maryland or throughout the United States; and to buy, sell, and otherwise deal in and with tractors and trailers suitable for commercial trucking, and to maintain and repair the same.

B. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any way encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

C. 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 businesses of the corporation.

D. 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 directions that may at any time be necessary, useful or advantageous for the purposes of the corporation.

E. To loan or advance money either with or without security, without limit as to the amount; and to borrow or raise money for any of the purposes of the corporation, and to issue bonds, debentures, notes or other obligations

ANDERSON,
& RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
59 GREENE ST.

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Compared and ~~Mailed~~ Delivered

TO James Paul Donahue Jr. Esq
P.O. Box 657 - 39 Greene St
Cumberland, Maryland 21502

June 22 1982

of any nature, and in any manner permitted by law, for money so borrowed or in payment of property purchased, or for any other lawful consideration, and to secure the payment thereof, and of the interest thereof, 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 carry on any of the businesses enumerated hereinbefore for itself, or on 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, businesses, or any of them or any part thereof, or to enhance the value of its property or business; and to engage in any other lawful purpose and/or business.

G. 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.

CONSTRUCTION OF THE 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 it is not intended by the mention of any particular purpose, objects or business, in any manner to limit or restrict the generality of any other purpose, objects or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon particulars to the limitations relative to Corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 204, Oak Street, Barton, Allegany County, Maryland, 21521. The name and post office address of the Resident Agent of the Corporation in this State is James Paul Donahue, Jr., P. O. Box 657, 39 Greene Street, Cumberland, Allegany County, Maryland, 21502. Said Resident Agent

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ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

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

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly qualified and chosen are: ALBERT A. GREEN, CHARLES D. BARTLETT, and STELLA B. GREEN.

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

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

B. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or latering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and places of redemption of, and the conversion rights of, such shares.

C. 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

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GREENE ST.

officers of, such other corporation; and 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 disclosed 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.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter enforced.

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

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

(2) The Corporation shall indemnify a present or former director or

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& RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; and (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 30th day of December, 1981, and we acknowledge the same to be our act.

WITNESS:

James P. Ondeck, Jr. — Albert A. Green
ALBERT A. GREEN

James P. Ondeck, Jr. — Charles D. Bartlett
CHARLES D. BARTLETT

James P. Ondeck, Jr. — Stella B. Green
STELLA B. GREEN

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 30th day of December, 198 , before me, the subscriber, a Notary Public of the State of Maryland, in and

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ORNEYS AT LAW
RLAND, MARYLAND
GREENE ST.

for the County aforesaid, personally appeared ALBERT A. GREEN, CHARLES D. BARTLETT and STELLA B. GREEN, and they acknowledged the aforegoing Articles of Incorporation to be their act.

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

Pamela S. Edwards
Notary Public

My Commission Expires: July 1, 1982.

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

FILED FOR RECORD
JUN 9 1982
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-
Clerk

LIBER 027 PAGE 414

ARTICLES OF INCORPORATION

OF

FOX FREIGHT LINES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 29, 1982 at 4:30 o'clock PM. as in conformity with law and ordered recorded.

Recorded in Liber 2531, fol 63197 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 Special Fee paid $ ___

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · STATE OF MARYLAND · VOLENTATIS TVÆ CORONAM TVI DONA

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EXHIBIT "F"

LIBER 027 PAGE 415

GLENN HAVEN, INC.

ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer entered into this 30th day of December, 1981, by and between Glenn Haven, Inc., a Maryland corporation, hereinafter sometimes referred to as the "Transferror", and Glenn Haven Pizza Pub, Inc., a Maryland corporation, hereinafter referred to as the "Transferree". RECORDED IN 9-82 A 22083 *****5.18

THIS IS TO CERTIFY:

FIRST: Transferror does hereby agree to sell, assign and transfer substantially all of its property and assets to the Transferree, its successors and assigns, as hereinafter set forth.

SECOND: The name and post office address and principal place of business of the Transferree are Glenn Haven Pizza Pub, Inc., 517 Cobey Drive, Cumberland, Maryland 21502.

THIRD: The name and state of incorporation of each corporation a party to these Articles of Sale and Transfer are as follows: Transferror is Glenn Haven, Inc., a corporation organized under the general laws of the State of Maryland on DECEMBER 28, 1981. Transferree is Glenn Haven Pizza Pub, Inc., a corporation organized under the general laws of the State of Maryland. The Transferree was incorporated on the 28th day of December, 1981 under the general laws of the State of Maryland.

FOURTH: The nature and amount of consideration to be paid by the Transferree for the property and assets hereby transferred to it as set forth herein is Five Hundred Thousand Dollars ($500,000.00) to be paid to the Transferror in accordance with the terms and conditions set forth in the Sales Agreement between the parties dated the 30th day of DECEMBER, 1981, which Agreement is incorporated by reference herein, at settlement or before.

DELETED

BW

Compared and ~~Mailed~~ Delivered

Ellen Jarrington

TO 116 Washington St. Cumb. Md. 21502

June 22 1982

BURNETT, EISWERT & CRAWFORD, P.A.
ATTORNEYS AT LAW
OAKLAND, MARYLAND

FIFTH: The principal office of the Transferror is STAR ROUTE #1, Oakland, Maryland 21550. The only county in which the Transferror owns property, the title to which could be effected by the recording of an instrument among the Land Records is Garrett County, Maryland.

SIXTH: The location of the principal office of the Transferree is STAR ROUTE #1, Oakland, Maryland. The Transferree owns property in Garrett County, Maryland.

SEVENTH: The Board of Directors of the Transferror by a unanimous written informal action signed by all the members thereof filed with the Minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of the assets of the Transferror as herein set forth is advisable and directed that the Articles of Sale and Transfer be submitted for action thereon by the stockholders of the Transferror. By unanimous written information action, all in the manner and by the vote required by the Corporation and Associations Articles of the Annotated Code of Maryland and the Charter of the Transferror.

A unanimous written informal action, setting forth approval of these Articles of Sale and Transfer were signed by all of the stockholders of the Transferror entitled to vote thereon, and such unanimous written informal action is filed with the Minutes of the proceedings of the stockholders of the Transferror, all in a manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Transferror.

EIGHTH: As to the Transferree, the sale, assignment and transfer to be effected pursuant to these Articles of Sale and Transfer were duly advised, authorized and approved

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AWFORD, P.A.
ORNEYS AT LAW
AND, MARYLAND

in the manner and by the vote required by the Charter of the Transferree and by the laws of the State of Maryland under which the Transferree was organized. Said transfer was approved by the Directors and Stockholders and the Articles of Transfer executed by an officer of the Transferree as authorized by the By-Laws of the Transferree.

NINTH: In consideration of the payment to the Transferror of Five Hundred Thousand Dollars ($500,000.00) to be paid by the Transferree at the time of the settlement in the form of cashiers or certified check, the Transferror will bargain, sell, deed, grant, convey, transfer and set over and assign to the Transferree, its successors and assigns: 2 parcels of land located in Garrett County, Maryland, more particularly described in a deed to be delivered at settlement, to-wit: Parcel 1 containing 0.75 of an acre, more or less, Parcel 2 being a parcel of land located in Garrett County, Maryland, containing 6,774 square feet, and parcel 3 containing 19,920.94 square feet, more or less, more particularly described in a deed between the parties and recorded or to be recorded among the Land Records of Garrett County, Maryland. The property conveyed being the same property conveyed to Glenn Haven, Inc., by deed from Genevieve D. DeWitt, dated April 9, 1959, and recorded in Liber No. 219, folio 590, and deed from Pennsylvania Electric Company dated November 17, 1959, and recorded in Liber R. L. D. No. 227, folio 130 both of the Land Records of Garrett County, Maryland.

TENTH: The Transferree, by reason of this contract or by reason of the aforementioned conveyance to take place at settlement, does not assume any debts or obligations of the Transferror and the Transferror shall convey title in fee free of any such debts or encumbrances at the time of settlement.

ELEVENTH: These Articles of Sale and Transfer are executed and acknowledged and sealed and delivered in the State of Maryland by the Transferror, a Maryland corporation, and the Transferree, a Maryland corporation, and it is

BURNETT, EISWERT
& CRAWFORD, P.A.
ATTORNEYS AT LAW
OAKLAND, MARYLAND

accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the laws applicable to contracts made and entirely to be performed within the State of Maryland.

In witness whereof, Glenn Haven, Inc., and Glenn Haven Pizza Pub, Inc., parties of these Articles of Sale and Transfer have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and behalf of each corporate party to these Articles of Sale and Transfer by its President or Vice-President or SECRETARY and attested to by its Secretary or Assistant Secretary as of this 30th day of December, 1981.

ATTEST: GLENN HAVEN, INC.

Christine C. Cornish BY Paul C. Quinn (SEAL)

ATTEST: GLENN HAVEN PIZZA PUB, INC.

Patricia M. Seal BY Jack Selby P.V.P. (SEAL)

The Undersigned, President of Glenn Haven, Inc., who executed on behalf of said corporation, the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of the said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation, and further certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the approval thereof are true in all material respects under the penalties of perjury.

Paul C. Quinn

President

PIZZA POD SEAL MARYLAND 1981

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AWFORD, P.A.
ORNEYS AT LAW
AND, MARYLAND

The Undersigned, President of Glenn Haven Pizza Pub, Inc., who executed on behalf of said corporation, the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation, and further certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the approval thereof are true in all material respects under the penalties of perjury.

Joseph F. Seel
President

FILED FOR RECORD
JUN 9 1982 at 2:30 P.M.
and same day Recorded in
Liber No. ERG Follo
one of the Land Records of Allegany
County, Maryland and com

LIBER 027 PAGE 420

ARTICLES OF SALE AND TRANSFER

BETWEEN

GLENN HAVEN, INC. (MD. CORP.) Transferor

AND

GLEN HAVEN PIZZA PUB, INC. (MD. CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland February 8, 1982 at 3:30 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2532, folio 2728 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 4.00 Certif of Garrett Co. Land Offic

$ 24.00

To the clerk of the Circuit Court of Allegany County

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

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

R B Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

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LIBER 027 PAGE 421

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GLEN HAVEN PIZZA PUB, INC.

ARTICLES OF AMENDMENT

Glen Haven Pizza Pub, Inc. a Maryland corporation, having its principal office at Star Route, Oakland, Maryland, 21550 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking Article Second in its entirety and substituting in lieu thereof the following:

"SECOND": The name of the Corporation is SELCO, INC.

AS IN WITNESS WHEREOF, Glen Haven Pizza Pub, Inc., has haused these presents to be signed in its name, on its behalf, by its President and its corporate seal to be hereunder affixed and attested to , its Secretary on this 4th day of January, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Glen Haven Pizza Pub, Inc., and, under the penalties of perjury that the matters and facts set forth herein with respect to the authorization and approval are true in all material respects to the best of his information, knowledge, and belief.

ATTEST: GLEN HAVEN PIZZA PUB, INC.

Patricia M. Sell, Sec. — Secretary

Ralph F. Sell Jr. — President

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

On this 4th day of January, 1982, before me, the undersigned officer, personally appeared RALPH F. SELL, JR. AND PATRICIA M. SELL, known to me to be the persons whose names are subscribed to the within Articles of Amendment, and acknowledged that they executed the same for the purposes therein contained.

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

Jack R Turney — NOTARY PUBLIC

Compared and ~~Mailed~~ Delivered

TO Ellen Torrington, 42 Washington Street, Cumberland, Maryland 21502

June 22 1982

FILED FOR RECORD
JUN 9 1982 19
at 2:00 O'clock P.M.
and same day Recorded in
Liber No. Crap Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 422

ARTICLES OF AMENDMENT

OF

GLEN HAVEN PIZZA PUB, INC.

Changing its name to:

SELCO, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 8, 1982 at 4:00 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2532, folio 2725, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

8/-5

Bonus tax paid $_____ Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

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LIBER 027 PAGE 423

K & J DEVELOPMENT CORPORATION

(a close corporation
under Title 4)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned, Sandra K. Twigg, whose post office address is Rt. #3, Box 134 X, 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

K & J DEVELOPMENT CORPORATION

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 acquire, hold, develop real estate; to construct or cause to be constructed improvements to real estate of all types; to operate, manage and administer real estate developments of all kinds; to buy, sell, lease and otherwise deal in real estate and improvements to real estate; to engage in the business of development and subdivision of real estate generally; and 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, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences

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[redacted] OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Compared and ~~Mailed~~ Delivered
TO Robert L. Paye Esq.
21 Prospect Square
Cumberland Md. 21502
June 22 1982

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 ot 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 provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively

OFFICES
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PAYE
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ARYLAND

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 P. O. Box 178, 21 Prospect Square, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in Maryland is Robert S. Paye, 21 Prospect Square, 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 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 Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) Director, whose name is Sandra K. Twigg.

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 provision specifically states that it shall be deemed to be such a stockholders' agreement.

LAW OFFICES
EPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

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

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

(c) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in Sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representatives, other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders, not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

OFFICES
. McMULLEN
PAYE
GERLAND
RYLAND

LIBER 027 PAGE 427

IN WITNESS WHEREOF, I, the undersigned, have signed these Articles of Incorporation, this 26th day of January, 1982, and I acknowledge the same to be my act.

WITNESS:

Alice R. Monahan

Sandra K. Twigg (SEAL)
SANDRA K. TWIGG

LAW OFFICES
SEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED JUN 9 1982 RECORD
at 3:00 O'clock 19 M.
and same day Recorded in
Liber No. Folio
one of the
Land Records of Allegany
County, Maryland, and com
pared by

LIBER 027 PAGE 428

ARTICLES OF INCORPORATION

OF

K & J DEVELOPMENT CORPORATION

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

Recorded in Liber 2592, folio 00608, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

15

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · VOLENTATIS TVE CORONABIT NOS SCVTO BONÆ

A 120995

8104936

drb

LIBER 027 PAGE 429

PREVO MANAGEMENT, INC.

ARTICLES OF INCORPORATION

FIRST: I, MICHAEL PREVOTS WILL, whose Post Office address is Route 2, Box 481, Frostburg, Maryland 21532, being at least eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation"), is PREVO MANAGEMENT, INC.

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

(1) To engage in the management of businesses, including, but not limited to, financial planning and advising for said businesses, and including billing and making investments and other transactions on behalf of said businesses; and to engage in any other lawful purpose and/or business.

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

FOURTH: The Post Office address of the principal office of the Corporation in this State is 59 North Centre Street, Cumberland, Maryland. The name and Post Office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, 71 Prospect Square, Cumberland, Maryland 21502. The said Resident Agent is an individual actually residing in this State.

JUN-9-82 A 22084 *****5.1[illegible]

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

BW

Compared and ~~Mailed~~ Delivered

TO G. Gary Hanna Esq.
71 Prospect Square
Cumberland, Maryland 21502

June 22 1982

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

SIXTH: The number of Directors of the Corporation shall be Three (3), which numbers may be increased to a maximum of ten (10) members pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

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

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of Directors may be less than three but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michael Prevots Will, Joseph Victor Symanoskie, and Jo Ann Will.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance

W OFFICES
ARY HANNA
OSPECT SQUARE
LAND, MD. 21502
AND (301) 759-2777
URG (301) 689-2421

of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders thereof with respect to the following described actions of the Corporation, and notwithstanding any provision of law requiring any such action to be taken or authorized other than as provided in this Article NINTH, after due authorization and/or approval and/or advice of

[redacted]W OFFICES
[redacted]ARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

such action by the Board of Directors as required by law, any such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of a majority of the votes entitled to be cast thereon. The corporate actions to which this Paragraph shall apply shall be:

(a) The issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(b) the redemption by the Corporation of shares of its own stock or the purchase or other acquisition by the Corporation of its own shares;

(c) the purchase by the Corporation, other than in the ordinary course of business, of property and assets at a cost equivalent to or greater than fifty percent (50%) of the net worth of the Corporation as reflected on the balance sheet most recent to the date of such purchase;

(d) the making of any loans or advances by the Corporation other than to employees and suppliers in the ordinary course of business; and

(e) the amendment of the By-Laws of the Corporation if such amendment substantially adversely affects the contract rights of any stockholder of the Corporation.

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

LAW OFFICES
GARY HANNA
PROSPECT SQUARE
RLAND, MD. 21502
RLAND (301) 759-2777
BURG (301) 689-2421

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of February, 1982, and I acknowledge the same to be my act.

G. Gary Hanna — WITNESS

Michael Prevots Will (SEAL) — MICHAEL PREVOTS WILL

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

FILED FOR RECORD
JUN 9 1982
at 3:00 o'clock P M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 434

ARTICLES OF INCORPORATION

OF

PREVO MANAGEMENT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 5, 1982 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2532, folio 2024 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

S15

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · STATE OF MARYLAND · VOLVNTATIS TVÆ CORONASTI NOS SCVTO BONÆ

A 122181

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03392

LIBER 027 PAGE 435

S. T. C. TRUCKING CO., INC.

ARTICLES OF INCORPORATION

FIRST: I, CHARLES E. CREAGER, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

JUN -9-82 A 22077 ******5.1

S. T. C. TRUCKING CO., INC.

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

(1) To engage in the business of general freight transportation by motor vehicle, general garage business; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles, of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do 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 carry on any other business 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.

(4) 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 offices of the Corporation in this State is Post Office Box C, Corriganville, Maryland 21524. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

Compared and Mailed ~~Delivered~~ Bw
Creager & Newhouse. P.A.
TO 1329 Pennsylvania Ave.
Hagerstown. Maryland 21740
June 22 1982

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

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

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: 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 thereof:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

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

(3) 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 contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable soley because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or transaction, or the counting of the vote of the director for the authorization, approval or ratification of the contract or transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction

by the affirmative vote if a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, of two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

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

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

(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 or officer or any employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably

incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

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

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

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

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

WITNESS:

Charles E. Creager
CHARLES E. CREAGER

Jane K Lynch

FILED JUN 1982 RECORD
at 2:00 o'clock P.M. 19
and same day Recorded in
Liber No. Folio
one of the Land Records of
Allegany County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 440

ARTICLES OF INCORPORATION

OF

S. T. C. TRUCKING CO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 22, 1982 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2533, folio 3391, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

815

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 122767
8200834

dq

1815

LIBER 027 PAGE 441

December 31, 1981

JUN -9-82 A 22088 ******1.25

Trophies, Inc.
170 N. Centre Street
Cumberland, Maryland 21502

Gentlemen:

Please be advised that I hereby resign as Resident Agent of the corporation, Trophies, Inc.

Douglas T. Brown

Douglas T. Brown

Compared and Mailed Delivered
TO Trophies, Inc. 170 N. Liberty Street Cumberland, Maryland 21502
June 22 1982

FILED FOR RECORD
JUN 8 1982 19
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-
Clerk

LIBER 027 PAGE 442

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

881

TROPHIES, INC.

2

received for record February 17, 1982 , at 8:30 A. M.

and recorded on Film No. 2531 Frame No. 1814 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. 20022A.

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

521

Mr. Clerk Mail to: Wilson & Wilkinson
100 South Liberty Street, Box 1379
Cumberland, Maryland 21502

rmc

LIBER 027 PAGE 443

ARTICLES OF INCORPORATION

OF

WILLIAMS BROTHERS COAL SALES, INC.

WE, the undersigned, JESS H. WILLIAMS, whose post office address is Midlothian, Allegany County, Maryland, ALLEN E. WILLIAMS, whose post office address is Route 3, Box 233, Clarysville, Maryland, THOMAS C. WILLIAMS, Box 680, Frostburg, Allegany County, Maryland, and G. DAVID WILLIAMS, Box 598, Frostburg, Allegany County, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

FIRST

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

WILLIAMS BROTHERS COAL SALES, INC.

SECOND

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

1. To buy, sell, store and otherwise handle and deal in coal, and generally to do coal storage and commission business in the State of Maryland, and elsewhere, and to buy, sell, mortgage, deed in trust, lease and deal in the real estate and personal property including coal storage yards in and about the transaction of its business and to do and perform any and all acts and things as may be necessary and incidental in and about the business aforesaid.

NOV -9-82 A 22080 $$$$5.1[illegible]

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

1982 FEB -8 A 10:45

Compared and Mailed ~~Delivered~~
TO Jess H. Williams Midlothian, Maryland
June 22 1982

2. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, 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 foregoing) deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, 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 appurtenance 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.

AW OFFICE
OF
TT & BARNETT
TIMORE AVENUE
AND, MARYLAND
21502
HONE 722-2745

3. 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.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

5. 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 subidvision or agency thereof.

6. 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 §2-103, Volume Corporations of the Annotated Code of Maryland, to have and to exercise all powers conferred by the laws therein 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 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.

THIRD

The Post Office Address of the principal office of the corporation in this

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

state is

P. O. Box 606, Midlothian, Maryland 21543

The Resident Agent of the Corporation is:

JESS H. WILLIAMS
Midlothian
Maryland

Said agent is a citizen of the State of Maryland, and actually resides therein.

FOURTH

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.

1. No transfer of stock shall be valid until ten days after the corporation, through its Secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During the said ten days, the corporation shall have the option to buy, at the price set by the seller, any shares of outstanding stock before its owner, or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option for an additional ten days of purchasing the shares at the price set by the seller in propoertion to the number of shares then held by said shareholder. If not exercised within this time, any sale to third persons shall be valid.

2. Any sale to a third person shall not be for less than the option price heretofore granted to the corporation or other stockholders.

LAW OFFICE
OF
ETT & BARNETT
ALTIMORE AVENUE
RLAND, MARYLAND
21502
PHONE 722-2745

LIBER 027 PAGE 447

FIFTH

The number of directors of the Corporation shall be Three (3) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3) at any time, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

JESS H. WILLIAMS
ALLEN E. WILLIAMS
THOMAS C. WILLIAMS

SIXTH

The Board of Directors shall have the authority to make, adopt and amend such By-Laws as they deem best, providing that they are not inconsistent with these Articles of Incorporation, as may be necessary or desired in the conduct of the business of the corporation. The Board shall also elect a President, Vice-President and Secretary/Treasurer for the Corporation, who shall be chosen and hold office subject to the provisos of the By-laws adopted by the said Board of Directors. The Board shall have the power to delegate authority for the general management of the business and purposes of this corporation as they may deem practical, expedient and necessary in the conduct of the corporate business and the advancement of its objectives.

SEVENTH

These Articles of Incorporation may be amended in any particular by a tw-thirds (2/3) vote of the entire Board of Directors, provided that at least ten (10) days notice has been given personally or sent by registered mail to all members of the Board of Directors of any proposed amendment, and

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

LIBER 027 PAGE 448

the place, date and time of the meeting of the Board of Directors when said proposed amendment will be presented for adoption.

EIGHTH

The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 5 day of February 1982.

Witness

JESS H. WILLIAMS

ALLEN E. WILLIAMS

THOMAS C. WILLIAMS

G. DAVID WILLIAMS

AFFIDAVIT
STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit

I HEREBY CERTIFY that on this 5 day of February 1982 before me personally appeared JESS H. WILLIAMS, ALLEN E. WILLIAMS, THOMAS C. WILLIAMS, G. DAVID WILLIAMS, and they did acknowledge that they are the original incorporators of the aforegoing Corporation and that the aforegoing is their act and deed.

NOTARY PUBLIC
7/1/82

LAW OFFICE
OF
ETT & BARNETT
LTIMORE AVENUE
LAND, MARYLAND
21502
PHONE 722-2745

FILED FOR RECORD
FEB 9 1982
3:00 O'clock P.M.
same day Recorded in
Liber No. 027 Folio 449
of the Records of
Allegany County, Maryland
and com
Clerk

LIBER 027 PAGE 449

ARTICLES OF INCORPORATION

OF

WILLIAMS BROTHERS COAL SALES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 17, 1982 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2533, folio 1953, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

915

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 122586
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LIBER 027 PAGE 450

ARTICLES OF INCORPORATION

OF

JUL -9-82 A 24484 *****5.27

ALLEGANY COMMUNITY COLLEGE FOUNDATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, Miriam D. Sanner, whose Post Office address is 30 Ren Roy Drive, LaVale, Maryland 21502; Thomas B. Finan, Jr., whose Post Office address is 609 Thompson Avenue, Cumberland, Maryland 21502; Dr. David H. Miller, whose Post Office address is 531 Washington Street, Cumberland, Maryland 21502; Howard A. Buchanan, whose Post Office address is 1014 Greene Street Ext., Cumberland, Maryland 21502; Stanley E. Zorick, whose Post Office address is 805 Manns Terrace, Cumberland, Maryland 21502; Margaret W. Long, whose Post Office address is 518 Ridgewood Avenue, Cumberland, Maryland 21502; Ivan A. Hall, whose Post Office address is 7 Warfield Place, LaVale, Maryland 21502; and Dr. Donald L. Alexander, whose Post Office address is 320 Sunset Drive, Cumberland, Maryland 21502, all being above the age of Eighteen (18) years, do under and by virtue of the general laws of the State of Maryland authorizing the formation of Corporations, associate ourselves as incorporators with the intention of forming a corporation exclusively for educational, civic, charitable, and other non-profitable purposes, no part of the earnings of which is to enure to the benefit of any member, 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 COMMUNITY COLLEGE FOUNDATION, INC.

BW

Compared and Mailed ~~Delivered~~

TO Dr Donald L. Alexander
320 Sunset Drive
Cumberland, Maryland 21502

July 22 1982

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

(1) To foster, encourage, and promote the growth, progress, and general welfare of Allegany Community College.

(2) To accumulate, invest, reinvest, and expend funds, by way of endowment or otherwise, and to use either the principal or income thereof for scholarships, or for special programs or projects. The foregoing powers are intended to be by way of description and not by way of limitation.

(3) To acquire, receive by gift, devise, purchase or otherwise, property, real or personal, necessary to the operations of the organization, provided there is no conflict with the provisions of Section 501 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended; to own, hold, sell, lease, pledge, mortgage such property, real, personal and mixed, as any time may become necessary or desirable for the purposes for which this Corporation is formed and to dispose of same in whole or in part as may from time to time become necessary or advisable.

(4) In order properly to prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to own or hold any property of whatever character and wherever situated; to purchase and dispose of all kinds of property, both real and personal, both in this State and all other States, Territories, and Possessions of the United States; to invest and reinvest funds and properties in such securities or properties as it shall deem necessary or proper; to select and employ suitable agents, employees and attorneys and pay reasonable compensation for their services; and generally to

perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of any of the objects and purposes for which the Corporation is created, with all the powers now or hereafter conferred by the Laws of the State of Maryland upon corporations.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by Law upon a corporation organized for the purpose hereinabove set forth, or necessary or incidental to the powers so conferred, subject to the further limitation and condition that notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation, and as may be exercised by an organization exempt under Section 501 of the Internal Revenue Code and its Regulations as they now exist and as they may hereafter be amended and by any organization contributions to which are deductible under Section 170 of such Code and Regulations as they now exist or as they may hereafter be amended.

FOURTH: The following provisions are inserted for the regulation of the affairs of the Corporation:

(1) No part of the net earnings of the Corporation shall enure to the benefit of any member or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No part of the

activities or funds of the Corporation shall be used for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(2) Notwithstanding any other provision of this Certificate, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 of such Code and Regulations as they now exist or as they may hereafter be amended.

(3) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for paying all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose 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 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FIFTH: This Corporation shall be a membership Corporation and shall have no capital stock. It is not organized and shall not be conducted for profit. Membership in the Corporation shall be as provided in the By-Laws.

SIXTH: The Post Office address of the principal office of the Corporation is Allegany Community College, Willowbrook Road, Cumberland, Maryland 21502. The Resident Agent of the Corporation is Dr. Donald L. Alexander, whose Post Office address is 320 Sunset Drive, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides herein.

SEVENTH: The Corporation shall have not less than Eight (8) Directors, which number may be increased pursuant to the By-Laws of the Corporation. The following, who are the incorporators, shall act as Directors until the first annual meeting, or until their successors are duly chosen and qualified.

Miriam D. Sanner	Stanley E. Zorick
Thomas B. Finan, Jr.	Margaret W. Long
Dr. David H. Miller	Ivan A. Hall
Howard A. Buchanan	Dr. Donald L. Alexander

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 22d day of February, 1982.

WITNESS:

Miriam D. Sanner
MIRIAM D. SANNER

Thomas B. Finan Jr.
THOMAS B. FINAN, JR.

David H. Miller
DR. DAVID H. MILLER

Howard A. Buchanan
HOWARD A. BUCHANAN

LIBER 027 PAGE 455

WITNESS:

Stanley E. Zorick
STANLEY E. ZORICK

Margaret W. Long
MARGARET W. LONG

Ivan A. Hall
IVAN A. HALL

Donald L. Alexander
DR. DONALD L. ALEXANDER

STATE OF MARYLAND
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY That on this 22nd day of February, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared MIRIAM D. SANNER and DR. DONALD L. ALEXANDER, who acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS My hand and Notarial Seal.

Pamela J. Gross
Notary Public

My Commission expires: July 1, 1982

FILED FOR RECORD
JUL 9 1982
at 12:00 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 027 PAGE 456

ARTICLES OF INCORPORATION

OF

ALLEGANY COMMUNITY COLLEGE FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 26, 1982 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2534, folio 02558, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · STATE OF MARYLAND ·

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LIBER 027 PAGE 457

ARTICLES OF INCORPORATION

OF

JUL -9-82 A :24477 *****5.2

DONALD J. PEPPER, M.D., P.A.

FIRST: I, H. GREGORY SKIDMORE, whose post office address is 110 Washington Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is DONALD J. PEPPER, M.D., P.A.

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

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

(2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment or to own real or personal property necessary for the rendering of the professional services specified above.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is 108 Luteman Road, Cumberland, Maryland 21502. The name and post office address of the resident agent of the

BW

Compared and ~~Mailed~~ Delivered

TO H. Gregory Skidmore Esq
110 Washington St
Cumberland, Maryland

July 22 1982

Corporation in Maryland is H. Gregory Skidmore, 110 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of Common Stock, without par value, all of one class.

SIXTH: 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 the number prescribed by Sections 5-108 and 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland. The name of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Donald J. Pepper and Deborah C. Pepper.

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

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

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its

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LIBER 027 PAGE 459

stock of any class or classes, whether now or hereafter authorized.

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

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

3. With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing

rights or options to subscribe for, or otherwise acquire such shares;

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

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

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

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of February, 1982, and I acknowledge same to be my act.

WITNESS:

Jeanne E. Appel

H. GREGORY SKIDMORE

FILED FOR RECORD
JUL 9 1982
at 10:00 o'clock A. M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany County, Maryland and compared by

LIBER 027 PAGE 462

ARTICLES OF INCORPORATION

OF

DONALD J. PEPPER, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 12, 1982 at 10:25 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2535, folio 3005, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

LES

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

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

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LIBER 027 PAGE 463

MICHAEL A. ZITO, M.D., P.A. JUL -9-82 A 24485 ******5.27

ARTICLES OF DISSOLUTION

MICHAEL A. ZITO, M.D., P.A., A Maryland Corporation, having its principal office in Cumberland 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 Sacred Heart Hospital, 900 Seton Drive, 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 year after dissolution and thereafter until the affairs of the Corporation are wound up, are Armand Barazia, 73 Hilltop Road, Cumberland, Maryland.

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
Michael A. Zito, M.D.	1909 Robin Hood Drive, Wall, N.J.

BW

Compared and Mailed ~~Delivered~~

TO Schragen & Faherty Goffle Road

110 Bay #508

P.O. Hawthorne N.J. July 22 19 82

07507

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

Name	Title	Post Office Address
Michael A. Zito,	Pres.-Treas.	1909 Robin Hood Dr., Wall, New Jersey
Loretta Zito,	Secretary	1909 Robin Hood Dr., Wall, New Jersey

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

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

EIGHTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation as required by law and the Charter of the Corporation.

NINTH: The Corporation has no known creditors.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation) stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

NONE

IN WITNESS WHEREOF, MICHAEL A. ZITO, 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 on the 2nd day of March , 1982.

ATTEST:

Loretta Zito Secretary
Loretta Zito, Secretary

MICHAEL A. ZITO, M.D., P.A.

BY: Michael A Zito President
Michael A. Zito, M.D., President

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LIBER 027 PAGE 466

STATE OF NEW JERSEY
SS
COUNTY OF PASSAIC

I hereby certify that on March 2, 1982, before me the subscriber, Attorney-at-Law of the State of N.J., in and for the County of Monmouth, personally appeared Michael A. Zito, President of Michael A. Zito, M.D., P.A., a Maryland Corporation, and in the name and on behalf of saic Corporation, acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Dissolution with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

JERALD A. SCHRAGEN
Attorney at Law of New Jersey

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LIBER 027 PAGE 467

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 269-3819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their 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

MICHAEL A. ZITO, M.D., P. A.

have been paid.

WITNESS my hand and official seal this

Nineteenth day of February A.D. 1982.

James M. Ruby
Deputy Comptroller

PS-409

FILED FOR RECORD JUL 9 1982 at 10:00 o'clock AM. and same day Recorded in Liber No. Case Folio one of the Land Records of Allegany County, Maryland, and com[illegible] by me [illegible] Clerk

LIBER 027 PAGE 468

ARTICLES OF DISOSLUTION

OF

MICHAEL A. ZITO, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 5, 1982 at 10:16 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2536, folio 60135, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 30.00

To the clerk of the Circuit Court of Allegany County

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

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

D. W. Tittle

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

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LIBER 027 PAGE 469

FILSINGER TRUCKING COMPANY, INC.

ARTICLES OF INCORPORATION

FIRST: I, W. Bryan Hall, whose post office address is 29 Prospect Square, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is FILSINGER TRUCKING COMPANY, INC.

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

(a) To conduct and carry on the business of hauling, transporting and delivering all types of goods, materials and products for Filsinger Distributing, Inc., P.O. Box 39, Eckhart Mines, Maryland, 21528.

(b) 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 purposes 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 Section 2-103 of the Corporations and

LLIVAN & SULLIVAN, P.A.
ATTORNEYS AT LAW
29 PROSPECT SQUARE
UMBERLAND, MD. 21502
(301) 724-7777

BWH

Compared and Mailed ~~Delivered~~
Leslie C. Klink
TO 1-68 Depot Road
Frostburg, Maryland 21532
July 22 1982

Associations Article of the Maryland Code Annotated, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 146 Depot Road, Frostburg, Maryland, 21532. The name and post office address of the Resident Agent of the Corporation in this State is Leslie C. Klink, 146 Depot Road, Frostburg, Maryland, 21532. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to By-Laws of the Corporation, but shall never be less than the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The names of the directors who shall act until the first meeting or untiltheir successors are duly chosen and qualified are: Leslie C. KLINK, CLARENCE C. KNISELY and JILL V. KLINK.

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

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

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

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

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

NINTH:

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

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

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

17

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

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

WITNESS:

W. Bryan Hall

W. BRYAN HALL

FILED FOR RECORD
JUL 9 1982
at 10:00 o'clock A.M.
and same day Recorded in
Liber No. ___ Follo
one of the Land Records of
County, Maryland, and com-
Clerk

LIBER 027 PAGE 473

ARTICLES OF INCORPORATION

OF

FILSINGER TRUCKING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 24, 1982 at 9:14 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2536, folio 03142 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

C.S

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 124130

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dq

LIBER 027 PAGE 474

JUL -9-82 A 24476 *******5.27

ARTICLES OF INCORPORATION

OF

FROSTBURG RESTAURANT CORPORATION, INC.

WE, the undersigned, KENNETH G. O'ROURKE, whose post office address is Route 1, Box 631, Frostburg, Maryland, DAVID A. DICKEL, whose post office address is PO Box 378, Mt. Savage, Maryland, and DARLENE L O'ROURKE whose post office address is Route 1, Box 631, Frostburg, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

FIRST

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

FROSTBURG RESTAURANT CORPORATION, INC.

SECOND

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

A. To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of and to operate, conduct, furnish, equip and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in and deal with, import and export food and food products of every class and description, fresh, canned, preserved, or otherwise; and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

Compared and Mailed Delivered
TO: Kenneth G. O'Rourke
Rt #1 Box 631
Frostburg, Maryland 21532
July 22 19 82

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 the same extend as individuals may do, and to carry on and conduct other business which may seem to be calculated directly or indirectly, to facilitate or effectuate the aforesaid objects or business, or any of them, wherever such business may be transacted or by 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 "Corporations and Associations", Section 2-103 entitled "General Powers", 1975 Edition, 1979 Cumulative Supplement, it is 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, guarantee or other obligations by it issued or incurred; to make and perform contracts 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 so exercise, which now or hereafter may be authorized by law.

LAW OFFICE
OF
BA[redacted]T & BARNETT
234[redacted]TIMORE AVENUE
CUM[redacted]AND, MARYLAND
21502
TELEPHONE 722-2745

LIBER 027 PAGE 476

THIRD

The Post office Address of the principal office of the corporation in this state is:

Route 1, Box 631
Frostburg, Maryland

FOURTH

The Resident Agent of the Corporation is:

KENNETH G. O'ROURKE
Route 1, Box 631
Frostburg, Maryland 21532

Said Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

The total number of shares which the Corporation has authority to issue is 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 (3) at any time, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Kenneth G. O'Rourke
David A. Dickel
Thomas W. Carter

SEVENTH

The Board of Directors shall have authority to make, adopt and amend such

LAW OFFICE
OF
NETT & BARNETT
BALTIMORE AVENUE
ERLAND, MARYLAND
21502
EPHONE 722-2745

By-Laws as they deem best, providing that they are not inconsistent with these Articles of Incorporation, as may be necessary or desired in the conduct of the business of the corporation. The Board shall also elect a President, a Vice President, Secretary and Treasurer for the Corporation who shall be chosen and hold office subject to the provisos of the By-laws adopted by the said Board of Directors. The Board shall have the power to delegate authority for the general management of the business and purposes of this corporation, as they may deem practical, expedient and necessary in the conduction of the corporate business and the advancement of its objectives.

EIGHTH

These Articles of Incorporation may be amended in any particular by a two-third (2/3) vote of the entire Board of Directors, provided that at least ten days (10) 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 duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26 day of July 1982.

WITNESS:

Teresa Rose — Kenneth G. O'Rourke SEAL
KENNETH G. O'ROURKE

Teresa Rose — David A. Dickel SEAL
DAVID A. DICKEL

Teresa Rose — Darlene L. O'Rourke SEAL
DARLENE L. O'ROURKE

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

LIBER 027 PAGE 478

Frostburg Restaurant Corporation, Inc.
Typed February 23, 1982
Page Five

AFFIDAVIT
STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit

I HEREBY CERTIFY that on this 26 day of Jan 1982 before me personally appeared KENNETH G. O'ROURKE, DAVID A. DICKEL, and DARLENE L. O'ROURKE, and they did acknowledge that the aforegoing is their act and deed.

Teresa Rose
NOTARY PUBLIC
7/1/82

AW OFFICE
OF
TT & BARNETT
LTIMORE AVENUE
LAND, MARYLAND
21502
HONE 722-2745

FILED FOR RECORD
JUL 9 1982
at 10 o'clock A M.
and same day Recorded in
Liber No. CAC 6
Folio
one of the Land Records of Allegany County, Maryland, and com-

LIBER 027 PAGE 479

ARTICLES OF INCORPORATION

OF

FROSTBURG RESTAURANT CORPORATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 16, 1982 at 10:09 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2536, folio 60334 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

LE.S

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 123806

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dq

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LIBER 027 PAGE 480

ARTICLES OF AMENDMENT
OF
GOD'S ARK OF SAFETY, INCORPORATED

* * *

JUL -9-82 A 24483 ******5.27

GOD'S ARK OF SAFETY, INCORPORATED, A MARYLAND CORPORATION HAVING ITS PRINCIPAL OFFICE INALLEGANY 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 IN THE FOLLOWING RESPECTS:

A. ARTICLE FOURTH IS DELETED IN ITS ENTIRETY AND THE FOLLOWING SUBSTITUTED IN LIEU THEREOF:

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 DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION IN SUCH MANNER, OR TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS OR SCIENTIFIC PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER

Compared and Mailed Delivered
TO John J. O'Connor, Jr. Esq
1 Thica Lane
Lawson, Maryland 21204
July 22 19 82

V

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SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW), AS THE BOARD OF DIRECTORS SHALL DETERMINE.

ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE CIRCUIT COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

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.

B. ARTICLE SIXTH IS AMENDED BY THE ADDITION OF THESE PARAGRAPHS:

NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON

(A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW) OR

(B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(c)(2) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED

STATES INTERNAL REVENUE LAW).

SECOND: THE AMENDMENTS OF THE CHARTER OF THE CORPORATION AS HEREINABOVE SET FORTH HAVE BEEN DULY ADVISED BY THE BOARD OF DIRECTORS AND APPROVED BY THE MEMBERS OF THE CORPORATION.

IN WITNESS WHEREOF: GOD'S ARK OF SAFETY, INCORPORATED, HAS CAUSED THESE PRESENTS TO BE SIGNED IN ITS NAME AND ON ITS BEHALF BY ITS PRESIDENT OR ONE OF ITS VICE-PRESIDENTS AND ATTESTED BY ITS SECRETARY OR ONE OF ITS ASSISTANT SECRETARIES ON FEBRUARY 23, 1982.

ATTEST: GOD'S ARK OF SAFETY, INCORPORATED

Tomas E. Hayes Jr. BY: Vernon D. Wampler

SECRETARY VICE-PRESIDENT

* * *

THE UNDERSIGNED, VICE-PRESIDENT OF GOD'S ARK OF SAFETY, INCORPORATED, WHO EXECUTED ON BEHALF OF SAID CORPORATION THE FOREGOING ARTICLES OF AMENDMENT, OF WHICH THIS CERTIFICATE IS MADE A PART, HEREBY ACKNOWLEDGES, IN THE NAME AND ON BEHALF OF SAID CORPORATION, THE FOREGOING ARTICLES OF AMENDMENT TO BE THE CORPORATE ACT OF SAID CORPORATION AND FURTHER CERTIFIES THAT, TO THE BEST OF HIS KNOWLEDGE, INFORMATION AND BELIEF, THE MATTERS AND FACTS SET FORTH THEREIN WITH RESPECT TO THE APPROVAL THEREOF ARE TRUE IN ALL MATERIAL RESPECTS, UNDER THE PENALTIES OF PERJURY.

Vernon D. Wampler

VICE-PRESIDENT

FILED FOR RECORD
JUL 9 1982 19
at 10:00 O'clock A. M.
and same day Recorded in
Liber No. Folio
one of the Land Records of
Allegany County, Maryland, and com-
pared by

LIBER 027 PAGE 483

ARTICLES OF AMENDMENT

OF

GOD'S ARK OF SAFETY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland March 1, 1982 at 9:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2534, folio 62443 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

12-5

Bonus tax paid $_____ Recording fee paid $ 10.00 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.

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

A 123160
8201172

dq

LIBER 027 PAGE 484

CERTIFICATE OF INCORPORATION
OF

Henry Hart POST NO. 1411,

VETERANS OF FOREIGN WARS OF THE UNITED STATES INCORPORATED.

JUL -9-82 A 24482 *****5.27

THIS IS TO CERTIFY

That we, the subscribers, whose names and addresses are as follows,

Robert Valentine, Commander, whose post office address is

322 Reservoir Avenue, Cumberland, Maryland

William McKenzie, Jr., Senior Vice Commander, whose post

office address is 24 A Louise Drive, Cresaptown

Bernard Donahue, Junior Vice Commander, whose post

office address is 102 Humbird Street, Cumberland, Maryland

Paul Cage, Quartermaster, whose post office ad-

dress is ~~12702 Valley View Avenue~~ 601 Linncoln St., ~~Cresaptown~~ Cumberland, Maryland

Thomas Counihan, Chaplain, whose post office address is

318 N. Mechanic Street, Cumberland, Maryland

James Kasecamp, Surgeon, whose post office address is

904 Michigan Avenue, Cumberland, Maryland

Michael Counihan, Post Advocate, whose post office ad-

dress is Rt.3 Box 134-S, Cumberland, Maryland

Robert J. Sullivan, Trustee, whose post office address is

47 Cresap Street, Cumberland, Maryland

Joseph Reinhart, Trustee, whose post office address is

1129 Bedford Street, Cumberland, Maryland

William Waltz, Trustee, whose post office address is

813 Yale Street, Cumberland, Maryland

AND, Galen Beeman, Adjutant, whose post office address is

40 A Charlestown Street, Lonaconing, Maryland

all being of full legal age, and being citizens of the State of Maryland and/or of the United States, do, under and by virtue of the laws of the state of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation not-for profit.

(FOOTNOTE: It is mandatory that all entries, excepting signatures on Page 6, be typed on this form. Handwritten or hand-printed entries will result in rejection of the form by the State of Maryland.)

Compared and Mailed Delivered
TO 318 Mechanic St. Cumb. Md.
July 22 1982

1982 FEB -9 A 9:26

LIBER 027 PAGE 485

ARTICLE I

The name of the corporation (which is hereinafter called the "Corporation") is Henry Hart POST NO. 1411 VETERANS OF FOREIGN WARS OF THE UNITED STATES, INCORPORATED.

ARTICLE II

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

(1) Fraternal, patriotic, historical and educational; to preserve and strengthen comradeship among its members; to assist worthy Comrades; to perpetuate the memory and history of our dead, and to assist their widows and orphans; to maintain true allegiance to the Government of the United States of America and fidelity to its Constitution and laws; to foster true patriotism; to maintain and extend the Institutions of American freedom; and to preserve and defend the United States from all her enemies, whomsoever.

(2) To take by gift or device and to purchase, own, hold, sell, transfer, mortgage and lease or rent real and personal property and do all things necessary, essential or convenient thereto.

(3) To do all things necessary and essential to carry on the activities, rehabilitation, welfare and social work of the Post, including the establishment and operation of recreation rooms and club facilities for the use and comfort of the members of the Post, the Ladies Auxiliary thereof, and other veterans.

The said Henry Hart Post No. 1411 VETERANS OF FOREIGN WARS OF THE UNITED STATES, INCORPORATED, shall at all times remain under the jurisdiction of and be governed according to the Constitution and By-Laws of the Veterans of Foreign Wars of the United States, and in the event any provisions of the By-Laws or of this Certificate of Incorporation conflict with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States, the National Constitution and the By-Laws of the Veterans of Foreign Wars of the United States will determine the purposes and objective of said incorporation, there being nothing contained in the Constitution and By-Laws of the Veterans of Foreign Wars of the United States which is inconsistent with the laws of the United States or of the State of Maryland.

LIBER 027 PAGE 486

ARTICLE III

This Corporation not-for-profit shall have no capital stock, shall have perpetual existance subject to the provisions of the laws of the State of Maryland and the Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE IV

The post office address of the place at which the principal office of the Corporation in this State will be located is:

205 Union Street, Cumberland, Maryland

The resident agent of said Corporation is John Green, Jr., Esquire 308 Washington Street, Cumberland, MD. Said resident agent is a citizen of the United States and of the State of Maryland and actually resides, therein.

ARTICLE V

OFFICERS

Section I: The officers of this corporation (sometines referred to as "Directors"and/or "Trustees"), their nomination, election or appointment, installation, power and authority shall be in accordance with the provisions of the National By-Laws of the Veterans of Foreign Wars of the United States.

Section 2: The number of officers (Directors) of this Corporation shall be the number as provided for a Post of the Veterans of Foreign Wars of the United States by the National By-Laws of the Veterans of Foreign Wars of the United States.

Section 3: The names and addresses of the present persons who are to act in the capacity of principal officers (Directors) until the selection of their successors, are as follows:

NAME	ADDRESS	TITLE OF OFFICE IN POST
Robert Valentine	322 Reservoir Avenue, Cumberland	COMMANDER
William McKenzie, Jr.	24A Louise Drive, Cresaptown	SR. VICE COMMANDER
Bernard Donahue	102 Humbird Street, Cumberland	JR. VICE COMMANDER
Paul Cage	66601 Linncoln St. ~~12702 Valley View Avenue~~, Cumberland	QUARTERMASTER
Thomas Counihan	318 N. Mechanic Street, Cumberland	CHAPLAIN
James Kasecamp	904 Michigan Avenue, Cumberland	SURGEON
Michael Counihan	Rt. 3 Box 134-S, Cumberland	POST ADVOCATE
George Speis	112 High Lane, Cumberland	TRUSTEE
Joseph Reinhart	1129 Bedford Street, Cumberland	TRUSTEE
William Waltz	813 Yale Street, Cumberland	TRUSTEE
Galen Beeman	40 A Charlestown Street, Lonaconing	ADJUTANT

ARTICLE VI

The qualifications of the members and the manner of their admission into this corporation not-for-profit shall be as follows:

No person shall be a member of this corporation unless having served honorably as an officer or enlisted person in the ARMY, NAVY, MARINE CORPS, AIR FORCE or COAST GUARD of the United States of America in any foreign war, insurrection, or expedition, which service is recognized as campaign medal service and governed by the authorization of the award of a campaign badge (medal) of the Government of the United States of America.

The active and voting membership of this Corporation shall at all times consist of and be confined to the active membership in good standing in Henry Hart Post No. 1411 VETERANS OF FOREIGN WARS OF THE UNITED STATES, with eligibility to, acquiring of, suspension from and discontinuance of membership being in accordance with the National Constitution and By-Laws of the VETERANS OF FOREIGN WARS OF THE UNITED STATES.

ARTICLE VII

All assets of this Corporation shall be and remain assets of the Veterans of Foreign Wars of the United States and shall be used, spent and disbursed in accordance with the National Charter, Constitution and By-Laws of the Veterans of Foreign Wars of the United States. In the event of a dissolution of the Corporation, all the assets shall be the property of Henry Hart Post No. 1411, VETERANS OF FOREIGN WARS OF THE UNITED STATES; and in the event of the simultaneous dissolution of this Corporation and of the forfeiture of the Charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit, then, and in that event, title to all of the assets of the Corporation shall be in the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, Rules and Regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of this corporation be distributed or divided among the individual members thereof.

ARTICLE VIII

This Corporation not-for-profit shall have the following general powers.

To have perpetual succession with power to sue and be sued in courts of equity and law; to receive, hold, own, mortgage, use and dispose of such real property, personal property, money contracts, rights and privileges as shall be deemed necessary and incidental for its corporate purposes; to adopt, amend, apply, and administer By-Laws and Regulations to carry out its purposes, not inconsistent with the laws of the United States or of any State; and such other powers as are not inconsistent or in conflict with the Constitution and By-Laws of the Veterans of Foreign Wars of the United States. The Corporation shall not purchase, sell or mortgage any real property without notice thereof to the members of the Corporation at a regular or special meeting called for said purpose and by two-thirds vote of approval of those members present at such regular or special meeting called for such purpose.

Should any conflict arise between the provisions of this Charter and the provisions of the Constitution and By-Laws of the Veterans of Foreign Wars of the United States, said provisions that conflict in this Charter shall not be effective until approved by the Commander-in-Chief of the Veterans of Foreign Wars of the United States.

The right to appeal, alter or amend this Charter at any time is hereby expressly reserved, but any alterations, modification, or amendment made to said Charter shall be governed by the Constitution and By-Laws of the Veterans of Foreign Wars of the United States and not in conflict therewith, and no amendment, modification, or alteration shall be made which will in anywise conflict with the provisions of the National By-Laws of the Veterans of Foreign Wars of the United States, nor shall any change whatsoever be effective until the same has been approved by the Commander-in-Chief of the Veterans of Foreign Wars of the United States.

In WITNESS WHEREOF, we have signed and sealed this Certificate of Incorporation this 7th day of December in the year 1981

WITNESSES:

Michael Counihan	Robert P. Valentine Commander	(SEAL)
Michael Counihan	William J. [illegible] Senior Vice Commander	(SEAL)
Michael Counihan	Bernard G. [illegible] Junior Vice Commander	(SEAL)
Michael Counihan	Paul F. Cary, Jr. Quartermaster	(SEAL)
Michael Counihan	Thomas P. Counihan Chaplain	(SEAL)
Michael Counihan	James W. Kascamps Surgeon	(SEAL)
Mabel A Smith	Michael J. Counihan Post Advocate	(SEAL)
Michael Counihan	Robert J. Sullivan Trustee	(SEAL)
Michael Counihan	Joseph H. Reinhart Trustee	(SEAL)
Michael Counihan	William J. Holtz Trustee	(SEAL)
Michael Counihan	Galen Bremen Adjutant	(SEAL)

LIBER 027 PAGE 490

STATE OF MARYLAND County OF Allegany, to Wit:

I HEREBY CERTIFY, THAT on this 7th day of December in the year 1981 before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Robert Valentine, Bernard Donahue, Thomas Counihah, Paul Cage, James KasecampMichael Counihah, Robert J. Sullivan, Joseph Reinhart, William Waltz, and Galen Beeman and William McKenzie, Jr.

all of the above named incorporators, and they severally acknowledged the foregoing certificate of Incorporation to their act.

WITNESS my hand and Notarial seal, the day and year aforesaid

Miles I Smith
Notary Public

APPROVAL OF THE COMMANDER OF THE DEPARTMENT OF MARYLAND VETERANS OF FOREIGN WARS OF THE UNITED STATES, REGARDING CERTIFICATE OF INCORPORATION OF

POST NO.

VETERANS OF FOREIGN WARS OF THE UNITED STATES.

I, *Edwind D. Gosnell, Sr.* Commander of the Department of Maryland Veterans of Foreign Wars of the United States, do hereby certify this 9th day of *December*, that I have read the copy of the Certificate of Incorporation of the *Henry Hart* Post No. 1411 VETERANS OF FOREIGN WARS, INCORPORATED, and I do hereby recommend to the Commander-in-Chief that the permission of the Veterans of Foreign Wars of the United States be given said unit to incorporate under the laws of the State of Maryland, as set forth in said certificate.

Edwin D. Gosnell Sr.
Commander of the Department of
Maryland Veterans of Foreign Wars
of the United States.

ATTEST:

Lawrence E. Long
Department Adjutant

APPROVED DEC 17 1981
FOR THE COMMANDER-IN-CHIEF
ADJUTANT GENERAL

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LIBER 027 PAGE 491

ARTICLES OF INCORPORATION

OF

HENRY HART POST NO. 1411 VETERANS OF FOREIGN WARS OF THE UNITED STATES, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland March 3, 1982 at 10:00 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2534, folio 310, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

L E-S

Bonus tax paid $ 20.00 Recording fee paid $ 24.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 123273

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bt

LIBER 027 PAGE 492

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1982

*** *** ***

ARTICLES OF INCORPORATION

OF

THE INSTITUTE OF MINISTRY TO THE DYING, INC.

*** *** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Robert O. Kazary, whose post office address is One Washington Street, Cumberland, Maryland 21502-2996, 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:

The Institute of Ministry to the Dying, Inc.

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

A. To engage in any lawful purposes and/or business.

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

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

JUL -9-82 A 12478 *****5.27

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

Compared and ~~Mailed~~ Delivered

TO Robert O. Kazary Esquire
One Washington Street
Cumberland, Maryland 21502

July 22 1982

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 under and upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 597, 128 Virginia Avenue, Cumberland, Maryland 21502. The Resident Agent of the Corporation is Robert O. Kazary, whose post office address is One Washington Street, Cumberland, Maryland 21502-2996. 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 (3) directors, namely, Merle D. Correll, Patricia Ann Correll, and James L. Barr, 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 are hereby empowered to authorize the issuance from time to time of

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

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. 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 a manner and upon such lawful terms as the Board of Directors shall deem expedient.

C. No holders of stock of the Corporation, or whatever class, shall have any preferential rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any 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

RT O. KAZARY
NEY AT LAW
WASHINGTON ST.
LAND, MARYLAND
21902

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 payable in stock in 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 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

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21502

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 of the assets of the Corporation.

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 rights 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

O. KAZARY
AT LAW
HINGTON ST.
D. MARYLAND
1502

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; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporation who is otherwise interested in any manner in such contract or other transaction shall 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, however, such director of this Corporation may not vote thereat to authorize any such contract or transaction.

K. The Corporation shall provide any indemnification required or permitted by the Laws of the State 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 contemplated action, suit or proceeding, whether civil, criminal, or 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

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed 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 contemplated action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court

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LAND, MARYLAND
21502

in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability, but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 1 or 2 of this article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in 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 and 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.

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

(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 this the 10 day of March, 1982.

WITNESS:

Vicki A. Shockey

ROBERT O. KAZARY (SEAL)

ERT O. KAZARY
RNEY AT LAW
WASHINGTON ST.
RLAND, MARYLAND
21502

LIBER 027 PAGE 501

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on the 10th day of March, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT O. KAZARY, and acknowledged the aforegoing Articles of Incorporation to be his respective act.

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

Vicki A. Stookey
NOTARY PUBLIC

My Commission Expires: July 1, 1982.

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

FILED FOR RECORD
JUL 9 1982 12
at 10:00 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 502

ARTICLES OF INCORPORATION

OF

THE INSTITUTE OF MINISTRY TO THE DYING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 12, 1982 at 10:58 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2535, folio 02542 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 30.00 Special Fee paid $

To the clerk of the Circuit Court of Allegany County

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

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LIBER 027 PAGE 503

JUL -9-82 A :24481 ***5.2

L & L TEAM DISTRIBUTORS, INC.

ARTICLES OF INCORPORATION

FIRST: I, ROBERT ANTHONY LANGAN, whose Post Office address is 77 College Avenue, Frostburg, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation"), is L & L TEAM DISTRIBUTORS, INC.

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

(1) To engage in the sale and distribution of sporting equipment, uniforms, and other retail sales; and to engage in any other lawful purpose and/or business.

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

FOURTH: The Post Office address of the principal office of the Corporation in this State is 5 Park Lane, Frostburg, Maryland 21532. The name and Post Office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, 71 Prospect Square, 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 five thousand (5,000) shares of common stock, without par value.

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

Compared and Mailed Delivered BW
TO G. Gary Hanna Esq.
71 Prospect Square
Cumberland, Md.
July 22 1982

SIXTH: The number of Directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: William Samuel LaManna, Robert Anthony Langan and G. Gary Hanna.

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

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

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

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

redemption of, and the conversion rights of, such shares.

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

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may

LAW OFFICES
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71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

Compared and Mailed Delivered

TO_____

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indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4 day of February, 1982, and I acknowledge the same to be my act.

G Gary Hanna
WITNESS

Robert A Langan (SEAL)
ROBERT ANTHONY LANGAN

LAW OFFICES
GARY HANNA
PROSPECT SQUARE
LAND, MD. 21502
LAND (301) 759-2777
ORG (301) 699-2421

FILED FOR RECORD
JUL 9 1982
at 10:00 o'clock A. M.
and same day Recorded in
Liber No. 027 Folio 507
one of the Records of Allegany
County, Maryland, and com-
Clerk

LIBER 027 PAGE 507

ARTICLES OF INCORPORATION

OF

L & L TEAM DISTRIBUTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 4, 1982 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2534, folio 03482 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

10-5

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONÆ VOLVNTATIS TVÆ CORONASTI NOS SCETO

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LIBER 027 PAGE 508

ARTICLES OF INCORPORATION

OF

JUL -9-82 A 24479 *****5.2

SCOGNAMILLO, INC.

THIS IS TO CERTIFY:

FIRST: That I, GORMAN E. GETTY, III, whose post office address is 110 Washington Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

SCOGNAMILLO, INC.

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

(1) To establish and conduct a system of ice cream parlors to engage in the manufacture, distribution and sale of ice cream and ice cream related products at both wholesale and retail.

(2) To carry on generally the business of restaurateurs, managing and conducting cafeterias, restaurants, lunch rooms and other eating places.

BW

Compared and ~~Mailed~~ Delivered

TO Gorman E. Getty, Esq
110 Washington Street
Cumberland, Md.

July 22 1982

(3) To manufacture, prepare, buy, sell, deal in and deal with, import and export foods and food products, any and all commodities entering into the manufacture or preparation thereof, and any other articles or things useful for the purposes 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 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.

(7) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, 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 and 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 thereby 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) To do anything permitted by §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 place at which the principal office of the corporation in this State will be located is Cumberland Country Club Mall, Route 5, Winchester Road, LaVale, Maryland 21502. The resident agent of the corporation is Gorman E. Getty, III whose post office address is 110 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the corporation shall be three (3) which number may be increased or decreased pursuant to the bylaws of the corporation but shall never be less than three (3) provided that:

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

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert Scognamillo, Barbara Scognamillo and Gorman E. Getty, III.

SIXTH: The total number of shares of capital stock which the corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the aforegoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or

any other article of the charter of the corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer the corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

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LIBER 027 PAGE 515

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of February, 1982 and I acknowledge the same to be my act.

WITNESS:

_____ _____ (SEAL)
GORMAN E. GETTY, III

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY that on this 9th day of February, 1982, before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared GORMAN E. GETTY, III and he acknowledged the within and aforegoing Articles of Incorporation to be his act and deed.

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

Susan L Ray
NOTARY PUBLIC

My Commission Expires:

July 1, 1982

FILED FOR RECORD
JUL 9 1982 at 12:00 P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Land Records of
Allegany County, Maryland, and com-
pared by me
Clerk

LIBER 027 PAGE 516

ARTICLES OF INCORPORATION

OF

SCOGNAMILLO, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 8, 1982 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2535, folio 0548, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

12.5

Bonus tax paid $ 20.00 Recording fee paid $ 26.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 123431

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LIBER 027 FOLIO 517

TRI-COUNTY COUNCIL FOR WESTERN MARYLAND, INC.

ARTICLES OF AMENDMENT

JUL -9-82 A 12:480 *****5.27

The Tri-County Council for Western Maryland, Inc., a Maryland corporation, having its principal place of business at Room 228, 3 Pershing Street, Cumberland, Allegany County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article THIRD, Paragraph L, and by substituting in lieu thereof the following:

"THIRD:

L. Notwithstanding anything to the contrary contained herein, the Corporation shall have any and all of the powers and authority prescribed by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, provided said powers and authority are consistent with Section 501(c)(3) of the Internal Revenue Code."

SECOND: By written informal action unanimously taken by the Board of Directors of the Corporation, the Board of Directors of the Corporation duly advised the aforegoing Amendments.

THIRD: By a two-thirds vote of the members of the Corporation, pursuant to and in accordance with Paragraph NINTH E. of the Corporation's Charter, the Corporation duly advised the aforegoing Amendment; there being no stock entitled to be voted on the matter outstanding or subscribed for at the time of approval.

Compared and Mailed Delivered
TO. Gary E. Leasure Esq
11 Washington Street
Cumberland, Md 21502
July 22 1982

V

01213

LIBER 027 PAGE 518

IN WITNESS WHEREOF, THE TRI-COUNTY COUNCIL FOR WESTERN MARYLAND, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested to by its Secretary on this 26th day of February, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of TRI-COUNTY COUNCIL FOR WESTERN MARYLAND, INC., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

TRI-COUNTY COUNCIL FOR WESTERN MARYLAND, INC.

SEAL

ATTEST:

By W. Lester Hunter
President

R. Lee Downey
Secretary

TRI-COUNTY COUNCIL FOR WESTERN MARYLAND, INC. 1971

FILED FOR RECORD
Mar 9 1982 11
P.M. O'clock
and same day Recorded in
Liber No. Folio
of the Land
Records of Allegany
County, Maryland and com-

LIBER 027 PAGE 519

ARTICLES OF AMENDMENT

OF

TRI-COUNTY COUNCIL FOR WESTERN MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 5, 1982 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2535, folio 1211 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

LE-5

Bonus tax paid $_____ Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 123504

8201432

01920

LIBER 027 PAGE 520

THE ALLEGANY BUILDING AND
MORTGAGE COMPANY

AUG 18-82 A 26804 *****5.75

ARTICLES OF VOLUNTARY DISSOLUTION

THE ALLEGANY BUILDING AND MORTGAGE COMPANY, a Maryland corporation, having its principal office in Cumberland, Allegany County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the Post Office address of the principal office of the Corporation in the State of Maryland is 310 National Highway, LaVale, Maryland 21502.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are G. Gary Hanna, Esquire, 71 Prospect Square, Cumberland, Maryland, 21502.

FOURTH: The name and address of each Director of the Corporation are as follows:

Carolyn E. Amick
310 National Highway
LaVale, Maryland 21502

Compared and ~~Mailed~~ Delivered
TO G. Gary Hanna - Esq.
71 Prospect Square
Cumb. Md.
Aug 25 1982

Miles S. Amick
310 National Highway
LaVale, Maryland 21502

Georgia C. Graves
Route 6, Box 100
Bedford, Pennsylvania 15522

FIFTH: The name, title and address of each officer of the Corporation are as follows:

Carolyn E. Amick, President
310 National Highway
LaVale, Maryland 21502

Miles S. Amick, Secretary-Treasurer
310 National Highway
LaVale, Maryland 21502

Georgia C. Graves, Vice President
Route 6, Box 100
Bedford, Pennsylvania 15522

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by a two-thirds (2/3) majority of all stock entitled to be voted in the matter, duly approved by the Stockholders of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, THE ALLEGANY BUILDING AND MORTGAGE COMPANY has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary-Treasurer on this 18 day of Decembe, 1981, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of THE ALLEGANY BUILDING AND MORTGAGE COMPANY, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Miles S. Amick
MILES S. AMICK, Secretary-Treasurer

THE ALLEGANY BUILDING AND MORTGAGE COMPANY

By Carolyn E. Amick
CAROLYN E. AMICK, President

LIBER 027 PAGE 523

01923

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 269-3819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their 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

ALLEGANY BUILDING AND MORTGAGE COMPANY

have been paid.

WITNESS my hand and official seal this

Nineteenth day of February A.D. 19 82.

Jane M. Ruby
Deputy Comptroller

PS-409

FILED FOR RECORD
AUG 18 1982
at 2:00 o'clock P. M.
and same day Recorded in
Liber No. 027 Folio 524
one of the Land Records of Allegany
County, Maryland, and com-
pared by [illegible] Clerk

LIBER 027 PAGE 524

ARTICLES OF DISSOLUTION

OF

THE ALLEGANY BUILDING AND MORTGAGE COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland April 2, 1982 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2538, folio 1919 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SRS

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 30.00

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 124724

8202702

drb

LIBER 027 PAGE 525

Prepared and Mailed Delivered
Lawarence L. Campbell
TO 252 Shaw Street
Frostburg, Md
Aug 25 1982

ARTICLES OF INCORPORATION

OF

CAMPBELL & O'CONNOR LEASING, INC.

CLOSE CORPORATION

ARTICLE I

INCORPORATORS

The undersigned, Lawrence L. Campbell, residing at 252 Shaw Street Frostburg, Maryland, 21532, and William B. O'Connor, residing at 336 Grandview Drive, Frostburg, Maryland 21532, being at least eighteen years old, or older, do hereby form a corporation under the general laws of the State of Maryland.

AUG 19-82 A 26871 *****5.00

ARTICLE II

NAME

The name of the corporation is CAMPBELL & O'CONNOR LEASING, INC.

ARTICLE III

PURPOSES

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

A. 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.

B. 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 or retailers, and to have all and any powers necessary or incidental to such business.

C. To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automotive, credit and life insurance, and all other kinds of insurance, but solely incidental to the operation of the dealership referred to under Purpose Clause A above.

1982 APR 21 A 11:31

D. To purchase, invest in and in all other ways acquire, lease, possess, sell, exchange, encumber and in all other ways dispose of real

and personal property of every kind and character wherever situate and however held, including, but not limited to, money, choses in action, securities, stocks, notes, commercial paper and other obligations and evidence of indebtedness that this corporation may deem proper or convenient in connection with any of the foregoing purposes, or otherwise or that it may deem calculative, directly or indirectly, to improve the interest of this corporation.

E. To exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are not in effect or may at any time hereafter be amended.

ARTICLE IV

PRINCIPAL OFFICE

The address of the principal office of this corporation is Rt. 1, Box 220, Westernport, Maryland, 21562.

ARTICLE V

RESIDENT AGENT

The name of the resident agent of the corporation is Lawrence L. Campbell, whose address is 252 Shaw Street, Frostburg, Maryland 21532.

ARTICLE VI

AUTHORIZED SHARES

The total number of shares of stock of all classes which the corporation has authority to issue is one hundred (100) shares of the par value of one hundred($100) dollars each. Of this total capital stock, fifty (50) shares of the aggregate value of five thousand ($5,000) dollars are preferred stock, and fifty (50) shares of the aggregate value

value of five thousand ($5,000) dollars are common stock.

The following rights, privileges and conditions shall attach to the preferred shares:

The Holders of preferred stock shall be entitled to receive in each year out of the surplus and profits of the corporation a fixed yearly dividend to eight percent (8%) payable as may be authorized by the directors before any dividend shall be set apart or paid on the common stock. The dividends on the preferred stock shall not be cumulative. Dividends on the common stock may be also declared payable as authorized by the directors, but only out of the surplus net profits of the corporation for any fiscal year remaining after the payment of the full yearly dividend on the preferred stock for such year. The holders of preferred stock shall not be entitled to any further dividend or share of profits beyond the yearly difidend. The holders of common stock shall be entitled to receive all monies appropriated to dividends, after the dividends on the preferred stock shall have been fully paid.

In case of the liquidation or the dissolution of the corporation, the holders of the preferred stock shall be entitled to be paid in full both the par value of their shares and the accrued annual dividend charged before any amount shall be paid to the holders of the common stock.

ARTICLE VII

CLOSED CORPORATION

This corporation shall be a closed corpoation as defined under the Statutes of the State of Maryland relating to corporations.

ARTICLE VIII

DIRECTORS

The number of directors of the corporation shall be two. The names of the directors who will serve as directors until the first annual meeting, or until their successors are elected and qualified, are: Lawrence L. Campbell and William B. O'Connor.

ARTICLE IX

DURATION

The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have each signed these Articles of Incorporation on this 10th day of May, 1982.

WITNESS:

Shirley J. Valentine — Lawrence L. Campbell (SEAL)

Shirley J. Valentine — William B. O'Connor (SEAL)

Sworn to before me this 10th day of May, 1982.

Notary Public
My Commission Expires
July 1, 1982

LIBER 027 PAGE 529

FILED FOR RECORD
AUG 19 1982
at 3:15 o'clock P M.
and same day Recorded in
Liber No. C.C.B. Folio
one of the Land Records of
Allegany County, Maryland and com-
pared by [illegible] Clerk

ARTICLES OF INCORPORATION

OF

CAMPBELL & O'CONNOR LEASING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 13, 1982 at 11:31 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2541, folio 3161, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 126241

8204374

bt

(3270

Barnett & Barnett

Attorneys at Law
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND 21502

PAUL W. BARNETT
722-2745

LIBER 027 PAGE 530
April 1, 1982

LEE C. BARNETT
722-2748

AUG 18-82 A :26798 ******1.25

DEPARTMENT OF ASSESSMENT & TAXATION
301 W Preston Street
Baltimore, MD 21202

Gentlemen:

Please be advised that as per motion passed on the 31st day of March, 1982, the CHIEF'S YOUTH FOOTBALL TEAM, INC., has appointed the following person as Resident Agent for the said Corporation:

MS JANET HESS
Route 2, Box 85, Hillcrest Road
Cumberland, Maryland 21502

I have enclosed herewith a check in the sum of $8 to cover the cost of filing the said change with the proper agencies. In the event that you need anything further, please advise.

Very truly yours

PAUL W. BARNETT
Attorney at Law

PWB/tjr
xc: File
Enclosure

Compared and Mailed ~~Delivered~~ Bud
TO Ms. Janet Hess
Rt #2 Box 85 Hillcrest Road
Cumberland Md. 1982
Aug 25

FILED FOR RECORD
AUG 18 1982
at 2 o'clock P M.
and same day Recorded in
Liber No. 027 Folio 531
one of the Records of Allegany
County, Maryland
Clerk

LIBER 027 FALE 531

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

CHIEF'S YOUTH FOOTBALL TEAM, INC.

1216

received for record April 28, 1982 2 , at 8:30 A M.

and recorded on Film No. 2539 Frame No. 3269 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 20409A

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

521

Mr. Clerk Mail to: Barnett & Barnett
234 Baltimore Avenue
Cumberland, Maryland 21502

rmc

LIBER 027 FALI 532

COSTELLO COMPANY, INC.

ARTICLES
OF INCORPORATION

AUG 18-82 A :26801 *****5.2[illegible]

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, W. Timothy Finan, whose Post Office address is 1043 Braddock Road, 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:

COSTELLO COMPANY, INC.

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

To engage in, conduct, and carry on, as principals, agents, or in any capacity whatever, both as contractor and subcontractor, the business of general construction including designing, constructing, enlarging extending, repairing, completing, removing, or otherwise engaging generally in the business of masonry, and to erect, alter, and add to buildings of every class and description, and to contract for the

Compared and ~~Mailed~~ Delivered
TO Timothy Finan Esq.
1043 Braddock Road.
Cumberland. Md. 21502
Aug 25th 1982

erecting thereof; to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith, including the purchasing, developing, holding, selling, improving, leasing, mortgaging or otherwise encumbering real estate in connection with erecting, managing, extending, maintaining and altering buildings thereon; and to do any and all other things deemed desirable and advantageous in carrying out any of the foregoing purposes, or conducting any of the foregoing businesses.

FOURTH: The Post Office Address of the place at which the principal office of the Corporation in this State will be located, is: 1105 Bishop Walsh Drive, P.O. Box 1231, Cumberland, Maryland 21502. The Resident Agent of the Corporation is W. Timothy Finan, whose Post Office Address is 1043 Braddock Road, 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 Bylaws of the Corporation, and Michael F. Costello, Stephen P. Costello and Thomas E. Martin, shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

LIBER 027 PAGE 534

SIXTH: The total amount of the authorized capital stock of the Corporation is ONE HUNDRED THOUSAND DOLLARS ($100,000.00) par value divided into five thousand (5,000) shares of the par value of TWENTY DOLLARS ($20.00) each, and all of said stock shall be common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of April, 1982.

ATTEST:

Jean Bachy

W. TIMOTHY FINAN (SEAL)

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

I HEREBY CERTIFY, That on this 14th day of April, 1982, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared W. TIMOTHY FINAN, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

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

My Commission Expires:
July 1, 1982

Jean Bachy
Notary Public

FILED FOR RECORD
AUG 18 1982 19
10:00 O'clock M.
and same day Recorded in
Liber No. Folio
one of the Records of
and Allegany
County, Maryland and com-
pared by me
Clerk

LIBER 027 PAGE 535

ARTICLES OF INCORPORATION

OF

COSTELLO COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 22, 1982 at 9:10 o'clock A. M. as in conformity with law and ordered recorded.

S2-5

Recorded in Liber 2540, folio 0664, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

R B Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVA CORONANTI NOS SCVTO

A 125414

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drb

03756

LIBER 027 FAGE 536

DR. FRED S. SCHINDLER, P.A.

(A Maryland Close Corporation)

AUG 18-82 A 26803 *****5.2

ARTICLES OF AMENDMENT

Dr. Fred S. Schindler, P.A., a Maryland close corporation, (hereinafter the "Corporation") hereby amends its charter as follows:

FIRST: Article SIXTH of the Corporation's Articles of Incorporation is amended to read as follows:

> SIXTH: The Corporation shall have no Board of Directors.

SECOND: In all other respects the Corporation's charter as reflected in Articles of Incorporation and Amendment to those Articles received for record by the State Department of Assessments and Taxation on November 24, 1972 and April 27, 1979, respectively, are hereby reaffirmed.

THIRD: These Articles shall become effective on the date they are accepted for record by the State Deparment of Assessments.

FOURTH: The amendments to the Corporation's charter set forth above were advised by the Board of Directors and approved by the stockholder as required by law.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed this 24th day of March, 1982, by its president and attested by its secretary, each of whom states, under penalties of perjury that to the best of his or her knowledge, information and belief the facts and matters

Compared and Mailed ~~Delivered~~ Bill

TO Dr Fred S. Schindler, P.A. 57 E. National Highway LaVale, Maryland Aug 25 19 82

03757

LIBER 027 PAGE 537

stated herein are true in all material respects.

ATTEST:

Fred S Schindler, Sec
Fred S. Schindler, Secretary

Fred S Schindler, President
Fred S. Schindler, President

1985 MAR 31 P 3:31

FILED FOR RECORD
AUG 18 1982
at 2:00 o'clock M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____
Land Records of Allegany
County, Maryland and com
Clerk

LIBER 027 PAGE 538

ARTICLES OF AMENDMENT

OF

DR. FRED S. SCHINDLER, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 31, 1982 at 2:31 o'clock P. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2537, folio 03755 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SES

Bonus tax paid $_____ Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 124499

8202590

dq

C3148

LIBER 027 PAGE 539

AUG 19-82 A 26869 *****5.67

FRATERNAL ORDER OF WESTERN MARYLAND BMX, INC.

ARTICLES OF INCORPORATION

FIRST: I, Dorothy E. Kerr, whose post office address is 805 Buckingham Road, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, hereby form a non-profit corporation under and by virtue of the General Laws of the State of Maryland.

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

FRATERNAL ORDER OF WESTERN MARYLAND BMX, INC.

1982 MAY 19 A 10:33

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

(a) To promote sanctioned Bicycle Moto-Cross (BMX) sports activities, races and meets in accordance with rules and goals of the National Bicycle League.

(b) To promote clean, healthful living standards for children of all ages and sexes by providing an organization through which they may engage in competitivbe activities under controlled and supervised conditions.

(c) To provide facilities in Western Maryland where children of all ages and sexes may participate in BMX events.

(d) To encourage family togetherness by providing a sports activity in which parents may become involved along with their children.

SULLIVAN & SULLIVAN, P.A.
ATTORNEYS AT LAW
29 PROSPECT SQUARE
CUMBERLAND, MD. 21502
(301) 724-7777

Compared and Mailed Delivered
TO Dorothy E. Kerr
805 Buckingham Road
Cumberland, Md. 21502
Aug 26 1982

3149

LIBER 027 PAGE 540

(e) In general to do anything permitted by the Corporations and Associations Article of the Maryland Code Annotated, as amended from time to time, which is not inconsistent with the status of the Corporation as a non-profit corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 805 Buckingham Road, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Dorothy E. Kerr, 805 Buckingham Road, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation shall NOT have the authority to issue stock of any class.

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

(1) Charles E. Kerr

(2) John Dale Festerman

(3) Dorothy E. Kerr

SEVENTH: The Corporation shall have officers with powers and duties as enumerated in the By-Laws of the Corporation. The names of the officers who shall act until the

first meeting or until their successors are duly chosen and qualified are:

Dorothy E. Kerr, President
John Dale Festerman, Vice President and Treasurer
John T. Polk, Secretary
Jeffrey Kerr, Vice President for Membership and Publicity

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17 day of May, 1982, and I acknowledge the same to be my act.

WITNESS:

W. Bryan Hall

Dorothy E. Kerr
DOROTHY E. KERR

LIBER 027 PAGE 542

FILED FOR RECORD
AUG 19 1982
at 2:45 o'clock P. M.
and same day recorded in
Liber No. Folio
one of the Records of Allegany
Land County, Maryland, and com
Clerk

ARTICLES OF INCORPORATION

OF

FRATERNAL ORDER OF WESTERN MARYLAND BMX, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 20, 1982 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

4
3147

Recorded in Liber 2542, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 126596

8204672

drb

LIBER 027 PAGE 543 2546

FRIEND and MONTELEONE, Chartered

ARTICLES OF INCORPORATION

FIRST: I, R. Steven Friend, whose post office address is Route 1, Box 41-B, Henry Drive, LaVale, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

AUG 19-82 A 26870 ****5.67

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is FRIEND AND MONTELEONE, Chartered.

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

1. To engage in, conduct and carry on the practice of law and to do all things appropriate for rendering the services required in conjunction therewith; and

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

FOURTH: The post office address of the principal office of the Corporation in this State is 14 Greene Street, Cumberland, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Nicholas J. Monteleone, 117 Jackson Street, Cumberland, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is two thousand (2,000) shares of Common stock, without par value.

1982 MAY 11 A 9:28

1982 MAY 19 A 10:39

Compared and ~~Mailed~~ Delivered

TO- Nicholas J. Monteleone Esq
117 Jackson Street
Cumberland, Md. 21502

Aug 26 1982

SIXTH: The number of directors of the Corporation shall be two (2) which number may be increased pursuant to the Bylaws of the Corporation, but shall never be less than one. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are R. Steven Friend and Nicholas J. Monteleone.

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

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any

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

3. With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporation in the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

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

have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes case by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of May, 1982 and I acknowledge same to be my act.

WITNESS:

Susan E. Becker

R. Steven Friend

R. Steven Friend

STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit:

Friend and Monteleone, Chartered, a professional corporation organized under the laws of the State of Maryland and having its principal place of business at 14 Greene Street, Cumberland, Maryland, hereby certifies that it is the owner of the business of the practice of law located and conducted at 14 Greene Street, Cumberland, Allegany County, Maryland, in the name, or under the style, title or designation of Friend and Monteleone.

Attest:

FRIEND AND MONTELEONE

Nicholas J. Monteleone
Secretary

By R. Steven Friend
President

STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit:

On this the 7th day of May, 1982, before me, the undersigned officer, personally appeared R. STEVEN FRIEND, who acknowledged himself to be the President of Friend and Monteleone, a professional corporation, and that he, 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 himself as President.

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

Susan E. Becker
Notary Public

My Commission Expires: 7/1/82.

FILED FOR RECORD
AUG 9 1982
at 3:15 O'clock P 19 M.
and same day Recorded in
Liber No. ——— Folio ———
one of the Land Records of Allegany
County, Maryland, and com-
puted by

LIBER 027 PAGE 548

ARTICLES OF INCORPORATION

OF

FRIEND AND MONTELEONE, CHARTERED

69-5

approved and received for record by the State Department of Assessments and Taxation of Maryland May 19, 1982 at 10:39 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2542, folio 2545, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

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

A 126486

drb

8204611

LIBER 027 PAGE 549

ARTICLES OF INCORPORATION

OF

INVESTMENT ADVISORY SERVICE, INC.

FIRST: WE, the undersigned, Rodney L. Hinkle, 111 South George Street, Cumberland, Maryland 21502, and John M. Robb, Jr., 141 Baltimore Street, First Federal Building, Cumberland, 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 public general laws of the State of Maryland.

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

INVESTMENT ADVISORY SERVICE, INC.

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

a) To engage in the development, writing, producing, marketing, distributing, advising, and selling of goods and services of all kinds, and especially the development, writing, producing, marketing, distributing, advising and selling of goods and services in regard to financial planning to engage in commercial enterprises of every kind and description and to plan, project and engage in advertising of all kinds, through, by or in all media; to promote or engage in venturers or businesses of all kinds; and in all fields, whether wholesale or retail; and to engage in development, manufacturing or processing and marketing of goods, wares, products and merchandise of every type and description; and to do any or all things necessary, convenient or desirable in connection with any or all things necessary, convenient or desirable in connection with any of the aforesaid functions.

AUG 19-82 A :26872 *****5.00

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

Compared and ~~Mailed~~ Delivered
TO John M. Robb Jr Esq
First Federal Bldg
141 Baltimore St
Cumberland, Md
Aug 26 1982
AUG 19 4 45 PM '82

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

c) To purchase, lease, or otherwise acquire, hold, develope, improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

d) To transact for itself or for the account of others the business of general brokers, general agents, commercial agents, or buyers and sellers of, dealers in, importers and exporters, of raw materials, parts, manufactured goods, equipment, supplies, and new or used merchandise of all kinds.

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

f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights processes, formulae, and the like, which might be used for any of the purposes of the corporation; and to use, exercise, develope, grant licenses in respect to, sell, and otherwise turn to account the same.

. ROBB, Jr.
EY AT LAW
d, Maryland

g) To purchase or otherwise acquire, hold or 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 trusts, 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 obligation to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

h) To loan or advance money with or without security without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notices or other obligations of any nature, and in any manner permitted by law, for money borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof and of the interest thereof, by mortgage upon or pledge or conveyance or assignment in trust of the whole or any contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds notes or other obligation of the Corporation for its corporate purposes.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof or to enhance the value of its property, business or rights.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 111 South George Street, Cumberland, Maryland; and the Resident Agent of said Corporation being John M. Robb, Jr., First Federal Building, 141 Baltimore Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

HN M. ROBB, Jr.
TORNEY AT LAW
berland, Maryland

FIFTH: The Corporation shall be a closed corporation as authorized by Title Four of the Corporation and Association Article of the Annotated Code of Maryland, as Amended.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares, without par value, all of which shares are of one class and are designated common stock.

SEVENTH: The Corporation shall have at least one director which number may be increased pursuant to the By-Laws of the Corporation; and the name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualify is as follows: Rodney L. Hinkle.

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

a) The Board of Directors of the Corporation are hereby empowered to authorize from time to time the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

b) No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, 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 of who is so interested may be counted in determining the existence of the quorum at

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

any meeting of the Board of Directors, of this Corporation, which shall authorize any such contract or transaction.

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

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

e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the

HN M. ROBB, Jr.
TORNEY AT LAW
berland, Maryland

Stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

f) The Board of Directors shall have power to declare and authorize the payment of dividends, whether in cash or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders in cash or in stock, i.e., payment shall not be in cash to one Stockholder and in stock to another; the said Board of Directors shall have authority to exercise, without a notice 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 entitled whether associations partnerships or individuals.

g) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, providing that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescend by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation.

Rodney L. Hinkle (SEAL)
RODNEY L. HINKLE

John M. Robb, Jr. (SEAL)
JOHN M. ROBB, JR.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

01741

LIBER 027 PAGE 556

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 30th day of April, 1982, before me, the subscriber, a Notary Public of the State of Maryland, County aforesaid, personally appeared Rodney L. Hinkle and John M. Robb, Jr., each satisfactorily made known to me and acknowledged the aforegoing Articles of Incorporation to be his respective act and deed.

WITNESS, my hand and Notarial Seal.

My Commission Expires: July 1, 1982.

Carrie A. Bartlett
NOTARY PUBLIC



HN M. ROBB, Jr.
ORNEY AT LAW
berland, Maryland

FILED FOR RECORD
AUG 19 1982
at 2:15 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Land Records of
Allegany County, Maryland and com-
pared by
Clerk

LIBER 027 PAGE 557

ARTICLES OF INCORPORATION

OF

INVESTMENT ADVISORY SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 5, 1982 at 9:44 o'clock A. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2541, folio 1733, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 26.00 Special Fee paid $

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 126127

8204108

drb

LIBER 027 PAGE 558 0558

McKENZIE and STEVENS PRIMARY HEALTH CARE CENTER, P.A.

ARTICLES OF INCORPORATION

FIRST: I, H. Gregory Skidmore, whose post office address is 110 Washington Street, Cumberland, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by the virtue of the General Laws of the State of Maryland.

AUG 18-82 A 26800 *****5.75

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is McKENZIE and STEVENS PRIMARY HEALTH CARE CENTER, P.A.

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

(1) To perform comprehensive physical assessments of patients and provide other services authorized to be provided by a nurse practitioner.

(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 professonal services specified above.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 93 East Main Street, Frostburg, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is H. Gregory Skidmore, 110 Washington Street, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

BW

Compared and ~~Mailed~~ Delivered
H. Gregory Skidmore Esq.
TO 110 Washington Street
Cumberland Md
Aug 26 1982

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

SIXTH: There being two stockholders in the Corporation, 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), provided that:

(1) If there is no stock outstanding, the number of directors may be less than two (2) but not less than one; and

(2) If there is stock outstanding and so long as there are less than two (2) stockholders, the number of directors may be less than two (2) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Marsha A. McKenzie and Patricia A. Stevens.

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

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

(2) The Board of Directors of the Corporation may

classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

(3) With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation,

including its goodwill and franchises;

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

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

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of March, 1982, and I acknowledge the same to be my act.

WITNESS:

Jeanne E. Appel

H. Gregory Skidmore

H. GREGORY SKIDMORE

FILED FOR RECORD
AUG 18 1982
at 2:00 o'clock PM.
and same day Recorded in
Liber No. Folio
one of the Land Records of
Allegany County, Maryland, and com-
pared by

LIBER 027 PAGE 563

ARTICLES OF INCORPORATION

OF

McKENZIE AND STEVENS PRIMARY HEALTH CARE CENTER, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 2, 1982 at 9:33 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2538, folio 0557, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 124566
8202700

dq

C2398

LIBER 027 PAGE 564

MOBILE HOME VILLAGE, INC.

ARTICLES OF AMENDMENT

AUG 19-82 A 26873 ******5.66

Mobile Home Village, Inc., a Maryland corporation, having its principal office at 1076 National Highway, LaVale, Allegany County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by deleting Paragraph SIXTH of the Charter and substituting in its place, as follows:

"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 fewer than three (3), provided that (i) if there is no stock outstanding, the number of directors may fewer than three (3) but not fewer than one (1) and (ii) if there is stock outstanding and so long as there are fewer than three (3) stockholders, the number of directors may be fewer than three (3) but not fewer than the number of stockholders. The name of the director who shall act until the next annual meeting or until his successors are duly chosen and qualified is Steven C. Bloom, said individual being the only stockholder in the Corporation."

1982 APR 29 A 9:33

Prepared and mailed ~~Delivered~~ BW
Steven C. Bloom
TO 1076 National Highway
LaVale, Md.
Aug 26 19 82

SECOND: The Charter of the Corporation is hereby amended by deleting paragraph FOURTH and substituting in its place, as follows:

"FOURTH: The post office address of the principal office of the Corporation is 1076 National Highway, LaVale, Maryland 21502. The resident agent of the Corporation is Steven C. Bloom, whose post office address is 1076 National Highway, LaVale, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein."

THIRD: By unanimous vote of the Board of Directors of the Corporation at a meeting held on May 23, 1981, the Board of Directors of the Corporation duly advised the foregoing amendment, and by a unanimous vote taken by the stockholders of the Corporation at a meeting held on May 25, 1981, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Mobile Home Village, Inc. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on this 25th day of May, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of Mobile Home Village, Inc. and, under the penalties of perjury, that the

matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Anna E. Bloom
Secretary

MOBILE HOME VILLAGE, INC.

By Steven C. Bloom Pres.
Steven C. Bloom, President

FILED FOR RECORD
AUG 10 1982
at 3:15 O'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Land Records of Allegany County, Maryland, and com-
pared by

LIBER 027 PAGE 567

ARTICLES OF AMENDMENT

OF

MOBILE HOME VILLAGE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 29, 1982 at 9:33 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2540, folio 2397, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 125654

8203828

C0750

LIBER 027 PAGE 568

ARTICLES OF REVIVAL

AUG 18-82 A 26802 *****575

OF

PEKING PALACE, INC

* * * * * * * * * * *

Pursuant to Title 3, Sub-Title 508-509-510 of Corporations and Associations Article of the Annotated Code of Maryland, Peking Palace, Inc., a Maryland Corporation, having its principal office in Allegany County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation was forfeited on February 8, 1980, for the non-payment of taxes and 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 forfeiture of its Charter was Peking Palace, Inc.

THIRD: The name by which the Corporation will hereafter be known is Peking Palace, Inc.

FOURTH: (a) The Post Office address of the principal office of the Corporation in the State of Maryland is 1209 National Highway, LaVale, Allegany County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

(b) The name and Post Office Address of the Resident Agent of the Corporation in the State of Maryland is Julie Jen, 1209 National Highway, LaVale, 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;

OFFICES
. McMULLEN
PAYE
BERLAND
RYLAND

1982 MAR 31 A 9:22

Compared and Mailed ~~Delivered~~

TO Julie Jen 1209 National Highway
La Vale Md

Aug 26 1982

(c) Paid all State and Local taxes and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

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

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on this 23 day of March, 1982.

TIEH HO JEN
Tien Ho Jen, Last Acting President

A Kan Jen
A. Kan Jen, Last Acting Secretary

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, that on this 23rd day of March, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared TIEN HO JEN, the last acting President and A. KAN JEN, the last acting Secretary of Peking Palace, Inc., a Maryland Corporation, and severely acknowledged the aforegoing Articles of Revival to be their act.

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

Sherry M. Bittner
Notary Public

My Commission Expires:

July 1, 1982

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
AUG 18 1982
at 2:00 o'clock P M. and same day recorded in Liber No. 027 Folio 570 one of the Land Records of Allegany Maryland, and com-
Comptroller of Maryland

LIBER 027 PAGE 570

ARTICLES OF REVIVAL

OF

PEKING PALACE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 21, 1982 at 10:38 o'clock A M. as in conformity with law and ordered recorded.

SC-5

3

Recorded in Liber 2540, folio 0749 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 30.00

To the clerk of the Circuit Court of Allegany County

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

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

R B Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 125431

8203469

bt

LIBER 027 PAGE 571

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1982.

*** ***** ***

ARTICLES OF INCORPORATION

OF

VACUUM CLEANER FACTORY OUTLET, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Robert O. Kazary, whose post office address if One Washington Street, Cumberland, Maryland 21502-2996, 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:

VACUUM CLEANER FACTORY OUTLET, INC.

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

A. To engage in any lawful purposes and/or business.

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

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

AUG 19-82 A 126868 *****5.67

1982 MAY 25 A 9:38

1982 MAY 17 A 9:38

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

...pared and Mailed ~~Delivered~~ Bur
Geary F. Hoover
TO 433 Liberty Street
Hagerstown, Maryland
Aug 26 1982

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 915 National Highway, LaVale, Maryland 21502. The Resident Agent of the Corporation is Geary L. Hoover, whose post office address is 423 Liberty Street, Hagerstown, Maryland 21740. 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 (3) directors, namely, Bernard V. High, Geary L. Hoover, and Kathleen B. High, 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 are hereby empowered to authorize the issuance from time to time of

ERT O. KAZARY
ORNEY AT LAW
WASHINGTON ST.
RLAND, MARYLAND
21502

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. 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 rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any 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

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

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 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 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

BERT O. KAZARY
TORNEY AT LAW
E WASHINGTON ST.
ERLAND, MARYLAND
21502

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 of the assets of the Corporation.

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 rights 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

ROBERT O. KAZARY
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CUMBERLAND, MARYLAND
21502

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; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporation who is otherwise interested in any manner in such contract or other transaction shall 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, however, such director of this Corporation may not vote thereat to authorize any such contract or transaction.

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 part to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, or 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 of an employee or agent of the Corporation, or is or was serving at the request of the

T O. KAZARY
NEY AT LAW
SHINGTON ST.
ND, MARYLAND
21502

Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed 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 contemplated action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the Defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for 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

ROBERT O. KAZARY
ATTORNEY AT LAW
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CUMBERLAND, MARYLAND
21502

having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability, but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in 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 and 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.

OBERT O. KAZARY
ATTORNEY AT LAW
NE WASHINGTON ST.
SBERLAND, MARYLAND
21502

(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 this the 14 day of May, 1982.

WITNESS:

Vickie A Shockey

ROBERT O. KAZARY (SEAL)

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

LIBER 027 PAGE 580

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on the 20th day of May, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT O. KAZARY, and acknowledged the aforegoing Articles of Incorporation to be his respective act.

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

Vickie A. Shockey
NOTARY PUBLIC

My Commission Expires: July 1, 1982.

T O. KAZARY
EY AT LAW
SHINGTON ST.
ND, MARYLAND
21502

FILED FOR RECORD
AUG 19 1982
at 3:45 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the
Land Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 027 PAGE 581

ARTICLES OF INCORPORATION

OF

VACUUM CLEANER FACTORY OUTLET, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 26, 1982 at 9:26 o'clock A. M. as in conformity with law and ordered recorded.

//

Recorded in Liber 2543, folio 1709, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 30.00 Special Fee paid $

To the clerk of the Circuit Court of Allegany County

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

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

RLB Andrews

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 126821

drb

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LIBER 027 PAGE 582

VICKI (VIA) DOTSON MEMORIAL
LEUKEMIA FOUNDATION, INC.

ARTICLES OF INCORPORATION

FIRST: I, ALBERT JAMES VIA, whose Post Office address is 147 East Main Street, Frostburg, Allegany County, Maryland 21532, being at least eighteen (18) years of age, am hereby forming a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation"), is VICKI (VIA) DOTSON MEMORIAL LEUKEMIA FOUNDATION, INC.

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

(a) The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be

AUG 18-82 A 12679C ****5.2[illegible]

LAW OFFICES
GARY HANNA
PROSPECT SQUARE
LAND, MD. 21502
LAND (301) 759-2777
URG (301) 689-2421

Bill
Compared and ~~Mailed~~ Delivered
TO G. Gary Hanna Esq.
Prospect Square Md. 21502
Aug 26th 1982

contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other Trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the Trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the Trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the Federal Income Tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any Corporation or Corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit Corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable

W OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

To receive contributions and earn monies in order to advance leukemia research; to hold such monies and contributions in profit-making and interest-bearing accounts; to make contributions from the net funds accumulated as heretofore said to other charitable organizations to be used for leukemia research and for the alleviation of suffering caused by the disease of leukemia; to make contributions when authorized by the Board of Directors of this Corporation to individuals suffering from the disease of leukemia, such funds to be used for the alleviation of the financial burdens caused by the required treatment for said disease;

LAW OFFICES
GARY HANNA
PROSPECT SQUARE
ERLAND, MD. 21502
RLAND (301) 759-2777
BURG (301) 699-2421

and to supervise, manage, and otherwise control or participate in, activities instituted by this Corporation or any other organization with similar purposes which will earn monies for the other Corporate purposes as aforesaid.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 147 East Main Street, Frostburg, Maryland 21532. The name and Post Office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, Esquire, 71 Prospect Square, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Albert James Via, Richard David Rando, and Robert Cunningham.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined)

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the Laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the Laws of the United States, any State or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

W OFFICES
RY HANNA
SPECT SQUARE
AND, MD. 21502
ND (301) 759-2777
G (301) 699-2421

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes

within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the Laws of the United States, any State or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the

[redacted] OFFICES
G[redacted]ARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

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

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

(3) With respect to any Corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of March, 1982, and I acknowledge same to be my act.

WITNESS:

G. Gary Hanna

Albert James Via
ALBERT JAMES VIA

FFICES
HANNA
ST SQUARE
D, MD. 21502
(301) 759-2777
(301) 689-2421

RECORDED FOR RECORD
1982
o'clock M.
same day Recorded in
No. folio
the
Records of Allegany
Maryland and com-
Clerk

LIBER 027 PAGE 589

ARTICLES OF INCORPORATION

OF

VICKI (VIA) DOTSON MEMORIAL LEUKEMIA FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 1, 1982 at 10:14 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2338, folio 0180 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 26.00 Special Fee paid $

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 124545
8202607

dq

LIBER 027 PAGE 590

COOK BROTHERS AUTOMOTIVE, INC.

A Maryland Close Corporation, organized pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland

1982 JUN 23 A 11:18

ARTICLES OF INCORPORATION

FIRST: That the undersigned, RICHARD T. COOK, whose post office address is 24 Locust Street, Cumberland, Maryland, 21502, and GARY W. COOK, whose post office address is 425 Fairmont Lane, Cumberland, Maryland, 21502, each being at least eighteen (18) years of age, do hereby form a Corporation under and by virtue of the general laws of the State of Maryland.

SEP 22-82 A :28731 *****5.00

SECOND: The name of the Corporation (which is hereinafter referred to as the Corporation(is

COOK BROTHERS AUTOMOTIVE, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by Title Four of the Corporations and Assocations Article of the Annotated Code of Maryland.

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

(a) To engage in the business of motor vehicle parts, accessories and service; to sell at wholesale or retail, distribute and generally deal in motor vehicle parts and accessories of all kinds; to service and repair motor vehicles; and to do whatever may be necessary or convenient to carry on such businesses and to accomplish such objects as may be incident thereto.

(b) To purchase, to receive by way of gift, grant or loan, 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 eal 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

OFFICES
McMULLEN
PAYE
BERLAND
RYLAND

BW
Compared and Mailed ~~Delivered~~
TO Richard T. Cook Jr.
24 Locust Street
Cumberland Md
Oct 4th 1982

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 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 permitted in the General Corporation Law of the State of Maryland, including, but not limited to, anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and to have and exercise all powers conferred by the laws of the State of Maryland, as such laws are now in effect, or may, at any time hereafter be amended, and to do any and all things hereinabove set forth or authorized 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.

FIFTH: The post office address of the principal office of the Corporation is Rt. #8, Box 16, Nave's Crossroads, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Richard T. Cook, Jr., 24 Locust Street, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, without par vaue.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) Directors, whose names are Richard T. Cook, Jr. and Gary W. Cook.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are

OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section") as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director of officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case bu (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

Y OFFICES
T. McMULLEN
PAYE
BERLAND
ARYLAND

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 7th day of June, 1982, and do acknowledge the same to be our respective act.

WITNESS:

Robert L. Paye — Richard T. Cook Jr. (SEAL)
RICHARD T. COOK, JR.

Robert L. Paye — Gary W. Cook (SEAL)
GARY W. COOK

OFFICES
McMULLEN
PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
SEP 22 1982
at 2:30 o'clock M.
and same day Recorded in
Liber No. ——— Folio ———
one of the ——— Records of Allegany
County, Maryland and com-
pared by me.
Clerk

LIBER 027 PAGE 594

ARTICLES OF INCORPORATION

OF

COOK BROTHERS AUTOMOTIVE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 23, 1982 at 11:18 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2547, folio 0535, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 128125

8206074

LIBER 027 PAGE 595

gw

ARTICLES OF INCORPORATION

OF

KLAVUHN BLACKTOPPING AND COAL, INC.

FIRST: I, H. GREGORY SKIDMORE, whose post office address is 110 Washington Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is KLAVUHN BLACKTOPPING AND COAL, INC.

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

(1) To engage in the blacktopping and coal business.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is 110 Knox Street, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is H. Gregory Skidmore, 110 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of Common Stock, without par value, all of one class.

SEP 22-82 A 28730 *****5.

RW

Compared and Mailed Delivered

TO H. Gregory Skidmore Esq
110 Washington Street
Cumberland Md

Oct 4th 1982

SIXTH: 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 the number prescribed by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland. The name of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michael L. Zembower and Richard McKenzie.

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

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

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

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

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

3. With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

(f) The participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

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

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of May, 1982, and I acknowledge same to be my act.

WITNESS:

Cynthia J. Robinette

H. GREGORY SKIDMORE

FINISH A.S.S.

FILED FOR RECORD
SEP 22 1982
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. 027 Folio 599
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 599

ARTICLES OF INCORPORATION

OF

KLAVUHN BLACKTOPPING AND COAL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 24, 1982 at 10:22 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2547, folio 1225, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 128162

8206198

bt

3258

LIBER 027 PAGE 600

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1982.

*** ***** ***

ARTICLES OF AMENDMENT

OF

TROPHIES, INC.

CHANGING ITS NAME TO

QUALITY TROPHIES, INC.

*** ***** ***

THIS IS TO CERTIFY:

Trophies, Inc., a Maryland Corporation, having its principal place of business at 170 North Centre Street, in the City of Cumberland, Allegany County, Maryland, hereinafter referred to as the Corporation, hereby certifies to the State Department of Assessments and Taxation.

FIRST: That the Corporation was originally incorporated in the name of The Sports Shoppe, Inc., October 1, 1975, by Articles of Incorporation duly recorded among the Records of the Clerk for the Circuit Court for Allegany County, Maryland, in Liber 23, Folio 94; that pursuant to Articles of Amendment received and approved on the 2nd day of December, 1981, the said Corporation changed its name to Trophies, Inc.

SECOND: That the Charter of the said Corporation is hereby amended by striking paragraph second in the original Articles of Incorporation and substituting in lieu thereof:

SEP 22-82 A :28732 ******3.75 1982 JUN 11 A 10:57

SEP 22-82 A 28732

RT O. KAZARY
RNEY AT LAW
WASHINGTON ST.
RLAND, MARYLAND
21502

Compared and Mailed Delivered BW

TO Quality Trophies, Inc
170 N. Centre Street
Cumberland, Md. 21502

Oct 4 1982

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

QUALITY TROPHIES, INC."

THIRD: That by unanimous vote of the Board of Directors of the Corporation at a meeting held on March 2, 1982, at the Law Office of Robert O. Kazary, Esquire, One Washington Street, Cumberland, Maryland, the Board of Directors duly advised the aforegoing amendment, and by a unanimous vote taken by the Stockholders of the Corporation at a meeting held on March 2, 1982, at the Law Office of Robert O. Kazary, Esquire, One Washington Street, Cumberland, Maryland, the Stockholders duly approved said amendment.

IN WITNESS WHEREOF, the Corporation has caused these presents to be filed in its name and on its behalf by its President and attested by its Secretary, on this the 2ND day of MARCH, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of the said Corporation and under the penalties of perjury that the matters and facts set forth herein with respect to the authorization and approval of the same are true and correct in all material respects to the best of his knowledge, information and belief.

QUALITY TROPHIES, INC.

BY: Richard A. Stone (SEAL)
President

ATTEST:

Joseph R. Francisco
Secretary

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

FILED FOR RECORD
SEP 22 1982
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. 027 Folio 602
one of the Land Records of Allegany
County, Maryland and com-
pared by [illegible] Clerk

LIBER 027 PAGE 602

ARTICLES OF AMENDMENT

OF

TROPHIES, INC.

Changing its name to:

QUALITY TROPHIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 11, 1982 at 10:57 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2545, folio 3257 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of 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.

R B Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 127626

8205623

bt

LIBER 027 FOLIO 603

TOKEN COAL, INC.,
A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

SEP 22-82 A 28729 ****5.0(

FIRST: We, Roger L. Brashear, whose post office address is Drawer O, Stony Run Road, Westernport, Allegany County, Maryland 21562, and Darlene R. Brashear, whose post office address is Drawer O, Stony Run Road, Westernport, Allegany County, Maryland 21562, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is TOKEN COAL, INC.

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

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

(a) To carry on the business of mining, milling, concentrating, treating, refining, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in all kinds of ores, metals, and minerals; to purchase, lease, option, locate, or otherwise acquire, own, exchange, sell or otherwise dispose of, pledge, mortgage, deed in trust, hypothecate, and deal in mines, mining claims, mineral lands, coal lands, oil lands, timber lands, water and water rights, and other property, both real and personal; and to carry on as principals, agents, commission merchants or consignees the business of mining, milling, concentrating, converting, smelting, treating, refining, buying, selling, exchanging, manufacturing, and dealing in the above specified products or any of them and of materials used in the manufacture of each, and any and all of such articles and to carry on as such principals, agents, commission merchants or consignees any other business which in the judgment of the board of directors of the Corporation may be conveniently conducted in connection with any of the matters aforesaid.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage,

Compared and Mailed ~~Delivered~~
TO Robert L. Brashear
Drawer O
Stony Run Road
Westernport, Md.
Oct. 4 1982

pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, business, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses 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 re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of

any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock so held or owned, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects of businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

FIFTH: The post office address of the principal office of the Corporation in this State is Drawer 0, Stony Run Road, Westernport, Allegany County, Maryland 21562. The name and post office address of the Resident Agent of the Corporation in this State is Roger L. Brashear, Drawer 0, Stony Run Road, Westernport, Allegany County, Maryland 21562. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1000) shars of common stock, without par value.

SEVENTH: The number of directors shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The

name of the directors, who shall act until the first annual meeting or until their successor is duly chosen and qualified are: Roger L. Brashear, whose post office address is Drawer O, Stony Run Road, Westernport, Allegany County, Maryland 21562, Darlene R. Brashear, whose post office address is Drawer O, Stony Run Road, Westernport, Allegany County, Maryland 21562, and Jeffrey L. Brashear, whose post office address is Drawer O, Stony Run Road, Westernport, Allegany County, Maryland 21562.

IN WITNESS WHEREOF, We have signed this Articles of Incorporation this 26th day of May, 1982, and we acknowledge the same to be our act.

Roger L Brashear
Roger L. Brashear

Darlene R. Brashear
Darlene R. Brashear

ED FOR RECORD
2.3 1982 10
2:39 clock M.
me day Recorded in
lo. Follo
the
Records of Allegany
Maryland
Clerk

LIBER 027 PAGE 607

ARTICLES OF INCORPORATION

OF

TOKEN COAL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 7, 1982 at 10:04 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 1544, folio 2936, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

025 Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · SCUTO BONAE VOLUNTATIS TUTE CORONATI NOS

A 127275

8205365

LIBER 027 PAGE 608

ARTICLES OF INCORPORATION

OF

APPALACHIAN REGION
CORVETTE CLUB, INC.

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

FIRST

The name of the Corporation shall be:

APPALACHIAN REGION CORVETTE CLUB, INC.

SECOND

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

THIRD

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

A. To promote the safe and convenient use of the public highways; to promote the comfort, protection, convenience, and interests and to protect the rights of automobile owners and users in general, and its members in particular; to facilitate the corporation of its members to their mutual advantage and protection in matters relating to the use and ownership of motor vehicles; to maintain a club for social enjoyment.

B. To engage in fund raising activities by all legal means available, pursuant to the applicable laws of Maryland, and any political subdivision having jurisdiction thereof.

1982 AUG -5 A 9:20

NOV -5-82 A 21315 ***$5.15

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

BW

Compared and Mailed Delivered

TO William Brade
Lot #1, Lot 100-A
Cash Valley 11-5 19 82
La Vale, Md.

C. To have and to exercise all powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under the corporation is organized and any and all acts amendatory thereof and supplemental to.

FOURTH

The Post Office Address of the principal office of the Corporation in this state shall be:

Route 1, Box 100A
Cash Valley Road

and the Resident Agent shall be:

William Brode

whose post office address is also:

Route 1, Box 100A
Cash Valley Road
LaVale, Maryland 21502

Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

The Corporation shall be a membership corporation, not organized or functioning for gain, having no capital stock, and not authorized to issue any capital stock, but shall consist of such persons, as shall, pursuant to the by-laws hereafter duly enacted, be entitled to membership and the rights, privileges, obligations and good standing of such members as 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.

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 qualified shall be:

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

HAROLD WELKER

ROBERT MARKER

WILLIAM BRODE

JOHN OLIVER

RICHARD GERO

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

A. There shall be monthly meetings of the membership of the Corporation. The first Thursday of July shall be set aside each year for the election of officers in accordance with the by-laws.

B. Board of Directors shall consist of five (5) members who shall serve terms of four(4) years. The first election shall be the first Thursday of July and each successive four (4) years thereafter.

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

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

The names and residences of the persons forming this Corporation shall be as follows:

HAROLD WELKER
P.O. Box 94
Cumberland, Maryland 21502

WILLIAM BRODE
Route 1, P.O. Box 100A
Cash Valley Road
LaVale, Maryland 21502

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

ROBERT MARKER
611 Parkview Avenue
Cumberland, Maryland 21502

DONALD McCOY
Rt. #1, #321
Cumberland, Maryland 21502

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 27 day of July, 1982.

Toni L. Phillips
WITNESS

Harold L. Welker Jr.
HAROLD WELKER

Julie R Close
WITNESS

William Brode
WILLIAM BRODE

Julie R Close
WITNESS

Robert Marker
ROBERT MARKER

Toni L Phillips
WITNESS

Donald WmcCoy
DONALD McCOY

AFFIDAVIT

STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY that on this 27 day of July 1982 before me personally appeared HAROLD WELKER, WILLIAM BRODE, ROBERT MARKER and DONALD McCOY, all being incorporators of the aforegoing Non-Profit Corporation, and they did declare that they are affixing their hands and seals for the purposes contained therein.

Julie R Close
NOTARY PUBLIC

JULIE R. CLOSE NOTARY PUBLIC ALLEGANY COUNTY

My Commission Expires: 7/1/86

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

FILED FOR RECORD
NOV 5 1982
at 1:00 o'clock P.M.
and same day Recorded in
Liber No. 027 Folio 612
one of the Land Records of Allegany
County, Maryland and com-
pared
Clerk

LIBER 027 PAGE 612

ARTICLES OF INCORPORATION

OF

APPALACHIAN REGION
CORVETTE CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 6, 1982 at 9:01 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2552, folio 1132, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.15

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

RB Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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02819

LIBER 027 PAGE 613

ARTICLES OF INCORPORATION

OF

AUDIO WORLD, INC.

1983 JUL 30 A 9:32

FIRST: I, Donald F. Mullen, whose post office address is 136-138 North Mechanic Street, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is Audio World, Inc.

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

(1) To buy, or otherwise obtain, hold, store, sell or otherwise dispose of, or trade in, install, service and maintain, goods, wares, and merchandise, of whatsoever kind or nature, including all forms of video and audio apparatus or equipment, and to have, to acquire, to own, and to do all things necessary or desirable in the conduct of a business such as aforesaid.

(2) To purchase, lease, or otherwise acquire lands, tenements, and hereditaments, buildings, and other properties in the State of Maryland, or elsewhere, for the offices, salesrooms, warehouses, and workshops of the company; to purchase, lease, or otherwise acquire implements, machinery, apparatus, fixtures, equipment, and other conveniences of all kinds for the handling of and trading in the said materials, goods, wares, merchandise, and products; and, generally to have and to do any and all of these things needed or desirable for and in the carrying on of the business of the company, as aforesaid.

NOV -5-82 A 21321 ******5.1

Compared and Mailed Delivered
Donald F. Mullen
TO 136-138 N. Mechanic St
Cumb. Md. 21502
Nov 9 1982

(3) To acquire by purchase, lease, or otherwise, the property rights, business, goodwill, franchises and assets of every kind of any corporation, association, firm or individual carrying on, in whole or in part, the aforesaid business, or any of them, or any other business, in whole or in part, that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any property, rights, business, goodwill, franchises or assets so acquired in the stock, bonds or other securities of the Corporation or otherwise, as provided by law.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 136-138 North Mechanic Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Donald F. Mullen, 136-138 North Mechanic Street, 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) shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be fewer than three (3), provided that: (i) if there is no stock outstanding, the number of directors may be fewer than three (3) but not fewer than one (1); and, (ii) if there is stock outstanding and so long as there are

fewer than three (3) stockholders, the number of directors may be fewer than three (3) but not fewer than the number of stockholders. The name of the directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are: Donald F. Mullen and Ruth V. Mullen.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) and (c) of the Indeminfication Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the board of directors who were not parties to the proceeding; or, (ii) an affirmative vote at a duly constituted meeting of

a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

EIGHTH: The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of July, 1982, and I acknowledge the same to be my act.

WITNESS:

Susan L. Kay

Donald F. Mullen

DONALD F. MULLEN

FILED FOR RECORD
NOV 5 1982
at 2:08 o'clock P.M. 19
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 617

ARTICLES OF INCORPORATION

OF

AUDIO WORLD, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 30, 1982 at 9:32 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2550 folio 2818 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

515

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 129382

drb

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LIBER 027 PAGE 618

AMENDED ARTICLES OF INCORPORATION

OF

BRADDOCK ESTATES WATER CO., INC.

This is to certify that:

FIRST: That I, Gorman E. Getty, III, whose post office address is 110 Washington Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

BRADDOCK ESTATES WATER CO., INC.

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

1. The corporation is organized exclusively to purchase, lease, take, appropriate, hold, own, or otherwise acquire, and to maintain and operate water and water rights, and acquire, purchase, lease, take, appropriate, own, hold, build, maintain, and operate pipe lines, water powers and water power sites, and all other works necessary or convenient for the appropriation, diversion, storage, transportation, and distribution or use of water for domestic and residental uses, and for any other purposes for which water may be applied and shall be operated as an exempt organization under Section 501(c)(12) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) and for no other purposes, and to that end 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

Compared and Mailed Delivered BW
TO James Hankins 94 Teaberry Lane Frankling, Md - 21532
Nov 9 1982

NOV -5-82 A 21315 *****5.15

rights and privileges therein, suitable or convenient for any business of the corporation; 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 offices, works, buildings, machinery, equipment and facilities and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the corporation; to acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation theretofore 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; to apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, 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 and grant licenses in respect of, sell and otherwise turn to account the same; 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 thereby 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; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland can be authorized to exercise, but only to the extent that the exercise of such powers are in furtherance of exempt purposes.

2. 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 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 for or 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 by a corporation exempt from federal income taxation under and by virtue of Section 501(c)(12) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). At no time shall the subject corporation be operated in such a manner that amounts collected from members for the sole purpose of meeting losses and expenses shall be less than 85% of the income of the corporation.

FOURTH: The post office address of the place at which the principal office of the corporation in this state will be located is 94 Teaberry Lane, Frostburg, Maryland 21532. The resident agent of the corporation is James Hoskins, whose post office address is 94 Teaberry Lane, Frostburg, Maryland 21532. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the corporation shall be seven (7), which number may be increased or decreased pursuant to the bylaws of the corporation, but shall never be less than three (3). The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are James Hoskins, Donald Smith, Wes Hahn, Edward Kyle, Richard Weiner, James Coffrath, and Brenda Hoskins.

SEVENTH: Upon the dissolution of the corporation's affairs, or upon the abandonment of the corporation's activities due to its impracticable or inexpedient nature, the assets of the corporation then remaining in the hands of the corporation, after the payment of all outstanding indebtedness, will be distributed to the members and former members of the corporation on a prorata basis in proportion to their capital accounts, but not in excess of their capital accounts. Any remaining assets shall be distributed among the members and former members of the corporation in proportion to the services

rendered by the corporation to such members and former members.

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

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

3. With respect to any corporate representative other than a present or former director or officer, the corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting

of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINTH: That no stock is outstanding or subscribed for, entitled to be voted on the Amended Articles of Incorporation hereinbefore provided and that these Amended Articles of Incorporation are being made before the organizational meeting of the board of directors of the subject corporation.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 6th day of August, 1982.

WITNESS:

Michele M. Mueller

Gorman E. Getty, III (SEAL)

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY that on this 6th day of August, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared GORMAN E. GETTY, III and he acknowledged the within and foregoing Amended Articles of Incorporation to be his act and deed.

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

Sandra Kay Hawse
NOTARY PUBLIC

My Commission Expires:

July 1, 1986

FILED FOR RECORD
NOV 5 1982
at 2:00 o'clock P M.
and same day Recorded in
Liber No. Case Folio
one of the Records of Allegany
Land, Maryland and com-
Court, Baltimore City

LIBER 027 PAGE 624

AMENDED ARTICLES OF INCORPORATION

OF

BRADDOCK ESTATES WATER CO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 18, 1982 at 9:02 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2553, folio 1169, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

S15

Bonus tax paid $_____ Recording fee paid $ 22.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 130422

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lrb

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LIBER 027 PAGE 625

BURTON'S, INCORPORATED

ARTICLES OF AMENDMENT

Burton's, Incorporated, a Maryland Corporation, having its principal office at 157 Baltimore Street, Cumberland, Maryland, 21502, hereinafter referred to as the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department") that Rex W. Burton at 401 Sunset Drive, Cumberland, MD 21502 is the resident agent.

FIRST: The Charter of the Corporation is hereby amended by deleting therefrom in its entirety Article Fifth, and by substituting in lieu thereof, the following new Article Fifth.

"FIFTH: The total number of shares of capital stock which the Corporation is authorized to issue is Two Thousand (2,000) shares of Common Stock of the par value of One Hundred Dollars ($100.00) and One Thousand, Two Hundred (1,200) shares of Preferred Stock of the par value of Two Hundred Dollars ($200.00) each. The aggregate par value of all classes having par value is Four Hundred Forty Thousand Dollars ($440,000.00).

'A description of each Class of Stock with its rights, voting powers, restrictions, limitations as to dividends and qualifications is as follows:

'(1) The voting power of the shares of capital stock in the Corporation shall be vested wholly in the holders of shares of Common Stock. The Preferred Stock shall have no voting power whatever.

'(2) The holder of the shares of Preferred Stock shall be entitled to receive out of the surplus or net profits (after corporate income taxes) of the Corporation, in each fiscal year, a dividend at the rate of 12% per annum upon the Preferred Stock, and a pro tanto dividend if such surplus or net profits shall fall short of a dividend of 12%. Such dividend shall be non-cumulative. Accordingly, if there are no net profits in a particular year, the Preferred Stock shall not be entitled in any later year to dividends for that year. However, if there are net profits in a particular year, the Preferred Stock is entitled as of right to be paid dividends to the extent thereof, but not in excess of said rate of 12%. Upon the Common Stock, only such dividend shall be paid out of the Corporation's net profits as the Board of Directors may, in their judgment, deem it advisable to declare; provided, however, that no dividends shall be paid declared or set apart for payment on the Common Stock in any fiscal year, unless the full dividend on the Preferred Stock for such year shall have been paid or provided for.

'(3) In the event of any liquidation, dissolution or winding-up of the Corporation, either voluntary or involuntary, or in the event of any reduction of capital of the Corporation, resulting in a distribution of assets to its Stockholders, the holders of Preferred Shares shall be entitled to receive out of the assets of the Corporation, without regard to capital or the existence of a surplus of any nature, an amount equal to the par

NOV-5-82 A 121332 ********30.00

LAW OFFICES
GERPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

Bew

Compared and Mailed ~~Delivered~~
Rex W. Burton
TO 401 Sunset Drive
Cumb. Md. 21502
Nov 9th 1982

value of such Preferred Shares, and in addition to such amount, a further amount equal to the dividends earned or declared thereon and unpaid, and no more, before any payment shall be made or any assets distributed to the holders of the Common Stock. After the making of such payments to the holders of the Preferred Stock, the remaining assets of the Corporation shall be distributed among the holders of the Common Stock alone, according to the number of shares held by each. If the assets of the Corporation distributable as aforesaid among the holders of the Preferred Stock shall be insufficient to permit the payment to them of said amounts, the entire assets shall be distributed ratably among the holders of the Preferred Stock.

'(4) The Preferred Stock may be redeemed in whole or in part, by a majority vote of the Board of Directors, upon not less than sixty (60) days prior notice to the holders of record of the Preferred Stock, published, mailed and given in such manner and form and on such other terms and conditions as may be prescribed by the by-laws or by resolution of the Board of Directors by payment in cash for each share of the Preferred Stock to be redeemed of one hundred (100%) per cent of the par value thereof and in addition thereto all unpaid dividends declared on such share. If less than all the outstanding shares are to be redeemed, such redemption shall be made either selectively or pro-rata as may be prescribed by resolution of the Board of Directors passed by two-thirds affirmative vote, which Resolution, if for selective redemption shall designate the precise number of shares to be redeemed and from which stockholder or stockholders they will be redeemed. From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in the payment of the redemption price) all dividends on the Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders hereof as stockholders of the Corporation, except the right to receive the redemption price, shall cease and determine."

SECOND: The Board of Directors of Corporation at a meeting duly held on August 29, 1981, adopted a Resolution advising the aforegoing Amendment to the Articles of Incorporation and at a Special Meeting duly held on August 29, 1981, the Stockholders of the Corporation unanimously approved the foregoing Amendment to the Articles of Incorporation.

THIRD: That the Amendment increases the authorized stock of the Corporation, and that the total number of shares of stock of all classes, the number of shares of stock of each class, and the par value of the shares of each class, both as of immediately before the Amendment and as amended, are as follows:

(1) As of immediately before the Amendment, the total number of shares of capital stock which the Corporation was authorized to issue was two thousand (2,000) shares, that all of said authorized shares were of Common Stock of the par value of One Hundred Dollars ($100) per share. The aggregate par value of all classes having par valu was Two Hundred Thousand Dollars ($200,000.00).

(2) As amended, the Corporation is authorized to issue three thousand two hundred (3,200) shares of stock of all classes, consisting of authorization to issue two thousand (2,000) shares of common stock of the par value of One Hundred Dollars ($100.00) each, and one thousand two hundred (1,200) shares of preferred stock of the par value of Two Hundred Dollars ($200.00) each. As amended the

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

aggregate par value of all classes having par value is Four Hundred Forty Thousand Dollars ($440,000.00).

FOURTH: A description, as amended, of each class of stock, including the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption is set forth in Article FIRST of these Articles of Amendment.

IN WITNESS WHEREOF, Burton's, Incorporated, has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary on this 29th day of August, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of Burton's, Incorporated, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

BURTON'S, INCORPORATED

ATTEST:

T. Albert Burton Secretary

By _____ (SEAL)
President

LAW OFFICES
EPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

FILED FOR RECORD
NOV 5 1982
at 1:00 O'clock P M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 628

ARTICLES OF AMENDMENT

OF

BURTON'S, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1982 at 10:29 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2547, folio 2163, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 48.00 Recording fee paid $ 20.00 Special Fee paid $

65

To the clerk of the Circuit Court of Allegany County

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

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

D W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·
BONÆ VOLUNTATIS TVÆ CORONAVIT DEVS

A 128285

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rb

LIBER 027 PAGE 629

2836

CUNNINGHAM SHEET METAL COMPANY
ARTICLES OF INCORPORATION

FIRST: I, JAMES K. CUNNINGHAM, whose post office address is 123 Roberts Street, Cumberland, Allegany County, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is CUNNINGHAM SHEET METAL COMPANY.

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

A. To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned.

B. To manufacture, to construct, process, build, install, buy, sell, and otherwise handle sheet metal, and all other kinds of metallic material; and to engage in the business of blanking, drawing, forming, punching, shearing, and tooling metals of all kinds and types.

C. To engage in the business of buying and selling, at wholesale and retail, of construction supplies of every kind, nature and description whatsoever, and to do and engage in any and all activities directly and indirectly advisable for the general purposes of the corporation.

D. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, renting, generally dealing in, repairing, renovating, and servicing all types of new and used construction implements, vehicles, trucks, materials, machinery, and equipment.

E. To manufacture, purchase or otherwise acquire, hold,mortgage, pledge, sell, transfer or in any way encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

NOV -5-82 A 21330

1982 JUL -7 A 10: 36

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

BW

Compared and Mailed ~~Delivered~~
TO Herman A. Cunningham
34 Potomac Street
Cumberland, Md. 21502
Nov 9 1982

F. 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 businesses of the corporation.

G. 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 directions that may at any time be necessary, useful or advantageous for the purposes of the corporation.

H. To loan or advance money either with or without security, without limits as to the 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 of property purchased, or for any other lawful consideration, and to secure the payment thereof, and of the interest thereof, by mortgage upon, or pledge, or conveyance, or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

I. To carry on any of the businesses enumerated hereinbefore for itself, or on 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, businesses, or any of them or any part thereof, or to enhance the value of its property or business; and to engage in any other lawful purpose and/or business

J. 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.

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

CONSTRUCTION OF THE 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 it is not intended by the mention of any particular purpose, objects or business, in any manner to limit or restrict the generality of any other purpose, objects or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon particulars to the limitations relative to Corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 123 Roberts Street, Cumberland, Allegany County, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Herman A. Cunningham, 34 Potomac Street, Cumberland, Allegany County, 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) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

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

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly qualified and chosen are: JAMES K. CUNNINGHAM AND JOY L. CUNNINGHAM.

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:

ANDERSON & RUDD
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 of any class or classes, whether now or hereafter authorized, or any securities convertible into such shares of its stock, of any class or classes, whether now or hereafter authorized.

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

C. 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 disclosed 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.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter enforced.

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ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (I) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (II) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification

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

LIBER 027 PAGE 634

of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of July, 1982, and I acknowledge the same to be my act.

WITNESS:

Mary Lynn Keller

JAMES K. CUNNINGHAM

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY That on this 2nd day of July, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JAMES K. CUNNINGHAM and he acknowledged the aforegoing Articles of Incorporation to be his act.

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

My Commission Expires:
July 1, 1986

Mary Lynn Keller
Notary Public

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

FILED FOR RECORD
NOV 5 1982
at 1:00 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany
County, Maryland, and com-
Prepared by

LIBER 027 PAGE 635

ARTICLES OF INCORPORATION

OF

CUNNINGHAM SHEET METAL COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland July 7, 1982 at 10:36 o'clock A M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2548, folio 2835, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

765

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 128773

8206798

LIBER 027 PAGE 636

ARTICLES OF INCORPORATION

OF

DETRICK BODY SHOP, INC.

WE, the undersigned, KEITH L. DETRICK, SR., whose address is Rt. #1, Box 168, Ridgeley, West Virginia, PATRICIA A. DETRICK, whose address is Rt. #1, Box 168, Ridgeley, West Virginia, and BRIAN M. DETRICK, whose address is Rt. #1, Box 168, Ridgeley, West Virginia, each being at least eight-teen years of age or older, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by the virtue of the General Laws of the State of Maryland.

FIRST

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

DETRICK BODY SHOP, INC.

SECOND

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

1. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, 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.

2. To carry on a general automobile sales business; to sell and distribute automobiles and automobile parts and accessories; to maintain a service and repair department for automobiles; and to do

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NOV -5-82 A 21320 ***345.1

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

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Thillson Lechleiter
TO 13 Klondikers Addition
Cumb. Md
NOV 9 1982

whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

3. 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.

4. To render services in connection with the storage of automobiles 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, electrical appliances, and equipment.

5. To engage in an industrial and commercial scavenger service; to engage in the buying, selling, and dealing in industrial and commercial scrap, salvage and junk; to engage in the collection of industrial and commercial scrap, salvage and junk; to engage in the operation and maintenance of depositories at industrial and commercial locations for the accumulation of scrap, salvage and junk; to engage in the business of transporting all the above mentioned materials by any means of conveyance as a common carrier, private carrier, contract carrier, or otherwise; and to engage in the maintenance of disposal facilities generally.

6. To own, hold, rent, lease, manage, encumber, improve, exchange, buy and sell real property, collect rents, and do a general real estate business; and in general to have and exercise all powers, rights, and privileges necessary and incident to carrying out properly the objects above mentioned.

7. To engage in the business of the accumulation and lending of money, by lending the capital of the company and such other funds as it may from time to time lawfully acquire from various borrowers

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

upon such personal security or security of personal property as may be agreed upon between the corporation and borrowers, and by re-lending in like manner the funds arising from such loans when paid; but the corporation shall not have banking or discounting privileges.

8. To have and to exercise all 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 amandatroy thereof and supplemental to.

THIRD

The Post Office Address of the principal office of the corporation in tis state is:

Rear, 509 National Highway, LaVale, Maryland 21502

The Resident Agent of the corporation is:

Mr. William Lechliter
13 Klosterman's Addition
Cumberland, Maryland 21502

Said Agent is a citizen of the State of Maryland, and actually resides therein.

FOURTH

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.

FIFTH

The number of directors of the Corporation shall be Three (3) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than (3) at any time, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Keith L. Detrick, Sr.
Patricia A. Detrick
Brian M. Detrick

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

SIXTH

The Board of Directors shall have authority to make, adopt, and amend such By-Laws as they deem best, providing they are not inconsistent with these Articles of Incorporation, as may be necessary or desired in the conduct of the business of the corporation. The Board shall also elect a President, Vice-President, Secretary and Treasurer for the Corporation, who shall be chosen and hold office subject to the provisos of the By-Laws adopted by the said Board of Directors. The Board shall have the power to delegate authority for the general management of the business and purposes of this corporation, as they may deem practical, expedient and necessary in the conduct of the corporation business and the advancement of its objectives.

SEVENTH

These Articles of Incorporation may be amended in any particular by a two-thirds (2/3) vote of the entire Board of Directors, provided that at least ten (10) days 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.

EIGHTH

The duration of this Corporaton shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 23 day of July 1982.

Julie R Close — Keith L Detrick Sr. SEAL
WITNESS — KEITH L. DETRICK, SR.

Julie R Close — Patricia A. Detrick SEAL
WITNESS — PATRICIA A. DETRICK

Julie R Close — Brian M. Detrick SEAL
WITNESS — BRIAN M. DETRICK

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

AFFIDAVIT
STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that before me on this 23 day of July, 1982, personally appeared KEITH L. DETRICK, SR, PATRICIA A. DETRICK, and BRIAN M. DETRICK, and they did declare that the aforegoing is their act and deed.

Julie R Close
NOTARY PUBLIC

JULIE R. CLOSE NOTARY PUBLIC ALLEGANY COUNTY

My Commission Expires: 7/1/86

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

FILED FOR RECORD
NOV 5 1982
at 1:00 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Corp
Land Records of Allegany
County, Maryland, and com-
pared by
Clerk.

LIBER 027 PAGE 641

ARTICLES OF INCORPORATION

OF

DETRICK BODY SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 6, 1982 at 9:01 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2552, folio 1078 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

515

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

Robert A. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 129917

8300359

rb

LIBER 027 PAGE 642

ARTICLES OF REVIVAL OF

ARTICLES OF INCORPORATION OF

DUCKWORTH SERVICENTER, INC.

Duckworth Servicenter, Inc., a Maryland corporation having its principal office in Allegheny County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation was forfeited on October 3, 1980, for the non-payment of taxes or for failure to file an annual report with the State Department of Assessments and Taxation of Maryland, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Duckworth Servicenter, Inc.

THIRD: The name by which the Corporation will hereafter be known is Duckworth Servicenter, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 16 Maple Street, Frostburg, Maryland 21532.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland are Floyd D. Duckworth, 16 Maple Street, Frostburg, Maryland 21532. 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

Compared and Mailed Delivered

Floyd D. Duckworth -1-

TO 16 Maple Street

Frostburg, Maryland 21532

NOV 9 1982

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

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on July 29, 1982.

Floyd D. Duckworth
Last Acting President

Thomas E. Dorsey
Last Acting Secretary

STATE OF MARYLAND

COUNTY OF ALLEGHENY

I HEREBY CERTIFY that on July 29, 1982, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Allegheny, personally appeared Floyd D. Duckworth, the last acting President and Thomas E. Dorsey, the last acting Secretary of Duckworth Servicenter, 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
NOV 5 1982
at 1:00 O'clock P. M.
and some day Recorded in
Liber No. Folio
one of the
Land Records of Allegany
County, Maryland, and com-
pared.
Clerk

LIBER 027 PAGE 644

ARTICLES OF REVIVAL

OF

DUCKWORTH SERVICENTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 9, 1982 at 9:55 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2551, folio 2011, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

$15

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 30.00

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 129642

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bt

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LIBER 027 PAGE 645

1982 JUL 20 A 9:13

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

ARTICLES OF AMENDMENT

N-5-82 A 21323 ***3.9?

MAGNO P. ROQUE, M.D., P.A., a Maryland corporation, having its principal office in Allegany County, Maryland, (hereafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out the second sentence of paragraph FOURTH of the Articles of Incorporation, and inserting in lieu thereof, the following:

"The name and post office address of the resident agent of the Corporation in Maryland is William J. Trozzo, Suite 110, Algonquin Hotel, Cumberland, Allegany County, Maryland, 21502."

SECOND: The charter of the Corporation is hereby further amended by striking out so much of paragraph FOURTH of the Articles of Incorporation which states:

"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 inserting in lieu of, the following:

"The numbers of directors of the Corporation shall be three, or less than three if there are less than three stockholders, but never less than the number of stockholders, which number may be increased or decreased pursuant to the by-laws of the Corporation;"

THIRD: That at a meeting of the stockholders and directors of the corporation held on June 16, 1982, notice of the meeting and the proposed amendments to be considered having been previously been given to all stockholders entitled to vote thereon, and at which all stockholders were personally presented, the above amendments were advised by the Board of Directors and unanimously approved by all stockholders.

BW

Compared and Mailed Delivered

TO William J. Trozzo
Suite 110 Algonquin Hotel
Cumb. Md. 21502

NOV 9 1982

LIBER 027 PAGE 646

IN WITNESS WHEREOF, MAGNO P. ROQUE, M.D., P.A., has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on the 12th day of July, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of MAGNO P. ROQUE, M.D., P.A., and every stockholder thereof and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true and correct in all material respects to the best of his knowledge, information and belief.

ATTEST:

Barbara B. Roque
Barbara B. Roque
Secretary

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

By: Magno P. Roque, M.D.
Magno P. Roque, President

LIBER 027 PAGE 647

FILED FOR RECORD
NOV 5 1982
at 1:00 o'clock P. M.
and same day recorded in
Liber No. Folio
one of the Land Records of
Allegany County, Maryland,
and compared by
Clerk

ARTICLES OF AMENDMENT

OF

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

approved and received for record by the State Department of Assessments and Taxation of Maryland July 20, 1982 at 9:13 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2549, folio 1997, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

D. W. Kitt

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 129101

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LIBER 027 PAGE 648

CERTIFICATION

The undersigned, Secretary of MICHAEL F. WHITWORTH, M.D.; P.A., a Maryland Professional Association, does hereby certify that the following Resolutions were adopted by the Corporation on July 30, 1982:

> FURTHER RESOLVED, that the Resident Agent of the Corporation be, and it is hereby changed from Michael F. Whitworth, Ground Floor, Memorial Medical Building, Memorial Avenue, Cumberland, Maryland 21502, to Robert Paye, Esquire, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.
>
> FURTHER RESOLVED, that the post office address of the place at which the principal office of the Corporation in the State of Maryland will be located is hereby changed from Ground Floor, Memorial Medical Building, Memorial Avenue, Cumberland, Maryland 21502, to 21 Prospect Square, Cumberland, Maryland 21502.

The undersigned further certifies that said Resolutions have not been revoked or changed subsequent to their adoption, and continue in full force and effect.

Date: 7-28-82

Michael F. Whitworth M.D. (SEAL)
Secretary

NOV -5-82 A 21312 ******1.25

Compared and Mailed Delivered
Robert Paye Esq.
TO 21 Prospect Square
Cumb. Md 21502
Nov 9 1982

FILED FOR RECORD
NOV 5 1982
100 o'clock M.
same day recorded in
Liber No. Folio
of the Land Records of Allegany County
Clerk

LIBER 027 PAGE 649

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

148

OF

MICHAEL F. WHITWORTH, M.D., P.A.

received for record July 30, 1982 , at 8:54 A.M.

and recorded on Film No. 2548 2 Frame No. 3060 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 № 20828A

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

527

Mr. Clerk Mail to: Williams, Gordon & Martin
901 Market Street
Wilmington, Delaware 19801

rmc

LIBER 027 PAGE 650

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1982.

*** *** ***

ARTICLES OF AMENDMENT

OF

FRIDINGER AND SKUPAS, P.A.

*** *** ***

THIS IS TO CERTIFY:

Fridinger and Skupas, P.A., a Maryland Professional Service Corporation, hereinafter referred to as the "Corporation", hereby certifies to the State Department of Assessments and Taxation:

FIRST: That the Corporation was originally incorporated on the 8th day of March, 1974, at 8:30 A.M., by Articles of Incorporation duly recorded among the Records of the Clerk for the Circuit Court for Allegany County, Maryland.

SECOND: That the Charter of the said Corporation is hereby amended by striking paragraphs fourth and sixth in the original Articles of Incorporation and substituting in lieu thereof:

"FOURTH: The post office address of the principal office of the corporation in Maryland is 418 North Mechanic Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in

1982 JUL 22 A 10:06

NOV -5-82 A :21322

1982 JUL 22 A 10:06

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

Compared and Mailed ~~Delivered~~
To J. Steven Skupas
418 N. Mechanic Street
Cumberland, Md.
Nov 9 1982

Maryland is J. Steven Skupas, 418 North Mechanic Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of Maryland and actually resides therein."

"SIXTH: The number of directors of the Corporation shall be one, which number may be increased pursuant to the bylaws of the Corporation. The name of the director who shall act until the next annual meeting or until the successor is duly chosen and qualified is J. Steven Skupas. At no time will there be less than one (1) director."

THIRD: That by unanimous vote of the Board of Directors of the Corporation at a meeting held on December 31, 1981, at the Law Office of Robert O. Kazary, Esquire, One Washington Street, Cumberland, Maryland, the Board of Directors duly advised the aforegoing amendments, and by a unanimous vote taken by the Stockholders of the Corporation at a meeting held on May 12, 1982, at the Law Office of Robert O. Kazary, Esquire, One Washington Street, Cumberland, Maryland, the Stockholders duly approved said amendments.

IN WITNESS WHEREOF, the Corporation has caused these presents to be filed in its name and on its behalf by its President and attested by its Secretary, on this the 15th day of JANUARY, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of the said Corporation and under the penalties of perjury that the matters and facts set forth herein with respect to the authorization

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

and approval of the same are true and correct in all material respects to the best of his knowledge, information and belief.

FRIDINGER AND SKUPAS, P.A.

BY: J. Steven Skupas (SEAL)
J. STEVEN SKUPAS, President

ATTEST:

J. Steven Skupas
J. STEVEN SKUPAS, Secretary

FRIDINGER AND SKUPAS, P.A. CUMBERLAND, MARYLAND

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

FILED FOR RECORD
NOV 5 1982
at 1:00 o'clock P M.
and same day Recorded in
Liber No. ___ Folio ___
one of the ___ Land Records of
Allegany County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 653

ARTICLES OF AMENDMENT

OF

FRIDINGER AND SKUPAS, P. A.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 22, 1982 at 10:06 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 4553, folio 1193, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 130427
8207388

drb

LIBER 027 PAGE 654

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

Filed this ____ day

*

of _____, 1982

*

***** ***** *****

CERTIFICATE OF LIMITED PARTNERSHIP

OF

FOXWOOD DEVELOPMENT ASSOCIATES,

A LIMITED PARTNERSHIP

***** ***** *****

1982 NOV -8 A 8:21311 *****12.50

1982 NOV 13 AM 10:

1982 JUL 19 A 9:05

We, the undersigned, desiring to form a limited partnership pursuant to the provisions of Article 10-101 of the Corporations and Associations Volume of the Annotated Code of Maryland, do hereby certify:

SECTION ONE

NAME OF PARTNERSHIP

The name of the firm under which the partnership is to be conducted is FOXWOOD DEVELOPMENT ASSOCIATES, A LIMITED PARTNERSHIP.

SECTION TWO

BUSINESS OF PARTNERSHIP

The character of the business intended to be conducted and transacted by the partnership shall be the acquisition, development, management and investment in real estate known as 164-166 North Centre Street, in the City of Cumberland, Allegany County, Maryland, and a second parcel of real estate known as

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

Compared and Mailed ~~Delivered~~ Bus

TO Kenneth L. Hardesty
200 Forest Drive
La Vale, Maryland 21502

NOV 9 1982

700 Greene Street, in the City of Cumberland, Allegany County, Maryland, and such other parcels of real estate as may from time to time be agreed by the unanimous assent of both the general and limited partner.

SECTION THREE

PRINCIPAL PLACE OF BUSINESS AND RESIDENT AGENT

The location of the principal place of business of the partnership shall be 200 Forest Drive, LaVale, Allegany County, Maryland. The name and address of the Resident Agent of the partnership shall be Kenneth L. Hardesty, 200 Forest Drive, LaVale, Maryland 21502.

SECTION FOUR

GENERAL PARTNER

The name and place of residence of each general partner is FOXWOOD CONSTRUCTION AND DEVELOPMENT CORPORATION, a Maryland Corporation, having its principal place of business at 200 Forest Drive, LaVale, Allegany County, Maryland.

SECTION FIVE

LIMITED PARTNER

The name and place of residence of each limited partner is LOWERY ASSOCIATES, INC., a Maryland Corporation, having its principal place of business at Route 2, Box 786A, Cumberland, Allegany County, Maryland.

SECTION SIX

DURATION OF PARTNERSHIP

This limited partnership shall exist for an indefinite period of time.

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

SECTION SEVEN

CAPITAL CONTRIBUTION AND DUTIES OF GENERAL PARTNER

The general partner shall have the duty to devote sufficient time and adequate expenditures to restore the real estate owned by the partnership, to repair the same and maintain it at its sole expense so that the same may be commercially marketable as rental units and shall cause such funds and make available such labor to be reasonably adequate therefor.

SECTION EIGHT

CAPITAL CONTRIBUTION OF LIMITED PARTNER

The limited partner shall contribute to the partnership by way of initial cash contribution thereto the sum of Seven Thousand Dollars ($7,000.00) and further shall contribute additional sums towards the down payment on the purchase of other parcels of real estate as the partners shall agree by their unanimous assent as herein provided.

SECTION NINE

RETURN OF CAPITAL CONTRIBUTIONS

At such time as the partnership shall be dissolved or otherwise terminated the partners shall obtain a return of their capital contribution from the net profits from the net capital accounts then remaining in the partnership as follows:

The limited partner shall be entitled to a return, without interest, of its capital contribution as provided in Section Eight above, and after the payment thereof the general partner shall be entitled to the return of its contribution,

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

being those monies expended in accordance with the provisions of Section Seven above, and thereafter any amounts then remaining shall be equally divided between the partners.

In addition, upon the sale or otherwise disposition of any particular parcel of real estate owned by the partnership either partner then shall have the option of obtaining a return of its capital contribution with respect to such parcel of real estate in the manner and upon such accounting as provided in the preceding paragraph of this Section; provided, however, that nothing in this Section shall prevent the partners from waiving their rights hereunder and by unanimous consent reinvesting their respective contribution in additional purchases of real estate.

SECTION TEN

SHARE OF PROFITS FROM THE PARTNERSHIP BUSINESS

The limited partner and the general partner shall share equally in the gross profits or losses as they may be applicable from the business received by the partnership. As defined herein gross profits shall include all receipts of the partnership subject to the payment of mortgage indebtedness, taxes, insurance, utilities, and like and similar usual and customary charges in connection with the management and operation of real estate investment held for rental, but shall not include an allowance for any management fees or any expenditures made by the general partner in satisfaction of the performance of its duties as set forth in Section Seven herein, and neither partner, nor the principal owners or employees of the respective partner, shall receive any salary or other compensation from the business partnership, except as provided herein.

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

SECTION ELEVEN

ASSIGNMENT OF PARTNERSHIP RIGHTS,
WITHDRAW FROM PARTNERSHIP,
DISSOLUTION OF PARTNERSHIP, ETC.

This limited partnership shall be deemed dissolved and all assets of the partnership shall be liquidated as expeditiously as possible; provided, however, that nothing in this certificate shall prevent the general or the limited partner from purchasing the interest of the other upon such terms as they may agree. The proceeds of such liquidation shall be divided as hereinabove provided upon the dissolution of either the general or the limited partner, or in the event either partner shall declare bankruptcy whether the same be voluntary or involuntary, making assignment for the benefit of creditors, or otherwise cease doing business for any reason, and the rights of either partner shall not be assigned, transferred, or conveyed without first obtaining the prior written consent of the other partner.

SECTION TWELVE

MAINTENANCE OF BOOKS AND ACCOUNTS

The general partner shall maintain books and accounts relating to the capital accounts of the partnership as well as the income accounts of the partnership, which said books shall be closed every sixty (60) days and are subject to inspection by the limited partner upon reasonable request.

SECTION THIRTEEN

AMENDMENTS

No amendments may be made to this Certificate of Limited Partnership unless the same be made in writing and in accordance with the Laws of the State of Maryland.

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

LIBER 027 PAGE 659

SECTION FOURTEEN

BINDING EFFECT, ETC.

This certificate shall be binding upon the respective parties hereto, their successors and assigns, and shall be governed by the Laws of the State of Maryland.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on this the 8th day of July, 1982.

FOXWOOD CONSTRUCTION AND
DEVELOPMENT CORPORATION

BY: Kenneth L. Hardesty (SEAL)
President

ATTEST:

Leona M. Hardesty
Secretary

LOWERY ASSOCIATES, INC.

BY: Kenneth J. Lowery (SEAL)
President

ATTEST:

Joanne H. Lowery
Secretary

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

LIBER 027 FAL 660

STATE OF MARYLAND,
ALLEGANY COUNTY TO-WIT:

On this the 8th day of July, 1982, before me, the undersigned officer, personally appeared Kenneth L. Hardesty, who acknowledged himself to be the President of FOXWOOD CONSTRUCTION AND DEVELOPMENT CORPORATION, and that he 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 himself as President.

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

Pamela J. Grossa
NOTARY PUBLIC

My Commission Expires: July 1, 1986.

***** ***** ***

STATE OF MARYLAND,
ALLEGANY COUNTY TO-WIT:

On this the 8th day of July, 1982, before me, the undersigned officer, personally appeared Kenneth J. Bowery, who acknowledged himself to be the President of LOWERY ASSOCIATES, INC., and that he 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 himself as President.

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

Vicki A. Shockey
NOTARY PUBLIC

My Commission Expires: July 1, 1986.

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

CERTIFICATE OF LIMITED PARTNERSHIP

OF

FOXWOOD DEVELOPMENT ASSOCIATES, A LIMITED PARTNERSHIP

received for record August 13, 1982 , at 10:16 A M.

and recorded on Film No. 2552 8 Frame No. 0017 one of

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

To the clerk of the Circuit court of Allegany County

LIBER 027 PAGE 661

AA No. 0112

8300661

Fee Paid $50.00

bt

FILED FOR RECORD
NOV 5 1982
at 2:00 O'clock P M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland and com-
puted by
Clerk

LIBER 027 PAGE 662

JONES MINING, INC.

ARTICLES OF INCORPORATION

(a close corporation)

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, DONALD F. JONES, whose post office address is 1058 Bishop Walsh Drive, Cumberland, Maryland, 21502, being of full legal a[redacted] 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

JONES MINING, INC.

THIRD: That this Corporation is a close corporation under the provisions of Title 4, Close Corporation Subtitle of the Corporations and Associations Law of Maryland.

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

(a) To engage generally in the business of mining by any method, producin[redacted] coal, oil, gas, clay and other minerals, whether or note of like class or characte[redacted] including all by-products thereof; to sink open, construct, develop, purchase or lease, receive, take, accept or otherwise acquire and to sell, lease, or otherwise dispose of mines, coal seams, acreage and other mineral-bearing acreage, lands mining and mineral rights, coal mines of any type, oil and gas wells, buildings, structures, plants, equipment, easements, rights, powers, privileges, franchises, or any other property, real, personal or mixed, which may be used or useful in connection with such business and which said Corporation may from time to time deem proper to be acquired in the conduct of its said business and for its lawful corporate purposes.

(b) To buy, sell, lease, exchange, mine, produce, process, transport and otherwise generally deal in coal, coke, clay, sand, gravel, crushed stone, and a[redacted] forms of minerals and other products of mines and quarries, and to drill, produce and otherwise deal in gas and oil, as principal, owner, agent or broker; to buy, sell, lease, exchange, own, operate and otherwise generally deal in coal mines, clay mines, quarries, gas wells, oil wells, and other property containing or producing coal, clay, sand, gravel, crushed stone, gas, oil, and all other minerals; to

NOV-5-82 A :21324 ***3.00

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

Compared and Mailed ~~Delivered~~ By
Donald F. Jones
TO 1058 Bishop Walsh Drive
Cumberland, Md. 21502
Nov 9th 19 82

buy, sell, lease, exchange, and otherwise generally deal in all the foregoing products as principal, owner, shipper, agent or broker; to buy, sell, own, lease, exchange and otherwise generally deal in land, timber, and all other forms of real estate; to buy, sell, own, lease, exchange and otherwise generally deal in all types of mining equipment, including equipment for oil wells and gas wells, and for timbering operations, and all other forms of personal property, as owner, principal, agent or broker, and to any and all things deemed desirable and advantageous in carrying out any of the foregoing purposes, or conducting any of the foregoing businesses.

(c) 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 in such business and transactions which the Board of Directors or stockholders shall deem advisable and the foregoing enumeration of purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and 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 businesses mentioned or to limit or restrict any of the powers of the Corporation.

FIFTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is P. O. Box 1503, Bishop Walsh Drive, Cumberland, Maryland, 21502. The Resident Agent of the Corporation is Donald F. Jones, whose Post Office address is 1058 Bishop Walsh Drive, Cumberland, Maryland, 21502. Said Resident Agent is a resident of the State of Maryland and actually resides therein.

SIXTH: After 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 directors. Until such time, the Corporation shall have two directors, whose names are: Donald F. Jones and Consuelo V. Jones.

SEVENTH: The total amount of the authorized capital stock of the Corporation has authority to issue is 1,000 shares without par value, all of one class.

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:

LESLIE J. CLARK
ATTORNEY AT LAW
UMBERLAND, MARYLAND

(1) The Corporation and its stockholders shall be empowered and authorized to exercise all the rights and powers and privileges conferred upon a close corporation under the subtitle 4 "Close Corporations" of the Corporations and Associations Law of the State 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 subtitle unless such provisions specifically states that it shall be deemed to be such a stockholders' agreement.

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

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acting as incorporator, and have acknowledged them to be my act, on July 23, 1982.

WITNESS:

Leslie J. Clark — Donald F. Jones (SEAL)
DONALD F. JONES

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
NOV 5 1982
at 1:00 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 665

ARTICLES OF INCORPORATION

OF

JONES MINING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 27, 1982 at 9:01 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2550, folio 1937, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

715

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·
BONA VOLENTATIS TVA CORONASTI NOS SCVTO

A 129339

8207527

rb

01260

24-005011
29-019088 LIBER 531 PAGE 441 LIBER 027 PAGE 666

(Filed & Recorded November 5, 1982 @ 1:00 P.M.)
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 LASHLEY CONSTRUCTION COMPANY, INC.

,

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named I.M.L. CONSTRUCTION CORPORATION, which Corporation's name has been changed to Lashley Construction Company, Inc. in the Articles of Merger.

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

(1) Liber 376, Folio 78 of Allegany County Land Records - 3.327 A RR Vale Summit - Clarysville.

(2) Liber 343, Folio 209 of Allegany County Land Records - Lots 108, 109, 110 and 111 on east side of A Avenue, Lewis Addition, LaVale - 200' by 183' lot.

NOV-5-82 A 21310 *****2.5

BW

Compared and Mailed ~~Delivered~~
TO Lashley Construction
Rt #3 Box 182
Frostburg, Maryland 21532
Nov 9 1982

Mailing address for receipt tax bills: Name Lashley Construction
Address Route 3, Box 182
City or County, State and Zip Code
Frostburg, Maryland 21532

*NOTE: SUBMIT IN TRIPLICATE

LIBER 531 PAGE 442 LIBER 027 PAGE 667

"IF APPLICABLE PLEASE COMPLETE"

A Recordation Tax is payable pursuant to Article 81, Section 277(T) at the rate of $1.65 per 500 of the actual consideration paid or to be paid for any real property or improvements thereto so transferred, and a Transfer Tax is payable pursuant to Article 81, Section 278A (a) and (b) at the rate of one-half of one percent (.5%) of the actual consideration paid or to be paid for the conveyance of title of real property.

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

CONSIDERATION N.A.

TRANSFEROR CORPORATION N.A.

SIGNATURE OF OFFICER N.A.

Not Applicable in that Articles of Merger are effecting a tax-free reorganization, 43 Opp. Attorny General 332 (1958)

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 14 day of July, 1982. I have set my hand and caused the seal of said Department to be hereto affixed.

Charter Specialist

This is to certify that the property within described has been transferred to the Grantee upon the Assessment Records of [illegible] Chapter 385 of the Acts of the General Assembly.

11-5-82 M. Twigg

RECORDATION TAX PAID: N.A

TRANSFER TAX PAID: N.A

TOTAL: N.A

Merger

Agricultural Transfer Tax in the Amount of $ N/A

Signature MT

This is to certify that there are no taxes due on the within described property according to records in the Tax Office.

11/5/82

RONALD F. RICE
Comptroller

LIBER 531 PAGE 143 LIBER 027 PAGE 668

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

H. Gregory Skidmoore Esq 110 Washington Street Cumberland, Maryland 21502

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

July 14, 1982 at 10:45 AM

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

(a) The names of the merging corporations are

Lashley Construction Company, Inc. (Md Corp.)

(b) The name of the new corporation is

I m L Construction Corporation (Md. Corp) Survivor

(c) The location of the principal office of the new corporation is

Allegany County

(d) The Agreement of Merger is dated September 3, 1980

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

July 14, 1982 at 10:45 AM

LIBER 027 PAGE 669

ARTICLES OF MERGER

Merging

LASHLEY CONSTRUCTION COMPANY, INC.

with and into

I.M.L. CONSTRUCTION CORPORATION

ARTICLES OF MERGER ("Articles"), dated as of June 23, 1982, between Lashley Construction Company, Inc., a Maryland corporation ("Lashley"), and I.M.L. Construction Corporation, a Maryland corporation (the "Company" or the "Successor Corporation"). Lashley and the Company are hereinafter sometimes referred to collectively as the "Constituent Corporations".

WHEREAS, the respective Boards of Directors of the Company and Lashley deem it advisable and in the best interests of the Constituent Corporations and their respective stockholders that Lashley be merged into the Company on the terms and conditions hereinafter set forth, and have thereby directed that the proposed transaction be submitted for consideration by their respective stockholders, all in accordance with Section 3-105 and related sections of the Corporations and Associations Article of the Annotated Code of Maryland ("Code");

WHEREAS, it is the intention of the Company and Lashley that these Articles shall constitute a valid and binding agreement of such corporations in accordance with their terms for internal and accounting purposes from October 1, 1980.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and provisions hereinafter set forth, the parties hereto agree to merge and agree that Lashley shall be merged into the Company, that the Company shall be the Successor Corporation and that the terms and conditions of such Merger, the mode of carrying the same into effect and the manner and basis of converting the shares of the Constituent Corporations shall be as follows:

1. Required and Preliminary Statements. The Company is a corporation duly organized and existing under the laws of the State of Maryland, having as of the date of these Articles an authorized capitalization of 1,000 shares of all classes of its capital stock, all such shares being shares of Common Stock, par value $100.00 per share ("Company Common Stock") of which 160 shares are issued and outstanding and entitled to vote and no shares are reserved for issuance upon the exercise of options or other commitments outstanding on the date of these Articles, thereby having an aggregate authorized par value of $100,000.00.

Immediately following effectiveness of the Merger, the Company, as the Successor Corporation, was a corporation duly organized and existing under the laws of the State of Maryland, having at such date an authorized capitalization of 1,000 shares of all classes of its capital stock, all such shares being shares of Common Stock, par value $100.00 per share, of which 510 shares will be issued and outstanding and entitled to vote, thereby having an aggregate authorized par value of $100,000.00

Lashley is a corporation duly organized and existing under the laws of the State of Maryland, having as of the date of these Articles of authorized capitalization of 500 shares of all classes of its capital stock, all such shares being shares of Common Stock, par value $100.00 per share ("Lashley Common Stock"), of which 350 shares are issued and outstanding and entitled to vote, thereby having an aggregate authorized par value of $50,000.00.

Compared and ~~Mailed~~ Delivered BW
TO Gary D. Leasure Esq
110 Washington St
Cumb. Md.
Nov 12 1982

The principal office of the Company, which shall be the Successor Corporation is located in Frostburg, Allegany County, State of Maryland, and the principal office of Lashley is located in Frostburg, Allegany County, State of Maryland, and Lashley owns an interest in land such as would be required to be stated herein pursuant to Section 3-109 of the Code in Allegany County, Maryland.

2. The Merger. At the Effective Date (as defined in Article 10 below), the Company and Lashley were merged into a single corporation on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the laws of the State of Maryland, by Lashley's merging into the Company (the "Merger"), and the Company became the Successor Corporation and became governed by the laws of the State of Maryland.

3. Effect of Merger. Upon and at the Effective Date, the separate existence of Lashley ceased, the Successor Corporation had the purposes and powers set forth in the Articles of Amendment of the Successor Corporation as set forth in Article 4 hereof, the assets of each Constituent Corporation, including any legacies which it would have been capable of taking transferred to, vested in and evolved on the Successor Corporation without further act or deed, the Successor Corporation became liable for all the debts and obligations of Lashley, any existing claim, action or proceeding pending by or against Lashley could be prosecuted to judgement as if the Merger had not taken place, or, on a motion of the Successor Corporation or any party, the Successor Corporation could be substituted as a party, and the judgment against Lashley would constitute a lien on the property of the Successor Corporation, and the Merger did not impair the rights of creditors or any liens on the property of any Constituent Corporation.

4. Articles of Incorporation, Pursuant to Section 3-109(c) of the Code, at the Effective Date, the Articles of Incorporation of the Company were to read as set forth immediately hereafter, and, as so amended, continued as the Articles of Incorporation of the Successor Corporation until further amended in accordance with applicable law:

FIRST: We, the undersigned, Jess Lashley, whose post office address is Route 1, Box 526, Clarysville, Allegany County, Maryland; Robert L. Imes, whose post office address is 709 Miller Street, LaVale, Allegany County, Maryland, and Martha V. Lashley, whose post office address is Route 1, Box 526, Clarysville, Allegany County, Maryland, each being at least 21 years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Lashley Construction Company, Inc.

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

(a) To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the futherance or the carrying out of the powers or purposes herein mentioned.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route #3, Box #182, Frostburg, Maryland 21532. The name and address of the resident agent of the Corporation in this State is Gary G. Leasure, 110 Washington Street, Cumberland, Maryland 21502. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares, all of one class, of the par value of one hundred dollars ($100.00) each and of the aggregate par value of one hundred thousand dollars ($100,000.00).

SIXTH: The number of directors of the Corporation shall be four (4), which number may be changed in accordance to the by-laws of the Corporation but shall never be less than the number of stockholders in the Corporation in accordance with Section 2-402 of the Corporations Article of the Annotated Code of Maryland. The names of the directors who shall act until the next annual meeting or until their successors are duly chosen and qualify are: Jess Lashley. Martha V. Lashley, Robert L. Imes and Sandra L. Imes.

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.

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of 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.

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. Any contract, transaction or the act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual, meeting, or any special meeting called for such purpose, shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of the Corporation.

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

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINTH: The duration of the Corporation shall be perpetual.

5. By-Laws: At the Effective Date, the By-Laws of the Company continued as the By-Laws of the Successor Corporation until further amended in accordance with such By-Laws, the Articles of Incorporation or applicable law.

6. Directors. At the Effective Date, the members of the Board of Directors of the Successor Corporation consisted of Jess Lashley, Martha V. Lashley, Robert L. Imes and Sandra L. Imes, members of such Board of Directors of the Successor Corporation to serve until the next regular annual meeting of stockholders of the Successor Corporation and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

7. Manner and Basis of Conversion of Shares:

(a) Upon the Effective Date, the issued shares of Company Common Stock and Lashley Common Stock existing immediately prior thereto, by virtue of the Merger and without any further action on the part of the respective holders of such shares, were converted, pursuant to Section 3-103 of the Code, into shares of Common Stock of the Successor Corporation as follows:

(i) Each issued and outstanding share of Lashley Common Stock was converted into one share of Company Common Stock.

8. Approval of the Merger by Company. These Articles have been duly approved by the Board of Directors of the Company by a majority vote of the entire Board of Directors at a meeting on September 3, 1980 to adopt a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles was advised, authorized and approved and directing the submission of the Articles to a special meeting of the Company stockholders. The Articles were duly submitted to and approved by the affirmative vote of two-thirds of all the votes entitled to be cast thereon at a September 3, 1980 meeting of stockholders, as required by Section 3-105 (d) of the Code and the Company's Charter.

9. Approval of the Merger by Lashley. These Articles have been duly approved by the Board of Directors of Lashley by a majority vote of the entire Board of Directors at a meeting on September 3, 1980 to adopt a resolution declaring that a merger substantially upon the terms and conditons set forth in these Articles was advised, authorized and approved and directing the submission of the Articles to the stockholders of Lashley. The Articles were duly submitted to and approved by the affirmative vote of two-thirds of all votes entitled to be cast thereon at a September 3, 1980 meeting of stockholders, as required by Section 3-105 (d) of the Code and Lashley's Charter.

10. Effective Date of the Merger. These Articles became effective for internal and accounting purposes on October 1, 1980. The date and time when the Merger became effective, however, pursuant to Section 3-113 of the Corporations and Associations Article of the Annotated Code of Maryland was the date of acceptance of these Articles for filing by the Maryland State Department of Assessments and Taxation, which date is the "Effective Date."

IN WITNESS WHEREOF, the parties hereto have caused these Articles to be duly executed pursuant to Section 3-110 of the Code, all as of the day and year first above written.

I.M.L. CONSTRUCTION CORPORATION

By: Jess Lashley.
Jess Lashley, President

ATTEST:

By: Sandra Imes
Sandra L. Imes, Secretary

LASHLEY CONSTRUCTION COMPANY, INC.

By: Jess Lashley
Jess Lashley, President

ATTEST:

By: Martha V. Lashley
Martha V. Lashley, Secretary

ACKNOWLEDGEMENT AND VERIFICATION

THE UNDERSIGNED, President of I.M.L. CONSTRUCTION CORPORATION, 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 authorization and approval thereof are true in all material respects, under the penalties of perjury.

Jess Lashley

JESS LASHLEY, President

THE UNDERSIGNED, President of LASHLEY CONSTRUCTION COMPANY, 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 authorization and approval thereof are true in all material respects, under the penalties of perjury.

Jess Lashley

JESS LASHLEY, President

LIBER 027 PAGE 675

FILED FOR RECORD
July 14 1982
10:45 o'clock A.M.
same day Recorded in
Liber No. Folio
of the Records of Allegany
County, Maryland, and com-
pared by
Clerk.

ARTICLES OF MERGER

MERGING

LASHLEY CONSTRUCTION COMPANY, INC. (MD. CORP.)

INTO

I. M. L. CONSTRUCTION CORPORATION (MD. CORP.) Survivor

approved and received for record by the State Department of Assessments and Taxation of Maryland July 14, 1982 at 10:45 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2549, folio 1259 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

RE

Bonus tax paid $_____ Recording fee paid $ 22.00 Special Fee paid $_____
4.00 Cert to Allegany Co. Land Office
$ 26.00

To the clerk of the Circuit Court of Allegany County

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

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

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 129048

8207033

bt

3588

LIBER 027 PAGE 676

CERTIFIED COPY OF RESOLUTIONS

OF

THE MANHATTAN STORE, INC.

I hereby certify that the following is a true and correct copy of resolutions duly adopted by the Board of Directors of The Manhattan Store, Inc., at a special meeting duly called and held on the 25th day of May, 1982:

"RESOLVED: That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from Irwin Pariser, whose post office address was 69 Baltimore Street, Cumberland, Maryland, and who is deceased, to Shale D. Stiller, whose post office address is 1300 Mercantile Bank and Trust Building, 2 Hopkins Plaza, Baltimore, Maryland, 21201, and who is a resident of the State of Maryland.

"RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto."

I further certify that I am the Secretary of The Manhattan Store, Inc. and am duly authorized to execute this certification in its behalf.

David B. Pariser

DAVID B. PARISER,
Secretary,
THE MANHATTAN STORE, INC.

NOV -5-82 A 21327 ******3.92

Compared and ~~Mailed~~ Delivered
TO Gary Legum Esq 110 Washington St Balto City
NOV 11 1982

FILED FOR RECORD
NOV 5 1982
1:00 O'clock P M.
same day Recorded in
Liber No. 027 Folio 677
of the Records of Allegany
County, Maryland and exam-
ined by me.
Clerk

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

LIBER 027 PAGE 677

THE MANHATTAN STORE, INC.

received for record July 23, 1982 , at 9:27 A. M.

and recorded on Film No. 2547 2 Frame No. 3587 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 20802A

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

765

Mr. Clerk Mail to: Carscaden, Gilchrist, Getty & Leasure
110 Washington Street
Cumberland, Maryland 21502

rmc

LIBER 027 PAGE 678

MOUNTAIN CITY RIFLEMAN'S ASSOCIATION, INC.

ARTICLES OF INCORPORATION

FIRST: I, JOHN PATRICK HARDEN, whose Post Office address is 237 Catherine Street, Frostburg, Allegany County, Maryland 21532, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, which is hereafter called the "Corporation", is MOUNTAIN CITY RIFLEMAN'S ASSOCIATION, INC.

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

(a) The Corporation is organized exclusively for educationa and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such

1982 JUL -2 A 9:11

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

Compared and ~~Mailed~~ Delivered Bell

TO G. Gary Hanna Esq.
71 Prospect Square
Cumb. Md.

Nov 11th 1982

property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other Trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the Trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the Trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the Federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any Corporation or Corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit Corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable

[redacted] OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

The purposes of this Organization shall include the encouragement of the safe use of firearms among the citizens of the United States resident in the City of Frostburg. It shall be the further purpose and object to promote characteristics of honesty, good fellowship, self-discipline, team play, and self-reliance which are the essentials of good sportsmanship and the foundation of true patriotism. It shall be the further purpose of this Corporation to develop, maintain, and operate the Rifle Range in Allegany County, Maryland, in order to promote the purposes aforesaid.

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

FOURTH: The Post Office address of the principal office of the Corporation in this State is Post Office Box 516, Frostburg, Maryland 21532. The name and Post Office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, Esquire, 71 Prospect Square, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

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

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

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the Laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation:

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the Laws of the United States, any State or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the Laws of the United States, any State

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations

[redacted]W OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any Corporate representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a Corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such Corporate representative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11 day of June, 1982, and I acknowledge the same to be my act.

G. Gary Hanna — WITNESS

John P. Harden

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-2777
FROSTBURG (301) 689-2421

FILED FOR RECORD
NOV 5 1982
at 2:00 O'clock P M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 027 PAGE 685

ARTICLES OF INCORPORATION

OF

MOUNTAIN CITY RIFLEMAN'S ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 2, 1982 at 9:11 o'clock A. M. as in conformity with law and ordered recorded.

8

Recorded in Liber 2548, folio 0621, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

126

Bonus tax paid $ 20.00 Recording fee paid $ 24.00 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.

D. W. Tittle

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 128544

8206650

rb

LIBER 027 PAGE 686

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

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*** ***** ***

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

OF

QUALITY TROPHIES, INC.

*** ***** ***

THIS IS TO CERTIFY:

Quality Trophies, Inc., a Maryland Corporation, having its principal place of business at 170 North Centre Street, in the City of Cumberland, Allegany County, Maryland, hereinafter referred to as the Corporation, hereby certifies to the State Department of Assessments and Taxation:

FIRST: That pursuant to a resignation of Resident Agent filed with the Department on or about February 17, 1982, the Resident Agent of Quality Trophies, Inc., was duly accepted and acknowledged.

SECOND: That the said Corporation has appointed Joseph R. Franciosi of 706 Gephart Drive, Cumberland, Maryland 21502, to be the Resident Agent for the said Corporation.

IN WITNESS WHEREOF, the said Joseph R. Franciosi does execute these presents for the purpose of accepting such appointment as Resident Agent, and further, IN WITNESS WHEREOF,

NOV-5-82 A 21326 ******3.9[illegible]

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

Prepared and Mailed ~~Delivered~~ BW
Joseph R. Franciosi
706 Gephart Drive
Nov 11th 1982

the President and Secretary of the said Corporation do join in the execution of these presents for acknowledging the appointment of the said Resident Agent.

Joseph R. Franciosi
JOSEPH R. FRANCIOSI

QUALITY TROPHIES, INC.

BY: Richard A. Stern (SEAL)
President

ATTEST:

Joseph R. Franciosi
Secretary

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, MARYLAND
21502

FILED FOR RECORD
NOV 5 1982
at 1:00 o'clock M.
and same day recorded in
Liber No. ___ Folio ___
one of the Land Records of Allegany County, Maryland and compared by
Clerk

NOTICE OF DESIGNATION OF RESIDENT AGENT
AND AGENT'S ADDRESS

OF LIBER 027 PAGE 688

QUALITY TROPHIES, INC.

19

received for record July 22, 1982 , at 8:30 A.M.

and recorded on Film No. 2547 3 Frame No. 2929 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 20796 A.

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

16E

Mr. Clerk Mail to: Robert O. Kazary
One Washington Street
Cumberland, Maryland 21502

rmc

LIBER 027 PAGE 689

ROBERT R. CURTIS INC.
(A Close Corporation under Title #4)

ARTICLES OF INCORPORATION

NOV -5-82 A 21328 ***3.97

Article # 1: The undersigned Robert Russell Curtis, 711 Washington Street, Cumberland, Maryland, 21502, being at least eighteen years of age, do hereby form a corporation under the General Laws of The State of Maryland.

Article # 2: The name of the corporation (which hereinafter is called the Corporation) is ROBERT R. CURTIS INC.

Article # 3: The Corporation shall be a close corporation as authorized by Title #4.

Article # 4: The purposes for which the Corporation is formed are as follows: The objects and purposes of this Corporation shall be to engage in the services of construction estimating, quantity surveys, establishing of unit pricing, programing of computers so as to operate within the parameters of construction estimating, and other incidental work related thereto.

Article # 5: The post office address of the principal office of the Corporation in Maryland is: 711 Washington Street, Cumberland, Maryland, 21502, County of Allegany. The resident agent of the Corporation is Robert Russell Curtis, 711 Washington Street, Cumberland, Maryland, 21502, County of Allegany. Said resident agent is a citizen of Maryland and actually resides therein.

Article # 6: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares without par value, all of one class.

Article # 7: After either the time of completion of the organizational meeting of the directors and the issuance of one or more shares of stock of the Corporation or July 9, 1982, whichever is later, the Corporation shall have no board of directors. Until such time, the Corporation shall have one director whose name is Robert Russell Curtis.

Article # 8: 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.

To operate said Corporation under all of the Laws of the State of Maryland, past, present, and future and to serve the public in a dutiful and diligent manner.

BW

Compared and Mailed Delivered
TO- Robert R. Curtis Jr.
711 Washington St. Cumberland, Maryland 21502
NOV 11th 19 82

LIBER 027 PAGE 690

(2)

Article # 9: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed These Articles of Incorporation on July 13th., 1982.

Janetta G. Davis
witness

Robert Russell Curtis
Robert Russell Curtis

STATE OF MARYLAND
County of Washington

I HEREBY CERTIFY that on July 13, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Robert Russell Curtis and acknowledged the foregoing Articles of Incorporation to be his act.

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

Janetta G. Davis
Notary Public

July 1 1986
My Commission Expires

FILED FOR RECORD
NOV 5 1982
10:00 O'clock A M.
and same day Recorded in
Liber No. Folio
Office of the
Clerk of the Circuit Court
for Allegany County,
Maryland.

LIBER 027 PAGE 691

ARTICLES OF INCORPORATION

OF

ROBERT R. CURTIS INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 16, 1982 at 8:57 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2549, folio 0946, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

26

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

D. W. Tidd

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 128993

8207117

bt

LIBER 027 PAGE 692

ARTICLES OF INCORPORATION

OF

SENSABAUGH CONTRACTING, INC.

(a Maryland close corporation organized pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland)

NOV -5-82 A 21314 $$$$5.1

FIRST: The undersigned, Gregory H. Getty, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

THIRD: The Corporation shall be a close corporation organized pursuant to 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:

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

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

(3) To purchase, lease or otherwise acquire, and to hold, own, manage or develop and to mortgage, hypothecate, deed in trust, sell, rent, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description, any estate or interest therein, as may be necessary or convenient in the proper conduct of the affairs of the Corporation.

(4) To hire and employ agents, servants, and employees; to enter into any agreements of employment, except an agreement requiring an employee to be a

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

Compared and Mailed Delivered
TO Don R. Sensabaugh
Greenpoint Road
LaVale, Maryland 21502
Nov 11 1982

member of or recognize as a bargaining agent any organization, union or employee association as a condition of his employment or as a condition of the continuation of his employment.

(5) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation and to do all things specified in the General Corporation Laws of the State of Maryland, to have and to exercise all powers conferred by the General Corporation Laws of Maryland, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause, shall, except where otherwise stated be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the unumberation as to specific powers shall not be construed as to limit in any manner the aforegoing 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: Greenpoint Road, LaVale, Allegany County, Maryland 21502. The name and Post Office address of the resident agent of the Corporation in Maryland is: Don R. Sensabaugh, Greenpoint Road, LaVale, Allegany County, Maryland 21502. Said Resident Agent is a citizen of Maryland and actually resides in this state.

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

SEVENTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

who shall act until the first annual meeting or until their successors are duly chosen and qualified, are Don R. Sensabaugh, Robert A. Brodie and David B. Sensabaugh.

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

(1) The Corporation and its stockholders shall be empowered and authorized to exercise all the rights and privileges conferred on a close corporation organized pursuant to Title 4 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.

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

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

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and acknowledge the same to be my act, on this 12th day of August, 1982.

Witness:

_____

Gregory H. Getty

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

FILED FOR RECORD
NOV 5 1982
at 2:00 O'clock P M.
and same day Recorded in
Liber No. [illegible] Folio [illegible]
one of the Land Records of Allegany County
[illegible] Clerk

LIBER 027 PAGE 695

ARTICLES OF INCORPORATION

OF

SENSABAUGH CONTRACTING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 18, 1982 at 10:23 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 1553, folio 0517 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

115

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 130361

8300911

gcp

LIBER 027 PAGE 696

1982 JUL 16 A 9:42

CERTIFIED COPY OF THE RESOLUTION

OF THE S. T. LITTLE JEWELRY COMPANY

OF CUMBERLAND, MARYLAND

I HEREBY CERTIFY That at the meeting of the Directors of The S. T. Little Jewelry Company, held on Wednesday, June 30, 1982, the following Resolution was passed.

"RESOLVED That James Alfred Avirett, whose Post Office address is 740 Washington Street, Cumberland, Maryland 21502, be designated as the Resident Agent of The S. T. Little Jewelry Company of Cumberland, Maryland."

Kathie Dodge

KATHIE DODGE
Vice President and Secretary

NOV -5-82 A 21325 ***3.9

By

Compared and ~~Mailed~~ Delivered

TO James A. Avirett Esq.
740 Washington St.
Cumberland Md.

Nov 11 1982

FILED FOR RECORD
NOV 5 1982
12:00 O'clock P M.
same day Recorded in
No. ____
of the ____
Records of Allegany County
Maryland
Clerk

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF LIBER 027 PAGE 697

THE S. T. LITTLE JEWELRY COMPANY OF CUMBERLAND, MARYLAND

9 5

received for record July 16, 1982 , at 9:42 A.M.

and recorded on Film No. 2547 2 Frame No. 2927 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 20795 A.

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

Mr. Clerk Mail to: James Alfred Avirett
One Washington Street
Cumberland, Maryland 21502

rmc

02625

LIBER 027 PAGE 698

TURTLE CLUB OF CUMBERLAND INC.

ARTICLES OF INCORPORATION

FIRST: I, RICHARD SHEARER, whose post office address is 731 Virginia Avenue, Cumberland, Allegany County, Maryland 21502, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is TURTLE CLUB OF CUMBERLAND, INC.

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

(a) To promote friendship among its members; to inculcate in them a high sense of loyalty to each other; to hold meetings and social gatherings for the better realization of such purposes and in general to promote fellowship among social club members.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate on, 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 50 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

NOV -5-82 A 21313 ****5.1[illegible]

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

Compared and Mailed Delivered BW
Richard Shearer
TO 731 Virginia Avenue
Cumberland Maryland 21502
Nov 11th 1982

Internal Revenue Law.)

FOURTH: The post office address of the principal office of the Corporation in this State is 731 Virginia Avenue, Cumberland, Allegany County, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Richard Shearer, 731 Virginia Avenue, Cumberland, Allegany County, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be two (2) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1). The names of the Directors, who shall act until the first annual meetinf or until their successors are duly chosen and qualified, are: RICHARD SHEARER, 731 Virginia Avenue, Cumberland, Maryland 21502 and CLARA Z. SHEARER, 731 Virginia Avenue, Cumberland, Maryland 21502.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

GE[redacted]ON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

NINTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of August, 1982, and I acknowledge same to be my act.

Richard Shearer
RICHARD SHEARER

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

FILED FOR RECORD
NOV 5 1982
at 1:00 O'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany County
Parted By: _____
Clerk

LIBER 027 PAGE 701

ARTICLES OF INCORPORATION

OF

TURTLE CLUB OF CUMBERLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 26, 1982 at 9:41 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2553, folio 2624, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

115

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 130590
8301196

bjc

LIBER 027 PAGE 702

WARHAFT'S HOME FURNISHINGS, INC.

ARTICLES OF INCORPORATION

FIRST: I, ALLAN M. GERSON, whose post office address is Suite 110, Algonquin Hotel, Cumberland, Allegany County, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is WARHAFT'S HOME FURNISHINGS, INC.

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

a. To carry on and conduct in all its branches and departments, as principal or agent, the business of interior design and decorating studios and to conduct the business of retail or wholesale merchant of furnishings, fixtures, accesories, draperies, linens, bedding of every type and character, both residential and commercial, and all businesses incidental or in any way connected with an interior design, decorating and drapery studio, floor covering and furnishings operation.

b. To establish, purchase, lease, or otherwise acquire, to own, operate and maintain, and to sell, mortgage, deed and trust, lease 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 any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

c. To enter into such contracts or agreements as may be adviseable, to bring before the public by advertisement or in any other manner of the advantage which may be secured by the services rendered by said Corporation.

d. To purchase, lease, or otherwise acquire, all or any part of the property, trademarks, tradenames, rights, businesses, contracts, goodwill,

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

Returned and Mailed ~~Delivered~~ Bur
TO Abraham Warhaft
428 National Highway
La Vale, Md 21502
Nov 11 19 82

franchises, patents, patents applied for, use of patents applied for, and assets of every kind or any corporation, co-partnership or individual (including the assets of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on.

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

f. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any business which may be deemed by it to be calculated 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.

g. 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.

CONSTRUCTION OF THE 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 it is not intended by the mention of any particular purpose, objects or business, in any manner to limit or restrict the generality of any other purpose, objects or business mentioned, or to limit

[redacted] AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

or rstrict any of the powers of the Corporation. The Corporation is formed upon particulars to the limitations relative to Corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 49 Baltimore Street, Cumberland, Allegany County, Maryland, 21502 . The name and post office address of the Reisdent Agent of the Corporation in this State is Abraham Warhaft, 678 National Highway, LaVale, Allegany County, 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) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than two (2), provided that:

a. If there is no stock outstanding, the numbers of Directors may be less than two (2) but not less than one (1); and

b. If there is stock outstanding and so long as there are less than two (2) stockholders, the number of Directors may be less than two (2), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly qualified and chosen are: ABRAHAM WARHAFT and ARETTA SUE WARHAFT.

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

a. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restric-

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

tions, 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.

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 rights 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 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.

GER[redacted] AND GERSON
A[redacted]NEYS AT LAW
CUM[redacted]LAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

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

f. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon except as otherwise provided in these Articles of Incorporation.

g. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

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

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

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

GE[redacted]N AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

TENTH: The charter of this Corporation may from time to time be amended for any purpose upon the affirmative vote of two-thirds (2/3) of all of the shares of stock outstanding and entitled to vote.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 6th day of August, 1982, and we acknowledge the same to be our act.

WITNESS:

Cheryl Miller

Allan M. Gerson

ALLAN M. GERSON

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 6th day of August, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ALLAN M. GERSON, and he acknowledged the aforegoing Articles of Incorporation to be his act.

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

Louis A. Gatten

Notary Public

My Commission Expires: 7-1-86

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

FILED FOR RECORD
NOV 5 1982
at 1:00 o'clock P M.
and same day Recorded in
Liber No. ____ Folio ____
one of the
Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 709

ARTICLES OF INCORPORATION

OF

WARHAFT'S HOME FURNISHINGS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 9, 1982 at 10:52 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2552, folio 0749 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 24.00 Special Fee paid $ ____

To the clerk of the Circuit Court of Allegany County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 129862

8300455

(1954

LIBER 027 FACE 710

WESTMAR DESIGN SYSTEMS, INC.

ARTICLES OF INCORPORATION

FIRST : The undersigned Arthur W. Harrig and Christine M. Harrig whose post office address is 27 Trail Ridge Road, Cumberland, Maryland, 21502, being at least eighteen (18) years of age do hereby form a corporation under the general laws of the State of Maryland.

SECOND : The name of the corporation is:

WESTMAR DESIGN SYSTEMS, INC.

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

1. Provide consulting services to small businesses, local governments, and boards of education in the selection of computer systems;

2. Design automated systems which meets the required needs of the aforementioned agencies;

3. Assist in the selection of existing software and/or design software which meets the specifications of the systems design.

FOURTH : The post office address of the principal office of the Corporation in Maryland is 27 Trail Ridge Road, Cumberland, County of Allegany, zip code 21502. The name and post office address of the resident agent in Maryland is Arthur W. Harrig, 27 Trail Ridge Road, Cumberland, County of Allegany, zip code 21502.

1982 AUG 13 A 9:24

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

SIXTH : The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the by-laws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Arthur W. Harrig and Christine M. Harrig.

NOV-5-82 A 21316 ******

Compared and Mailed ~~Delivered~~

TO Arthur W. Harrig
27 Trail Ridge Road
Cumberland, Maryland 21502

Nov 11th 1982

LIBER 027 PG. 711

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:

None Specified

EIGHTH : The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation on August 10, 1982, and severally acknowledge the same to be our act.

Arthur W. Harrig
Arthur W. Harrig

Christine M. Harrig
Christine M. Harrig

FILED FOR RECORD
NOV 5 1982
at 2:00 O'clock P M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 027 PAGE 712

ARTICLES OF INCORPORATION

OF

WESTMAR DESIGN SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 13, 1982 at 9:24 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2552, folio 1953, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5/3

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 130040
8300693

bjc

Liber-27 Page-713 3665

CERTIFICATE OF LIMITED PARTNERSHIP

OF

NOV -9-82 A 21447 *****12.5(

COMMONWEALTH RESOURCE DEVELOPMENT I LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Maryland, do hereby certify:

1. The name of the Partnership shall be: COMMONWEALTH RESOURCE DEVELOPMENT I LIMITED PARTNERSHIP.

2. The purpose of the Partnership shall be to acquire, hold, construct, develop, improve, renovate, rehabilitate, maintain, operate, lease, sell, dispose of, and otherwise deal with the real property in Allegany County, Maryland, described in a deed dated March 20, 1945 and recorded in Deeds Book 203, page 279 among the Land Records of Allegany County, Maryland, together with the improvements constructed and to be constructed thereon. In furtherance of its purpose, but subject to all other provisions of the Agreement of Limited Partnership of Commonwealth Resource Development I Limited Partnership (the "Agreement"), the Partnership is authorized to acquire, construct, operate, maintain, finance, improve, own, sell, convey, assign, mortgage or lease any real or personal property necessary, convenient or incidental to the accomplishment of the purpose of the Partnership. The Partnership shall have the power to do all things which the General Partner believes to be necessary and appropriate in furtherance of the Partnership's purpose.

3. The location of the principal place of business shall be: P.O. Box 228, Braddock Estates, Building 3, Frostburg, Maryland, 21532.

4. The name and home or business address of each General and Limited Partner is set forth on the attached Schedule A.

5. The Partnership shall commence upon the recordation of this Certificate in the office of the State Department of Assessments and Taxation, and shall continue, unless sooner terminated pursuant to the provisions of the Agreement, until December 31, 2012.

6. Each Partner shall have contributed in cash to the capital of the Partnership the amount set forth in the attached Schedule A. The Limited Partners have not agreed to contribute any property other than cash to the Partnership.

7. The Limited Partners have not agreed to make any additional capital contributions to the Partnership.

8. The agreed time when the contributions of the Limited Partners are to be returned is on dissolution of the Partnership, to the extent Partnership property is available. If the Partnership property remaining after the payment or discharge of the debts, obligations and liabilities of the Partnership is insufficient to return the capital contributions, the Limited Partners shall have no recourse therefor against the General Partner or the liquidator of the Partnership.

Rec'd
Compared and Mailed Delivered
J. J. Oberhaus
TO P.O. Box 87 Braddock Estates Bldg #3
Frostburg, Md. July 11 1982

9. The share of profits, losses and distributions which each Partner shall receive by reason of his contribution shall be in proportion to his Partnership interests, as set forth on the attached Schedule A, except that until such time as the Limited Partners as a class shall have received cumulative distributions equal to the dollar amount of their aggregate capital contributions, the General Partners shall receive as a class one percent of the profits, losses and distribution. Items allocated or distributed to Limited Partners as a class or to General Partners as a class shall be allocated or distributed to the members of that class in proportion to their capital contributions to that class.

10. A. No Limited Partner may transfer, sell, assign, alienate, encumber, donate or otherwise dispose of all or any portion of his interest in the Partnership without the prior written consent of the General Partner, which consent may be withheld in the sole discretion of the General Partners. Notwithstanding the foregoing, a Limited Partner may transfer, sell or assign all or any portion of his interest in the Partnership to an existing Limited Partner in the Partnership without the prior written consent of the General Partners.

B. No transfer, sale, assignment, substitution or other disposition by a Limited Partner shall be effective as against the Partnership unless and until such transferee, purchaser, assignee or donee (i) executes and delivers such documents, including a counterpart of the Agreement and an amended certificate of limited partnership, and takes such other action as the General Partners shall deem necessary or advisable to cause him to become a substitute Limited Partner, (ii) shall pay all reasonable expenses required by the General Partners to be paid in connection therewith, including, without limitation, the cost of preparing, executing and recording an amended certificate of limited partnership, and (iii) shall, if requested by the General Partners, present an opinion of counsel acceptable to counsel to the Partnership, that such assignment would not violate applicable state and federal securities laws or adversely affect the status of the Partnership as a partnership for federal income tax purposes and as a limited partnership under the laws of the jurisdiction in which the Partnership is doing business.

11. Additional Limited Partners may only be admitted to the Partnership upon the prior written consent of all the Partners.

12. No Limited Partner has priority over any other Limited Partner as to contributions or as to compensation by way of income.

13. Upon the occurrence of the death, removal, resignation, withdrawal, liquidation, dissolution, adjudication of bankruptcy or legal incompetency of a General Partner, all the Limited Partners may elect to continue the business of the Partnership in accordance with the terms of the Agreement upon the selection by all the Limited Partners of a new General Partner within 90 days of the governing occurrence, as provided in the Agreement.

14. A Limited Partner has no right to demand and receive property other than cash in return for his contribution.

15. The Resident Agent of the Partnership is James J.J. Oberhaus. The address of the Resident Agent is P.O. Box 87, Braddock Estates, Building 3, Frostburg, Maryland, 21532.

IN WITNESS WHEREOF, the parties have duly executed and delivered this Certificate of Limited Partnership this 28th day of May, 1982.

Liber 27 Page - 715 3667

GENERAL PARTNERS:

WITNESS:

[redacted] Larry Maiers

James J. Oberhaus
JAMES J. OBERHAUS

WITNESS:

Shirley A Caruso

Shirley A Caruso

ESCAPE 77, a California Partnership
By H J Van der Linde, General Partner
H. J. Van der Linde
By Paul J Oberhaus, General Partner
PAUL J. OBERHAUS, General Partner

WITNESS:

Larry Maiers

LIMITED PARTNERS:

James J. Oberhaus
JAMES J. OBERHAUS

ESCAPE 77, a California Partnership

[redacted] Shirley A Caruso

By Paul J Oberhaus
PAUL J. OBERHAUS

[redacted] Shirley A Caruso

By H J Van der Linde
H. J. Van der Linde

Kimberly Mulcahy

Robert D. Stuart

James E Ritzinger
JAMES E. RITZINGER

Robert D. Stuart

Katherine J. Ritzinger
KATHERINE J. RITZINGER

Gwen G Boten

Logan C Blackwell
LOGAN C. BLACKWELL

Gwen G Boten

Sally S. Blackwell
SALLY S. BLACKWELL

Priscilla E. Buckby

Thomas L Barwick

[redacted] Irma R. Harden

Flo-Ann L. Barwick
FLO-ANN L. BARWICK

Irma R. Harden

Kenneth L Barwick
KENNETH L. BARWICK

WITNESS: Larry Maiers — James J. J. Oberhaus
JAMES J. J. OBERHAUS

Larry Maiers — Diana M. Oberhaus
DIANA M. OBERHAUS

Mary Jane Folker — George P. Merling
GEORGE MERLING

Mary Jane Folker — Lisa M. Via
LISA MARIE VIA

Mary Jane Folker — Lisa M. Via, Trustee
LISA MARIE VIA, TRUSTEE

Mary Jane Folker — Lisa M. Via, Trustee
LISA MARIE VIA, TRUSTEE

Mary Jane Folker — Lisa M. Via, Trustee
LISA MARIE VIA, TRUSTEE

Nancy Williamson — Donna Miles
DONNA MILES

Mary Jane Folker — Geo. T. Young
GEORGE G. YOUNG

Mary Jane Folker — W. Timothy Finan
W. TIMOTHY FINAN

3669

Liber - 27 Page - 717

SCHEDULE A

NAME AND ADDRESS OF GENERAL PARTNERS	AMOUNT OF INITIAL CAPITAL CONTRIBUTION	INITIAL PARTNERSHIP INTEREST
James J. J. Oberhaus P. O. Box 228 Frostburg, MD 21532	$ 525.00	10.000%
Escape 77, a California Partnership 9903 Aviary Drive San Diego, CA 92131	$ 525.00	10.000%
NAME AND ADDRESS OF LIMITED PARTNERS		
Flo-Ann L. Barwick Kenneth L. Barwick 13232 N. 1st Avenue Phoenix, AZ 85029		
James J. J. Oberhaus Diana M. Oberhaus P. O. Box 228 Frostburg, MD 21532 Tenants In Common	$ 5,000.00	3.8095%
Escape 77, a California Partnership 9903 Aviary Drive San Diego, CA 92131	$ 20,000.00	15.2381%
Logan C. & Sally S. Blackwell Husband and Wife 2740 Azazla Drive San Diego, CA 92106	$ 5,000.00	3.8095%
Thomas W. Doan 1803 Hidden Rock Court El Cajon, CA 92021	$ 5,000.00	3.8095
Doug Van 9720 Aviary Drive San Diego, CA 92131	$ 5,000.00	3.8095
Michael D. Rogers 11443 Meadow Creek Road El Cajon, CA 92021	$ 10,000.00	7.6190%

James E. & Katherine J. Ritzinger Husband and Wife 5133 Frink Avenue San Diego, CA 92117	$ 20,000.00	15.2381%
George Merling 129 Pine Street Frostburg, MD 21532	$ 5,000.00	3.8095%
Lisa Marie Via 147 East Main Street Frostburg, MD 21532	$ 5,000.00	3.8095%
Lisa Marie Via, Trustee 147 East Main Street Frostburg, MD 21532	$ 5,000.00	3.8095%
Lisa Marie Via, Trustee 147 East Main Street Frostburg, MD 21532	$ 5,000.00	3.8095%
Lisa Marie Via, Trustee 147 East Main Street Frostburg, MD 21532	$ 5,000.00	3.8095%
Donna Miles 10 St. Peter's Place Lonaconing, MD 21539	$ 5,000.00	3.8095%
George G. Young 807 Gephart Drive Cumberland, MD 21502 W. Timothy Finan 1043 Braddock Road Cumberland, MD 21502 Tenants In Common	$ 5,000.00	3.8095%

Liber-27 Page-719

STATE OF California

COUNTY OF San Diego , to wit:

I HEREBY CERTIFY, that on this 28 day of May, 1982, before me, the subscriber, a Notary Public of the State of California, in and for San Diego County, personally appeared H.J.Van der Linde, who acknowledged himself to be the General Partner of Escape 77, a California Partnership, and that he, as such General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Partnership by himself as General Partner.

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

Shirley A Caruso
NOTARY PUBLIC

My Commission Expires:
September 6,1985

Liber-27 Page-720 3672

STATE OF California

COUNTY OF San Diego, to wit:

I HEREBY CERTIFY, that on this 3rd day of June, 1982, before me, the subscriber, a Notary Public of the State of California, in and for San Diego County, personally appeared Michael D. Rogers, who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Kimberly Durtschi Melchior
NOTARY PUBLIC

My Commission Expires:
7/5/82

OFFICIAL SEAL
KIMBERLY DURTSCHI MELCHIOR
NOTARY PUBLIC - CALIFORNIA
Principal Office in San Diego County
My Commission Exp. July 5, 1982

STATE OF California

COUNTY OF San Diego, to wit:

I HEREBY CERTIFY, that on this 8th day of June, 1982, before me, the subscriber, a Notary Public of the State of California, in and for San Diego County, personally appeared Katherine J. Ritzinger who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Robert D. Stuart
NOTARY PUBLIC

My Commission Expires:
March 29, 1985

OFFICIAL SEAL
ROBERT D STUART
NOTARY PUBLIC - CALIFORNIA
SAN DIEGO COUNTY
My comm. expires MAR 29, 1985

Liber - 27 Page - 721 3673

STATE OF California

COUNTY OF San Diego, to wit:

I HEREBY CERTIFY, that on this 8th day of June, 1982, before me, the subscriber, a Notary Public of the State of California, in and for San Diego County, personally appeared James E. Ritzinger, who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Robert D. Stuart
NOTARY PUBLIC

My Commission Expires:
March 29, 1985

OFFICIAL SEAL
ROBERT D STUART
NOTARY PUBLIC - CALIFORNIA
SAN DIEGO COUNTY
My comm. expires MAR 29, 1985

STATE OF CALIFORNIA

COUNTY OF SAN DIEGO, to wit:

I HEREBY CERTIFY, that on this 11th day of June, 1982, before me, the subscriber, a Notary Public of the State of CALIFORNIA, in and for SAN DIEGO County, personally appeared LOGAN C. BLACKWELL, who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Gwen G Roten
NOTARY PUBLIC

My Commission Expires:
Sept. 1, 1984

OFFICIAL SEAL
GWEN G. ROTEN
NOTARY PUBLIC - CALIFORNIA
PRINCIPAL OFFICE IN
SAN DIEGO COUNTY
My Commission Expires September 1, 1984

Liber - 27 Page - 722 3674

STATE OF CALIFORNIA

COUNTY OF SAN DIEGO, to wit:

I HEREBY CERTIFY, that on this 11th day of June, 1982, before me, the subscriber, a Notary Public of the State of CALIFORNIA, in and for SAN DIEGO County, personally appeared SALLY S. BLACKWELL who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Gwen G Roten
NOTARY PUBLIC

My Commission Expires:
Sept 1, 1984

OFFICIAL SEAL
GWEN G. ROTEN
NOTARY PUBLIC - CALIFORNIA
PRINCIPAL OFFICE IN
SAN DIEGO COUNTY
My Commission Expires September 1, 1984

STATE OF CALIFORNIA

COUNTY OF SAN DIEGO, to wit:

I HEREBY CERTIFY, that on this 18th day of June, 1982, before me, the subscriber, a Notary Public of the State of California, in and for San Diego County, personally appeared Thomas W. Doan, who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Priscilla E. Buckby
NOTARY PUBLIC
Priscilla E. Buckby

My Commission Expires:
December 5, 1983.

OFFICIAL SEAL
PRISCILLA E BUCKBY
NOTARY PUBLIC - CALIFORNIA
SAN DIEGO COUNTY
My comm. expires DEC 5, 1983

Liber - 27 Page - 723 3675

STATE OF Arizona

COUNTY OF Maricopa, to wit:

I HEREBY CERTIFY, that on this 25 day of June, 1982, before me, the subscriber, a Notary Public of the State of Arizona, in and for Maricopa County, personally appeared Flo Ann L. Barwick who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Irma R. Hardin
NOTARY PUBLIC

My Commission Expires:
2/28/83

STATE OF Arizona

COUNTY OF Maricopa, to wit:

I HEREBY CERTIFY, that on this 25 day of June, 1982, before me, the subscriber, a Notary Public of the State of Arizona, in and for Maricopa County, personally appeared Kenneth L. Barwick who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Irma R. Hardin
NOTARY PUBLIC

My Commission Expires:
2/28/83

Liber - 27 Page - 724 3676

STATE OF Maryland

COUNTY OF Allegany, to wit:

I HEREBY CERTIFY, that on this 30th day of June, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared George G Young, who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Catherine A Fidler
NOTARY PUBLIC

My Commission Expires:

7-1-82

STATE OF MARYLAND

COUNTY OF Allegany, to wit:

I HEREBY CERTIFY, that on this 30th day of June, 1982, before me, the subscriber, a Notary Public of the State of MARYLAND, in and for Allegany County, personally appeared George P. Merling, who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Marian C Ackerman
NOTARY PUBLIC

My Commission Expires:

7-1-86

Liber - 27 Page - 725 3677

STATE OF Maryland

COUNTY OF Allegany, to wit:

I HEREBY CERTIFY, that on this 30 day of June, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared James J. Clayton and Deana M. Clayton who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Matthew Kellett
NOTARY PUBLIC

My Commission Expires:

July 1, 1984

STATE OF Maryland

COUNTY OF Allegany, to wit:

I HEREBY CERTIFY, that on this 30th day of June, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared Donna Miles, who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Betty L. Lanenbaker
NOTARY PUBLIC

My Commission Expires:

July 1, 1986

Liber - 27 Page - 726 3678

STATE OF MARYLAND

COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that on this 30th day of June, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared W. TIMOTHY FINAN, who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Jean Bixler
NOTARY PUBLIC

My Commission Expires:

July 1, 1982

STATE OF Maryland

COUNTY OF Allegany, to wit:

I HEREBY CERTIFY, that on this 30th day of JUNE, 1982, before me, the subscriber, a Notary Public of the State of MARYLAND, in and for Allegany County, personally appeared LISA M. VIA, who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Jason C Ackre
NOTARY PUBLIC

My Commission Expires:

July 1, 1986

Liber - 27 Page - 727 3679

STATE OF Maryland

COUNTY OF Allegany, to wit:

I HEREBY CERTIFY, that on this 30 day of June, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared James J. Oberhaus who acknowledged the within and foregoing instrument in writing to be his act and deed.

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

Matthew Kellett
NOTARY PUBLIC

My Commission Expires:

July 1, 1986

STATE OF California

COUNTY OF San Diego, to wit:

I HEREBY CERTIFY, that on this 23 day of May, 1982, before me, the subscriber, a Notary Public of the State of California, in and for San Diego County, personally appeared Paul J. Oberhaus, who acknowledged himself to be the General Partner of Escape 77, a California Partnership, and that he, as such General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Partnership by himself as General Partner.

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

Shirley A Caruso
NOTARY PUBLIC

My Commission Expires:

~~September 6,~~ 1985

OFFICIAL SEAL
SHIRLEY A. CARUSO
NOTARY PUBLIC - CALIFORNIA
PRINCIPAL OFFICE IN
SAN DIEGO COUNTY
My Commission Exp. Sept. 6, 1985

Liber - 27 Page - 728

CERTIFICATE OF LIMITED PARTNERSHIP

OF

COMMONWEALTH RESOURCE DEVELOPMENT I LIMITED PARTNERSHIP

16

received for record September 10, 1982 , at 8:50 A M.

and recorded on Film No. 2555 Frame No. 3664 one of

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

To the clerk of the Circuit court of Allegany County

AA No. 0165

8301768

Fee Paid $50.00

bt

FILED FOR RECORD,
NOV 9 1982
at 2:25 o'clock P M.
and some day recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland and com-
pared by

125

ARTICLES OF MERGER

Merging

AMERILLA BUILDINGS, INCORPORATED

with and into

BACHMAN TRANSFER AND STORAGE, INCORPORATED

DEC -2-82 A 22699 *****5.15

ARTICLES OF MERGER ("Articles"), dated as of April 1, 1982, between AMERILLA BUILDINGS, INCORPORATED, a Maryland corporation (hereinafter "Amerilla"), and BACHMAN TRANSFER AND STORAGE, INCORPORATED, a Maryland corporation (hereinafter the "Company" or the "Successor Corporation"). Amerilla and the Company are hereinafter sometimes referred to collectively as the "Constituent Corporations".

WHEREAS, the respective Boards of Directors of the Company and Amerilla deem it advisable and in the best interests of the Constituent Corporations and their respective stockholders that Amerilla be merged into the Company on the terms and conditions hereinafter set forth, and have thereby directed that the proposed transaction be submitted for consideration by their respective stockholders, all in accordance with Section 3-105 and related sections of the Corporations and Associations Article of the Annotated Code of Maryland (hereinafter the "Code");

WHEREAS, it is the intention of the Company and Amerilla that these Articles shall constitute a valid and binding agreement of such corporations in accordance with their terms.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and provisions hereinafter set forth, the parties hereto agree to merge and agree that Amerilla shall be merged into the Company, that the Company shall be the Successor Corporation and that the terms and conditions of such Merger, the mode

Compared and ~~Mailed~~ Delivered
TO H. Gregory Shadyac, Esq.
110 Washington St. Cby
Dec. 13 1982

of carrying the same into effect and the manner and basis of converting the shares of the Constituent Corporations shall be as follows:

1. Required and Preliminary Statements. The Company is a corporation duly organized and existing under the laws of the State of Maryland, having as of the date of these Articles an authorized capitalization of 520 shares of all classes of its capital stock, all such shares being shares of Common Stock, without par value, ("Company Common Stock") of which 520 shares are issued and outstanding and entitled to vote and no shares are reserved for issuance upon the exercise of options or other commitments outstanding on the date of these Articles, thereby having no aggregate authorized par value.

Immediately following effectiveness of the Merger, the Company, as the Successor Corporation, will be a corporation duly organized and existing under the laws of the State of Maryland, having at such datean authorized capitalization of 5,000 shares of all classes of its capital stock, all such shares being shares of Common Stock, without par value, of which 780 shares will be issued and outstanding and entitled to vote, thereby having no aggregate authorized par value.

Amerilla is a corporation duly organized and existing under the laws of the State of Maryland, having as of the date of these Articles an authorized capitalization of 500 shares of all classes of its capital stock, all such shares being shares of Common Stock, par value $100.00 per share, ("Amerilla Common Stock"), of which 65 shares are issued and outstanding and entitled to vote, thereby having an aggregate authorized par value of $50,000.00.

The principal office of the Company, which shall be the Successor Corporation is located in Cumberland, Allegany County, State of Maryland, and the principal office of Amerilla is located in Cumberland, Allegany County, State of Maryland, and Amerilla owns an interest in land in Allegany County, Maryland such as would be required to be stated herein pursuant to Section 3-109 of the Code. Certificates of Conveyance are, therefore, attached hereto and made part hereof as Exhibit "A".

2. The Merger. At the Effective Date (as defined in Article 10 below), the Company and Amerilla will be merged into a single corporation on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the law of the State of Maryland, by Amerilla's merging into the Company (the "Merger"), and the Company becoming the Successor Corporation governed by the laws of the State of Maryland.

3. Effect of Merger. Upon and at the Effective Date, the separate existence of Amerilla will cease, the Successor Corporation will have the purposes and powers set forth in the Articles of Amendment of the Successor Corporation as set forth in Article 4 hereof, the assets of each Constituent Corporation, including any legacies which it would have been capable of taking will transfer to, vest in and evolve on the Successor Corporation without further act or deed, the Successor Corporation will become liable for all the debts and obligations of Amerilla, any existing claim, action or proceeding pending by or against Amerilla can or, on a motion of the Successor Corporation or any party, the Successor Corporation can be substituted as a party, and the judgment against Amerilla will constitute a lien on the property of the Successor Corporation, and the Merger will not impair the

rights of creditors or any liens on the property of any Constituent Corporation.

4. Articles of Incorporation. Pursuant to Section 3-109(c) of the Code, at the Effective Date, the Articles of Incorporation of the Company will be amended to read as set forth immediately hereafter, and, as so amended, will continue as the Articles of Incorporation of the Successor Corporation until further amended in accordance with applicable law:

FIRST: That we, the subscribers, Mortimer C. Schaidt, Jr., whose post office address is 744 Fayette Street, Cumberland, Maryland, Edward F. Meders, whose post office address is 141 Independence Street, Cumberland, Maryland, and Karl W. Bachman, whose post office address is 426 North Centre 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 hereafter referred to as the "Corporation") is BACHMAN TRANSFER AND STORAGE, INCORPORATED.

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

(1) To engage in the hauling, moving, transportation and storage of merchandise, baggage, household furniture, passengers and such other articles as may come under the general transportation of passengers and freight and which may be moved

by motor truck or bus, and to acquire, buy, lease or purchase all property, real and personal, necessary in the conduct of such business, and to do such other things as are incident, proper and necessary to the successful operation of the business aforesaid.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is 6 Miltenberger Place, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is H. Gregory Skidmore, 110 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of Common Stock, without par value, 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 the number prescribed by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland. The name of the Directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are Karl W. Bachman, Mary P. Bachman and Armella H. Bachman.

SEVENTH: The duration of the Corporation shall be perpetual.

5. By-Laws: At the Effective Date, the By-Laws of the Company will continue as the By-Laws of the Successor Corporation until further amended in accordance with such By-Laws, the Articles of Incorporation or applicable law.

6. Directors. At the Effective Date, the members of the Board of Directors of the Successor Corporation will consist of Karl W. Bachman, Mary P. Bachman and Armella H. Bachman, members of such Board of Directors of the Successor Corporation to serve until the next regular annual meeting of stockholders of the Successor Corporation and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

7. Manner and Basis of Conversion of Shares.

(a) Upon the Effective Date, the issued shares of Company Common Stock and Amerilla Common Stock existing immediately prior thereto, by virtue of the Merger and without any further action on the part of the respective holders of such shares, will be converted, pursuant to Section 3-103 of the Code, into shares of Common Stock of the Successor Corporation as follows: Each issued and outstanding share of Amerilla Common Stock will be converted into four (4) shares of Company Common Stock.

8. Approval of the Merger by Company. These Articles have been duly approved by the Board of Directors of the Company by a majority vote of the entire Board of Directors at a meeting held

on April 1, 1982, to adopt a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles was advised, authorized and approved and directing the submission of the Articles to a special meeting of the Company stockholders. The Articles were duly submitted to and approved by the affirmative vote of two-thirds of all the votes entitled to be case thereon at an April 1, 1982 meeting of stockholders, as required by Section 3-105(d) of the Code.

9. Approval of the Merger of Amerilla. These Articles have been duly approved by the Board of Directors of Amerilla by a majority vote of the entire Board of Directors at a meeting held on April 1, 1982 to adopt a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles was advised, authorized and approved and directing the submission of the Articles to the stockholders of Amerilla. The Articles were duly submitted to and approved by the affirmative vote of two-thirds of all votes entitled to be cast thereon at an April 1, 1982 meeting of stockholders, as required by Section 3-105(d) of the Code.

10. Effective Date of the Merger. These Articles will become effective upon the acceptance of the Articles for filing by the Maryland State Department of Assessments and Taxation. The date and time when the Merger becomes effective is referred to in these Articles as the "Effective Date." These Articles become effective, however, for internal and appointing purposes on April 1, 1982.

IN WITNESS WHEREOF, the parties hereto have caused these Articles to be duly executed pursuant to Section 3-110 of the

Code, all as of the day and year first above written.

AMERILLA BUILDINGS, INCORPORATED

By: _____
Karl W. Bachman, President

ATTEST:

By: _____
Armella H. Bachman, Secretary

BACHMAN TRANSFER AND STORAGE, INCORPORATED

By: _____
Karl W. Bachman, President

ATTEST:

By: _____
Armella H. Bachman, Secretary

ACKNOWLEDGEMENT AND VERIFICATION

THE UNDERSIGNED, President of AMERILLA BUILDINGS, INCORPORATED, 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 authorization and approval thereof are true in all material respects, under the penalties of perjury.

KARL W. BACHMAN, President

THE UNDERSIGNED, President of BACHMAN TRANSER AND STORAGE, 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 authorization and approval thereof are true in all material respects, under the penalties of perjury.

KARL W. BACHMAN, President

FILED FOR RECORD
SEP 2 1982
2:00 O'clock P M.
and same day Recorded in
Liber No. Folio
one of the Records of
Allegany County, Maryland, and com
Hereby

LIBER 027 PAGE 738

ARTICLES OF MERGER

MERGING

AMERILLA BUILDINGS, INCORPORATED (MD. CORP)

INTO

BACHMAN TRANSFER AND STORAGE, INCORPORATED (MD. CORP) Survivor

approved and received for record by the State Department of Assessments and Taxation of Maryland September 28, 1982 at 10:28 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2557, folio 0081, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5/-5

Bonus tax paid $_____ Recording fee paid $ ~~32.00~~ 4.00 Special Fee paid $_____
Certif to Allegany Co. land offi
$ 36.00

To the clerk of the Circuit Court of Allegany County

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

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

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

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LIBER 027 PAGE 739

ARTICLES OF INCORPORATION

OF

CHRISTIAN GATHERING

DEC -2-82 A 12270 *****5.1

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert S. Beachy, whose Post Office address is Route 1, Box 161, Hyndman, Pennsylvania 15545; Joseph Horevay, whose Post Office address is 921 Bedford Street, Cumberland, Maryland 21502; Emanuel J. Miller, whose Post Office address is Route 1, Box 161, Hyndman, Pennsylvania 15545; R. Jeffrey Myers, whose Post Office address is 11627 Eagle Avenue, SW, Cumberland, Maryland 21502; and William A. Pritts, Jr., whose Post Office address is 8 Brunswick Court, Bel Air, Cumberland, Maryland 21502, all of whom are over the age of Eighteen (18) years and citizens of the United States of America, and having been incorporated spiritually by the power of God, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of a religious or church corporation, hereby associate ourselves together as one of many expressions of God's local church with the intention of forming a Church Corporation.

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

CHRISTIAN GATHERING

THIRD: The plan and purposes for which said Religious Corporation is formed are as follows:

1. That said Corporation shall be an independent Christian Church, and said Corporation shall be autonomous in

Bw

Compared and Mailed Delivered

TO R. Jeffrey Myers
11627 Eagle Avenue S.W.
Cumberland, Maryland, 21502
Dec 13 1982

both spiritual and temporal matters, and shall recognize no higher authority in temporal matters than the Laws of the State of Maryland and the Laws of the United States of America.

2. The members of this Religious Corporate Body shall consist of those persons residing in the greater Cumberland area, consisting of Western Maryland and part of the Commonwealth of Pennsylvania and the State of West Virginia, who having been baptized by the Spirit into the Body of Christ through repentance and faith in His Name, and who led by the Spirit of God have submitted themselves in unity and in love to each other and who have expressed the desire to become a member of this Church, and will contribute to the support thereof. Such members shall be eligible to vote at the annual meeting of the Corporation, and shall be entitled to and eligible for selection as Trustees and Officers.

3. The purposes of the Church shall be to provide its members regular opportunity to gather for the worship of the triune God in spirit and in truth, for corporate prayer and intercession, for fellowship, for teaching, and mutual edification, for the breaking of bread, and generally to minister to the spiritual and physical needs of its members, and as led by the Spirit of God, to individuals outside the Body of Christ. This Corporation is also organized to encourage and serve other gatherings of His Body and expressions of the local Church.

4. The Corporation shall have not less than Four (4) Trustees, who shall constitute the Board of Trustees; all said Trustees shall be over Eighteen (18) years of age, and all of whom shall be members in good standing of said Church. Trustees shall serve at the pleasure of the Board of Trustees, and vacancies occurring in said Board of Trustees will be filled by the remaining Trustees.

5. This Corporation, as an expression of the Body of Jesus Christ, shall accept as its governing By-Laws the precepts and practices of the New Testament relating to membership, faith, and practice, fellowship, conduct of meetings, qualifications of responsible members, and the continuance, discipline, and extension of the work of God.

6. The Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, elected by the Board of Trustees at its first meeting and each succeeding annual meeting.

FOURTH: That the aforesaid Robert S. Beachy, Joseph Horevay, Emanuel J. Miller, R. Jeffrey Myers, and William A. Pritts, Jr., shall act as Trustees of said Church and Corporation until their successors are duly selected and qualified. Said Trustees and their successors in office shall hold office until their successors are duly selected.

FIFTH: The annual meeting of the Corporation shall be held on the third Wednesday in January of each and every year. The Trustees and Officers shall keep an accurate record book of the Church and Corporate Proceedings and shall allow inspection of said record book by members of the Corporation. Voting by members of the Church shall be for advisory purposes only. The final responsibility for all decisions shall rest with the Board of Trustees.

SIXTH: The Corporation shall have all the rights and powers conferred upon it under the Corporation Laws of the State of Maryland pertaining to Religious Corporations. The Corporation shall have the right to own both real and personal property, and shall acquire the same by contract, purchase, gift, bequest,

devise, or any other lawful manner, and that title to such property owned by the Church shall be held by and vested in the Corporation, and that the Corporation shall have the right to purchase, sell, lease, mortgage, and convey any or all of said property when authorized by a unanimous vote of the Board of Trustees; provided, however, that notice of such contemplated purchase, sale, or mortgage shall have been given to said Board of Trustees at least ten (10) days prior to the meeting on which such action was authorized. All conveyances, mortgages, bills of sale, leases, or contracts by or on behalf of said Corporation shall be signed by its President or Vice President, with its Corporate Seal attached and duly attested by its Secretary.

SEVENTH: That said Corporation is a non-Stock, non-profit, Religious Corporation as defined by the State of Maryland and the United States of America, organized exclusively for religious, educational, and charitable purposes as defined in Section 501 (c) (3) of the Internal Revenue Code and Section 170 (c) (2).

EIGHTH: In the event that the Church is ever dissolved, no part of its assets, whether real or personal, shall be distributed to any private individual, corporation, or association, and the distribution when made shall only be to a charitable or religious organization as defined in the Laws of the State of Maryland and the United States of America.

NINTH: The principal office of said Corporation until such time as a Church building has been erected shall be the residence of R. Jeffrey Myers, at 11627 Eagle Avenue, SW, Cumberland, Maryland.

TENTH: The Resident Agent of said Corporation is R. Jeffrey Myers, whose Post Office address is 11627 Eagle Avenue, SW, Cumberland, Maryland 21502, and who is a citizen of the State of Maryland, and actually resides therein.

ELEVENTH: The said Corporation shall have perpetual existence.

TWELFTH: These Articles of Incorporation may be altered or amended in compliance with the General Corporation Laws of the State of Maryland relating to Religious Corporations.

IN WITNESS WHEREOF, We, the undersigned, have signed these Articles of Incorporation, this 1st day of September, 1982.

WITNESS AS TO ALL:

Pamela J. Gross

Robert S. Beachy (SEAL)
ROBERT S. BEACHY

Joseph Horevay (SEAL)
JOSEPH HOREVAY

Emanuel J. Miller (SEAL)
EMANUEL J. MILLER

R. Jeffrey Myers (SEAL)
R. JEFFREY MYERS

William A. Pritts Jr (SEAL)
WILLIAM A. PRITTS, JR.

LIBER 027 FOLIO 744

STATE OF MARYLAND
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY That on this 1st day of September, 1982, before me, the undersigned officer, a Notary Public of the State of Maryland, in and for said County, personally appeared ROBERT S. BEACHY, JOSEPH HOREVAY, EMANUEL J. MILLER, R. JEFFREY MYERS, and WILLIAM A. PRITTS, JR., known to me to be the persons whose names are subscribed to the aforegoing instrument of writing, and acknowledged the said Articles of Incorporation to be their act and deed.

WITNESS My hand and Notarial Seal.

Pamela J. Gross
Notary Public

My Commission expires: July 1, 1986

FILED FOR RECORD
DEC 2 1982
at 2:00 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 027 PAGE 745

ARTICLES OF INCORPORATION

OF

CHRISTIAN GATHERING

approved and received for record by the State Department of Assessments and Taxation of Maryland September 15, 1982 at 10:28 o'clock A. M. as in conformity with law and ordered recorded.

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Recorded in Liber 2555, folio 2506, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

115

Bonus tax paid $ 20.00 Recording fee paid $ 10.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

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LIBER 027 PAGE 746

ARTICLES OF INCORPORATION

OF

G. REED FAILING, JR., M.D., P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person of at least eighteen (18) years of age, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act, and other laws, of the State of Maryland.

ARTICLE I

Name

The name of the Corporation is: G. REED FAILING, JR., M.D., P.A.

ARTICLE II

Nature of Business

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

To engage in every phase and aspect of the business and rendering the same professional services to the public that a Doctor of Medicine, duly licensed under the laws of the State of Maryland, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Maryland to practice as a Doctor of Medicine therein.

To invest funds of this corporation in real estate, mortgages, stock, 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 accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated

OTHMAN & COOPER
CHARTERED
WISCONSIN AVE.
CHASE, MD. 20815
(301) 656-7603

Compared and Mailed ~~Delivered~~

TO G. Reed Failing Jr. M.D.
Rt #3 Box 285
Cumberland Maryland 21502
Dec 13th 1982

in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or object of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and, it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) shares of Common Stock having a par value of ten cents ($.10) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice as a Doctor of Medicine in the State of Maryland.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Principal Office and Resident Agent

The post office address of the principal office of this corporation is: Memorial Hospital Medical Building, Cumberland, Maryland 21502. The Board of Directors may from time to time move the principal office to any other address in the State of

ALEY, ROTHMAN & COOPER
CHARTERED
5530 WISCONSIN AVE.
CHEVY CHASE, MD. 20815
(301) 656-7603

Maryland. The resident agent of the corporation is: G. Reed Failing, Jr., M.D., whose address is: Route 3, Box 285, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE VI

Directors

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

Initial Directors

The names and post office addresses of the members of the first Board of Directors are:

G. Reed Failing, Jr., M.D.
Route 3, Box 285
Cumberland, Maryland 21502

Barbara E. Maxwell
Route 3, Box 285
Cumberland, Maryland 21502

ARTICLE VIII

Subscriber

The name and post office address of the subscriber of the Common Stock, who is a Doctor of Medicine, duly licensed under the laws of the State of Maryland, to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefor, is:

Name and Address	No. of Shares	Consideration
G. Reed Failing, Jr., M.D. Route 3, Box 285 Cumberland, Maryland 21502	1,000	$100.00

ARTICLE IX

Voting Trusts

No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in

...THMAN & COOPER
...HARTERED
...ISCONSIN AVE.
...CHASE, MD. 20815
...01) 656-7603

another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X

Contracts

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director of this corporation is in any way connected with such person, firm, or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be interested, provided that such director complies with the prerequisites of Section 2-419 of the Annotated Code of Maryland.

ARTICLE XI

Removal of Directors

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XII

Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Maryland and of the purpose and objects hereinabove stated, this corporation shall have all and singular the following powers:

PALEY, ROTHMAN & COOPER
CHARTERED
5530 WISCONSIN AVE.
CHEVY CHASE, MD. 20815
(301) 656-7603

LIBER 027 PAGE 750

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm, or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the Common Stock of this corporation any pre-emptive right to issues of any type of stock of this corporation, and no stockholder shall have any pre-emptive right to subscribe to any such stock.

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and 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 to these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation, this 2nd day of September 197_, and I acknowledge the same to be my act.

STEPHEN A. PALEY, Esquire
5530 Wisconsin Avenue, Suite 1440
Chevy Chase, Maryland 20815
(301) 656-7603

HMAN & COOPER
RTERED
ONSIN AVE.
ASE, MD. 20815
656-7603

FILED FOR RECORD
DEC 2 1982 at 4 P M.
and same day Recorded in
Liber No. ORC Folio
one of the Land Records
County Allegany Maryland, and com
paid by

LIBER 027 PAGE 751

ARTICLES OF INCORPORATION

OF

G. REED FAILING, JR., M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 7, 1982 at 8:52 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2555, folio 0350, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · BONA VOLVNTATIS TVÆ CORONASTI NOS SCVTO

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LIBER 027 PAGE 752

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DRS. WEISS & FIGUEROA, P.A.

ARTICLES OF AMENDMENT

* * * * * * * * * * * * * * * * *

Drs. Weiss & Figueroa, P.A., a professional service corporation organized under the Laws of the State of Maryland, having its principal office at The Memorial Medical Center, 500 Memorial Avenue, Cumberland, Maryland 21502 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the professional service corporation, and from and after the date of aceptance of these Articles of Amendment by the Department, Article SECOND of the Charter is hereby deleted in its entirety and by substituting in lieu thereof, the following:

"SECOND: The name of the Corporation is:
DRS. FIGUEROA & ASHKER, P.A."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408C of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Drs. Weiss & Figueroa, 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 hereunder affixed and attested by its Secretary on this 14 day of August, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Drs. Weiss & Figueroa, P.A., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

DRS. WEISS & FIGUEROA, P.A.

By Augusto F. Figueroa
Augusto Figueroa, Jr., President

Attest: Theodore Ashker
Secretary

Compared and Mailed ~~Delivered~~ By
TO Drs. Weiss & Figueroa, P.A.
Memorial Medical Center
500 Memorial Avenue
Cumberland, Md. 21502
Dec 13 1982

LAW OFFICES
T. McMULLEN,
& GETTY
BERLAND
RYLAND

FILED FOR RECORD
DEC 2 1982
at 2:00 O'clock P.M.
and same day Recorded in
Liber No. Case Folio
one of the Records of Allegany
Land, Maryland, and com-
by

LIBER 027 PAGE 753

ARTICLES OF AMENDMENT

OF

DRS. WEISS AND FIGUEROA, P.A.

Changing its name to:

DRS. FIGUEROA & ASHKER, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 14, 1982 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2555, folio 2483, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · DOMUS VOLUNTATIS TVÆ CORONASTI NOS SCITO

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drb

LIBER 027 PAGE 754

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Kennco Inc.

ARTICLES OF INCORPORATION

FIRST: I, ALLAN M. GERSON, whose post office address is Suite 110, Algonquin Hotel, Cumberland, Allegany County, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Kennco Inc.

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

a. To carry on and conduct as principal or agent, the business of retail and wholesale food service, restaurant equipment and supplies; to deal in wholesale and retail, to sell, exchange and deliver at wholesale and at retail restaurant, hotel, motel and food service equipment, supplies, janitorial supplies and paper products, residential and commerical supplies, and all business incidental or in any way connected with an retail and wholesale restaurant, motel and janitorial supply service.

b. To establish, purchase, lease or otherwise acquire, to own, operate and maintain, and to sell, mortgage, deed and trust, lease 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 any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

c. To enter into such contracts or agreements as may be adviseable, to bring before the public by advertisement or in any other manner of the advantage which may be secured by the services rendered by said Corporation.

d. To purchase, lease, or otherwise acquire, all or any part of the property, trademarks, tradenames, rights, businesses, contracts, goodwill,

DEC -2-82 A 12708 ****5.1(

1982 SEP 10 A 8:48

AND GERSON
EYS AT LAW
ND, MD 21502

QUIN HOTEL
759-4343

Compared and Mailed ~~Delivered~~
TO William Kennedy
885 Braddock Road.
Cumb. MD. 21502
Dec 13th 1982

franchises, patents, patents applied for, use of patents applied for, and assets of every kind or any corporation, co-partnership or individual (including the assets of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on.

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

f. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any business which may be deemed by it to be calculated 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.

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

CONSTRUCTION OF THE 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 it is not intended by the mention of any particular purpose, objects or business in any manner to limit or restrict the generality of any other purpose, objects or business mentioned, or to limit

GE[redacted]ON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

or restrict any of the powers of the Corporation. The Corporation is formed upon partciulars to the limitations relative to Corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 317 Henderson Avenue, Cumberland, Allegany County, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is William Kennedy, 885 Braddock Road, Cumberland, Allegany County, 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) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than two (2), provided that:

a. If there is no stock outstanding and so long as there are less than two (2) stockholders, the number of Directors may be less than two (2), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly qualified and chosen are: WILLIAM KENNEDY and SUSAN D. KENNEDY.

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 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 adviseable, subject to such limitations and restric-

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TORNEYS AT LAW
ERLAND, MD 21502

ONQUIN HOTEL
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tions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

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

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 sahll 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 rights 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 shall have been authorized by the holders of two0thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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A[redacted]NEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

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

f. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken orauthorized 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 of any class thereof in accordance with the laws of the State of Maryland.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

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ORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
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TENTH: The charter of this Corporation may from time to time be amended for any purpose upon the affirmative vote of two-thirds (2/3) of all of the shares of stock outstanding and entitled to vote.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 8th day of September, 1982, and we acknowledge the same to be our act.

WITNESS:

_____ _____
ALLAN M. GERSON

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 8th day of September, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ALLAN M. GERSON, and he acknowledged the aforegoing Articles of Incorporation to be his act.

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

_____
Notary Public

My Commission Expires:

July 1, 1986

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AND, MD 21502

QUIN HOTEL
759-4343

FILED FOR RECORD
DEC 8 1982
at 9:00 o'clock A. M.
and same day Recorded in
Liber No. 027 Folio 761
one of the Allegany
Land Records Maryland and com-
County, by
pared by

LIBER 027 PAGE 761

ARTICLES OF INCORPORATION

OF

KENNCO INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 10, 1982 at 8:48 o'clock A. M. as in conformity with law and ordered recorded.

8

Recorded in Liber 2554, folio 309, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5/5

Bonus tax paid $ 20.00 Recording fee paid $ 24.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

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LIBER 027 PAGE 762

LaVALE BEAUTY AND BARBER SUPPLY, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

LaVALE BEAUTY AND BARBER SUPPLY, INC., a Maryland Corporation, having its principal office at 24 National Highway, LaVale, Allegany County, Maryland, 21502 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Corporation shall be a close Corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, from and after the date of acceptance of these Articles of Amendment and Restatement by the Department.

THIRD: The Charter of the Corporation is hereby amended by striking in their entirety Articles First thru Eighth, and by substituting in lieu thereof the following:

First: The name of the Corporation is LaVALE BEAUTY AND BARBER SUPPLY, INC.

Second: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, from and after the date of acceptance of these Articles of Amendment and Restatement by the Department.

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

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

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TO Charles R. Jonesy
24 National Highway
La Vale, Maryland.

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wholesale beauty and barber supply business.

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

Fourth: The post office address of the principal office of the Corporation in this State is 24 National Highway, LaVale, Allegany County, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Charles R. Jones, 24 National Highway, LaVale, Allegany County, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

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

Sixth: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be One (1) Director whose name is Julian Nelson Parks, Jr., 24 National Highway, LaVale, Allegany County, Maryland 21502.

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

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

(3) With repsect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided

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ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
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however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

Eighth: The duration of the Corporation shall be perpetual.

FOURTH: By written Informal Action, unanimously taken by the Board of Directors of the Corporation, pursuant ro and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the aforegoing Articles of Amendment and Restatement, and by written Informal Action unanimously taken by the affirmative vote of every Stockholder and every subscriber for stock of the Corporation in accordance with Section 2-505 and Section 4-202 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said Articles of Amendment and Restatement.

IN WITNESS WHEREOF, LaVALE BEAUTY AND BARBER SUPPLY, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to behereunder affixed and attested by its Secretary on this 24th day of Sept. 1982, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of LaVALE BEAUTY AND BARBER SUPPLY, INC., and under the penalties of perjury, that the matters and facts set

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forth herein with respect to authorization and approval are true in all material aspects to the best of my knowledge, information and belief.

ATTEST: LaVALE BEAUTY AND BARBER SUPPLY, INC.

Dorothy E Parks
Secretary

C. Russell Jones, pres.

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FILED FOR RECORD
DEC 2 1982
at 2:00 O'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 766

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

LaVALE BEAUTY AND BARBER SUPPLY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 23, 1982 at 11:25 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2556, folio 195, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

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

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LIBER 027 PAGE 767

ARTICLES OF INCORPORATION

OF

DEC -2-82 A [illegible] $5.1

LEANING PINE FARM, INC.

FIRST: I, W. STEVENS HIDEY, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Leaning Pine Farm, Inc.

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

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

(1) to own and operate a farm and farming business for the production, use and sale of crops, cattle and other farming goods and services; and to engage in any other lawful purpose and/or business;

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

FIFTH: The post office address of the principal office of the Corporation in this State is Wilbert R. Paul, Route 1, Box 116, Mt. Savage, Maryland 21545. The name and post office address of the Resident Agent of the Corporation in this State is Wilbert R. Paul, Route 1, Box 116, Mt. Savage, Maryland 21545. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without

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TO Wilbert R. Paul
Rt #1 Box 116
Mt Savage, Md
Dec 13 1982

par value.

SEVENTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders of the Corporation. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Wilbert R. Paul.

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

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

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

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

NINTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized,

or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

TENTH:

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or for-

mer director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of September, 1982, and I acknowledge the same to be my act.

WITNESS:

Patricia A. Hussey

W. STEVENS HIDEY

FILED FOR RECORD
at 2:00 o'clock PM.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 771

ARTICLES OF INCORPORATION

OF

LEANING PINE FARM, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 22, 1982 at 9:39 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2556 folio 285, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

115

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

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LIBER 027 FALL 772

OUTDOORSMAN PUBLISHING COMPANY, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, GREGORY H. GETTY, whose Post Office Address is 21 Prospect Square, Cumberland, Maryland 21502, being at least 18 years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the Corporation) is: OUTDOORSMAN PUBLISHING COMPANY, INC.

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

(a) To start, acquire, print, publish and circulate, or otherwise deal with, any newspaper or newspaper, or other publications, and generally to carry on the business of newspaper proprietors and general publishers; to hold or promote competitions of any description authorized by law, which may be calculated to increase the business of the Company or to advertise or promote the sale of any publication issued by it or in which it is interested, and to give prizes in connection with such competitions or otherwise; and to carry on the trade or business of general printers, lithographers, engravers, and advertising agents.

(b) To engage in the general publishing business; to acquire all rights and literary properties and publish the same on a royalty basis; to publish under contract the literary properties of others; and to buy, lease, maintain, and dispose of real property, buildings, printing plants, printing presses, and all such incidental machinery and appliances as may be necessary or useful in such business.

(c) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this Corporation; and to do all things permitted in the General Corporation Law of the State of Maryland, including, but not limited to, anything permitted by Section 2-103 of the Corporations and Associations Article

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& GETTY
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Compared and Mailed ~~Delivered~~

TO Ray J. Reed Jr.
50 E. Piggott Street
Cumb. Md. 21502

Dec 13 1982

of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the Laws of the State of Maryland, as such laws are now in effect, or may, at any time hereafter be amended, and to do any and all things hereinabove set forth or authorized 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.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is: 502 Fayette Street, Cumberland, Maryland 21502. The name and Post Office Address of the Resident Agent of the Corporation in this State is: Roy J. Reed, Sr., 502 Fayette Street, 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) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be six (6) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), or the number of stockholders of the Corporation, whichever is less. The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are: Gary V. Reed
James K. Reed
Timothy Doolan
Roy J. Reed, Sr.
Roy J. Reed, Jr.
L. Eugene Goodrich.

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) At each election of the Directors, every 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 to cast 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,

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PAYE & GETTY
CUMBERLAND
MARYLAND

or he 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 his intention to the Secretary of the Corporation on or before the day preceeding the election, at which such Stockholder intends to cumulate his votes. All stockholders may cumulate their votes if any Stockholder gives such notice.

(2) 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.

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

(4) The Board of Directors shall have power, if authorized by the By-Laws, to designate by Resolution or Resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said Resolutions or in the By-Laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and the affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(5) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes, or other evidence of indebtedness for monies so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by a mortgage upon, or the pledge

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& GETTY
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of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the corporation then owned or thereafter acquired.

(6) 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 this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation or entity; any Stockholders individually, or any firm or entity 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 this 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 this Corporation or 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 such 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.

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

The enumeration and definition of a particular power of the Board of Direcotrs included in the aforegoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Articles of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

LAW OFFICES
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PAYE & GETTY
CUMBERLAND
MARYLAND

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

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

(3) With respect to any corporation representative other than a present or former Director or officer, the Corporation may indemnify such corporate representative in connection with the proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section, or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who are not parties to the proceedings; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director of officer is proper in the circumstances.

IN WITNESS WHEREOF, I, the undersigned, have signed these Articles of Incorporation, this 2nd day of September, 1982, and I do hereby acknowledge the same to be my respective act.

Witness:

Shirley P. Baxter — Gregory H. Getty (SEAL)
Gregory H. Getty

OFFICES
McMULLEN,
& GETTY
ERLAND
RYLAND

FILED FOR RECORD
DEC 2 1982
at 2:00 o'clock P.M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Land Records of Allegany
County, Maryland
Clerk

LIBER 027 PAGE 777

ARTICLES OF INCORPORATION

OF

OUTDOORSMAN PUBLISHING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 8, 1982 at 10:15 o'clock A M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2555, folio 0752, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

9/15

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 131100

8301685

LIBER 027 FOLIO 778

ARTICLES OF INCORPORATION

OF

POPE PREVENTIVE MECHANICAL MAINTENANCE, INC.

* * * * * * *

THIS IS TO CERTIFY:

FIRST: That the undersigned, GREGORY H. GETTY, whose Post Office Address is 21 Prospect Square, Cumberland, Maryland 21502, being at least 18 years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the Corporation) is: POPE PREVENTIVE MECHANICAL MAINTENANCE, INC.

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

(a) To work on, repair, maintain and rebuild construction and other heavy equipment, to sell and distribute construction equipment, parts and accessories of every kind; to sell used construction equipment and machinery; and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thhereto.

(b) 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 permitted in the General Corporation Law of the State of Maryland, including, but not limited to, anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the Laws of the State of Maryland, 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 or authorized 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.

FOURTH: The Post Office Address of the principal office of the Corporation in this state is: 8 Yellow Row, Mt. Savage, Maryland 21545. The name and Post

DEC-2-82 A 12:10 $5.1[illegible]

LAW OFFICES
T. McMULLEN,
E & GETTY
MBERLAND
ARYLAND

Compared and ~~Mailed~~ Delivered
TO Getty Law Mt Savage - Md
Dec 13 1982

Office address of the Resident Agent of the Corporation in this State is: Rosezita R. Pope, 8 Yellow Row, Mt. Savage, Maryland 21545. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors 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), of the number of stockholders of the Corporation, whichever is less. The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are:

Earl D. Pope
Rosezita R. Pope
Leo B. Pope

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) At each election of Directors, every 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 to cast 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 he 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 his intention to the Secretary of the Corporation on or before the day preceeding the election, at which such Stockholder intends to cumulate his votes. All Stockholders may cumulate their votes if any Stockholder gives such notice.

(2) 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

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

its stock, of any class or classes, whether now or hereafter authorized.

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

(4) The Board of Directors shall have power, if authorized by the By-Laws to designate by Resolution or Resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said Resolutions or in the By-Laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and the affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(5) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes, or other evidence of indebtedness for monies so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by a mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the corporation then owned or thereafter acquired.

(6) 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 this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation or entity; any Stockholders individually, or any firm or en-

OFFICES
McMULLEN,
& GETTY
ERLAND
YLAND

tity of which any Stockholder may be a member, may be a party to, or may be otherwise interest in, any contract, agreement or other transaction of this 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 this Corporation or 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 such 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.

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

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

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

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

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

(3) With respect to any corporation representative other than a present or former Director or officer, the Corporation may indemnify such corporate representative in connection with the proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section, or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who are not parties to the proceedings; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I, the undersigned, have signed these Articles of Incorporation, this 20th day of September, 1982, and I do hereby acknowledge the same to be my respective act.

Witness:

Nancy M. Biro

Gregory H. Getty (SEAL)
Gregory H. Getty

FICES
MCMULLEN,
GETTY
LAND
AND

FILED FOR RECORD
DEC 2 1982
at 2:12 O'clock P M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany County, Maryland, and com-
pared by me

LIBER 027 PAGE 783

ARTICLES OF INCORPORATION

OF

POPE PREVENTIVE MECHANICAL MAINTENANCE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 21, 1982 at 9:41 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 3556, folio 0825, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

515

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

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

A 131531

8302196

LIBER 027 PAGE 784

POTOMAC VALLEY PHARMACY, INC.

ARTICLES OF AMENDMENT

Potomac Valley Pharmacy, a Maryland corporation , having its principal office at 501 North Centre Street, Cumberland, Allegany County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The charter of the corporation is hereby amended by deleting paragraph FIFTH of the charter and substituting in its place, as follows:

"FIFTH: The post office address of the principal place of business of the corporation in Maryland is 501 North Centre Street, Cumberland, Maryland 21502. The resident agent of the corporation is Robert Jay Martin, 501 North Centre Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein."

SECOND: The charter of the corporation is hereby amended by deleting Paragraph SIXTH of the charter and substituting in its place, as follows:

[illegible] A [illegible] 5.15

Compared and Mailed ~~Delivered~~

TO 501 N. Centre Street Cumberland Md

Dec 13 1982

"SIXTH: The number of directors of the Corporation shall be four (4) which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be fewer than three (3), provided that (i) if there is no stock outstanding, the number of directors may be fewer than three (3) but not fewer than one (1); and (ii) if there is stock outstanding and so long as there are fewer than three (3) stockholders, the number of directors may be fewer than three (3) but not fewer than the number of stockholders. The name of the directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are: Robert J. Martin, Martha Lee Martin, Robert Jay Martin and Bonnie Martin."

THIRD: The charter of the corporation is hereby amended by deleting paragraph SEVENTH of the charter and substituting in its place, as follows:

"SEVENTH: The total amount of authorized capital stock of the Corporation is Five Thousand (5,000) shares of no par stock."

FOURTH: By an informal action of the Board of Directors of the corporation dated August 20, 1982, the Board of Directors

of the Corporation duly advised the foregoing amendment, and by a unanimous informal action of the stockholders of the Corporation dated August 20, 1982, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Potomac Valley Pharmacy, Inc. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on this 20th day of August, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Potomac Valley Pharmacy, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Martha Lee Martin (SEAL)
Martha Lee Martin, Sec.

POTOMAC VALLEY PHARMACY, INC.

By Robert J. Martin
Robert J. Martin, Pres.

FILED FOR RECORD
SEP 8 1982
at 2:00 o'clock P.M.
and same day Recorded in
Liber No. Case Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 787

ARTICLES OF AMENDMENT

OF

POTOMAC VALLEY PHARMACY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 10, 1982 at 11:14 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2555, folio 2470, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

STS

Bonus tax paid $_____ Recording fee paid $ 20.00 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.

Rita Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 131264

8301808

drb

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6-1-82

LIBER 027 PAGE 788

1982 SEP -2 P 3:11 2528

RICHMOND CONTRACTING COMPANY, INC.

ARTICLES OF INCORPORATION

FIRST: I, Paul B. Richmond, whose post office address is 57 First Street, Frostburg, Maryland, 21532, being at least twenty-one (21) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

1982 JUN-28 A 9:15

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

RICHMOND CONTRACTING COMPANY, INC. DEC -2-82 A 22708 *****5.1

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

(a) (1) To construct, build, assemble, create, or otherwise make new real and personal property.

(2) To improve, modify, alter, repair, or otherwise change in form and or structure existing real and personal property.

(b) To purchase, lease or otherwise acquire, hold, use, develop, improve, sell, exchange, let, mortgage, or in any manner encumber, deal in, or dispose of real property wherever situated.

(c) To manufacture, lease, purchase or otherwise acquire, alter, improve, develop, hold, mortgage, pledge, sell, transfer, exchange, or in any manner encumber, deal in, or dispose of personal property, chattels, chattels real, choses in action, notes, bonds, mortgages and securities.

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

(e) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, 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.

Prepared and Mailed ~~Delivered~~
Paul Richmond
TO 57 First Street
Frostburg, Md.
Dec 13 1982

(f) To purchase or otherwise acquire, hold and reissue shares of its capita; 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 other interests in, or evidences of indebtedness issued or created by, any other corporation, or any general partnership, limited partnership, or joint venture 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 or interests, 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, or other interests 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 interests, or the proceeds thereof, among the stockholders of this Corporation.

(g) To guarantee the payment of dividends upon any shares of stock or, or the performance of any contract by, any other corporation or association, whether or not the corporation has an interest therein, and to endorse or otherwise guarantee the payment of the principal and interest, on any bonds, debentures, notes, securites or other evidences of indebtedness created or issued by any other corporation, except that in no way shall the Corporation act as a surety company.

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

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business or ancillary activities or functions which may be deemed by it to be calculated, directly or indirectly, to effectuated 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.

PBR
6-1-82

(j) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its brances 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.

(k) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

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 any of the powers of the Corporation, and the said Corporation shall enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exericse any power or do any act which a corporatim formed under the laws of the State of Maryland may not at the time lawfully carry-on or do.

FOURTH: The office address of the office of the Corporation in this state is 57 First Street, Frostburg, Maryland, 21532. The resident agent of the Corporation in this state is Paul Richmond, 57 First Street, Frostburg, Maryland, 21532. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) with par value of one dollar ($1.00) per share.

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 Paul B. Richmond, Julie A. Richmond, and Marion B. Richmond.

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:

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

(b) The Board of Directors shall be empowered to authorize the issuance of debt securities of the Corporation, whether now or hereafter authorized, and to authorize the incurrance of indebtedness in the form of notes, mortgages, or any other verticle of debt deemed advisable by the Board of Directors.

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

(d) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or

PBR
6-1-82

acquiring any of the shares of the stock of the Corporation, or any of the bonds or other evidences of indebtedness of the Corporation, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(e) The Corporation reserves the right to make from time to time any amendments to its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise. Any such amendment shall be valid if authorized by the same vote and procedure as are required in the case of charter amendments not changing the terms of outstanding stock.

(f) The Corporation shall indemnify its Officers and Directors in the manner and to the extent set forth in its By-Laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this first day of June, 1982, and I acknowlidge the same to be my act, and that to the best of my knowledge, information and belief all matters and facts stated herein are true in all material respects and that this statement is made under the penalties of perjury.

Paul B. Richmond

PAUL B. RICHMOND

FILED FOR RECORD
SEP 2 1982 19
at 3:11 o'clock P. M.
and same day Recorded in
Liber No. 027 Folio 793
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 793

ARTICLES OF INCORPORATION

OF

RICHMOND CONTRACTING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 2, 1982 at 3:11 o'clock P. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2554, folio 2527 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

9/15

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

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

A 130883

8301532

drb

LIBER 027 PAGE 794

THREE STAR SERVICES, INC.
ARTICLES OF INCORPORATION

FIRST: I, ALFRED A. SUTTMILLER, whose post office address is 12413 Bowling Street, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the coporation (which is hereafter referred to as the "Corporation") is THREE STAR SERVICES, INC.

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

(1) To conduct a termite and pest control business; to treat wet basements; to engage in retail sales of custom shirts, jackets and caps; to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 957 National Highway, LaVale, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are Alfred A. Suttmiller, 12413 Bowling Street, 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 HUNDRED (100) shares of common stock, without par value.

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

N & SULLIVAN, P.A.
ORNEYS AT LAW
ROSPECT SQUARE
RLAND, MD. 21502
301) 724-7777

Compared and Mailed ~~Delivered~~ BW
TO--Alfred A. Suttmiller
12413 Bowling Street
Cumberland, Maryland 21502
Dec 13th 1982

the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Alfred A. Suttmiller and Gloria W. Suttmiller.

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

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

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

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

LIBER 027 PAGE 796

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

NINTH:

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

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

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

Liber-027 Page-797

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of August, 1982, and I acknowledge the same to be my act.

WITNESS:

Brenda Lee Allen

Alfred A. Suttmiller

ALFRED A. SUTTMILLER

FILED FOR RECORD
DEC 2 1982
at 1:00 O'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Allegany County
Records of said county.
Clerk.

LIBER 027 PAGE 798

ARTICLES OF INCORPORATION

OF

THREE STAR SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 30, 1982 at 8:59 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2554, folio 1604, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

9/3

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

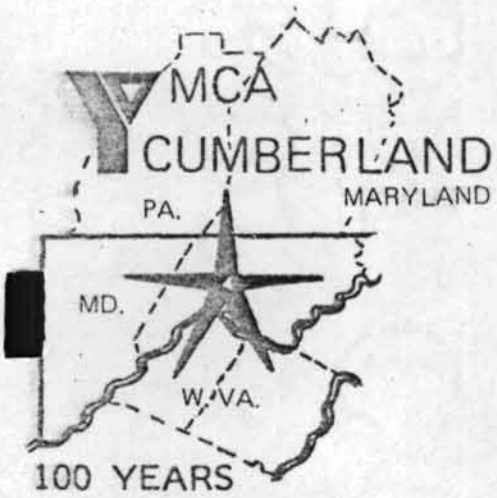
Robert Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 130771

8301321

drb



205 BALTIMORE AVENUE, CUMBERLAND, MARYLAND 21502
AREA CODE (301) 724-5445

3630

LIBER 027 PAGE 799

August 24, 1982

This is to certify that the enclosed is a true and correct copy ofaa resolution passed by the Board of Directors of the Central YMCA passed on September 18, 1979.

Carolyn K. Brown
Carolyn K. Brown, Secretary

DEC -2-87 A 22696 ******2.00

A COUNTY UNITED WAY AGENCY

Compared and Mailed ~~Delivered~~ Bus
TO Alleck A. Resnick, Esq.
200 East Redwood Street
Baltimore, Maryland 21202
Dec 14 1982

YMCA
CUMBERLAND
MARYLAND
PA.
MD.
W. VA.
100 YEARS
SERVING
TRI-STATE
PEOPLE

205 BALTIMORE AVENUE, CUMBERLAND, MARYLAND 21502
AREA CODE (301) 724-5445

3631

LIBER 027 PAGE 800

August 10, 1982

State Department of Assessments and Taxation of Maryland
301 West Preston Street
Baltimore, Maryland 21201

RE: The Young Men's Christian
Association of Cumberland, Maryland

Gentlemen:

Notices hereby given to the State Department of Assessments and Taxation of Maryland that the resident agent of the above captioned corporation is Stephen C. Wilkinson of 100 South Liberty Street, Cumberland, Maryland, 21502, phone number 722-2515.

The corporate address of the YMCA of Cumberland, Maryland, is 205 Baltimore Avenue, Cumberland, Maryland, 21502.

YMCA OF MARYLAND

BY Joseph A. Yockus

Joseph A. Yockus, President

LIBER 027 PAGE 801

NOTICE OF DESIGNATION OF RESIDENT AGENT, AGENT'S ADDRESS AND PRINCIPAL OFFICE

OF

312

THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF CUMBERLAND MARYLAND

FILED FOR RECORD
Aug 29 1982
2:00 o'clock P M.
same day Recorded in
Folio
No.
of the
Records of Allegany
County, Maryland, and com-

received for record August 25, 1982 , at 8:30 A.M.

and recorded on Film No. 25593 3 Frame No. 3629 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 20953 A.

Special Fee Paid	$5.00
Recording Fee Paid	$6.00
Total	$11.00

Mr. Clerk Mail to: Alleck A. Resnick, Esquire
One East Redwood Street
Baltimore, Maryland 21202

rmc

1127

LIBER 027 802

ARTICLES OF INCORPORATION

OF

ZEMBO TRUCKING, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles E. Rosolio, whose post office address is Suite 505, Alex Brown Building, 102 West Pennsylvania Avenue, Towson, Maryland 21204, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

ZEMBO TRUCKING, INC.

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

(a) To engage in the business of truck and trailer leasing and to provide general transporation services.

(b) To engage in manufacturing, distributing and selling at wholesale or at retail, in Maryland, and in any other state, and in any foreign country, and in any part of the world.

(c) To purchase or otherwise acquire, own and hold, such real and personal property of every kind and description, within and without the State of Maryland, or any part of the world, suitable, necessary or useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any of such property.

(d) Without in any way limiting any of the objects, purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to do any one or more, or all of the acts and things and business or business in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto, or calculated directly

Bus

~~Prepared~~ and Mailed ~~Delivered~~

Charles E. Rosolio

TO Suite #505

Alex Brown Bldg.

102 West Pennsylvania Ave

Towson, Md. Dec 14 19 87

21204

or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; in carrying on its busines or for the purpose of attaining or furthering any of its object to do any and all acts and to exercise any and all other powers which a co-partnership or natural person could do and exercise and which now or hereafter may be authorized by law either as or by and through principals, agents, attorneys, trustees, contractors, subcontractors, lessors, lessees, or otherwise, either alone or in conjunction with others, and in any part of the world; and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the laws of the State of Maryland authorizing the formation of such corporation.

(e) The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

(f) The corporation reserves the right to amend, alter, enlarge, change in any way, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter authorized, permitted or prescribed by statute, and all rights, powers, privileges and restrictions conferred on stockholders are granted subject to this reservation, except to the extent that the same may be expressly declared not to be subject to this reservation.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be is Route 3, Bedford Road, Cumberland, Maryland 21502. The Resident Agent of the corporation is Charles E. Rosolio, whose post office address is Suite 505, Alex Brown Building, 102 West Pennsylvania Avenue, Towson, Maryland 21204. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the corporation shall be one (1), which number may be increased or decreased,

pursuant to the By-Laws of the corporation, but shall never be less than three (3), provided that:

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

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but never less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successor is duly chosen and has qualified is:

Christopher L. Zembower

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

SEVENTH: Without violating §2-419, Corporations and Associations Article, Annotated Code of Maryland, no contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in, any

contract or transaction of this corporation, provided that the fact that he or such firm is so interested 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 and approved by the Board of Directors or a majority of disinterested directors thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

EIGHTH: The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and if any, what part of the surplus of the corporation or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any of such surplus or net profits.

The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the corporation, or any of the bonds or other evidences of indebtedness of the corporation, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

TENTH: The holders of the shares of the common stock of the corporation shall not have any pre-emptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized.

ELEVENTH: The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any

LIBER 027 807

such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was in the best interest of the corporation that such settlement be made and that such director, officer or employee may be entitled under any By-Law, vote of shareholders, or otherwise.

TWELFTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 20th day of September, 1982, and acknowledge the same to be my act and deed.

Charles E. Rosolio

FILED FOR RECORD
DEC 2 1982
at 2:00 o'clock P. M.
and same day Recorded in
Liber No. Follo
one of the Land Records of
Allegany County, Maryland,
and com-
pared by

LIBER 027 PAGE 808

ARTICLES OF INCORPORATION

OF

ZEMBO TRUCKING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 22, 1982 at 3:43 o'clock P. M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2556, folio 1126 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

S/S Bonus tax paid $ 20.00 Recording fee paid $ 22.00 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.

Rho Ohmer

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · SCIVIS BONIS VOLUNTATIS TVÆ CORONASTI NOS

A 131580

drb

8302261

04-4620 04-31628
04-4639 &
04-4647

Liber 531 PAGE 864

Liber-027 CERTIFICATE OF CONVEYANCE Page-809

OF REAL PROPERTY BY ARTICLES OF MERGER

Filed & Recorded December 2, 1982 at 9:00 a.m.

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 AMERILLA BUILDINGS, INCORPORATED,

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named BACHMAN TRANSFER AND STORAGE, INCORPORATED.

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

(1) Liber 288, Folio 328 of Allegany County Land Records - Lot 186x101 Miltenberger Place, office and warehouse (Acct.# 4-4620); Lot 47x97 Locust Alley (Acct. #4-4639); Lot 35x195 Miltenberger Place (Acct. #4-4647).

(2) Liber 426, Folio 458 of Allegany County Land Records - 3 e/s Miltenberger Place, Lot 5 (24x64) (Acct. #4-31628); 5 Miltenberger Place, Lot 7 (24x64) (Acct. #4-31636).

(3) Liber 493, Folio 466 of Allegany County Land Records - 4 Miltenberger Place, Lot 6 (24x65) (Acct. # 4-4485)

DEC -2-82 A 22697 ******1.0

Mailing address for receipt tax bills: Name Bachman Transfer and Storage, Inc.

Address 6 Miltenberger Place

City or County, State and Zip Code

Cumberland, Maryland 21502

NOTE: SUBMIT IN TRIPLICATE

(OVER)

Compared and Mailed Delivered
Bachman Transfer & Storage Inc
TO 6 Miltenberger Place.
Cumberland Md 21502
Dec 14 1982

Liber-027 Page-810

0085

liber 531 page 865

337

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 AMERILLA BUILDINGS, INCORPORATED,

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named BACHMAN TRANSFER AND STORAGE, INCORPORATED.

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

(1) Liber 288, Folio 328 of Allegany County Land Records - Lot 186x101 Miltenberger Place, office and warehouse (Acct.# 4-4620); Lot 47x97 Locust Alley (Acct. #4-4639); Lot 35x195 Miltenberger Place (Acct. #4-4647).

(2) Liber 426, Folio 458 of Allegany County Land Records - 3 e/s Miltenberger Place, Lot 5 (24x64) (Acct. #4-31628); 5 Miltenberger Place, Lot 7 (24x64) (Acct. #4-31636).

(3) Liber 493, Folio 466 of Allegany County Land Records - 4 Miltenberger Place, Lot 6 (24x65) (Acct. # 4-4485)

Mailing address for receipt tax bills: Name Bachman Transfer and Storage, Inc.

Address 6 Miltenberger Place

City or County, State and Zip Code

Cumberland, Maryland 21502

*NOTE: SUBMIT IN TRIPLICATE

Liber-027 Page-811 : C083

LIBER 531 PAGE 866

"IF APPLICABLE PLEASE COMPLETE"

A Recordation Tax is payable pursuant to Article 81, Section 277(T) at the rate of $1.65 per 500 of the actual consideration paid or to be paid for any real property or improvements thereto so transferred, and a Transfer Tax is payable pursuant to Article 81, Section 278A (a) and (b) at the rate of one-half of one percent (.5%) of the actual consideration paid or to be paid for the conveyance of title of real property.

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

TRANSFEROR CORPORATION _____

SIGNATURE OF OFFICER _____

Not Applicable in that Articles of Merger are effecting a tax-free reorganization, 43 Opp. Attorny General 332 (1958)

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 28th day of September, 1982 I have set my hand and caused the seal of said Department to be hereto affixed.

G B Alexson
Charter Specialist

Agricultural Transfer Tax in the Amount of $ N/A

Signature MT

RECORDATION TAX PAID: _____

TRANSFER TAX PAID: _____

TOTAL: _____

This is to certify that there are no taxes due on the within described property according to records in the Tax Office.

12/2/82
RONALD F. RICE
Comptroller

This is to certify that the property within described has been transferred to the [illegible] Land Records of Allegany County in accordance with Article 56 of the Acts of the General Assembly, 1959 Session.

12-2-82
Date

M. Twigg
Assessment Dept.

Liber-027 Page-812

LIBER 531 PAGE 867

CERTIFICATE OF Merger

Circuit Court
Allegany County ~~Assessment Office~~
District Court Bldg Prospect Square P O Box 343
Cumberland, Maryland 21502
J. Brooke Fradiska Supervisor
Dear

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

1) The name of each party to the Articles is

Amerilla Buildings, Incorporated (Md. Corp)

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

Bachman Transfer And Storage, Incorporated (Md Corp) Survivor

3) The Articles were accepted for record on September 28, 1982.

As Witness my hand and the Official seal of the said Department at Baltimore this 8th day of October, 19 82.

Liber-027 Page-813

liber 531 page 868

"IF APPLICABLE PLEASE COMPLETE"

A Recordation Tax is payable pursuant to Article 81, Section 277(T) at the rate of $1.65 per 500 of the actual consideration paid or to be paid for any real property or improvements thereto so transferred, and a Transfer Tax is payable pursuant to Article 81, Section 278A (a) and (b) at the rate of one-half of one percent (.5%) of the actual consideration paid or to be paid for the conveyance of title of real property.

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

TRANSFEROR CORPORATION _____

SIGNATURE OF OFFICER _____

Not Applicable in that Articles of Merger are effecting a tax-free reorganization, 43 Opp. Attorny General 332 (1958)

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this _____ day of _____, 19___

I have set my hand and caused the seal of said Department to be hereto affixed.

_____
Charter Specialist

RECORDATION TAX PAID: _____

TRANSFER TAX PAID: _____

TOTAL: _____

C0087

Liber-027 Page-814

LIBER 531 PAGE 869

CERTIFICATE OF Merger

Circuit Court
Allegany County ~~Assessment Office~~
District Court Bldg Prospect Square P O Box 343
Cumberland, Maryland 21502
J. Brooke Fradiska Supervisor
Dear

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of Merger have been filed in this Office.

1) The name of each party to the Articles is

Amerilla Buildings, Incorporated (Md. Corp)

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

Bachman Transfer And Storage, Incorporated (Md Corp) Survivor

3) The Articles were accepted for record on September 28, 1982.

As Witness my hand and the Official seal of the said Department at Baltimore this 8th day of October, 19 82.

-076

LIBER 027 PAGE 815

ADAIRE PROPERTIES, INC.

ARTICLES OF INCORPORATION

FIRST: I, W. Bryan Hall, whose post office address is 29 Prospect Square, 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: The name of the coporation (which is hereafter referred to as the "Corporation") is ADAIRE PROPERTIES, INC.

THIRD: The purposes for which the Corportion is formed are:

(1) To rent, manage, own, buy, sell and lease residential and commercial real estate.

(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 113 East Main Street, Frostburg, Maryland, 21532. The name and post office address of the Resident Agent of the Corporation in this State are W. Bryan Hall, 29 Prospect Square, 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 10,000 shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The names of the directors who shall act until the first annual meeting or until

JAN 17-83 A 24719 *****5.25

SULL & SULLIVAN, P.A.
ATTORNEYS AT LAW
29 PROSPECT SQUARE
CUMBERLAND, MD. 21502
(301) 724-7777

their successors are duly chosen and qualified are MACK S. CRIPPEN, JR., SANDY L. CRIPPEN and LOCK S. CRIPPEN.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemptions of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter

authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH:

(1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have determined and authorized in the specific case (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the

LIBER 027 PAGE 818

proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11 day of ~~September~~ October, 1982, and I acknowledge the same to be my act.

WITNESS:

Brenda Lee Allen

W. Bryan Hall

W. BRYAN HALL

FILED FOR RECORD
JAN 17 1983
3:30 o'clock P M.
and same day Recorded in
Liber No. Folio
of the Records of
Allegany County, Maryland
Clerk

LIBER 027 PAGE 819

ARTICLES OF INCORPORATION

OF

ADAIRE PROPERTIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 15, 1982 at 9:47 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2558, folio 3092 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 20.00 Special Fee paid $

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 132406

8303286

01989

LIBER 027 PAGE 820

Articles Of Incorporation

Of

A.E.I.O.U. CORPORATION

JAN 17-83 A 24718 *****5.25

1983 OCT 25 A 10:22

THIS IS TO CERTIFY:

FIRST: That the undersigned, Daniel H. Bathon, whose address is 144 East Main Street, Elkton, Maryland, 21921, being over Twenty-one (21) years of age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: A.E.I.O.U. Corporation.

THIRD: The purposes for which the Corporation is formed are as follows:

(1) To conduct environmental and sanitary reclamation and preservation services.

(2) To buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporations, and to sell and convey, mortgage, pledge, lease, or otherwise dispose of such property or any part thereof, and to lend money either upon or without security.

(3) To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof, to acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said Company, construct, reconstruct or purchase, either directly or through ownership of stock in any

DANIEL H. BATHON, P.A.
DANIEL H. BATHON
DOUGLAS R. CAIN
Attorneys at Law
144 E. MAIN STREET
ELKTON, MD. 21921

corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, gas houses, machinery rights, easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company, or any part thereof.

(4) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness of interests issued or created by, any corporation, joint stock company, syndicate, association, firm, trust, or person, public or private, or by the government of the United States of America, or by any foreign government, or by any State, territory, or province, municipality or other political subdivision or by any governmental agency, or by any other entity, and to issue in exchange therefore or in payment thereof its own capital stock, bonds, or other obligations or securities, or otherwise pay therefore all the rights, powers and privileges of ownership including the right to execute consents and vote thereon and to do any and all things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(5) To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is Canvasback Lane, Charlestown, MD 21914.

The resident agent of the Corporation is Franklin H. Lee

whose post office address is Canvasback Lane, Charlestown, MD 21914. 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 (1000) shares of no par common stock.

SIXTH: The number of directors of the Corporation shall never be less than three which number may be increased pursuant to the by-laws of the Corporation; three directors shall act until the first annual meeting or until their successors are duly chosen and qualify and their names are:

Franklin H. Lee

Joan P. Lee

Terry Lee

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors individually, or any firm of which any director may

be a member, may be a 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 such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of 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, when such amendments have been approved by the holders of two-thirds of all stock outstanding at the time and entitled to vote, and also to make 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 (2/3) of all such stock at the time outstanding, by vote at a meeting or in writing, without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be case thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock whether not 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, and the conversion rights of such shares.

(g) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchas, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporation or unincorporated business entities.

(h) The foregoing is in furtherance, and not in limitation of the powers conferred upon the corporation by law, and is not intended in any manner to limit or restrict any of the lawful

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 20th day of October, 1982.

WITNESS:

Daniel H. Bathon (SEAL)

STATE OF MARYLAND,

COUNTY OF CECIL, to wit:

I HEREBY CERTIFY, that on this 20th day of October, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Daniel H. Bathon, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal, the day and year last above written.

NOTARY PUBLIC

My Commission Expires: 7/1/86

FILED FOR RECORD
17 1982
30 o'clock M.
same day Recorded in
No. Folio
of the
Records of Allegany
Maryland, and com-
By

LIBER 027 FOL 826

ARTICLES OF INCORPORATION

OF

A.E.I.O.U. CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland October 25, 1982 at 10:22 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2560, folio 1988 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

525

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 132949
8303671

bjc

LIBER 027 PAGE 827

ARTICLES OF INCORPORATION

OF

ASSOCIATED CHARITIES OF CUMBERLAND, INC.

FILED OCT -5 A 9:28

FIRST: The undersigned, Loren W. Kuich of Shinnamon Drive, LaVale, Maryland, 21502, G. Gary Hanna, of 269 E. Main Street, Frostburg, Maryland, 21532, and Robert S. Paye, of 801 Bishop Walsh Road, Cumberland, Maryland, 21502,

each being over eighteen (18) years of age, and acting as incorporators, hereby form a non stock corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

ASSOCIATED CHARITIES OF CUMBERLAND, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a nonstock charitable and educational organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and its regulations as they now exist or as they may hereafter be amended, ("The Internal Revenue Code") with the following specific purposes and powers:

(a) To distribute and provide services, financial assistance and other benefits to unemployed, infirm, aged, transient, disabled and other needy persons of all kinds, and to contribute to and harmonize family interrelationships, to strengthen the positive values in famly life, and to promote healthy personality development and satisfactory social functioning of family members.

(b) To provide social casework services to analyze problems and to strengthen persons capacity to deal with problems of all kinds, including, but not limited to, difficulties with spouses and other family relationships, unsatisfactory development or behavior of children and adolescents and in school problems, problems created by illness, non-support, accident or death, problems of emotionally or mentally disturbed persons, vocational or employment problems, problems of housing, budgeting, debt and home economics, problems resulting from broken homes, and problems of the handicapped and aged.

FILED OCT -5 A 9:28

LAW OFFICES
GEBHART, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

LIBER 027 PAGE 828

(c) To provide funds and other economic assistance either on a temporary basis for present needs and/or on a supplementary basis to supplement public assistance or other assistance programs, and to provide for other special needs in furtherance of its purposes.

(d) To provide food, household goods, medicines, utility care, housing, shelter and other forms of special relief for the needy.

(e) To maintain, provide and disseminate information about community resources and referral services for the needy.

(f) To receive from persons, firms, corporations or other entities funds, property or gifts for the support or benefit of the activities and programs of the Corporation.

(g) To hold, own, manage, invest and reinvest any funds, property or gifts received by it and to use and apply the net income and principal of all such funds, property or gifts in such manner and at such times as the Corporation may deem best for the support or benefit of the activities or programs of the Corporation and in furtherance of its purposes.

(h) To act as one of the member organizations of the County United Way, Inc. or its successor organization, or any other organization which may, in the future, discharge the community services and functions of County United Way, Inc.

(i) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of Corporation any and all powers conferred upon nonstock corporations by the Maryland General Corporation law.

FOURTH: The post office address of the principal office of the Corporation in this State is 19 Frederick Street, Cumberland, Maryland, 21502. The Resident Agent of the Corporation in this State is G. Gary Hanna whose post office address is 269 E. Main Street, Frostburg, Maryland, 21532. 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 or any membership certificate.

LAW OFFICES
GEPPERT, McMULLEN
& PAYE
CUMBERLAND
MARYLAND

LIBER 027 FOLIO 829

SIXTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The number of Directors shall be fourteen (14), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than nine (9), nor more than fifteen (15). The Directors shall be elected by the existing Directors in such manner, and for such terms, as the By-laws may provide. The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Loren Kuich, Richard Deckerhoff, Carroll Andrews, Virginia Cobey, Ruth Koegel, Randolph Millholland, G. Gary Hanna, Robert S. Paye, Raymond Pomeroy Nancy Kiefer, Lonnie Harvey, Paul Thompson, J. A. Jack and James Roots.

SEVENTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private persons, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, trustee or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Section 501 (h) and 4911 of The Internal Revenue Code of 1954, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) and political campaign on behalf of any candidates for public office.

(b) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 301 (c) (3) of The Internal Revenue Code or by an organization, contributions to which are deductible under Section 170 (c) (2) thereof.

LAW OFFICES
PER[redacted]CMULLEN
&[redacted]YE
CUMBERLAND
MARYLAND

(c) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose as may be selected by the Corporation's trustees; provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501 (c) (3) of The Internal Revenue Code.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its trustees, any amendments to these Articles which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, the undersigned Incorporators have signed these Articles of Incorporation on the 27th day of September, 1982, and each has acknowledged the same to be his act.

WITNESS:

Randolph Millholland

Virginia Cobey

Paul Thompson

Loren W. Kuich (SEAL)
LOREN W. KUICH

G. Gary Hanna (SEAL)
G. GARY HANNA

Robert S. Paye (SEAL)
ROBERT S. PAYE

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

FILED FOR RECORD
NOV 17 1983
3:39 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 027 PAGE 831

ARTICLES OF INCORPORATION

OF

ASSOCIATED CHARITIES OF CUMBERLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 5, 1982 at 9:28 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2558, folio 2128, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5 2 5

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

D. W. Tittle

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · BONA VOLVNTATIS TVA CORONASTI NOS SOLVTO

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drb

1468

LIBER 027 FOLIO 832

ARTICLES OF INCORPORATION

OF

BERT & ERNIE'S, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles E. Rosolio, whose post office address is Suite 505, Alex Brown Building, 102 West Pennsylvania Avenue, Towson, Maryland 21204, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "corporation") is:

BERT & ERNIE'S, INC.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To engage in the business of operating a sit-down and carry-out restaurant.

(b) To engage in manufacturing, distributing and selling at wholesale or at retail, in Maryland, and in any other state, and in any foreign country, and in any part of the world.

(c) To purchase or otherwise acquire, own and hold, such real and personal property of every kind and description, within and without the State of Maryland, or any part of the world, suitable, necessary or useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any of such property.

(d) Without in any way limiting any of the objects, purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to do

JAN 17-83 A 24721 *****5.25

any one or more, or all of the acts and things and business or business in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; in carrying on its busines or for the purpose of attaining or furthering any of its object to do any and all acts and to exercise any and all other powers which a co-partnership or natural person could do and exercise and which now or hereafter may be authorized by law either as or by and through principals, agents, attorneys, trustees, contractors, subcontractors, lessors, lessees, or otherwise, either alone or in conjunction with others, and in any part of the world; and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the laws of the State of Maryland authorizing the formation of such corporation.

(e) The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

(f) The corporation reserves the right to amend, alter, enlarge, change in any way, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter authorized, permitted or prescribed by statute, and all rights, powers, privileges and restrictions conferred on stockholders are granted subject to this reservation, except to the extent that the same may be expressly declared not to be subject to this reservation.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be is 630 Green Street, Cumberland, Maryland 21502. The Resident Agent of the corporation is Charles E. Rosolio, whose post office address is Suite 505, Alex Brown Building, 102 West Pennsylvania Avenue, Towson, Maryland 21204. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

LIBER 027 FOLIO 834

FIFTH: The number of directors of the corporation shall be four (4), which number may be increased or decreased, pursuant to the By-Laws of the corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but never less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and have qualified are:

Thomas R. Hartman
Luther Piper
Tammy A. Piper
Linda S. Hartman

SIXTH: The total number of shares of capital stock the corporation has authority to issue is 5,000 shares, common stock, without par value.

SEVENTH: Without violating §2-419, Corporations and Associations Article, Annotated Code of Maryland, no contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of

this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested 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 and approved by the Board of Directors or a majority of disinterested directors thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

EIGHTH: The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and if any, what part of the surplus of the corporation or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any of such surplus or net profits.

The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the corporation, or any of the bonds or other evidences of indebtedness of the corporation, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

NINTH: The Board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

TENTH: The holders of the shares of the common stock of the corporation shall not have any pre-emptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized.

ELEVENTH: The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been

such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was in the best interest of the corporation that such settlement be made and that such director, officer or employee may be entitled under any By-Law, vote of shareholders, or otherwise.

TWELFTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 21st day of October, 1982, and acknowledge the same to be my act and deed.

Charles E. Rosolio

FILED FOR RECORD
NOV 17 1983
3:30 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 027 PAGE 838

ARTICLES OF INCORPORATION

OF

BERT & ERNIE'S, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 22, 1982 at 9:08 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2560, folio 1467, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

$25

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 132859
8303609

bjc

St. Matthew's Church
Articles Of Amendment

LIBER 027 FOLIO 839

St. Matthew's Church, a Maryland corporation having its principal place of worship in Allegany County, Cumberland, Maryland, (hereinafter called St. Matthew's United Church of Christ), 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 (Section 1. ST. MATTHEW'S CHURCH) and inserting in lieu thereof the following:

(Section 1. The name of the said Corporation shall be ST. MATTHEW'S UNITED CHURCH OF CHRIST.)

SECOND: The foregoing amendment was duly advised by the trustees and approved by the members of the religious corporation.

We the undersigned trustees who approved the resolution advising the foregoing amendment, acknowledge, in the name and on behalf of said Corporation, the foregoing amendment to be the corporate act of said Corporation.

Richard N. Wilson
Trustee Richard N. Wilson

Carl E. Rosenberger
Trustee Carl E. Rosenberger

JAN 17-83 A 24728 ******5.25

George W. Mahaney
Trustee George W/ Mahaney

Clayton C. Gillium
Trustee Clayton C. Gillium

The Undersigned (Secretary) of the meeting of the members. certify to the best of my knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are in all material respect, under penalties of perjury.

Gary G. Stein
TNE NAME AND TITLE OF OFFICER
Gary G. Stein (Secretary)

D FOR RECORD
7 1983 19
O'clock M.
day Recorded in
Folio
cords of Allegany
Maryland, and com-

LIBER 027 PAGE 840

ARTICLES OF AMENDMENT

OF

ST. MATTHEW'S CHURCH

Changing its name to:

ST. MATTHEW'S UNITED CHURCH OF CHRIST

approved and received for record by the State Department of Assessments and Taxation of Maryland October 4, 1982 at 11:11 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2558, folio 2032, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 10.00 Special Fee paid $_____

To the clerk of the circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 132230

8302767

LIBER 027 PAGE 841

2069

V.R. FELIPA, M.D., P.A.

(A Maryland Close Corporation
Organized Pursuant to Title
of the Corporations and
Associations Article of the
Annotated Code of Maryland.)

ARTICLES OF AMENDMENT JAN 17-83 A 24729 ******5.75

V.R. FELIPA, M.D., P.A., a Maryland corporation, having its principal office at 925 Bishop Walsh Road, Cumberland, Allegany County, Maryland 21502, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deleting the present Article SEVENTH thereof and substituting in lieu thereof the following:

> "SEVENTH: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

LIBER 027 PAGE 842

IN WITNESS WHEREOF, V.R. FELIPA, 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 hereunder affixed and attested by its Secretary on this 22nd day of June, 1982, a[redacted] its President acknowledges that these Articles of Amendment a[redacted] the act and deed of V.R. FELIPA, M.D., P.A., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

V.R. FELIPA, M.D., P.A.

Janice E. Felipa
Janice E. Felipa, Secretary

By V. R. Felipa M.D.
V.R. Felipa, M.D., President

FILED FOR RECORD
JAN 17 1983
at 3:30 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 027 PAGE 843

ARTICLES OF AMENDMENT

OF

V. R. FELIPA, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 15, 1982 at 10:29 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2569, folio 2068 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $_____

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 132615

8303310

3787

LIBER 027 PAGE 844

1982 AUG 13 A 9:10

MICHAEL F. WHITWORTH, M.D.; P.A.

ARTICLES OF DISSOLUTION

MICHAEL F. WHITWORTH, M.D.; P.A., a Maryland corporatio (hereinafter called the "Corporation"), having its principal office in Allegheny County, Maryland, 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 Corporation's principal office is located at 21 Prospect Square, Cumberland, Maryland 21502.

THIRD: The name and address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding, pending or hereafter instituted or filed against the Corporation for one (1) year after dissolution and thereafter until the affairs of the Corporation are wound up, is: Robert Paye, Esquire, 21 Prospect Square, Cumberland, Maryland 21502. Said resident agent is an individual actually residing in this State.

FOURTH: The name and address of the sole Director of the Corporation is as follows:

Michael F. Whitworth, M.D.
2639 Longwood Drive
Wilmington, Delaware 19810

FIFTH: The name, title and address of the officers of the Corporation are as follows:

Michael F. Whitworth, M.D., President and Secretary
Sara E. Whitworth, Treasurer
2639 Longwood Drive
Wilmington, Delaware 19810

SIXTH: A majority of the entire Board of Directors of the Corporation at a meeting duly convened and held on July 28, 1982 adopted a resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for action thereon at the annual meeting of the stockholders of the Corporation to be held on July 30, 1982.

SEVENTH: Notice stating that a purpose of the meeting of stockholders would be to take action upon the proposed dissolution was given, as required by law, to all stockholders of the Corporation entitled to vote thereon. The dissolution of the Corporation as so proposed was authorized by the shareholders of the Corporation at said meeting by the affirmative vote of all the 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: The Corporation has no known creditors.

TENTH: These Articles of Dissolution are accompanied by the certificate of the Comptroller of the Treasury of the State of

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AUG 13 10:35

Maryland stating in effect that all taxes levied on assessments made by the said Commission, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, MICHAEL F. WHITWORTH, 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 on August 9, 1982.

MICHAEL F. WHITWORTH, M.D.; P.A.

By Michael F. Whitworth MD
Michael F. Whitworth, M.D.
President

[CORPORATE SEAL]

Attest: Michael F Whitworth M.D
Michael F. Whitworth,
Secretary

STATE OF DELAWARE)
) SS.
NEW CASTLE COUNTY)

I HEREBY CERTIFY that on August 9, 1982, before me, the Subscriber, a Notary Public of the State of Delaware, in and for the County of New Castle, personally appeared MICHAEL F. WHITWORTH, M.D., President of MICHAEL F. WHITWORTH, M.D.; P.A., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation and further made oath in due form of law that the matters in fact 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.

James W Avery
Notary Public

LIBER 027 PAGE 846

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 269-3819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their 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

MICHAEL F. WHITWORTH, M.D., P.A.

have been paid.

WITNESS my hand and official seal this

Fourth day of August A.D. 1982.

Jane M. Ruby
Deputy Comptroller

3790

LIBER 027 PAGE 847

City of Cumberland

MARYLAND
21502

August 23, 1982

Mr. James Owens
Attorney-At-Law
Market Tower,Suite 1111
901 Market Street
Wilmington, Del. 19801

Dear Mr. Owens,

This is to certify that, according to our records, Corporation Taxes assessed in the name of Michael F. Whitworth, M.D.,P.A., certified to us by the State Tax Commission have been paid.

Very Truly yours,

CITY TAX OFFICE

Nancy McKenney

Nancy McKenney
Clerk

cc: file

RECEIVED
AUG 25 19[illegible]
D.N.W., P.A.

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ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 209
COURT HOUSE
TELEPHONE 777-5965
CUMBERLAND, MARYLAND
21502

FRANCIS G. PHILPOT - TREASURER

October 4, 1982

DOROTHY DAYCHAK - DEPUTY TAX COLLECTOR
RHEBA SNYDER - CHIEF CLERK
JOSEPHINE CHEVALIER - CLERK
JOSEPH PALETTA - CLERK

LIBER 027 PAGE 848

RECEIVED
OCT 7 1982
D.N.W., P.A.

Mr. James Owen
Suite 1111 Market Tower
901Market Street
Wilmington, DE 19801

Dear Mr. Owen:

According to the records of the Office, the Corporation Taxes on account 01D0704, Whitworth, Michael F., MD., PA, are paid through June 30, 1981. At the present time there are no outstanding assessments on this Corporation.

We trust this is the information you desire.

Very truly yours,

Rheba L. Snyder

Rheba L. Snyder
Supervisory Accounts Clerk
Allegany County Tax Office

FILED FOR RECORD
JAN 17 1983
at 3:30 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Records of
Allegany County, Maryland, said county.
Clerk

LIBER 027 PAGE 849

ARTICLES OF DISSOLUTION

OF

MICHAEL F. WHITWORTH, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 13, 1982 at 10:35 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2559, folio 3786, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 30.00

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 · SCVTO BONÆ VOLVNTATIS TVÆ CORONASTI NOS

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drb

LIBER 027 PAGE 850

KAYLAR, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, WILLIAM WALSH, whose Post Office address is 218 Fayette Street, Cumberland, Maryland, 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:

KAYLAR, INC.

THIRD: The purposes for which the Corporation is formed and the business objects to be carried on and promoted by it are as follows:

To carry on and conduct a general construction business including designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work on commercial, industrial or residential structures, using any building materials and techniques now employed or to be developed, to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith, to manufacture or

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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 businesses which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 2, Box 80, Frostburg, Maryland 21532. The Resident Agent of the Corporation is Kathleen L. Larkin, whose post office address is Route 2, Box 80, Frostburg, Maryland 21532. The 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 Kathleen L. Larkin, Regis F. Larkin and Michael V. Larkin, Jr., 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 29th day of September, 1982.

WITNESS:

Jean Bochy — JEAN BOCHY

William Walsh (SEAL) — WILLIAM WALSH

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 29th day of September, 1982, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM WALSH, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal the day and year last above-written.

Jean Bochy
Notary Public

My Commission Expires
July 1, 1986

FILED FOR RECORD
JAN 17 1983
at 3:30 O'clock M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 027 PAGE 853

ARTICLES OF INCORPORATION

OF

KAYLAR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 1, 1982 at 9:27 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2550, folio 2650, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 Special Fee paid $

To the clerk of the circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 ·

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drb

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LIBER 027 PAGE 854

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

* Filed this _____ day of

* _____, 1982.

*

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ARTICLES OF INCORPORATION

OF

K & K INSURANCE AGENCY, INCORPORATED

***** *********** *****

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, John A. Kreiling, Jr., whose post office address is 63 Henderson Avenue, 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:

K & K INSURANCE AGENCY, INCORPORATED

THIRD: The purpose for which the said corporation is formed are as follows:

A. To carry on a general insurance, life insurance and real estate agency business.

B. To act as agents for insurance companies in soliciting and receiving applications for automobile, fire, casualty, plate glass, boiler, elevator, accident, health, burglary, rent, marine, credit and life insurance and all other kinds of insurance and fidelity and surety bonds, the collection of premiums and the doing of such other business as may be delegated to agents by such companies, and to conduct a general insurance agency and

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insurance brokerage business.

C. 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.

D. To engage in any lawful purposes and/or business.

E. 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.

F. The aforegoing enumeration of the purposes, objects, and business of the Corporation is made in furthurance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purposes, 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.

FOURTH: The post office address of the principal office of the Corporation in this State is, 63 Henderson Avenue, Cumberland, Maryland 21502. The resident agent of the Corporation is David A. Kreiling, whose post office address is 63 Henderson Avenue, 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, David A. Kreiling, John A. Kreiling, Jr, and Linda S. Woods, all of Cumberland, Maryland, 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 are 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. 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 any 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 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 franchise, 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 time 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

LIBER 027 PAGE 858

hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification or reclassification or otherwise, but no such admendment 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 admendment may alter the contract rights, as expressly set forth in the charter, of any outstanding stock, and any objecting stockholders 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 of the assets of the Corporation.

H. Except as may be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights 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 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 case 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 pucuniarily 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; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is such interested, or any such director of this Corporation who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, who shall authorize any such contract or transaction, however, such Director of this Corporation may not vote thereat to authorize any such contract or transaction.

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 or administrative, or investigative (other than 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 an agent of the

Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney Fees), judgments, fines and amounts paid in the settlement actually and reasonably incurred by him in connection with such action, suit or proceeding is 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 an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees) actually and reasonably incurred by him in the connection with the defense of or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation except that no indemnification shall be made in the 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 a adjudication of liability but in review of all circumstances of the case,

such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article . . . or in defense of any claim, issue or matter therein, he shall be indemnified against expense (including attorney 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/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 suit, action 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 proceedings 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 this, the 30 day of JUNE, 1982.

WITNESS:

Judy A. Ritchey

Judy A. Ritchey

Judy A. Ritchey

John A Kreiling Jr (SEAL)
John A. Kreiling, Jr.

David A. Kreiling
David A. Kreiling

Linda S. Woods
Linda S. Woods

0431

LIBER 027 PAGE 863

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 30 day of June, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Ronald Kershner, and acknowledged the aforegoing Articles of Incorporation to be his respective act.

WITNESS, my hand and Notarial Seal the day and the year last above written.

Notary Public

My Commission Expires: July 1, 1982.

LIBER 027 PAGE 864

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...O'clock ...M.
...day Recorded in
Folio ...
...rds of Allegany
...aryland and com...

ARTICLES OF INCORPORATION

OF

K & K INSURANCE AGENCY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland October 4, 1982 at 11:52 o'clock A. M. as in conformity with law and ordered recorded.

//

Recorded in Liber 2558, folio 0421, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 30.00 Special Fee paid $

To the clerk of the circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Tittle

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 132121

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LIBER 027 PAGE 865

ARTICLES OF INCORPORATION

OF

L. A. SMITH CONTRACTING, INC.

FIRST: WE, the undersigned, Larry A. Smith, 158 North Centre Street, Cumberland, Maryland 21502, and John M. Robb, Jr. 141 Baltimore Street, First Federal Building, Cumberland, 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 public general laws of the State of Maryland.

SECOND: The name of the Corporation, hereinafter sometimes called the Corporation, is:

L. A. SMITH CONTRACTING, INC.

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and performed by it are as follows:

a) To engage in the development, writing, producing, marketing, distributing, advising, and selling of goods and services of all kinds, and especially the development, writing, producing, marketing, distributing, advising and selling of goods and services in regard to the construction trade to engage in commercial enterprises of every kind and description and to plan, project and engage in advertising of all kinds, through, by or in all media; to promote or engage in veturers or businesses of all kinds; and in all fields, whether wholesale or retail; and to engage in development, manufacturing, processing and marketing of goods, wares products and merchandise of every type and description; and to do any or all things necessary, convenient or desirable in connection with any or all things necessary, convenient, or desirable in connection with any of the aforesaid functions.

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1982 OCT 18 A 9:46

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

b) To manufacture, purchase, or otherwise acquire, hold mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, equipment and other personal property of every kind.

c) To purchase, lease, or otherwise acquire, hold, develope, improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

d) To transact for itself or for the account of others the business of general brokers, general agents, commerical agents, or buyers and sellers of, dealers in, importers and exporters, of raw materials, parts, manufactured goods, equipment, supplies, and new or used merchandise of all kinds.

e) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carring on or have carried on in whole or in part any business, wholesale or retail, that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, assume and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock bonds, or other securities of the corporation or otherwise.

f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights processes, formulae, and the like, which might be used for any of the purposes of the corporation; and to use, exericse, develop, grant licenses in respect to, sell, and otherwise turn to account the same.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

g) To purchase or otherwise acquire, hold or 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 trusts, 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 Unites State 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 obligation to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock voting trust certificates, bonds, or other obligations or the proceeds thereof, among the stockholders of this Corporation.

h) To loan or advance money with or without security without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notices or other obligations of any nature, and in any manner permitted by law, for money borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof and of the interest thereof, by mortgage upon or pledge or conveyance or assignment in trust of the whole or any contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligation of the Corporation for its corporate purposes.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

LIBER 027 PAGE 868

i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof or to enhance the value of its property, business or rights.

j) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, district, colonies and dependencies of the United States of America, and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the Unites States of America, and in foreign countries.

The foregoing encumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of of any other purposes, object or business mentioned, or to limit or restrict any of the power of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 158 North Centre Street, Cumberland, Maryland; and the Resident Agent of said Corporation being John M. Robb, Jr., First Federal Building, 141 Baltimore Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares, without par value, all of which shares are of one class and are designated common sotck. The stock shall be issued pursuant to Section 1244 Internal Revenue Code of 1954, and the incorporators hereby elect to issue said stock hereunder.

SIXTH: The Corporation shall have at least three directors which number may be increased pursuant to the By-Laws of the Corporation; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are as follows: Larry A. Smith, John W. Yoder, Jr. and John M. Robb, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the director and stockholders.

a) The Board of Directors of the Corporation are hereby empowered to authorize from time to time the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

b) No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, 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 of who is so interested may be counted in determining the existence of the quorum at

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Cumberland, Maryland

any meeting of the Board of Directors, of this Corporation, which shall authorize any such contract or transaction.

c) The Board of Directors shall have power from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

d) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

Stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

f) The Board of Directors shall have power to declare and authorize the payment of dividens, whether in cash or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders in cash or in stock, i.e. payment shall not be in cash to one stockholder and in stock to another; the said Board of Directors shall have authority to exercise, without a notice 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 entitled whether associations partnerships or individuals.

g) The Board of Directors shall have the power to make, alter and amend the By-Laws of the Corporation, providing that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescend by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation.

Larry A. Smith (SEAL)
LARRY A. SMITH

(SEAL)
JOHN M. ROBB, JR.

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

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LIBER 027 PAGE 872

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 13th day of October, 19[redacted], before me, the subscriber, a NotaryPublic of the State of Maryland, County aforesaid, personally appeared Larry A. Smith and John M. Robb, Jr., each satisfactorily made known to me and acknowledged the aforegoing Articles of Incorporation to be his respective act and deed.

WITNESS, my hand and Notarial Seal.

My Commission Expires: July 1, 1986.

Connie D. Cole
NOTARY PUBLIC

[redacted]

JOHN M. ROBB, Jr.
ATTORNEY AT LAW
Cumberland, Maryland

FILED FOR RECORD
JAN 17 1983
at 3:32 O'clock ____ M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Records of Allegany
County, Maryland, and com-
pared by

LIBER 027 PAGE 873

ARTICLES OF INCORPORATION

OF

L. A. SMITH CONTRACTING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 22, 1982 at 9:46 o'clock A. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2560, folio 1509 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

S2 S

Bonus tax paid $ 20.00 Recording fee paid $ 26.00 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.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 132866

8303619

(3196

LIBER 027 PAGE 874

ARTICLES OF INCORPORATION

OF

MEDERS LANE - CANYON ROAD WATER LINE ASSOCIATION, INC.

JAN 17-83 A 24725 ******5.25

This is to certify that:

FIRST: That I, W. Stevens Hidey, whose post office address is 110 Washington Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is: Meders Lane - Canyon Road Water Line Association, Inc.

THIRD: The purposes for which the corporation is formed are:

1. The corporation is organized exclusively to purchase, lease, take, appropriate, hold, own, or otherwise acquire, and to maintain and operate water and water rights, and acquire, purchase, lease, take, appropriate, own, hold, build, maintain, and operate pipe lines, water powers and water power sites, and all other works necessary or convenient for the appropriation, diversion, storage, transportation, and distribution or use of water for domestic and residential uses, and for any other purposes for which water may be applied and shall be operated as an exempt organization under Section 501(c)(12) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) and for no other purposes, and to that end 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 business of the corporation; to purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage,

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and operate and to aid and subscribe toward the acquisition, construction or improvement of offices, works, buildings, machinery, equipment and facilities and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the corporation; to acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation theretofore 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; to apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, 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 and grant licenses in respect of, sell and otherwise turn to account the same; 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 thereby 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; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland can be authorized to exercise, but only to the extent that the exercise of such powers are in furtherance of exempt purposes.

2. 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 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 for or 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 by a corporation exempt from federal income taxation under and by virtue of Section 501(c)(12) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). At no time shall the subject corporation be operated in such a manner that amounts collected from members for the sole purpose of meeting losses and expenses shall be less than 85% of the income of the corporation.

FOURTH: The post office address of the place at which the principal office of the corporation in this state will be located is Route 3, Box 186, Bedford Road, Cumberland, Maryland 21502. The resident agent of the corporation is Frances McCarthy, whose post office address is Route 3, Box 186, Bedford Road, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation is not organized for profit; it shall have no capital stock, it shall not be authorized to issue capital stock. The number of, qualifications for, and other matters relating to its members shall be as set forth in the bylaws of the corporation.

SIXTH: The number of directors of the corporation shall be five (5),

which number may be increased or decreased pursuant to the bylaws of the corporation, but shall never be less than three (3). The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are Herbert Frantz, Allen Smith, Frances McCarthy, Norman Knight, and Larry DeWitt.

SEVENTH: Upon the dissolution of the corporation's affairs, or upon the abandonment of the corporation's activities due to its impracticable or inexpedient nature, the assets of the corporation then remaining in the hands of the corporation, after the payment of all outstanding indebtedness, will be distributed to the members and former members of the corporation on a prorata basis in proportion to their capital accounts, but not in excess of their capital accounts. Any remaining assets shall be distributed among the members and former members of the corporation in proportion to the services rendered by the corporation to such members and former members.

EIGHTH: 1. As used in this Article Eighth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The corporation shall indemnify a present or former director or officer of the corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim,

issue or matter raised in such proceeding, the corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINTH: The corporation may by its bylaws make any other provisions or requirements for the arrangement or conduct of the business of the corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of September, 1982.

WITNESS:

Patricia A. Harvey

W. STEVENS HIDEY (SEAL)

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 30th day of September, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared W. STEVENS HIDEY, and he acknowledged the within and foregoing Articles of Incorporation to be his act and deed.

LIBER 027 PAGE 879

WITNESS my hand and Notarial Seal the day and year last above written.

Sandra K. Hawkins
NOTARY PUBLIC

My Commission Expires:

July 1, 1980

FOR RECORD
19
o'clock M.
day Recorded in
folio
rds of Allegany
ryland, and com-
Clerk

LIBER 027 PAGE 880

ARTICLES OF INCORPORATION

OF

MEDERS LANE - CANYON ROAD WATER LINE ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 1, 1982 at 9:20 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2557, folio 3195 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 Special Fee paid $

To the clerk of the circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 132017
8302724

WILLS CREEK TRUCKING, INC.

ARTICLES OF INCORPORATION

FIRST: I, CHARLES E. CREAGER, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

WILLS CREEK TRUCKING, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of general freight transportation by motor vehicle, general garage business; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles, of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do 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 carry on any other business 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.

(4) 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 offices of the Corporation in this State is Shades Lane, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

JAN 17-83 A 24722 *****5.25

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Steven Edward Leydig, James Joseph Cortez and Jerry Wayne Leydig.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: 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 thereof:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) 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 contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable soley because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or transaction, or the counting of the vote of the director for the authorization, approval or ratification of the contract or transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction

by the affirmative vote if a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, includings its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, of two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

LIBER 027 PG 884

(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 director, officer employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(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 or officer or any emloyee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably

incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, 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 proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of September, 1982, and I acknowledge the same to be my act.

WITNESS:

Jane L. Lynch

Charles E. Creager

CHARLES E. CREAGER

D FOR RECORD
1983 19
O'clock P. M.
e day Recorded in
Folio
ecords
Allegany
Maryland and com-
Clerk

Liber - 027 Page - 886

ARTICLES OF INCORPORATION

OF

WILLS CREEK TRUCKING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 8, 1982 at 9:55 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2558, folio 2721, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

525

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 132346

8303055