03843

BOOK 028 PAGE 01

BLACK DIAMOND ENERGIES, 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:

BLACK DIAMOND ENERGIES, 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 buy, sell, lease, exchange, mine, produce, process, transport and otherwise generally deal in coal, coke, clay, sand, gravel, crushed stone and all forms of minerals and other products of mines and quarries, and to drill, produce and otherwise deal in gas and oil, as principal, owner, agent or broker; to buy, sell, lease, exchange, own, operate and otherwise generally deal in coal mines, clay mines, quarries, gas wells, oil wells, and other property containing or producing coal, clay, sand, gravel, crushed stone, gas, oil and all other minerals; to buy, sell, lease, exchange and otherwise generally deal in all the foregoing products as principal, owner, shipper, agent or broker.

MAR 10-83 A 27301 *****5.00

83 MAR 15 A 11:10

WW/jb
11/12/82

BW

Compared and Mailed Delivered

TO Ralph Spitznas
P.O. Box 886 Main St
Mt Savage, Md
March 21 1983

TO buy, sell, own, lease, exchange and otherwise generally deal in land, timber and all other forms of real estate; to buy, sell, own, lease, exchange and otherwise generally deal in all types of mining equipment, including equipment for oil wells and gas wells, and for timbering operations, and all other forms of personal property, as owner, principal, agent or broker; and to do 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 at which the principal office of the Corporation in this State will be located is Post Office Box 217, State Route 36, Corriganville, Maryland 21524. The Resident Agent of the Corporation is RALPH SPITZNAS, whose Post Office address is Post Office Box 386, Main Street, Mt. Savage, Maryland 21545. The Resident Agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors, which number may be increased pursuant to the Bylaws of the Corporation, and FAY E. LEYDIG, JERRY LEYDIG & GLORIA LEYDIG shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5000) shares, all of which stock shall be common stock without par value.

IN WITNESS WHEREOF, I have hereunto signed these Articles of Incorporation this 12th day of November, 1982.

WITNESS:

JEAN BOCHY _____ WILLIAM WALSH _____ (SEAL)

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

I HEREBY CERTIFY, That on this 12th day of November, 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 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
MAR 10 1983
at 2:50 o'clock P M.
and same day Recorded in
Liber No. ___ Folio ___
one of the ___ Records of Allegany
County, Maryland, and com-
pared by

BOOK 028 PAGE 04

ARTICLES OF INCORPORATION

OF

BLACK DIAMOND ENERGIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 15, 1982 at 11:10 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2562, folio 03842, 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 Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 133787

8304604

02190

BOOK 028 PAGE 05

# ARTICLES OF INCORPORATION

OF

CUMBERLAND NEIGHBORHOOD HOUSING SERVICES, INC.

FIRST: I, STEPHEN C. WILKINSON, whose post office address is 100 South Liberty 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.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Cumberland Neighborhood Housing Services, Inc.

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

(a) 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; 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,

MAR 10-83 A 27302 ******5.0

WILSON AND WILKINSON
CUMBERLAND, MD.

Compared and Mailed ~~Delivered~~
TO 501 Liberty Street
Cumberland, Md. 21502
Mar 21st 1983

except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same, to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including 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 for some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors,

officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding 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 provisions 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. Serving as a resource and as a referral center for the provision of information and technical assistance regarding all aspects of housing rehabilitation;

2. Improving the flow of communication and information between residents and city government regarding available services, programs, and resources that have a current and potential impact on the designated neighborhood(s);

3. Improving the flow of communication and information between residents and the local financial community regarding the availability of home improvement loans, the loan process, and potential needs of the residents for such financing;

4. Improving the flow of communication and information among the residents themselves as a means of encouraging participation in the program, enhancing efforts toward neighborhood preservation, and strengthening the sense of community of the designated neighborhood(s);

5. Promoting cooperative efforts among all of these groups to stimulate and assist city government in its rehabilitation efforts, its delivery of city services, and its provision of priority capital improvement projects within the designated neighborhood(s);

6. Stimulating and assisting the lending community in its provision of home improvement loans to the designated neighborhood(s);

7. Making loans, through a high-risk revolving loan fund, to neighborhood property owners who desire to make home improvements, but who do not meet the standard criteria for financing from conventional sources;

8. Encouraging communication and understanding between ethnic groups in an effort to preserve and enhance the multi-ethnic character of the neighborhood(s); and

9. Engagingin all activities and functions as are necessary and authorized in order to accomplish these purposes.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 501, Liberty Trust Building, Cumberland, Maryland.

The name and Post Office address of the resident agent of the Corporation in this State is Marjorie Rebecca Reuse, 501, Liberty Trust Building, Cumberland, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members

shall be set forth in the By-Laws of the Corporation.

SIXTH: The 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:

1. Floyd Pete Elliot
2. Grace Scaletta
3. Robert Keech

SEVENTH: Upon 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.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of November, 1982, and I acknowledge same to be my act.

WITNESS:

Debra A. Miller

Stephen C. Wilkinson (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 5th day of November, 1982, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared Stephen C. Wilkinson who acknowledged the aforegoing instrument to be his act and deed.

WITNESS my hand and Notarial Seal.

Debra A. Miller

Notary Public

Debra A. Miller NOTARY PUBLIC Allegany Co., MD.

FILED FOR RECORD
MAR 10 1983
at 3:50 o'clock 19
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland and com-
Clerk

BOOK 028 PAGE 13

ARTICLES OF INCORPORATION

OF

CUMBERLAND NEIGHBORHOOD HOUSING SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 10, 1982 at 9:17 o'clock A. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2562, folio 2189 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.

NMcd

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 133612

8304437

BOOK 028 PAGE 14

FAMILY EVANGELISTIC MINISTRIES ASSOCIATION INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Members (as hereinafter defined) of the congregation of the Family Evangelistic Ministries Association Inc. (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Subchapter 3 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessemnts and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation is the Family Evangelistic Ministries Association Inc.

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitations as to amount of value, except such limitations, if any, as may be imposed by law; to sell,

MAR 10-83 A #27305 *****5.00

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

1 - AGN 2001

Bw

~~Prepared~~ and Mailed ~~Delivered~~
Christopher Leon Babcock
TO 14900 Grant Street
Cresaplawn Md. 21502
Mar 21 1983

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 limitations, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in futherance of exempt purposes.

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

GERSON AND GERSON
[redacted]ORNEYS AT LAW
C[redacted]ERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue 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 religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, Section (1), are the following:

(i) to establish and maintain ministries and to provide a place of worship and prayer in accordance with evangelistic traditions;

(ii) to establish and maintain and conduct schools for religious insturction of children and adults;

(iii) to further all religious and charitable work; and

(iv) for such purposes to adopt and establish Articles of Incorporation, By-laws, rules and regulations in accordance with applicable law.

(d) In this Plan:

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

(i) references to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized in the United States or in amy of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States,, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating,or intervening, (inlcuding the publishing or distributing of statements), in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(2) The time and manner for election and succession of Trustees is as follows: The Trustees shall be elected and their successors continued at a time and place ordinarily used for public meetings of the Religious Corporation, by the individuals who, according to the custom and usage of the Religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A majority of all the votes cast by adult Members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Trustee.



GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

(3) (a) A person shall be a Member of the Religious Corporation and, as such, shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) such person is a Trustee of the Religious Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"); or

(ii) such person shall be designated, as such, by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of the date these Articles of Incorporation are accepted for record by the Department; or,

(iii) such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period of not less than three (3) years.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) the annual dues imposed by the Religious Corporation on such Member are promptly paid by such Member; and

(ii) all rules and regulations of the Religious Corporation, as determined by the Trustees, are substantially complied with by such Member; and

(iii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such Member may be disqualified and removed as a Member by a majority vote of the entire Board of Trustees.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is 14900 Grant Street, Cresaptown, Maryland 21502. The name and address of the resident agent of the Religious Corporation are Christopher Leon Babcock, 14900 Grant Street, Cresaptown, Allegany County, Maryland 21502,

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Trustees of the Religious Corporation is four ( 4 ), which number may be increased pursuant to the By-laws of the Religious Corporation but shall never be less than four ( 4 ), nor more than ten ( 10 ). The names and addresses of those persons serving as initial Trustees are:

Reverend Christopher Leon Babcock, 14900 Grant Street, Cresaptown, Maryland 21502.

Reverend Barry Lee Webb, 14900 Grant Street, Cresaptown, Maryland 21502.

Cheryl Jean Webb, 14900 Grant Street, Cresaptown, Maryland 21502.

Reverend Theron C. Babcock, 14900 Grant Street, Cresaptown, Maryland 21502.

SEVENTH: The Religious Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be as set forth in these Articles of Incorporation and the By-laws of the Religious Corporation.

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporaton is located (if not then located in Baltimore City), or by the Superior

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

Court of Baltimroe City if such principal place of worship is then located in Baltimore City, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 7th day of October, 1982, and we acknowledge the same to be our acts.

Rev. Christopher Leon Babcock
Reverend Christopher Leon Babcock

Rev. Barry Lee Webb
Reverend Barry Lee Webb

Mrs. Cheryl Jean Webb
Cheryl Jean Webb

Rev. Theron C. Babcock
Reverend Theron C. Babcock

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

On this 7th day of October, 1982, before, Cheryl Miller, the undersigned officer, personally appeared Rev. Christopher Leon Babcock, Rev. Barry Lee Webb and Mrs. Cheryl Jean Webb, known to me to be the persons whose names are subscribed to the within instrument and acknowledge that they executed the same for the purposes therein contained.

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

Cheryl Miller

Cheryl Miller, Notary Public

My Commission Expires:

July 1, 1986

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

On this 7th day of October, 1982, before me, Cheryl Miller, the undersigned officer, personally appeared Rev. Theron Babcock known to me to be the person whose name is subscribed to the within instrument and acknowledge that he has executed the same for the purposes therein contained.

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

Cheryl Miller

Cheryl Miller, Notary Public

My Commission Expires:

July 1, 1986

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

FOR RECORD 1982 O'clock 10 M. day Recorded in Folio Allegany

BOOK 028 PAGE 22

ARTICLES OF INCORPORATION

OF

FAMILY EVANGELISTIC MINISTRIES ASSOCIATION INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 1, 1982 at 9:02 o'clock A M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2561, folio 02388 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 10.00 Special Fee paid $

To the clerk of the Circuit Court of Allegany County

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

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

R B Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 133238

8303995

bt

02530

BOOK 028 PAGE 23

FOX FREIGHT LINES, INC.

ARTICLES OF AMENDMENT

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

FIRST: The charter of the Corporation is hereby amended by striking out paragraph SECOND 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 SCREAMIN' EAGLE TRANSPORT, INC.

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

THIRD: A consent in writing, setting forth approval of the amendment of the charter of the Corporation hereinabove set forth, was signed by all stockholders of the Corporation entitled to vote thereon and any other stockholders of the Corporation entitled to notice of a meeting of stockholders have waived in writing any rights they may have to dissent from such amendments; and such consent and 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, Fox Freight Lines, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary, on this 30 day of September, 1982.

ATTEST:

Stella Green
Secretary, Stella Green

FOX FREIGHT LINES, INC.

By Albert A. Green
Albert A. Green, President

Compared and ~~Mailed~~ Delivered
To Anderson & Rudd Esq.
Mar 21 at 1983

MAR 10-83 A 27307 *****5.04

1982 NOV -1 A 9:33

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

BOOK 028 PAGE 24

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 30th day of September, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared ALBERT A. GREEN, President of Fox Freight Lines, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment, with respect to the approval thereof, are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal.

Dorothy Jean McCarter
Notary Public

My Commission Expires:

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

FILED FOR RECORD
MAR 10 1983
at 3:50 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.

BOOK 028 FOLIO 25

ARTICLES OF AMENDMENT

OF

FOX FREIGHT LINES, INC.

Changing its name to:

SCREAMIN' EAGLE TRANSPORT, INC..

approved and received for record by the State Department of Assessments and Taxation of Maryland November 1, 1982 at 9:33 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2561, folio 2529 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

10.5

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.

RB Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 133265

8304154

drb

BOOK 028 PAGE 26

ARITLCES OF INCORPORATION

LTC BANCORP

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, whose names and Post Office addresses are: WILLIAM WALSH, 218 Fayette Street, Cumberland, Maryland, JOHN J. McMULLEN, JR., 518 Buckingham Road, Cumberland, Maryland, THOMAS B. FINAN, JR., 609 Thompson Avenue, Cumberland, Maryland, CHARLES S. STEINER, 625 Niagra Street, Cumberland, Maryland, MARK FOLK, Springs, Pennsylvania, HARRY KAUFFMAN, 664 National Highway, LaVale, Maryland, JOHN A. HERCHER, 505 Washington Street, Cumberland, Maryland, ANNE L. GORMER, Sherwood Drive, Cumberland, Maryland, and CARL O. BELT, 14 Buchanan Avenue, LaVale, Maryland, all being at least twenty-one (21) years of age, under and by virtue of the laws of the State of Maryland, authorizing the formation of corporations, do associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

LTC BANCORP

THIRD: That the purpose or purposes for which the Corporation is formed are to have and to exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under

MAR 10-83 A #27299 ******5.04

WW/jb
11/17/82

BW
Compared and Mailed ~~Delivered~~
Anne L. Garmer
TO Sherwood Drive
Cumberland, Maryland 21502
Mar 21st 1983

which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto, and to engage in any lawful business.

FOURTH: The Post Office address at which the principal office of the Corporation in this State is located is 81 Baltimore Street, Cumberland, Maryland 21502. The Resident Agent of the Corporation is ANNE L. GORMER, whose Post Office address is Sherwood Drive, Cumberland, Maryland 21502. The Resident Agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is two million (2,000,000) of the par value of TEN DOLLARS ($10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is TWENTY MILLION DOLLARS ($20,000,000).

SIXTH: The Corporation shall have eleven (11) directors which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than five (5). The names of the persons who shall act as Directors until the first annual meeting or until their successors are duly chosen and qualify are: WILLIAM WALSH, JOHN J. McMULLEN, JR., ROBERT J. MARTIN, THOMAS B. FINAN, JR., CHARLES S. STEINER, WILLIAM D. SMITH, MARK FOLK, HARRY KAUFFMAN, JOHN A. HERCHER, ANNE L. GORMER & CARL O. BELT.

SEVENTH: Preemptive rights of stockholders to subscribe to any and all issues of shares of stock or convertible securities of the Corporation shall not exist.

EIGHTH: The Board of Directors may, if it deems it advisable, authorize the issuance of additional stock or convertible securities even though stock of the Corporation is outstanding and entitled to be voted at the time.

NINTH: No merger where this Corporation is merged into another corporation, consolidation, share exchange where this Corporation is the corporation whose stock is to be acquired, liquidation or dissolution of this Corporation nor any action that would result in the sale or other disposition of all or substantially all of the assets of this Corporation shall be valid unless first approved by the affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding shares of common stock of this Corporation. This article may not be amended unless first approved by the affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding shares of common stock of this Corporation.

TENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland general corporation law, but shall not be required to purchase or maintain insurance on behalf of such persons.

ELEVENTH: (a) The Board of Directors may, if it deems it advisable, oppose a tender or other offer for the Corporation's stock or convertible securities, whether the offer is in cash or in the securities of a corporation or othewise.

When considering whether to oppose an offer, the Board of Directors may, but is not legally obligated to, consider any relevant, germane or pertinent issue; by way of illustration, but not to be considered any limitation on the power of the Board of Directors to oppose a tender or other offer for this Corporation's securities, the Board of Directors may, but shall not be legally obligated to, consider any or all of the following:

(i) Whether the offer price is acceptable based on the historical and present operating results or financial condition of this Corporation;

(ii) Whether a more favorable price could be obtained for the Corporation's stock or convertible securities in the future;

(iii) The impact which an acquisition of the Corporation would have on the employees, depositors and customers of this Corporation and its subsidiaries and the communities which they serve;

(iv) The reputation and business practices of the offeror and its management and affiliates as they would affect the employees, depositors and customers of the Corporation and its subsidiaries and the future value of the Corporation's stock;

(v) The value of the securities (if any) which the offeror is offering in exchange for the Corporation's stock or convertible securities, based on an analysis of the worth of this Corporation as compared to the corporation or other entity whose securities are being offered; and

(vi) Any antitrust or other legal and regulatory issues that are raised by the offer.

(b) If the Board of Directors determines that an offer should be rejected, it may take any lawful action to accomplish its purpose.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation this 17th day of November, 1982.

WITNESS:

Mary L. Armstrong
MARY L. ARMSTRONG

William Walsh (SEAL)
WILLIAM WALSH

John J. McMullen, Jr. (SEAL)
JOHN J. McMULLEN, JR.

Thomas B. Finan, Jr. (SEAL)
THOMAS B. FINAN, JR.

BOOK 028 PAGE 31

IN WITNESS WHEREOF (cont'd from page 5)

WITNESS:

Mary L. Armstrong

Charles S. Steiner (SEAL)
CHARLES S. STEINER

Mark Folk (SEAL)
MARK FOLK

Harry Kauffman (SEAL)
HARRY KAUFFMAN

John A. Hercher (SEAL)
JOHN A. HERCHER

Anne L. Gormer (SEAL)
ANNE L. GORMER

Carl O. Belt (SEAL)
CARL O. BELT

BOOK 028 PAGE 32

WE, WILLIAM WALSH, JOHN J. McMULLEN, JR., THOMAS B. FINAN, JR., CHARLES S. STEINER, MARK FOLK, HARRY KAUFFMAN, JOHN A. HERCHER, ANNE L. GORMER & CARL O. BELT, acknowledge the aforegoing Articles of Incorporation to be our act, and do solemnly declare and affirm under the penalties of perjury that the matters and facts set forth herein are true and correct in all material respects to the best of our knowledge, information and belief.

WILLIAM WALSH

JOHN J. McMULLEN, JR.

THOMAS B. FINAN, JR.

CHARLES S. STEINER

MARK FOLK

HARRY KAUFFMAN

JOHN A. HERCHER

ANNE L. GORMER

CARL O. BELT

DATED THIS 17th DAY OF NOVEMBER, 1982.

FILED FOR RECORD
MAR 10 1983
at 3:50 o'clock P.M.
and same day Recorded in
Liber No. ——— Folio ———
one of the ——— Records of Allegany County, Maryland and com-
Clerk

BOOK 028 PAGE 33

ARTICLES OF INCORPORATION

OF

LTC BANCORP

approved and received for record by the State Department of Assessments and Taxation of Maryland November 18, 1982 at 10:12 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2563, folio 00377, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 690.00 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.

R B Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 133864 -8304837

rwl

00417

BOOK 028 FOLIO 34

MICROSMITH INC.

MAR 10-83 A 27306 *****5.00

ARTICLES OF INCORPORATION

FIRST: The undersigned FREDERICK M. SMITH, JOCELYN E. SMITH, THEODALE K. JACOBSEN, whose post office addresses are 539 National Highway, La Vale, Maryland 21502, 5900 Rudyard Street, Bethesda, Maryland 20814 respectively, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

FMS JCS

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

To conduct and carry on the business of inventing, designing, prototyping, repairing, renting, retailing and wholesaling electrical, electromechanical, and electronic devices, systems and equipment.

To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer, or in any manner whatever dispose of real property within or without the State of Maryland, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal in trading goods, wares, merchandise and property of any and every class and description,

RW

Compared and Mailed ~~Delivered~~
Frederick M. Smith
TO 539 National Highway
La Vale, Maryland
Mar 21 st 1983

and in any part of the world.

The foregoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherance of and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the nature or mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, the Corporation having the right to engage in any other businesses for which it shall be lawful for corporations of the State of Maryland to engage in, including the performance of all lawful and appropriate actions and things with respect thereto, from time to time.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 951 National Highway, La Vale, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is FREDERICK M. SMITH, 539 National Highway, La Vale, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ~~10,000~~ 25,000 shares of the

par value of two dollars ($2.00) a share, all of one class, and having an aggregate par value of twenty thousand dollars ~~($20,000)~~ $50,000.

FMS JHS The following is a description of each class of stock of the Corporation which has only one class of stock with the preferences, conversion and other rights, voting powers, restrictions, limitations, as to dividends and qualifications of the one existing class of stock:

The preferences, qualifications, limitations and special or relative rights in respect of the shares of the one class of stock are none.

SIXTH: The number of directors of the Corporation shall be three which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Frederick M. Smith, Jocelyn E. Smith and THEODALE K. JACOBSEN.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEROF, We have signed those Articles of Incorporation on October 6, _____, 1982.

Witness:

Frederick M. Smith (Frederick M. Smith)  Jocelyn E. Smith (Jocelyn E. Smith)  Theodale K. Jacobsen (Theodale K. Jacobsen)

STATE OF MARYLAND

COUNTY OF MONTGOMERY ,ss:

I HEREBY CERTIFY that on October 6 1982, before me, the subscriber, a notary public of the State of Maryland in and for the county of Montgomery personally appeared Frederick M. Smith, Jocelyn E. Smith and Theodale K. Jacobsen severally acknowledged the foregoing Articles of Incorporation to be her and his act.

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

NOTARY PUBLIC MONTGOMERY COUNTY, MD.

Notary Public

My comm. exp. July 1, 1986

FILED FOR RECORD
MAR 10 1983
at 3:50 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

BOOK 028 PAGE 38

ARTICLES OF INCORPORATION

OF

MICROSMITH INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 28, 1982 at 9:52 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2561, folio 0416 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

No. 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 ·

A 133148

8303871

drb

BOOK 028 PAGE 39

BILL MILLER EQUIPMENT SALES, INC.

ARTICLES OF INCORPORATION

FIRST: I, WILLIAM MICHAEL MILLER, whose post office address is Oaklawn Avenue Extended, LaVale, 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 BILL MILLER EQUIPMENT SALES, INC.

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

A. To engage in the purchasing, selling, distributing, or leasing as principal or agent, of all kinds of heavy machinery, equipment, and other mechanical equipment and devises, as well as accessories and attachments therefore.

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 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

MAR 10-83 A 27304 *****5.00

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

Compared and Mailed Delivered
TO James P. Donahue Jr. Esq
Mar 21 at 10 83

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 Oaklawn Avenue Extended, LaVale, Allegany County, Maryland, 21502. 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 is an individual actually residing in this State.



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

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 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), 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: WILLIAM MICHAEL MILLER.

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 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

ANDERSON, & RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 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

ANDERSON,
& 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 Indemnifcation 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, I have signed these Articles of Incorporation this 21st day of June, 1982, and I acknowledge the same to be my act.

WITNESS:

Mary Lynn Keller

William Michael Miller
WILLIAM MICHAEL MILLER

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 21st day of June, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared WILLIAM MICHAEL MILLER, and he acknowledged the aforegoing Articles of Incorporation to be his act.

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

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

Mary Lynn Keller
Notary Public

My Commission Expires: July 1, 1982.




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

FILED FOR RECORD
MAR 10 1983
at 3:500'clock M.
and same day Recorded in
Liber No. CRB Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by me.
Clerk

BOOK 028 PAGE 45

ARTICLES OF INCORPORATION

OF

BILL MILLER EQUIPMENT SALES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 1, 1982 at 1:20 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2562, folio 160 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 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 133315

8304002

BOOK 028 PAGE 46

ARTICLES OF INCORPORATION

PARISER
ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, WILLIAM WALSH, whose Post Office address is 218 Fayette Street, Cumberland, Maryland 21502, being of full legal age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, hereby act as incorporator with the intention of forming a corporation.

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

PARISER ENTERPRISES, INC.

THIRD: The Corporation shall be a close corporation.

FOURTH: That the purpose or purposes for which the Corporation is formed are to establish, purchase, lease as lessee, or otherwise acquire, own, operate and maintain, sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein.

TO buy, sell, trade, manufacture, deal in and with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise,

MR 10-83 A 27208 ********5.00

WW/jb
11/17/82

Bus

Compared and Mailed ~~Delivered~~
Rodney L. Pariser
TO 69 Baltimore Street
Cumberland, Maryland 21502
Mar 21 1983

supplies, materials and other articles which shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

TO further have and to exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto, and to engage in any lawful business.

FIFTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is: 69 Baltimore Street, Cumberland, Maryland 21502. The Resident Agent of the Corporation is RODNEY L. PARISER, whose Post Office address is 69 Baltimore Street, Cumberland, Maryland 21502. The Resident Agent is a resident of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have two directors, which number may be increased or decreased pursuant to the Bylaws of the Corporation, and SIDNEY PARISHER & RODNEY L. PARISER shall act as directors until the first annual meeting or until their successors are duly chosen and qualified. Furthermore, the Corporation may elect to have no directors at such time as may be specified in the Bylaws.

BOOK 028 PAGE 48

SEVENTH: 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 17th day of November, 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 17th day of November, 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 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
JEAN BOCHY, Notary Public

My Commission Expires
July 1, 1986

FILED FOR RECORD
MAR 10 1983
at 2:50 o'clock P M.
and same day Recorded in
Liber No. Cat Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

BOOK 028 PAGE 49

ARTICLES OF INCORPORATION

OF

PARISER ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 18, 1982 at 10:13 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2563, folio 0389 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

125

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.

RLB Acheson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 133866 - 8304845

rwl

03539

BOOK 028 PAGE 50

R. G.'s PUB, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, WILLIAM WALSH, whose Post Office address is 218 Fayette Street, Cumberland, Maryland 21502, being of full legal age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, hereby act as incorporator with the intention of forming a corporation.

FILED NOV 15 A 11:10

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

R. G.'s PUB, 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 introduce, own, erect, operate, conduct, manage, maintain and carry on a restaurant and cafe business; to buy, sell, lease, or otherwise dispose of, 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.

WAR 10-83 A #27300 *****5.00

WW/jb
11/11/82

Bill

Compared and Mailed ~~Delivered~~

TO Patricia D. Penn
1276 Vacke Road
LaVale, Maryland 21502

Mar 21 1983

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; and to do any and all 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: Country Club Mall, LaVale, Maryland 21502. The Resident Agent of the Corporation is PATRICIA D. PENN whose Post Office address is 1276 Vocke Road, LaVale, Maryland 21502. The Resident Agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors, which number may be increased pursuant to the Bylaws of the Corporation, and PATRICIA D. PENN, ARNOLD PRAVER & REINHARD GERKE 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 26th day of October, 1982.

WITNESS:

Jean Bochy — JEAN BOCHY

William Walsh — WILLIAM WALSH (SEAL)

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

I HEREBY CERTIFY, That on this 26th day of October, 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 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
JEAN BOCHY, Notary Public

My Commission Expires
July 1, 1986

FILED FOR RECORD
MAR 10 1983
at 3:50 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

BOOK 028 PAGE 53

ARTICLES OF INCORPORATION

OF

R. G.'S PUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 15,1982 at 11:10 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2562, folio 353S, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

No. 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.

R B Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 133738
8304632

DR

BOOK 028 PAGE 54

# ARTICLES OF INCORPORATION

# OF

# ROCK LODGE SERVICE STATION, INC.

MAR 10-83 A 27302 *****5.00

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS HERETO, CHARLES M. WHARTON, WHOSE POST OFFICE ADDRESS IS RD 2, WILLIAMS ROAD, CUMBERLAND, MARYLAND, 21502 AND SHIRLEY A. WHARTON WHOSE ADDRESS IS RD 2, WILLIAMS ROAD, CUMBERLAND, MARYLAND, 21502 AND BRIAN L. WHARTON, WHOSE ADDRESS IS RD 2, WILLIAMS ROAD, CUMBERLAND, MARYLAND, 21502, ALL BEING OF FULL LEGAL AGE, DO BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES TOGETHER WITH THE INTENTION OF FORMING A CORPORATION.

SECOND: THAT THE NAME OF THE CORPORATION HEREINAFTER CALLED THE CORPORATION, SHALL BE:

ROCK LODGE SERVICE STATION, INC.,

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

(A) TO CONDUCT THE BUSINESS OF A FILLING AND SERVICE

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

Bus

Compared and Mailed ~~Delivered~~

TO Charles M. Wharton
Rd #2. Williams Road
Cumberland, Maryland

Mar 21st 1983

STATION WHICH BUSINESS SHALL INCLUDE THE DEALING IN GASOLINE AND PETROLEUM PRODUCTS, ALL KINDS OF OIL AND OIL PRODUCTS; ALL MANNER OF ACCESSORIES AND APPLIANCES TO BE USED ON MOTOR VEHICLES OF EVERY DESCRIPTION, AND OTHER ARTICLES USEFUL OR DESIRABLE FOR PATRONS OF FILLING STATIONS; AND TO ENGAGE IN THE WASHING, POLISHING, STORING, REPAIR AND MAINTENANCE OF VEHICLES AS WOULD BE CUSTOMARY IN A GARAGE OPERATION ENTERPRISE.

(B) TO ENGAGE IN THE PURCHASE OF, SALE OF, OR OWNING OF ANY AND ALL FORMS OF PROPERTY AS SHALL BE NECESSARY FOR, OR INCIDENT TO, THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OF THIS CHARTER.

(C) TO ACQUIRE, OWN AND OPERATE THE BUSINESS AND ALL OTHER BUSINESSES WHICH MAY BE RELATED TO, INCIDENT TO OR NECESSARY FOR THE COMPLETION OF THE PURPOSES 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 IN ANY WAY OR MANNER TO RESTRICT OR LIMIT ANY PURPOSE OF THE CORPORATION.

FOURTH: THE POST OFFICE ADDRESS AT WHICH THE PRINCIPAL OFFICER OF THE CORPORATION IN THIS STATE WILL BE LOCATED IS RD 2, WILLIAMS ROAD, CUMBERLAND, MARYLAND, 21502. THE RESIDENT AGENT OF THE CORPORATION IS CHARLES M. WHARTON WHOSE POST OFFICE ADDRESS IS RD 2, WILLIAMS ROAD, CUMBERLAND, MARYLAND, 21502.

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

SAID RESIDENT AGENT IS A CITIZEN OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE TOTAL AUTHORIZED STOCK OF THE CORPORATION IS TEN THOUSAND SHARES (10,000) OF THE PAR VALUE OF ONE DOLLARS ($1.00) PER SHARE.

SIXTH: THE CORPORATION SHALL HAVE NOT LESS THAN THREE (3) NOR MORE THAN FIVE (5) DIRECTORS AND CHARLES M. WHARTON, SHIRLEY A. WHARTON AND BRIAN L. WHARTON SHALL ACT AS SUCH UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS.

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

(B) THE CORPORATION RESERVES THE RIGHT TO MAKE FROM TIME TO TIME ANY AMENDMENTS TO ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS OF THE

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

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 (2/3RDS) OF ALL SUCH STOCK AT THE TIME OUTSTANDING, BY VOTE AT A MEETING, OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE EXISTENCE OF THE CORPORATION IS PERPEUTAL.

IN WITNESS WHEREOF, WE HAVE SET OUR HANDS AND SEALS TO THESE ARTICLES OF INCORPORATION THIS 4TH DAY OF NOVEMBER, 1982 IN THE CITY OF CUMBERLAND, MARYLAND.

WITNESS

WITNESS

WITNESS

Charles M. Wharton
CHARLES M. WHARTON

Shirley A. Wharton
SHIRLEY A. WHARTON

Brian L. Wharton
BRIAN L. WHARTON

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

I HEREBY CERTIFY THAT ON THIS THE 4TH DAY OF NOVEMBER, 1982 BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND IN AND FOR THE COUNTY AFORESAID, PERSONALLY APPEARED

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

BOOK 028 PAGE 58

CHARLES M. WHARTON, SHIRELY A. WHARTON AND BRIAN L. WHARTON AND SEVERALLY ACKNOWLEDGED THE WITHIN AND AFOREGOING CERTIFICATE OR ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND NOTARIAL SEAL.

NOTARY PUBLIC

MY COMMISSION EXPIRES July 1, 1984.

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

FILED FOR RECORD
MAR 10 1983
at 2:52 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

BOOK 028 PAGE 59

ARTICLES OF INCORPORATION

OF

ROCK LODGE SERVICE STATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 12, 1982 at 10:33 o'clock A M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2562, folio 3688 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.

RB Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 133763 - 8304585

rwl

fee M

03090

BOOK 028 PAGE 60

1982 NOV 22 P 9:35

THREE FOR ALL, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: I, the subscriber, G. DOUGLAS REINHARD, whose Post Office address is 739 Fayette Street, Cumberland, Maryland 21502, being of full legal age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, hereby act as incorporator with the intention of forming a corporation.

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

THREE FOR ALL, 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:

(a) To introduce, own, erect, operate, conduct, manage, maintain and carry on a restaurant and cafe business; to buy, sell, lease, or otherwise dispose of, to operate, conduct, furnish, equip and manage restaurants, inns, eating houses, taverns, cabarets, cafes or places of entertainment, and generally to do and to perform everything necessary for carrying out the aforesaid purposes.

(b) To buy, or otherwise acquire, manufacture, market, and prepare for market, sell, deal in, deal with, import and export food and food products of every class and description, fresh, frozen, canned, preserved or otherwise, and to prepare and serve all food, beverages, alcoholic or non-alcoholic, and other preparations and refreshments of all kinds; and to do any and all things deemed desirable and advantageous

RW

Compared and Mailed ~~Delivered~~

David C. McLaughlin

TO 14-A Gremlich Road

La Vale, Maryland 21502

Mar 21 19 83

in carrying out any of the foregoing purposes, or conducting any of the foregoing businesses.

(c) To purchase, import, borrow, receive by way of gift, invest in, lease, and in all other ways acquire, hold for investment, develop, manufacture, fabricate or otherwise use and enjoy, or act upon, sell, market, export, let, lease, loan, mortgage, pledge, deed in trust, encumber or otherwise deal in and with property of every kind, real, personal and mixed, tangible and intangible, including but not limited to goods, cash, credits, choses in action, stocks, bonds, notes or other evidences of indebtedness wherever situated and however held, the products and proceeds thereof and every character of interest therein, and as to exercise and respect thereof all of the rights, powers, privileges and immunities permitted by law.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations thereof.

(e) 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 governmental authority or subdivision or agency thereof.

(f) To engage in any and all other lawful activities.

FOURTH: The Post Office address of the place at which the principal office of the corporation and the state where it will be located is Country Club Mall, LaVale, Maryland 21502. The resident agent of

the corporation is DAVID C. McLAUGHLIN, 10-A Gramlich Road, LaVale, Maryland 21502. The resident agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors which number may be increased pursuant to the Bylaws of the Corporation, and DAVID C. McLAUGHLIN, MANNING M. KIMMEL IV, and DAVID N. AYDELOTTE 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 Thousand (1,000) shares, all of which shall be common stock. The shares are 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 its directors and stockholders:

(a) The Corporation shall possess any and all powers reasonably necessary and proper to carry out the purposes herein set forth, including but not limited to all of the powers conferred on corporations by the laws of the State of Maryland.

(b) The Board of Directors of the Corporation shall have the power from time to time to authorize the issuance of shares of stock of the Corporation, and securities convertible into shares of its stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of November, 1982.

WITNESS:

Jean Becky

G. Douglas Reinhard (SEAL)
G. DOUGLAS REINHARD

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 19th day of November, 1982, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared G. DOUGLAS REINHARD, 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.

My Commission Expires
July 1, 1986

Jean Becky
Notary Public

FILED FOR RECORD
MAR 10 1983
at 3:50 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Records of Allegany
County, Maryland
Clerk

BOOK 028 FOLIO 64

ARTICLES OF INCORPORATION

OF

THREE FOR ALL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 22, 1982 at 9:39 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2563, folio 30189 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

015

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 B. Adams

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

A 134261
8304999

bjc

01181

BOOK 028 FOLIO 65

CERTIFICATION

I, HAROLD A. HAMMOND, Secretary of WALTER N. YODER & SONS, INC., hereby certify that the following Resolution is a true, correct and complete copy of a Resolution of the Board of Directors of WALTER N. YODER & SONS, INC., adopted by the unanimous consent of the Board of Directors on October 20, 1982.

RESOLVED: That the Board of Directors of the Corporation hereby designates JOHN W. YODER, McMullen Highway, P. O. Box 1337, Cumberland, Maryland 21502, as its Resident Agent.

Harold A. Hammond
Harold A. Hammond, Secretary

MAR 10-83 A 27296 ******1.25

STATE OF MARYLAND )
) to Wit:
~~CITY~~/COUNTY OF ALLEGANY )

I HEREBY CERTIFY that on the 20th day of October, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City/County of Allegany personally appeared HAROLD A. HAMMOND, Secretary of WALTER N. YODER & SONS, INC., and made oath in due form of law that the matters and facts set forth in the Certification are true.

AS WITNESS my hand and Notarial Seal.

Mary M. Hartman
Notary Public
Mary M. Hartman

My Commission Expires: July 1, 1986

BW

~~Delivered~~ Compared and Mailed

TO John W. Yoder
P.O. Box # 1337
Mc Mullen Highway
Cumberland, Md. 21502
Mar 21 1983

FILED FOR RECORD
MAR 10 1983
at 2:50 o'clock P. M.
and same day Recorded in
Liber No. [illegible] Folio
one of the [illegible]
Land Records of Allegany
County, Maryland, and com-
pared by
[illegible] Clerk

BOOK 028 PAGE 66

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

674

OF

WALTER N. YODER & SONS, INC.

received for record November 3, 1982 , at 8:30 A.M.

and recorded on Film No. 2564 2 Frame No. 01180 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. 21263 A

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

Mr. Clerk Mail to: Whiteford, Taylor, Preston, Trimble & Johnston
25 South Charles Street
Baltimore, Maryland 21201

rmc

1.2

LIBER 028 PAGE 67

AMENDMENT TO ARTICLES OF INCORPORATION OF APPRENTICESHIP CENTER FOR TRAINING, INC.

WHEREAS, the Articles of Incorporation of the said Apprenticeship Center for Training, Inc. were received and recorded by the State Department of Assessments and Taxation on July 18, 1980 at 11:00 a.m. and the same were recorded in Liber 2481, folio 000345 of the Charter Records of the State Department of Assessments and Taxation of Maryland and whereas the following amendment was advised by the entire Board of Directors in and for the Apprenticeship Center for Training, Inc. and further that the Corporation as aforesaid is a nonstock Corporation and that members entitled to vote on the matter did approve said Amendment.

NOW THEREFORE, this is to certify that the Articles of Incorporation of the Apprenticeship Center for Training, Inc. be, and the same hereby are, amended to delete Article Seventh of the said Articles of Corporation and that the following shall be added to the said Articles as aforesaid:

SEVENTH: Upon 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.

MAY 18 83 A 22293 *****5.46

WILSON AND WILKINSON
CUMBERLAND, MD.

Compared and Mailed Delivered BW
TO Wilson & Wilkinson Esq
City
May 23rd 19 83

LIBER 028 PAGE 68

William M. George
President/Chairman of the Board

John K. Snyder, Jr.
Secretary/Treasurer

I HEREBY CERTIFY, on this 2nd day of December, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared William M. George, President and Chairman of the Board of the Apprenticeship Center for Training, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledge the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time, personally appeared John K. Snyder, Jr. and made oath in due form of law that he was the Secretary/Treasurer of the Corporation and that he was present at the meeting of the Directors of the Corporation and at the meeting of the members at which time the aforegoing Amendment of the charter of the Corporation herein set forth was approved, and of the matters and facts set forth in the said Articles of Amendment are true to the best of their knowledge, information, and belief.

Debra A. Miller NOTARY PUBLIC Allegany Co., MD.

Notary Public

FILED FOR RECORD
MAY 18 1983
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 me
Clerk

LIBER 028 PAGE 69

ARTICLES OF AMENDMENT

OF

APPRENTICESHIP CENTER FOR TRAINING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1982 at 9:17 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2565, folio 2077, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

oth-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.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 134766

8305671

br

LIBER 028 PAGE 70

BOGIE'S CAFE, INC.

ARTICLES OF INCORPORATION

FIRST: I, RICHARD K. MILLER, whose Post Office address is 140 East Main Street, 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 BOGIE'S CAFE, INC.

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

(1) To conduct a bar and restaurant business in the City of Frostburg, Maryland; to sell foodstuffs, liquors, beer, wine; to provide entertainment to patrons; to conduct a retail antique sale business in a portion of the building; 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 140 East Main Street, Frostburg, Maryland. 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. 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.

RW

~~Prepared and Mailed~~ Delivered by

TO Gary G. Hanna Esq.
71 Prospect Square
Cumberland, Md.

May 23 1983

MAY 18-83 A 22208 ***5.46

LAW OFFICES
GARY HANNA
PROSPECT SQUARE
ERLAND, MD. 21502
ERLAND (301) 759-2777
ETSBURG (301) 689-2421

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: Richard K. Miller, Clarence E. Miller, and Catherine D. Miller.

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

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

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

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

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

LAW OFFICES
. GARY HANNA
1 PROSPECT SQUARE
BERLAND, MD. 21502
BERLAND (301) 759-2777
STBURG (301) 695-2421

LIBER 028 PAGE 73

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 30 day of November, 1982, and I acknowledge the same to be my act.

WITNESS:

G. Gary Hanna

Richard K. Miller

RICHARD K. MILLER

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

FILED FOR RECORD
MAY 18 1983
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 028 PAGE 74

ARTICLES OF INCORPORATION

OF

BOGIE'S CAFE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1982 at 10:22 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2565, folio 1679 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 134704
8305620

DR

COMMAND SERVICES INC.

ARTICLES OF INCORPORATION LIBER 028 PAGE 75

FIRST: The undersigned, Daniel G. Beeman, whose address is 1141 Braddock Rd., LaVale, Maryland 21502, being of legal age, does hereby act as incorporator with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

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

COMMAND SERVICES Inc.

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

a) To engage in the business of creating and performing support functions for business, government, and individual use, and for all services related thereto.

b) To provide and perform security services of all types.

c) To engage in the sales and servicing of vehicles.

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

e) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

g) To purchase, lease or otherwise acquire, all or part of the property, rights, business, contracts, goodwill, franchise 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 or any of the aforesaid businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, inaccordance with the laws of Maryland, of stocks, bonds, or other securities of the corporation, or otherwise.

h) To apply for, obtain, purchase, or otherwise acquire any patents, copytights, 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.

i) To draw, make, accept, endorse, discount, execute, and issue money, promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable instruments and evidences of

MAY 18-83 A 22283 ******5.46

Compared and ~~Mailed~~ Delivered

TO Daniel G. Beeman
1141 Braddock Road
LaVale, Md.

May 23 1983

indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Marylnad, for any purpose whatsoever, including, but not limited to, the purposes of lending the uninvested funds of the Corporation to such extent, to such persons, firms, associations, corporations, governments, or subdivisions thereof, and individuals, and on such terms and security, if any, as the Board of Directors of the Corporation may from time to time determine, and of borrowing money for any of the purposes of the Corporation, from time to time, and without limit as to amount, as the said Board of Directors may determine.

j) To acquire by purchase, subscription or in any manner, take, receive, hold, use, employ, sell, assign, transfer, eschange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any share of stock, bonds, debentures, notes, mortgages, 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 subdivision thereof; and to possess and exercise in respect thereto any and all rights, powers, and privileges of individual holders.

k) To purchase, acquire, deal in and/or pledge shares of its own stock or other securities of any nature issued by it, without exception and limitation.

l) To carry out all or any part of the aforesaid objects as principal, distributor, dealer, factor, broker, agent, contractor or otherwise, either along or through or in conjunction with any person, firm, associaiton, or corporation, and in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable convenient or proper for the accomplishment of any of the objects and purposes herein specified, or which at any time may appear conductive to or expedient for the accomplishment of any of such objents or purposes.

m) 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 or which may be calculated directly or indirectly to inhance 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 principal office of the Corporation is 1141 Braddock Rd. LaVale, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Daniel G. Beeman, 1141 Braddock Rd. LaVale, Md. 21502. Said resident Agent is an individual actually residing in this State.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Thousand (1,000) shares, with par value of $1.00 per share.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the Bylaws of the Corporation, but shall never be less than three (3), and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are DANIEL G. BEEMAN, DON BEEMAN, and MICHAEL J. SIMMONS.

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

a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class whether mow or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, and may classify or re-classify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares of securities, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of the redemption of, and the conversion rights of such shares or securities.

b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors or officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporations; or any firm of which any Director or officer of this Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, and any Director or officer of such other Corporation who 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.

c) The Corporation may indemnify or provide on behalf of 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 which it is a creditor, against expenses, all or in part, incurred in connection with the defense of any action, suit or proceeding, civil, criminal or administrative, in which he is made a party by reason of being or having been such director, officer, or employee. The Corporation may also reimburse or provide on behalf of any director, officer, employee, agent, or the like any portion of the costs of settlement of any such action, su or proceeding, if it shall be found by a majority of the stockholders th t it was to the interest of the Corporation that such settlement be made and that such current or former director, officer, employee, agent, or the like was not guilty of negligence or misconduct. Such rights of indemnification

and reimbursement shall not be deemed exclusive of any other rights to which such individual may be entitled under any bylaw, agreement, vote of stockholders or otherwise.

EIGHTH: The Corporation shall have perpetual existence.

NINTH: Any of the provisions of these Articles of Incorporation may be amended or repealed, and other provisions authorized under the applicable Maryland Corporate Law may be added or inserted in accordance with that Law, by proper action of the Board of Directors, and all contracts granted to the Stockholders are subject to the provisions of this Article concerning change.

IN WITNESS WHEREOF, the undersigned incorporator signed these Articles of Incorporation on this 15th day of December, 1982, acknowledging the same to be his act.

WITNESS:

Joseph Thomas

Daniel G Beeman

DANIEL G. BEEMAN

LIBER 028 PAGE 79

MAY 18 1983 FILED FOR RECORD 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 INCORPORATION

OF

COMMAND SERVICES INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 15, 1982 at 1:17 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2506, folio 1742 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 135211
8306179

DR

LIBER 028 PAGE 80

CUMBERLAND LIQUORS, INC.

MAY 18-83 A 22294 ********

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 30th day of November, 1982, by and between Cumberland Liquors, Inc., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and JOHN LOWENDICK (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 are: John Lowendick, 419 Henderson Avenue, Cumberland, MD 21502, principal place of business same as post office address.

THIRD: The name and state of incorporaion of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Cumberland Liquors, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is an individual proprietor.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article EIGHTH herein, is Forty-five Thousand Dollars ($45,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as of OCTOBER 22nd, 1982, which Agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is in the City of Cumberland, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Allegany County.

Compared and ~~Mailed~~ Delivered BW

TO John J. Cayle Jr. Esq

May 23 19 83

SIXTH: The location of the principal office of Transferee in the State of Maryland is 419 Henderson Avenue, Cumberland.

Transferee and Transferor own real estate only in Allegany County, Maryland.

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: In consideration of the payment to Transferor of Forty-five Thousand Dollars ($45,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

A. Real Estate, including improvements thereon, located at 419 Henderson Avenue, Cumberland, MD. (Title to real estate is in names of individuals. Corporation has an equitable interest only.)

B. Class "D" Beer, Wine and Liquor License No. 1212.

C. Equipment set forth in Schedule A attached hereto.

D. Beer, Wine and Liquor inventory set forth in Schedule B attached hereto.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and Transferee, an individual, 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, Cumberland Liquors, Inc., one of the parties to these Articles of Sale and Transfer, has caused these Articles of Sale and Transfer to be signed and acknowledged in its name and on its behalf by its president or vice president and attested by the secretary or an assistant secretary, as of this 30th day of November, 1982.

ATTEST:

Judith E. Creegan
Judith E. Creegan, Secretary

CUMBERLAND LIQUORS, INC.

By Bernard E. Creegan
Bernard E. Creegan, President

~~ATTEST~~:

John Lowendick

THE UNDERSIGNED, President of Cumberland Liquors, 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.

Bernard E. Creegan
Bernard E. Creegan, President

THE UNDERSIGNED, John Lowendick, who executed the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges it to be his act and further certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein are true in all material respects under the penalties of perjury.

John Lowendick
John Lowendick

SCHEDULE A

LIBER 028 PAGE 83

EQUIPMENT

| | | |
|---|---|---|
| 1 | 12' beer cooler | $ 500.00 |
| 1 | Philco Air Cond. 14,000 BTU | 300.00 |
| 1 | McCray Walk-in 8x16 | 4,000.00 |
| 1 | Zenith Stereo System | 310.00 |
| 1 | NCR Cash register | 800.00 |
| 1 | 6' Showcase | 85.00 |
| 3000 | Adjustable shelving | 300.00 |
| 1 | Motorola Space Heater 18,000 BTU | 412.00 |
| 1 | 5 drawer file | 96.00 |
| 1 | 2 drawer file | 46.00 |
| 1 | Mosler Safe Model A12 | 800.00 |
| 1 | Paymaster checkwriter | 250.00 |
| 1 | Burrough Calculator | 260.00 |
| 1 | Metal desk w/chair | 318.00 |
| 1 | 8' table & chairs | 195.00 |
| 2 | McCray Refrig. Compressors (NCW) | 2,000.00 |
| | | $10,672.00 |

Estimate from Allegany Office Supply & Services Unlimited

SCHEDULE B

LIBER 028 PAGE 84

CORDIALS

| | ½ | ¼ | 1/5 | Pt. | ½ Pt. | Min. |
|---|---|---|---|---|---|---|
| Amaretto di Saconna | | | 11 | 7 | | 27 |
| B&B | | | 3 | 4 | | 12 |
| Galiano | | | 4 | 2 | | 8 |
| Cointreau | | | 8 | 1 | | 7 |
| Lia Maria | | | 4 | 1 | | 8 |
| Jeremiah Weed | | | | 4 | | 9 |
| Total | 97 | 78 | 642 | 506 | 464 | 3022 |
| Liq. Gallons | 48.5 | 19.5 | 125.4 | 63.3 | 29.0 | 23.6 |

Total Gallons 309.3 Total Cost $8,499.62

## WHISKEY

| | ½ | ¼ | 1/5 | Pt. | ½Pt. | Min. |
|---|---|---|---|---|---|---|
| Seagram 7 whiskey | 7 | 3 | 48 | 46 | 12 | 312 |
| Seagram VO whiskey | 3 | 7 | 22 | 81 | 136 | 140 |
| Shenley Reserve | | | 16 | | | 49 |
| Can. Club | 4 | | 28 | | | 168 |
| Ancient Age | 5 | | 10 | 13 | 27 | 144 |
| Heaven Hill | | 9 | | | | |
| I.W.Harper 86 | 2 | | 13 | | 26 | 191 |
| Old Tonester 86 | 5 | 3 | 17 | 27 | 4 | 120 |
| Ten High | | | 16 | 7 | | 28 |
| Walkers Canadian | 2 | | 12 | | | 12 |
| Walkers Deluxe | 2 | | 3 | 3 | | 26 |
| Four Roses | 2 | | 9 | 3 | 7 | 172 |
| Burke & Barry | | 11 | 6 | | | |
| Black Velvet | 4 | 2 | 37 | 29 | 148 | 191 |
| Early Times | | 1 | | 12 | | 9 |
| Jack Daniels Black | | | 6 | 7 | 4 | 77 |
| Jack Daniels Green | | | 4 | 4 | 11 | 30 |
| Old Forester 100° | 1 | | 3 | 2 | | 10 |
| Old Grandad 100 | 1 | | 3 | 1 | 2 | 20 |
| Old Grandad 86 | | | 9 | 3 | 2 | 10 |
| Old Crow | 3 | | 9 | 2 | 4 | 103 |
| Windsor Canadian | 4 | | 4 | 7 | | 37 |
| Mount Vernon | | | | 26 | | |
| Club 400 | 2 | 1 | | 11 | | |
| Old Setter | | 4 | 6 | | | |
| Crown Royal | 1 | | 3 | 3 | 9 | 26 |
| James Fox | | | 12 | | | 10 |
| Eyra Brooks 90 | 1 | | | | | 19 |
| Bourbon Supreme | 5 | | 12 | 9 | 14 | 9 |
| Grande Canadian | | | | 7 | | 28 |
| Geo. Dickel 86 | 2 | | 14 | | | 13 |
| Calvert | 4 | | 26 | 21 | 26 | 172 |
| Kesler | 3 | 2 | 13 | 12 | 38 | 108 |
| Lord Calvert | 4 | 1 | 11 | 8 | 13 | 90 |

LIBER 028 PAGE 86

## SCOTCH WHISKEY

| | ½q | ¼ | 1/5 | Pt. | ½P | Min. |
|---|---|---|---|---|---|---|
| Ambassador | | | 9 | | | 31 |
| B & L | | | | | | 9 |
| Black & White | 1 | | 7 | | | 12 |
| Chivas Regal | 2 | | 2 | | | 36 |
| Cutty Sark | 2 | | 18 | | | 91 |
| Demars | | | 2 | 3 | | 8 |
| Glenfiddich | | | 2 | | | 2 |
| Grand MacNish | | | | | | 7 |
| Grants | | | 3 | 3 | | 2 |
| Imer House | | | 6 | | 26 | 13 |
| J & B | 1 | | 2 | | | 11 |
| King George | | | 10 | | | 14 |
| 100 Pipers | | | | | | 2 |
| Passport | 3 | | 2 | 12 | | 7 |
| Royal Salute | 1 | | | | | |
| Leachers | | | | | | 8 |
| Ushers | 2 | | | | | 3 |
| White House | | | 4 | | | 16 |

LIBER 028 PAGE 87

## VODKA

| | ½ | ¼ | 1/5 | Pt. | ½Pt. | Min. |
|---|---|---|---|---|---|---|
| Stolichnaya | | | 7 | | | 12 |
| Black Watch | 3 | | | | | |
| Crown Russe | | | 8 | | | 37 |
| Gilliys 80 | | | 17 | | | 68 |
| Nikolai | | | 10 | 9 | | 11 |
| Popov | | 9 | 38 | 13 | | 36 |
| Schenley | 1 | | | | | |
| Wolfsshmidt | | | 10 | 12 | | 39 |

## GIN

| | | | | | | |
|---|---|---|---|---|---|---|
| Booths | | | 12 | | | 38 |
| Burnetts | 2 | | 11 | | | 12 |
| Calvert | 1 | | 8 | 7 | 19 | 10 |
| Canada Dry | | 16 | | | | 9 |
| English Mkt. | | | | | | 10 |
| Gilleys | 3 | 7 | 17 | 32 | | 36 |
| Shenley 90 | | | 6 | | | |
| Beefeater | 1 | 2 | 6 | 4 | 8 | 12 |
| Bombay | 4 | | 3 | | | 6 |
| Boodles | | | | | | 8 |
| Tanqueray | 1 | | 14 | | | 11 |

## RUM

| | | | | | | |
|---|---|---|---|---|---|---|
| Bacardi 151 | | | | 7 | 2 | 11 |
| Bacardi | 2 | | | 41 | 26 | 36 |
| Myers | | | 2 | | | 7 |

WINE

| | ½g | ¼ | 1/5 | Pt. | ½Pt. | Min. |
|---|---|---|---|---|---|---|
| Manischewitz | 11 | | 81 | | | |
| Mogen David | 14 | | 11 | | | |
| Andre | | | 128 | | | |
| Italian Swiss Colony | | | 36 | 105 | | |
| Paul Masson | | | 7 | | | |
| Richards | | | 9 | | | |
| Taylor | 24 | | 45 | | | |
| Total | 49 | | 317 | 105 | | |
| Wine in Gallons | 245 | | 61.91 | 13.12 | | |
| Total Gallons | 99.53 | | Total Cost - $1,019.47 | | | |

LIBER 028 PAGE 89

BEER

| | Qt. | 16 oz. | 12 oz. | 7 oz. |
|---|---|---|---|---|
| Miller | | 2 | 18 | |
| Pabst | | | 32 | 1 |
| Schlitz | | 1 | 9 | |
| Duke | | | 2 | |
| Budweiser | 1 | 1 | 16 | |
| Stoneys | 2 | | | |
| Iron City | 1 | | | |
| Black Label | 1 | | 4 | |
| Rolling Rock | | | 2 | 3 |
| Schmitz | | 2 | | |
| Blatz | | | 20 | |
| Stroh's | | 2 | 8 | |
| Miller Lite | | 3 | 4 | |
| Michelob | | | 12 | |
| Total | 5 | 11 | 127 | 4 |

Total cases - 147

Total Cost - $1,168.00

FILED FOR RECORD
MAY 18 1983
at 1:00 O'clock P M.
and same day Recorded in
Liber No. ORP Folio
one of the Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 028 PAGE 90

ARTICLES OF SALE AND TRANSFER

BETWEEN

CUMBERLAND LIQUORS, INC. (MD. CORP) Transferor

AND

JOHN LOWENDICK Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1982 at 10:22 o'clock A M. as in conformity with law and ordered recorded.

11

Recorded in Liber 2565, folio 2042, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

57-5

Bonus tax paid $_____ 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. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 134760

8305692

LIBER 028 PAGE 91

DASHER OWNERS OF AMERICA, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

DASHER OWNERS OF AMERICA, INC., a Maryland Corporation, having its principal office in Cumberland, Maryland (hereinafter referred to as the "Corporation"), hereby certified to the State Department of Assessment 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 22 Greene Street, Cumberland, Allegany County, Maryland.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is ALLAN D. MACY, Box 41L, Shinnamon Drive, LaVale, Allegany County, Maryland.

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

ALLAN D. MACY, Box 41L, Shinnamon Drive, LaVale, Allegany County, Maryland 21502

JOYCE B. MACY, Box 41L, Shinnamon Drive, LaVale, Allegany County, Maryland 21502

ALLAN DOUGLAS MACY, JR.. 523 Essex Place, Cumberland, Allegany County, Maryland 21502

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

President, ALLAN D. MACY, Box 41L, Shinnamon Drive, LaVale, Allegany County, Maryland 21502

MAR 18 83 A 22292 ********46

[redacted] AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

BLS

Compared and Mailed ~~Delivered~~

TO Allan D. Macy
Box 41L Shinnamon Drive
LaVale, Md. 21502

May 23 1983

Secretary, JOYCE B. MACY, Box 41L, Shinnamon Drive, LaVale, Allegany County, Maryland 21502.

Treasurer, ALLAN DOUGLAS MACY, JR., 523 Essex Place, Cumberland, Allegany County, Maryland 21502.

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written formal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporation 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, DASHER OWNERS OF AMERICA, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 12th day of April, 1982, and its President acknowledges that

ON AND GERSON
ORNEYS AT LAW
RLAND, MD 21502
ONQUIN HOTEL
01-759-4343

LIBER 028 PAGE 93

these Articles of Voluntary Dissolution are the act and deed of DASHER OWNERS OF AMERICA, 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:

Joyce B. Macy
JOYCE B. MACY, Secretary

DASHER OWNERS OF AMERICA, INC.

Allan D. Macy
ALLAN D. MACY, President

[redacted]ON AND GERSON
[redacted]TORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

# ALLEGANY COUNTY CENTRAL TAX OFFICE

1515

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

LIBER 028 PAGE 94

[redacted]
Ronald F. Rice, Comptroller

November 24, 1982

[redacted] - [redacted]
RHEBA SNYDER - CHIEF CLERK
JOSEPHINE CHEVALIER - CLERK
JOSEPH PALETTA - CLERK

TO WHOM IT MAY CONCERN:

ACCORDING TO THE RECORDS OF THIS OFFICE, THE STATE AND COUNTY TAXES FOR DASHER OWNERS OF AMERICA, INC. ARE PAID IN FULL AS OF THE ABOVE DATE AND THERE ARE NO OUTSTANDING TAXES DUE AT THIS TIME.

WE TRUST THIS IS THE INFORMATION YOU DESIRE.

Very truly yours,

Ronald F. Rice By R Snyder
Ronald F. Rice
Comptroller

LEGANY COUNTY CENTRAL TAX OFFICE
P.O. BOX 209 COURTHOUSE, CUMBERLAND, MD. 21502
K OR MONEY ORDER PAYABLE TO: ALLEGANY CO. TAX OFFICE
S DESIRED, RETURN BOTH COPIES WITH POSTAGE.

**PERSONAL PROPERTY TAX**
**YEAR 1982-83**

| ASSESSMENT | | |
|---|---|---|
| STATE | COUNTY | SPECIAL |
| 3450 | 3450 | |

| TAX DESCRIPTION | RATE | AMOUNT |
|---|---|---|
| Allegany County Corp | 2.11 | 72 80 |
| Maryland State Corp | .121 | 7 25 |
| 764 by 12/31/82 for 5% Disc. | | |
| NO DISCOUNT ON STATE TAXES | TOTAL TAX → | 80.05 |

| ACCOUNT NO. |
|---|
| C7548 |

PAY THIS AMOUNT

| | | |
|---|---|---|
| IN JULY | IN NOV. | IN MAR. |
| IN AUG. | IN DEC | IN APRIL |
| IN SEPT. | IN JAN | IN MAY |
| IN OCT. | IN FEB. | IN JUNE |

Dasher Owners of America, Inc

DEC 0 0 Fee No. 24

76.41

CR

1516

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 028 PAGE 95

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

DASHER OWNERS OF AMERICA, INC.

have been paid.

WITNESS my hand and official seal this

Twenty-fourth day of June A.D. 1982.

Jane M. Ruby
Deputy Comptroller

PS-409

FILED FOR RECORD
MAY 18 1983
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 028 PAGE 96

ARTICLES OF DISSOLUTION

OF

DASHER OWNERS OF AMERICA, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1982 at 10:23 o'clock A M. as in conformity with law and ordered recorded.

6

Recorded in Liber 1565, folio 1511 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

9h-5

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.

W. Kirk

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 134675

8305693

bt

LIBER 028 PAGE 97

# ARTICLES OF INCORPORATION

OF

# DELTA TECHNIQUES, INC.

FIRST: We, the undersigned, Harry Stern, whose Post Office address is One Las Olas Circle, Fort Lauderdale, Florida 33316; Sally Stern, whose Post Office address is One Las Olas Circle, Fort Lauderdale, Florida 33316; and Barbara Barncord, whose address is 12000 Industrial Park Road, Upper Potomac Industrial Park, 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:

DELTA TECHNIQUES, INC. MAY 18-83 A 22291 *****5.46

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 engineering, designing assembling, manufacturing or dealing with electronic equipment of all kinds, and to engage in wholesale or retail merchandising, purchase, sales or other transactions, either as principal, agent, franchised dealers, warehouseman, factor, broker or in any other fashion to deal with electronic parts, components, assemblies or finished products and related supplies of all kinds, including

12-8-4-1-085-2001



Compared and ~~Mailed~~ Delivered BW
TO Thomas N. Berry Esq. 10 Green St. City
May 23rd 1983

merchandising of parts, materials and equipment of every and any kind relating to electronics products at wholesale or retail, distribution or supplying of products and equipment of all kinds; to engage in commercial enterprises of every kind or description, whether primarily related to electronic products 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 operatinns 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, 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, 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 securites 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 ofownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a divison of the profits of this Corporation, to distribute 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 Maryland is 12000 Industrial Park Road, 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 25,000 shares without par value, all of which shares are of one class and are designated as 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 andqualify, are as follows: Harry Stern, Sally Stern and Barbara Barncord.

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 not 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. 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 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.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 23rd day of August, 1982.

WITNESS:

Eleanor Rice — Harry Stern (SEAL)
HARRY STERN

Eleanor Rice — Sally Stern (SEAL)
SALLY STERN

Eleanor Rice — Barbara Barncord (SEAL)
BARBARA BARNCORD

STATE OF MARYLAND, ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23rd day of August, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared HARRY STERN, SALLY STERN and BARBARA BARNCORD, each satisfactorily made known to me, and acknowledged the aforegoing Articles of Incorporation to be his and her respective act and deed.

WITNESS my hand and Notarial Seal.

Eleanor Rice
Notary Public

LIBER 028 PAGE 106

FILED FOR RECORD
MAY 18 1983
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 INCORPORATION

OF

DELTA TECHNIQUES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 30, 1982 at 9:40 o'clock A. M. as in conformity with law and ordered recorded.

10

Recorded in Liber 2564 folio 01015, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

97.5

Bonus tax paid $ 100.00 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.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 134484
8305352

DR

LIBER 028 PAGE 107

ARTICLES OF INCORPORATION

OF

DON ATHEY's HAIR DESIGNERS, INC.

MAY 18-83 A #22289 *****5.46

WE, the undersigned, DONALD JAMES ATHEY, whose address is Henry Drive, LaVale, Maryland; CHERI ATHEY, whose address is Henry Drive, LaVale, Maryland; and DAVID C. McLAUGHLIN, whose address is Gramlich Road, LaVale, 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 (which is hereinafter called the Corporation) is:

DON ATHEY's HAIR DESIGNERS, INC.

SECOND

1.) The general nature of the business shall be the business of holding, leasing, managing property, and supervising beauty salons, wherein the following activities shall be conducted: cutting, washing, setting, tinting, dying, waving, and straightening hair, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto; the retail sales outlook of wigs, male and female, cosmetics, jewelry, boutiques, food, soft drinks, and clothing or personal apparel; the buying and selling and dealing in, or handling of rental estate; the holding, owning or leasing of such real estate or buildings as may be necessary for the proper conduct of the business of the corporation it shall have the power to borrow money in the corporate name.

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

Compared and Mailed ~~Delivered~~ Bw
TO Mr Donald J. Athey
Baf #3302 Oak Road
La Vale Md 21502
May 23 1983

2) All of the general powers that are set forth in §2-103 of the Corporations and Associations of the Annotated Code of Maryland.

THIRD

The Post Office Address of the principal office of the Corporation in this State is:

Box 3302, Oak Road, LaVale, Maryland 21502

The Resident Agent of the Corporation is:

Mr. Donald James Athey
Box 3302, Oak Road
LaVale, 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 three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

DONALD JAMES ATHEY
CHERE ATHEY
DAVID C. McLAUGHLIN

SIXTH

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

LAW OFFICE
OF
NETT & BARNETT
ALTIMORE AVENUE
RLAND, MARYLAND
21502
PHONE 722-2745

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stocks 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.

SEVENTH

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 4 day of NOV., 1982.

Margo J Butler — Donald James Athey SEAL
WITNESS — DONALD JAMES ATHEY

Margo J Butler — Cheri Athey SEAL
WITNESS — CHERI ATHEY

Margo J Butler — David C McLaughlin SEAL
WITNESS — DAVID C. McLAUGHLIN

AFFIDAVIT
STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY that before me on this 4th day of November, 1982, personally appeared DONALD JAMES ATHEY and CHERI ATHEY, and they did declare that the aforegoing is their act and deed.

Margo J Butler
NOTARY PUBLIC

My Commission Expires: July, 1986

AFFIDAVIT
STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY that before me on this 4th day of November, 1982, personally appeared DAVID C. McLAUGHLIN and he did declare that the aforegoing is his act and deed.

Margo J Butler
NOTARY PUBLIC

My Commission Expires: July, 1986

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

FILED FOR RECORD
MAY 18 1983
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 [illegible] Clerk

LIBER 028 PAGE 110

ARTICLES OF INCORPORATION

OF

DON ATHEY'S HAIR DESIGNERS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1982 at 10:44 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2565, folio 1639, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

375-5 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. Tth

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

A 134696
8305611

DR

02756

LIBER 028 PAGE 111

FDJR CORPORATION, INC.

A MARYLAND CLOSE CORPORATION ORGANIZED PURSUANT TO TITLE 4 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND

ARTICLES OF INCORPORATION

FIRST: I, HARRY B. SEWELL, JR., whose post office address is 7338 Baltimore Avenue, College Park, Maryland 20840, being at least eighteen years of age, do hereby elect to form a close corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

SECOND: The name of the corporation is FDJR Corporation, Inc.

THIRD: The period of its duration is perpetual.

FOURTH: The general purpose of the business to be transacted by this corporation, together with, and in addition to, those powers conferred by the laws of the State of Maryland and the principles of common law upon corporations is to design, manufacture, purchase or otherwise acquire, repair, engrave, cut, stamp, set, and generally work with and upon, and to sell, let, and deal in jewelry, gems, precious and semi-precious stones, cameos, gold, silver, platinum, and other wares, plates, utensils, ornaments and articles, timepieces, personal furnishings, china, glass and porcelain wares, novelties of all kinds, and generally to do all things and to carry on all lines of trade common to the jewelry business, wholesale, retail, or manufacturing. To do all of the foregoing as principal or agent, on commission, or otherwise and to engage in any and all lawful busineses, trades or professions.

FIFTH: The total amount of authorized capital stock of the Corporation is Five Thousand (5,000) shares of common stock of no par value.

SIXTH: The provisions for the regulation of the internal affairs of the Corporation shall be contained in the by-laws.

Compared and Mailed Delivered. BW MAY 18-83 A 22290 *****5.46

TO Frank D. Riley
1063 Hyld Dyrel
Upper Marlboro, Md 20772

May 23 1983

SEVENTH: The address of the principal office of the Corporation in this State is Newcomer's Jewelry, Searstown Shopping Center, Winchester and Vocke Roads, Lavale, Maryland 21502. The name of the Resident Agent is Frank D. Riley, whose address in this State is located at 10613 Wyld Drive, Upper Marlboro, Maryland 20772. Said Resident Agent is an individual actually residing in this State.

EIGHTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) directory, Frank D. Riley.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation this 24th day of November, 1982, and I acknowledge the same to be my act.

Witness:

Sally R. Hardy

Harry B. Sewell

HARRY B. SEWELL, JR.

FILED FOR RECORD
MAY 18 1983
at 1:05 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 028 PAGE 113

ARTICLES OF INCORPORATION

OF

FDJR CORPORATION, INC.

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

3

Recorded in Liber 2564, folio 02755, 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.

D. W. Kibler

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 134535

8305406

LIBER 028 PAGE 114

ARTICLES OF REVIVAL

OF

MT. SAVAGE SPECIALTY REFRACTORIES CO., INC.

Mt. Savage Specialty Refractories Co., Inc., a Maryland corporation (the "Corporation"), certifies as follows:

FIRST: These Articles of Revival are for the purpose of reviving the charter of the Corporation.

SECOND: The name of the Corporation at the time the Corporation's charter was forfeited was Mt. Savage Specialty Refractories Co., Inc.

THIRD: The name which the Corporation will use after revival is Mt. Savage Specialty Refractories Co., Inc..

FOURTH: The address of the principal office of the Corporation is Foundry Row, Mt. Savage, Maryland 21545 which is in the same county where the Corporation's principal office was located at the time its charter for forfeited.

FIFTH: The name and address of the resident agent of the Corporation are Craig Felton, Foundry Row, Mt. Savage, Maryland 21545.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf on this 8th of November, 1982 by its last acting President who acknowledges that these Articles are the act of the Corporation and that to the best of his knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles are true in all material respects.

MAY 18-83 A 22295 ******5.46

BV

Compared and Mailed Delivered

TO Craig Felton
Foundry Row
Mt Savage, Md 21545

May 23 1983

ATTEST:

David M. Rost
Last Acting Secretary

MT. SAVAGE SPECIALTY
REFRACTORIES Co., Inc.

By: J. Gerald Zawatski
Last Acting President

FILED FOR RECORD
MAY 18 1983
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 [illegible] Clerk

LIBER 028 FOLIO 116

ARTICLES OF REVIVAL

OF

MT. SAVAGE SPECIALTY REFRACTORIES CO.,INC..

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1982 at 2:24 o'clock P M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2565, folio 1496, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

9h-5

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. Kitt

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · DONEC VOLENTATIS TVÆ CORONASTI SCYTO SON

A 134672

8305697

bt

LIBER 028 PAGE 117

THE PAINT CENTER, INC.

ARTICLES OF INCORPORATION

FIRST: We, ROBERT LINDLEY DEWITT and SYLVIA JEAN DEWITT, whose post office address is Route 4, Box 72, 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 THE PAINT CENTER, INC.

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

A. To buy, sell, store, warehouse, distribute, trade in and deal in and with, at wholesale and retail, and in every other manner, paint and painting supplies and materials of every kind and character, and all equipment, goods, and materials of every kind and character used in the painting trade.

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 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

FILED DEC 17 A 10:41

RECORDED IN THE LAND RECORDS OF ALLEGANY COUNTY, MD. NOV 18 83 A 12:22 PM

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

Compared and ~~Mailed~~ Delivered
TO Fred H. Anderson Esq.
39 Green Street Cumberland, Maryland 21502
May 23 1983

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 1223 A National Highway, LaVale, Allegany County, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Fred H. Anderson, 39 Greene Street, P. O. Box 657, Cumberland, Allegany County, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

ON & RUDD
NEYS AT LAW
AND, MARYLAND
REENE ST.

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, 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 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: ROBERT LINDLEY DEWITT, SYLVIA JEAN DEWITT and LANA JEAN SCHOWENGERDT.

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 altering in any one or more respects, from time to time before the issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and 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

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

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 officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

ERSON & RUDD
TTORNEYS AT LAW
BERLAND, MARYLAND
39 GREENE ST.

(3) With respect to any corporate representative other than a present or former director or officer, theCorporation 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, I have signed these Articles of Incorporation this 14th day of DECEMBER, 1982, and I acknowledge the same to be my act.

WITNESS:

James P. Donahue, Jr. — Robert Lindley Dewitt
ROBERT LINDLEY DEWITT

James P. Donahue, Jr. — Sylvia Jean Dewitt
SYLVIA JEAN DEWITT

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY That on this 14th day of December, 19 , before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT LINDLEY DEWITT and SYLVIA JEAN DEWITT, 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.

My Commission Expires:
July 1, 1986

Dorothy Jean Whitacre
Notary Public

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

FILED FOR RECORD
MAY 18 1983
at 1:00 o'clock P.M.
and same day Recorded in
Liber No. C&C Folio
one of the Records of Allegany
County, Maryland, and com-
Pted by
Clerk

LIBER 028 PAGE 122

ARTICLES OF INCORPORATION

OF

THE PAINT CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 17, 1982 at 10:41 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2566, folio 2435, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

355

Bonus tax paid $ 22.00 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.

RLB Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 135341

8306362

drb

LIBER 028 PAGE 123

ARTICLES OF INCORPORATION

OF

QUARRY RIDGE CORP.

FIRST: I, Gary G. Leasure, 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 QUARRY RIDGE CORP.

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

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

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

MAY 18-83 A 02286 ******5.46

Compared and Mailed Delivered BW
TO Carl O. Beet Jr.
H. Buchanan Breuer
La Vale Md
May 23 1983

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

(4) To transact the business of buying and selling, dealing in, leasing, renting, and managing real estate and any interests therein for its own account or for the account of others; to collect rents and to make repairs and transact the general business of a real estate dealer.

FOURTH: The post office address of the principal office of the Corporation in this State is 14 Buchanan Avenue, LaVale, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Carl O. Belt, Jr., 14 Buchanan Avenue, LaVale, 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 two (2), 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: Carl O. Belt, Jr. and Jane Belt.

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 Secion.

(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 are not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who are not 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 9 day of December, 1982, and I acknowledge the same to be my act.

WITNESS:

Susan L Ray

Gary C. Leasure (SEAL)

GARY C. LEASURE

FILED FOR RECORD
MAY 18 1983
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 028 PAGE 127

ARTICLES OF INCORPORATION

OF

QUARRY RIDGE CORP

approved and received for record by the State Department of Assessments and Taxation of Maryland December 13, 1982 at 10:13 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2566, folio 145 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 135165

8306034

DS

LIBER 028 PAGE 128

RONNIE'S MILL, INC.

A Maryland Close Corporation, organized pursuant to
Title 4 of the Corporations and Associations Article
of the Annotated Code of Maryland

ARTICLES OF INCORPORATION

MAY 1983 $ 25.00 ***** 5.46

FIRST: That the undersigned, ROBERT S. PAYE, whose post office address is 21 Prospect Square, Cumberland, Maryland, 21502, and SANDRA K. TWIGG, whose post office address is Rt. #3, Box 134 X, 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.

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

RONNIE'S MILL, 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.

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

(a) To carry freight for hire; to receive and load all varieties of commercial freight and commodities on board highway motor vehicles; to transport such freight to various destinations throughout the United States; 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 engage in the business of motor vehicle parts, accessories and service; to service and repair motor vehicles; and to do whatever may be necessary or convenient to carry on such businesses and to accomplish such purposes as may be incident thereto.

(c) 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 every kind and character, real, personal or mixed,

LAW OFFICES
ERT. McMULLEN.
YE & GETTY
UMBERLAND
MARYLAND

Compared and ~~Mailed~~ Delivered Bur
Robert S. Paye. Esq.
TO 21 Prospect Square
Cumb. Md. 21502
May 23 1983

tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property and real property, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

(d) 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. #35, Box 362, Ellerslie, Maryland, 21529. 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.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) Director, whose name is Ronald E. Reed.

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



LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 10th day of December, 1982, and do acknowledge the same to be our respective act.

WITNESS:

Alice K. Monahan — Robert S. Paye (SEAL)
ROBERT S. PAYE

Alice K. Monahan — Sandra K. Twigg (SEAL)
SANDRA K. TWIGG

FICES
CMULLEN.
GETTY
RLAND
LAND

FILED FOR RECORD
MAY 18 1983
at 1:00 O'clock M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com
Noted by

LIBER 028 PAGE 131

ARTICLES OF INCORPORATION

OF

RONNIE'S MILL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 13, 1982 at 12:58 o'clock P. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2566, folio 1370 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 135151
8306036

LIBER 028 PAGE 132

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this 29 day of

* November, 1982.

*** ***** ***

ARTICLES OF INCORPORATION

OF

TWIGG REALTY, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Virgil R. Twigg, whose post office address is 620 White 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: That the name of the Corporation, hereinafter called the "Corporation", is:

TWIGG REALTY, 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,

MAY 18-83 A 22287 ******5.46

ERT O. KAZARY
RNEY AT LAW
WASHINGTON ST.
RLAND, MARYLAND
21502

Compared and Mailed ~~Delivered~~ BW

TO Virgil R. Twigg
620 White Avenue
Cumberland, Md. 21502

May 23 1983

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 620 White Avenue, Cumberland, Maryland 21502. The Resident Agent of the Corporation is Virgil R. Twigg, whose post office address is 620 White 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 (3) directors, namely, Virgil R. Twigg, Ruth V. Twigg, and Robert O. Kazary, 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 rights or subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine

OBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
MBERLAND, 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

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

ERT O. KAZARY
ORNEY AT LAW
WASHINGTON ST.
RLAND, 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 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 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 or an employee or agent of the Corporation, or is or was serving at the request of the

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, 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 part 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 in which such action or suit was brought, or any other court

O. KAZARY
EY AT LAW
HINGTON ST.
ND, 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.

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
UMBERLAND, 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 so 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 29th day of November, 1982.

WITNESS:

Virgil R. Twigg (SEAL)
VIRGIL R. TWIGG

ERT O. KAZARY
RNEY AT LAW
WASHINGTON ST.
LAND, MARYLAND
21502

LIBER U28 PAGE 141

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on the 29th day of November, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared VIRGIL R. TWIGG, 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. Shockey
Notary Public

My Commission Expires: July 1, 1986.

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

FILED FOR RECORD
MAY 18 1983
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 028 PAGE 142

ARTICLES OF INCORPORATION

OF

TWIGG REALTY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1982 at 11:41 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2565, folio 1590 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

97-5

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 · STATE OF MARYLAND · SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS

A 134688
8305689

DR

LIBER 028 PAGE 143

WILD TURKEY SPORTSMAN'S CLUB, INC.

ARTICLES OF INCORPORATION

FIRST: I, RICHARD A. STERNE, whose post office address is 170 North Centre Street, Cumberlqnd, 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 WILD TURKEY SPORTSMAN'S CLUB, INC.

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

(a) The Corporation is organized exclusively for pleasure, recreational and other non-profitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 401(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), and, more specifically, to receive and administer funds for such pleasure, recreational and other non-profitable 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 amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which said property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to

MAY 18-83 A 12:28 ***5.46

MD DEPT 13 A 9:47

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

Compared and Mailed Delivered
TO Chester Smith
12721 Valley View Avenue
Cresaptown, Md. 21502
May 23rd 19 83

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 for a pleasure, recreational or other non-profitable purpose, 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)(7) 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 pleasure, recreational and other non-profitable purposes, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

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

OFFICE OF
*n Kelly*
ITE 101
QUIN HOTEL
AND, MD. 21502
301-724-9000

federal income tax under Section 501(c)(7) 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 pleasure, recreational, and other non-profitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

(1) to provide opportunities for club members to engage in the sport of hunting.
(2) to promote hunter safety.
(3) to encourage the practice of good sportsmanship and compliance with local, state and federal game laws.
(4) to support wildlife conservation programs and to assist wildlife management.
(5) to strengthen landowner-hunter cooperation and understanding.
(6) to increase the knowledge and practice of hunting skills, marksmanship and other outdoor recreation skills that are in harmony with the sport of hunting.
(7) to cooperate with other organizations which share the objectives stated in paragraphs (1) through (7).

FOURTH: The post office address of the principal office of the Corporation in the State is 12721 Valley View Avenue, Cresaptown, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Chester Smith, 12721 Valley View Avenue, Cresaptown, 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

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

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: Larry Bonovich, Chester Smith and Richard A. Sterne.

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 pleasure, recreational or other non-profitable organization 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of DECEMBER, 1982, and I acknowledge same to be my act.

Richard A. Sterne

RICHARD A. STERNE

FFICE OF
Kelly
E 101
UIN HOTEL
ND, MD 21502
1-724-9000

LIBER 028 PAGE 147

STATE OF MARYLAND,

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, that on this 1st day of DECEMBER, 1982, before me the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared RICHARD A. STERNE 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: 7.1.86

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

FILED FOR RECORD
MAY 18 1983
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

LIBER 028 PAGE 148

ARTICLES OF INCORPORATION

OF

WILD TURKEY SPORTSMAN'S CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 13, 1982 at 9:47 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2566, folio 1403, 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 135156
8306045

DS

LIBER 028 PAGE 149

WOODCRAFT & SUN, INC.

ARTICLES OF INCORPORATION

FIRST: I, ALISON M. LAYMAN, whose Post Office address is 155 Center Street, Frostburg, 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 hereafter referred to as the "Corporation") is WOODCRAFT & SUN, INC.

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

(1) To engage in the general contracting business; including the installation of kitchens and additions to buildings and the construction of buildings; 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 155 Center Street, Frostburg, Maryland. 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 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.

MAY 18-83 A 22282 ***** 5.46

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
Cumb'd, Md
May 23 1983

LIBER 028 PAGE 150

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: Alison M. Layman, John W. Layman and Rhona A. Frank.

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

OFFICES
RY HANNA
ECT SQUARE
ND, MD. 21502
(301) 759-2777
(301) 589-2421

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

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

LIBER 028 PAGE 152

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 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 10 day of December, 1982, and I acknowledge the same to be my act.

G. Gary Hanna
WITNESS

Alison M. Layman
ALISON M. LAYMAN

W OFFICES
ARY HANNA
SPECT SQUARE
AND, MD. 21502
AND (301) 759-2777
G (301) 669-2421

FILED FOR RECORD
MAY 18 1983
at 1:00 o'clock P.M.
and same day Recorded in
Liber No. 028 Folio 153
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 028 PAGE 153

ARTICLES OF INCORPORATION

OF

WOODCRAFT & SUN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 17, 1982 at 9:50 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2568, folio 1141, 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 135787

8306323

bt

BOOK 028 PAGE 154

ARTICLES OF INCORPORATION

OF

ALLEGANY HUDSON, INC.

[redacted]

THIS IS TO CERTIFY:

FIRST: That the subscriber, William L. Wilson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

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

ALLEGANY HUDSON, INC.

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

(a) To engage in the business of a restaurant and the wholesale and retail sale of food and beverages and related products and services.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, 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,

1983 JUN 10 A 9:22

Compared and Mailed Delivered

TO William L. Wilson Esq.

June 17 1983

WILSON AND WILKINSON
CUMBERLAND, MD.

dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

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

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

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or of any

other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

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

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares

of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

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

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter and to direct and determine the use and

prices of redemption of such stock.

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

Liber 028 Page-159

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 100 South Liberty Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is William L. Wilson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three (3) directors, and Margaret K. Fulton, Bob J. Stallings and Kris Bridges shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said corporation shall have the power to increase the number of directors to not more than nine (9) by amendments to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is one hundred shares of the par value of one hundred dollars ($100.00) each.

EIGHTH: The Corporation's duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of January, 1983.

WITNESS:

Mary O. Emerick

William L. Wilson (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 5th day of January, 1983, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared William L. Wilson who acknowledged the aforegoing instrument of writing to be his act and deed.

WITNESS my hand and Notarial Seal.

Mary O. Emerick
Notary Public

Mary O. Emerick NOTARY PUBLIC Allegany Co., Md.

prices of redemption of such stock.

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

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 100 South Liberty Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is William L. Wilson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three (3) directors, and Margaret K. Fulton, Bob J. Stallings and Kris Bridges shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said corporation shall have the power to increase the number of directors to not more than nine (9) by amendments to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is one hundred shares of the par value of one hundred dollars ($100.00) each.

EIGHTH: The Corporation's duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of January, 1983.

WITNESS:

Mary O. Emerick

William L. Wilson (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 5th day of January, 1983, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared William L. Wilson who acknowledged the aforegoing instrument of writing to be his act and deed.

WITNESS my hand and Notarial Seal.

Mary O. Emerick
Notary Public

Mary O. Emerick NOTARY PUBLIC Allegany

...LED FOR RECORD
...1983
...:30 o'clock ... M.
...sor e day Recorded in
N.. Follo
of the ...
Records of Allegany
...Maryland and com...



ARTICLES OF INCORPORATION

OF

ALLEGANY HUDSON, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 10, 1983 at 9:22 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2571, folio 3624, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

555

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 · STATE OF MARYLAND ·

A 136528

8307800

drb

2939

BOOK 028 PAGE 162

ARTICLES OF AMENDMENT

AND

RESTATED

ARTICLES OF INCORPORATION

OF

ALLEGHENY SAND, INC.,

JUN-7-83 A 23912 *****5.55

The Articles of Incorporation of ALLEGHENY SAND, INC., as amended and restated, are as follows:

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

Allegheny Sand, Inc.

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

(a) To conduct and carry on the business of mining, producing and selling sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and any and all other minerals, contents or products of the earth; the manufacture and sale of coke and its by-products; the manufacture and sale of any and all types of refractory products, including fire brick, face brick, tile and other clay products; to sever and sell timber and operate a general sawmill business in connection therewith; to manufacture and sell as

Compared and Mailed Delivered

TO Gerald D. Riggleman
301 Washington Street
Cumberland, Md. 19 83
June 17

principal or agent, products of sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and all other minerals or products of the earth; including alloyed metals and wood and combinations of two or more of them; and to own, construct and operate any types of plants, factories, machinery and transportation facilities necessary for the obtention, processing or transporting of any of the above mentioned minerals, issues or products; and to conduct a general engineering business.

(b) To purchase, hold, deal in, lease, mortgage or otherwise encumber, and to lease, sell, exchange, transfer or dispose of in any manner real or leasehold property, and to construct, operate, lease, rent, and manage buildings and property of every kind, nature and description, wheresoever situate.

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

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

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

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

(g) To lend or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to

secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(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 or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(j) The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the laws of the State of Maryland, and 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.

THIRD: The post office address of the place at which the principal office of the Corporation in this State will be located is 301 Washington Street, Cumberland, Maryland. The resident agent of the Corporation is Gerald D. Riggleman, whose post office address is 301 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Corporation shall have at least three directors, and Edwin J. Bognar, Nadine E. Bognar, Edwin J. Bognar, Jr., and Cynthia A. Bognar, shall act as such until the next annual meeting or until their successors are duly chosen and qualified.

FIFTH: The total amount of the authorized capital stock of the Corporation is 2,000 shares of Class A Common Stock, of the par value of $1.00 per share and 2000 shares of Class B Common Stock of the par value of $1.00 per share.

A description of each class of Common Stock and a statement of the rights, voting powers, preferences, qualification, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each class are as follows:

A. Class A Common Stock

(1) Each share of Class A Common Stock shall be entitled to receive dividends equally with each share of Class B Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class A Common Stock shall have ten (10) votes.

(3) On liquidation, each share of Class A Common Stock shall be entitled to share equally in any distribution with each share of Class B Common Stock.

B. Class B Common Stock

(1) Each share of Class B Common Stock shall be entitled to receive dividends equally with each share of Class A Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class B Common Stock shall have one (1) vote.

(3) On liquidation, each share of Class B Common Stock shall be entitled to share equally in any distribution with each share of Class A Common Stock.

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

This document has been approved by the Directors and Shareholders of the Corporation.

THE UNDERSIGNED, President of Allegheny Sand, Inc., 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.

WITNESS:

Nadine E. Bognar
Secretary

Edwin J. Bognar
President

December 28, 1982

FILED FOR RECORD
JUN 7 1983
at 3:30 o'clock P.M.
and same day Recorded in
Liber No. [illegible] Folio [illegible]
one of the Land Records of Allegany
County, Maryland.
[illegible]
Clerk

BOOK 028 PAGE 169

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

ALLEGHENY SAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1982 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2572, folio 2938 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ 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.

[illegible]

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

A 136644

8308166

drb

02267

BOOK 028 PAGE 170

ALL SEASONS AIR CONDITIONING & HEATING, INC.
ARTICLES OF INCORPORATION

FIRST: I, James E. Chisholm, whose post office address is Route 3, Box 304B, 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 ALL SEASONS AIR CONDITIONING & HEATING, INC.

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

(1) To engage in the business of installing and repairing air conditioning and cooling units and systems; to buy, sell, and otherwise deal in and with air conditioning and heating components and supplies, and all other activities connected with the operation of such 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 720 Adams Avenue, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Ronald G. Welsh,

[redacted]



BW

Compared and Mailed Delivered
Ronald G. Welsh
TO 720 Adams Avenue
Cumberland, Md-21502
June 17 1983

720 Adams Avenue, 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 two (2) 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:

James E. Chisholm
Ronald G. Welsh

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

02270

BOOK 028 PAGE 173

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 January, 1983, and I acknowledge the same to be my act.

James E. Chisholm

JAMES E. CHISHOLM

FILED FOR RECORD
JUN 7 1983
at 2:30 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Records of
Allegany County, Maryland and com-
pared by
Clerk

BOOK 028 PAGE 174

ARTICLES OF INCORPORATION

OF

ALL SEASONS AIR CONDITIONING & HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 18, 1982 at 10:55 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2574, folio 02266, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

155

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. Adams

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

A 136991

8308133

drb

BOOK 028 PAGE 175

Alpha Xi Delta Building Corporation of Frostburg, ~~Md.~~ Maryland, Incorporated

Articles of Revival

(Title 3, Subtitle 508-509-510 of "Corporations and Associations Article" of The Annotated Code ~~2390~~ 5.56 of Maryland

Alpha Xi Delta Building Corporation of Frostburg, Maryland, Incorporated, a Maryland corporation having its principal office in Allegany County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on April 3, 1979, 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 Alpha Xi Delta Building Corporation of Frostburg, Maryland, Incorporated.

THIRD: The name by which the Corporation will hereafter be known is Alpha Xi Delta Building Corporation of Frostburg, Maryland, Incorporated.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 127 Frost Avenue Frostburg, Maryland 21532.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland are Mrs. Norma Sue Morgan, 127 Frost Avenue, 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;

Compared and Mailed Delivered
Norma Sue Morgan
TO 127 Frost Avenue
Frostburg, Maryland 21532
June 17 1983.

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

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

SIXTH: The last acting President, Vice-President, Secretary and Treasurer of the Corporation are unable to sign and acknowledge these Articles of Revival; there are less than three of the last acting directors of the Corporation able and willing to sign and acknowledge these Articles of Revival; and these Articles of Revival are, therefore, signed and acknowledged by the undersigned as the directors.

IN WITNESS WHEREOF, the undersigned as directors elected for that purpose as hereinabove set forth have signed these Articles of Revival on ~~November~~ December 5, 1982.

Debbie Wright Trout
Debbie Wright Trout

Nancy Thomas Carman
Nancy Thomas Carman

Norma Sue Morgan
Norma Sue Morgan

Directors Elected as above Set Forth

State of MARYLAND

County of PRINCE GEORGES ss:

BOOK 028 PAGE 177



I HEREBY CERTIFY that on ~~November~~ DECEMBER 5, 1982, before me, the subscriber, a notary public of the State of Maryland in and for the County of Allegany, personally appeared Norma Sue Morgan, director elected for the purpose of executing, acknowledging and filing Articles of Revival of the Alpha Xi Delta Building Corporation of Frostburg, Maryland, ~~a~~ Incorporated a Maryland corporation, acknowledged the foregoing Articles of Revival to be her act.

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

Notary Public

Aris Sharrow Klasel

My commission expires July 1, 1986

STATE OF MARYLAND

County of PRINCE GEORGES ss:

I HEREBY CERTIFY that on ~~November~~ DECEMBER 5, 1982, before me, the subscriber, a notary public of the State of Maryland in and for the County of personally appeared Debbie Wright Trout and Nancy Thomas Carman, directors elected for the purposes of executing, acknowledging and filing Articles of Revival of the Alpha Xi Delta Building Corporation of Frostburg, Maryland, Incorporated a Maryland corporation, 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

Aris Sharrow Klasel

My commission expires July 1, 1986

FILED FOR RECORD
JAN 7 1983
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Land Records
Allegany County,
Maryland and com-
puted by

BOOK 028 PAGE 178

ARTICLES OF REVIVAL

OF

ALPHA XI DELTA BUILDING CORPORATION OF FROSTBURG, MARYLAND, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland January 3, 1983 at 10:53 o'clock A. M. as in conformity with law and ordered recorded.

---

Recorded in Liber 2571, folio 1374 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

---

225

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 10.00

---

To the clerk of the Circuit Court of Allegany County

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

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

D. W. Kitt

---

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·
SCIRE NOS CORONASTI TVÆ VOLENTATIS BONÆ

A 136275
8307533

drb

2927

BOOK 028 PAGE 179

ARTICLES OF AMENDMENT

AND

RESTATED

ARTICLES OF INCORPORATION

OF

JUN-7-83 A 23911 *****5.55

BOGNAR AND COMPANY, INCORPORATED

The Articles of Incorporation of BOGNAR AND COMPANY, INC., as amended and restated, are as follows:

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

Bognar and Company, Inc.

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

(a) To conduct and carry on the business of mining, producing and selling sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and any and all other minerals, contents or products of the earth; the manufacture and sale of coke and its by-products; the manufacture and sale of any and all types of refractory products, including fire brick, face brick, tile and other clay products; to sever and sell timber and operate a general sawmill business in connection therewith; to manufacture and sell as

Compared and Mailed ~~Delivered~~ Ber

Gerald D. Ruggleman

TO 31 Washington St.

Cumberland, Maryland 21502

June 17th 1983

principal or agent, products of sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and all other minerals or products of the earth; including alloyed metals and wood and combinations of two or more of them; and to own, construct and operate any types of plants, factories, machinery and transportation facilities necessary for the obtention, processing or transporting of any of the above mentioned minerals, issues or products; and to conduct a general engineering business.

(b) To purchase, hold, deal in, lease, mortgage or otherwise encumber, and to lease, sell, exchange, transfer or dispose of in any manner real or leasehold property, and to construct, operate, lease, rent, and manage buildings and property of every kind, nature and description, wheresoever situate.

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

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

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

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

(g) To lend or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to

secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(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 or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(j) The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the laws of the State of Maryland, and 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.

THIRD: The post office address of the place at which the principal office of the Corporation in this State will be located is 301 Washington Street, Cumberland, Maryland. The resident agent of the Corporation is Gerald D. Riggleman, whose post office address is 301 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Corporation shall have at least three directors, and Edwin J. Bognar, Nadine E. Bognar, Edwin J. Bognar, Jr., and Cynthia A. Bognar, shall act as such until the next annual meeting or until their successors are duly chosen and qualified.

FIFTH: The total amount of the authorized capital stock of the Corporation is 2,000 shares of Six Percent Cumulative Preferred Stock, of the par value of $100.00 per share and 2,000 shares of Class A Common Stock, of the par value of $1.00 per share and 2000 shares of Class B Common Stock of the par value of $1.00 per share.

A description of each class of Stock and a statement of the rights, voting powers, preferences, qualification, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each class are as follows:

A. Six Percent Cumulative Preferred Stock

(1) Each share of Six Percent Cumulative Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available therefor, cumulative dividends at the rate of six (6) per centum per annum, payable semi-annually on the 1st day of April and October in each year. The dividends on each share of Six Percent Cumulative Preferred Stock shall be cumulative from the semi-annual dividend payment date next preceding the date of issue of such shares. So long as any of the Six Percent Cumulative Preferred Stock remains outstanding, no dividends shall be declared or paid nor any distribution made on the Class A and Class B Common Stock, unless all accumulated dividends on the Six Percent Cumulative Preferred Stock and the dividend thereon for the current semi-annual dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart.

(2) The Six Percent Cumulative Preferred Stock may be redeemed, at the option of the Board of Directors, as a whole or from time to time in part, on any semi-annual dividend payment date after October, 1968 at the cash price per share of one hundred two dollars ($102), plus all dividends accumulated and unpaid on the redemption date. Notice of every such redemption shall be mailed by the corporation at least thirty (30) days and not more than sixty (60) days preceding the redemption date to the several holders of record of the shares of Six Percent

Cumulative Preferred Stock to be redeemed, at their respective addresses as the same appear upon the books of the corporation. In case of the redemption of a part only of the Six Percent Cumulative Preferred Stock at the time outstanding, the corporation shall select the shares so to be redeemed, pro rata or by lot. Subject to the foregoing provisions the Board of Directors may determine the manner in which and the conditions upon which shares of Six Percent Cumulative Preferred Stock shall be redeemed. If notice of redemption shall have been duly mailed, then on and after the date fixed for redemption the shares of Six Percent Cumulative Preferred Stock so called for redemption, notwithstanding that any certificate therefor shall not have been surrendered for cancellation, shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith cease and terminate, except only the right of the holders thereof to receive upon surrender of certificates therefor the amount payable upon redemption thereof, but without interest. All shares of Six Percent Cumulative Preferred Stock so redeemed shall be cancelled and shall not be reissued.

(3) On liquidation, each share of Six Percent Cumulative Preferred Stock shall be entitled to be paid in cash an amount equal to one hundred dollars ($100) per share, plus all dividends accumulated and unpaid on the date of such payment, before any payment or distribution shall be made to each share of Class A and Class B Common Stock.

(4) Each share of Six Percent Cumulative Preferred Stock shall have one vote per share.

(5) The corporation may issue shares of stock, option rights, and securities having conversion or option rights, without first offering them to the holders of Six Percent Cumulative Preferred Stock.

B. Class A Common Stock

(1) Each share of Class A Common Stock shall be entitled to receive dividends equally with each share of Class B Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor, provided, however, that no dividends shall be declared or paid or any distribution made on the Class A Common Stock so long as any of the Six Percent Cumulative Preferred Stock remains outstanding, unless all accumulated dividends on the Six Percent Cumulative Preferred Stock and the cumulative dividend thereon for the current semi-annual dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart.

(2) Each share of Class A Common Stock shall have ten (10) votes.

(3) On liquidation, each share of Class A Common Stock shall be entitled to share equally with each share of Class B Common Stock in any sums or amounts as remain after full payment and distribution have been made to each share of Six Percent Cumulative Preferred Stock, as hereinbefore set forth in item A.

C. Class B Common Stock

(1) Each share of Class B Common Stock shall be entitled to receive dividends equally with each share of Class A Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor, provided, however, that no dividends shall be declared or paid or any distribution made on the Class B Common Stock so long as any of the Six Percent Cumulative Preferred Stock remains outstanding, unless all accumulated dividends on the Six Percent Cumulative Preferred Stock and the cumulative dividend thereon for the current semi-annual dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart.

(2) Each share of Class B Common Stock shall have one (1) vote.

(3) On liquidation, each share of Class B Common Stock shall be entitled to share equally with each share of Class A Common Stock in any sums or amounts as remain after full payment and distribution have been made to each share of Six Percent Cumulative Preferred Stock, as hereinbefore set forth in item A.

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

This document has been approved by the Directors and Shareholders of the Corporation.

THE UNDERSIGNED, President of Bognar and Company, Inc., 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.

WITNESS:

Nadine E. Bognar
Secretary

Edwin J. Bognar
President

December 28, 1982

FILED FOR RECORD
JUN 7 1983
at 3:20 o'clock P M.
and same day recorded in
Liber No. C.C.P. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

BOOK 028 PAGE 189

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

BOGNAR AND COMPANY, INCORPORATED

Changing its name to:

BOGNAR AND COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1982 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2572, folio 292[illegible], one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ 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 ·

A 136643

8308167

drb

2957

BOOK 028 PAGE 190

ARTICLES OF AMENDMENT

AND

RESTATED

ARTICLES OF INCORPORATION

OF

BOGNAR MINERALS, INC.

JUN -7-83 A 23989 *****5.55

The Articles of Incorporation of BOGNAR MINERALS, INC., as amended and restated, are as follows:

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

Bognar Minerals, Inc.

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

(a) To conduct and carry on the business of mining, producing and selling sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and any and all other minerals, contents or products of the earth; the manufacture and sale of coke and its by-products; the manufacture and sale of any and all types of refractory products, including fire brick, face brick, tile and other clay products; to sever and sell timber and operate a general sawmill business in connection therewith; to manufacture and sell as

Compared and Mailed Delivered
TO Gerald Riggleman
301 Washington Street
Crawfordsville, Ind.
June 17th 1983

principal or agent, products of sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and all other minerals or products of the earth; including alloyed metals and wood and combinations of two or more of them; and to own, construct and operate any types of plants, factories, machinery and transportation facilities necessary for the obtention, processing or transporting of any of the above mentioned minerals, issues or products; and to conduct a general engineering business.

(b) To purchase, hold, deal in, lease, mortgage or otherwise encumber, and to lease, sell, exchange, transfer or dispose of in any manner real or leasehold property, and to construct, operate, lease, rent, and manage buildings and property of every kind, nature and description, wheresoever situate.

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

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

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

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

(g) To lend or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to

secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(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 or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(j) The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the laws of the State of Maryland, and 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.

THIRD: The post office address of the place at which the principal office of the Corporation in this State will be located is 301 Washington Street, Cumberland, Maryland. The resident agent of the Corporation is Gerald D. Riggleman, whose post office address is 301 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Corporation shall have at least three directors, and Edwin J. Bognar, Nadine E. Bognar, Edwin J. Bognar, Jr., and Cynthia A. Bognar, shall act as such until the next annual meeting or until their successors are duly chosen and qualified.

FIFTH: The total amount of the authorized capital stock of the Corporation is 2,000 shares of Class A Common Stock, of the par value of $1.00 per share and 2000 shares of Class B Common Stock of the par value of $1.00 per share.

A description of each class of Common Stock and a statement of the rights, voting powers, preferences, qualification, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each class are as follows:

A. Class A Common Stock

(1) Each share of Class A Common Stock shall be entitled to receive dividends equally with each share of Class B Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class A Common Stock shall have ten (10) votes.

(3) On liquidation, each share of Class A Common Stock shall be entitled to share equally in any distribution with each share of Class B Common Stock.

B. Class B Common Stock

(1) Each share of Class B Common Stock shall be entitled to receive dividends equally with each share of Class A Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class B Common Stock shall have one (1) vote.

(3) On liquidation, each share of Class B Common Stock shall be entitled to share equally in any distribution with each share of Class A Common Stock.

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

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

(1) 100 shares of Common Stock of the par value of $10.00 per share.

(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 are as follows:

(1) 2,000 shares of Class A Common Stock of the par value of $1.00 per share and 2,000 shares of Class B Common Stock of the par value of $1.00 per share.

This document has been approved by the Directors and Shareholders of the Corporation.

THE UNDERSIGNED, President of Bognar Minerals, Inc., 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.

WITNESS:

Nadine E. Bognar
Secretary

Edwin J. Bognar
President

December 28, 1982

FILED FOR RECORD
JUN 7 1983
at 3:32 O'clock P. M.
and same day Recorded in
Liber No. C.T.B. Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by
Clerk

BOOK 028 PAGE 197

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

BOGNAR MINERALS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1982 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2572, folio 2956, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SSS

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 136646

8308169

drb

2966

BOOK 028 PAGE 198

ARTICLES OF AMENDMENT

AND

RESTATED

ARTICLES OF INCORPORATION

JUN -7-83 A 23908 *****5.55

OF

CARB-RITE COMPANY

The Articles of Incorporation of CARB-RITE CO., as amended and restated, are as follows:

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

Carb-Rite Co.

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

(a) To conduct and carry on the business of mining, producing and selling sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and any and all other minerals, contents or products of the earth; the manufacture and sale of coke and its by-products; the manufacture and sale of any and all types of refractory products, including fire brick, face brick, tile and other clay products; to sever and sell timber and operate a general sawmill business in connection therewith; to manufacture and sell as

Compared and Mailed Delivered BW
TO Gerald D. Riggleman
301 Washington St.
Cumb. Md. 21502
June 6 1983

principal or agent, products of sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and all other minerals or products of the earth; including alloyed metals and wood and combinations of two or more of them; and to own, construct and operate any types of plants, factories, machinery and transportation facilities necessary for the obtention, processing or transporting of any of the above mentioned minerals, issues or products; and to conduct a general engineering business.

(b) To purchase, hold, deal in, lease, mortgage or otherwise encumber, and to lease, sell, exchange, transfer or dispose of in any manner real or leasehold property, and to construct, operate, lease, rent, and manage buildings and property of every kind, nature and description, wheresoever situate.

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

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

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

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

(g) To lend or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to

secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(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 or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(j) The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the laws of the State of Maryland, and 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.

THIRD: The post office address of the place at which the principal office of the Corporation in this State will be located is 301 Washington Street, Cumberland, Maryland. The resident agent of the Corporation is Gerald D. Riggleman, whose post office address is 301 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Corporation shall have at least three directors, and Edwin J. Bognar, Nadine E. Bognar, Edwin J. Bognar, Jr., and Cynthia A. Bognar, shall act as such until the next annual meeting or until their successors are duly chosen and qualified.

FIFTH: The total amount of the authorized capital stock of the Corporation is 2,000 shares of Class A Common Stock, of the par value of $1.00 per share and 2000 shares of Class B Common Stock of the par value of $1.00 per share.

A description of each class of Common Stock and a statement of the rights, voting powers, preferences, qualification, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each class are as follows:

A. Class A Common Stock

(1) Each share of Class A Common Stock shall be entitled to receive dividends equally with each share of Class B Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class A Common Stock shall have ten (10) votes.

(3) On liquidation, each share of Class A Common Stock shall be entitled to share equally in any distribution with each share of Class B Common Stock.

B. Class B Common Stock

(1) Each share of Class B Common Stock shall be entitled to receive dividends equally with each share of Class A Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class B Common Stock shall have one (1) vote.

(3) On liquidation, each share of Class B Common Stock shall be entitled to share equally in any distribution with each share of Class A Common Stock.

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

This document has been approved by the Directors and Shareholders of the Corporation.

THE UNDERSIGNED, President of Carb-Rite Co., 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.

WITNESS:

Nadine E. Bognar
Secretary

Edwin J. Bognar
President

December 28, 1982

FILED FOR RECORD
JUN 7 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

BOOK 028 PAGE 205

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

CARB-RITE COMPANY

Changing its name to:

CARB-RITE CO.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1982 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2572, folio 2965, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SSS

Bonus tax paid $_____ 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. Kitt

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 136647

8308170

drb

BOOK 028 PAGE 206

ARTICLES OF INCORPORATION

of

CUMBERLAND BOARD OF REALTORS INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Allan Stevenson, whose post office address is 103 S. Centre Street, Cumberland, Maryland 21502, Carolee Elliott whose post office address is 149 E. Main Street, Frostburg, Maryland 21532, Linda Deremer, whose post office address is 210 Harrison Street, Cumberland Maryland 21502, Virgil Twigg, whose post office address is 204 Glenn Street, Cumberland, Maryland 21502, Dennis E. Perrin, whose post office address is 70 Pershing Street, Cumberland, Maryland 21502, Joseph A. Yockus, whose post office address is 7 Washington Street, Cumberland, Maryland 21502, Robert C. Keech, whose post office address is 103 S. Centre Street, Cumberland, Maryland 21502, and Clarence G. Robison, whose post office address is 131 N. Centre Street, Cumberland, Maryland 21502, all being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a non-stock corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations.

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

CUMBERLAND BOARD OF REALTORS INC.

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

(A) To provide a facility for education, research, and exchange of information for those engaged in the recognized branches of the real estate business and providing a multiple listing service, for the purpose of raising the standards of real estate practice.

(B) To assure to the public the service of responsible and trustworthy real estate agents and brokers with a view of protecting the interests of all parties.

Compared and Mailed ~~Delivered~~ Bed

TO Allan Stevenson
103 S. Centre Street
Cumberland, Md. 21502

June 17 19 83

(C) To unite those engaged in the real estate professions for the purpose of promoting and maintaining high standards of conduct in the real estate profession as expressed in the Code of Ethics of the National Association of Realtors; to foster high standards of business methods and integrity, a spirit of cooperation, and of fair and honorable competition.

(D) To perform any and all acts necessary for the general purposes of this Corporation which are not contrary to the laws of the State of Maryland and as shall be determined from time to time by the Board of Directors of this Corporation in accordance with the By-Laws of this Corporation.

FOURTH: The post office address of the principal office of the Corporation in this state is Liberty Trust Building, 81 Baltimore Street, Cumberland, Maryland 21502. The name and post office address of the resident agent of this Corporation in this State is Allan Stevenson, 103 S. Centre Street, Cumberland, Maryland 21502. Said resident agent is an individual actually residing in this State.

FIFTH: The Corporation shall have no capital stock.

SIXTH: The Corporation is not organized for profit. 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 tax under Section 501(c) of the Internal Revenue Code. No part of the income of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered in furtherance of the purposes set forth in these Articles; and no member, director, officer or any private individual shall be entitled to share in the distribution of any of the Corporate Assets on dissolution of the Corporation. Upon the dissolution of the Corporation, the assets of the Corporation remaining after the payment of all debts thereof, shall be distributed or transferred to a non-profit tax exempt organization as provided in the By-Laws of the Corporation. No substantial part of the activities of the Corporation shall

be the carrying on of propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

SEVENTH: The number of Directors of the Corporation shall be eight (8) 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: Allan Stevenson, Carolee Elliott, Linda Deremer, Virgil Twigg, Dennis E. Perrin, Joseph A. Yockus, Robert C. Keech and Clarence G. Robison.

EIGHTH: The Corporation may transact its business and carry out its objectives in the State of Maryland and do whatever may be permitted by the Corporation laws now existing or as may be hereinafter amended in the State of Maryland.

NINTH: The By-Laws of the Corporations shall specify upon what terms and conditions members may be admitted, and also the basis upon which money shall be received for the objectives stated herein; and also specify the basis upon which any member or members may be expelled or fined for breach of any of the provisions of these Articles of Incorporation or of the By-Laws of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3rd day of January, 1983.

Witness:

Donald W Wilson — Allen Stevenson (SEAL)
Allen Stevenson

Donald W Wilson — Carolee Elliott (SEAL)
Carolee Elliott

Donald W Wilson — Linda Deremer (SEAL)
Linda Deremer

Donald W Wilson — Virgil Twigg (SEAL)
Virgil Twigg

Donald W Wilson — Dennis E. Perrin (SEAL)
Dennis E. Perrin

Donald W Wilson — Joseph A. Yockus (SEAL)
Joseph A. Yockus

Donald W Wilson — Robert C. Keech (SEAL)
Robert C. Keech

Donald W Wilson — Clarence G. Robison (SEAL)
Clarence G. Robison

BOOK 028 PAGE 209

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I hereby certify that on the 3rd day of January, 1983, before me, the subscriber, a Notary Public of the State of Maryland for the County aforesaid, personally appeared Allan Stevenson, Carolee Elliott, Linda Deremer, Virgil Twigg, Dennis E. Perrin, Joseph A. Yockus, Robert C. Keech and Clarence G. Robison and did each acknowledge the aforegoing Articles of Incorporation to be respective act and deed.

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

Donald W Mason
NOTARY PUBLIC

My Commission expires: 7/1/86

FILED FOR RECORD
JUN 7 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

BOOK 028 FOLIO 210

ARTICLES OF INCORPORATION

OF

CUMBERLAND BOARD OF REALTORS INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland Janaury 4, 1983 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

---

Recorded in Liber 2571, folio 2919, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

---

955

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 · SCUTO BONÆ VOLUNTATIS TUÆ CORONAVISTI NOS

A 136409

drb

8307592

BOOK 028 PAGE 211

Articles of Incorporation

of

~~JHB-7-83 A #3916 ******5.56~~

The Cumberland Hall of Fame, Inc.

FIRST: I, JOSEPH A SCHWARTZ, III, whose post office address is Suite 1402 Fidelity Building, 210 North Charles Street, Baltimore, Maryland, 21201, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

THE CUMBERLAND HALL OF FAME, INC.

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

1. To serve as a fraternal organization for the mutual benefit of its members;

2. To continue in a formal manner The Cumberland Hall of Fame which for almost twenty years has promoted athletics and honored athletes in Cumberland, Maryland.

3. To provide a forum and meeting place for the members of the Corporation so they may fraternize, commingle, and enjoy mutual fellowship.

4. To raise funds to support amateur athletics in the city of Cumberland and elsewhere.

BW

Compared and ~~Mailed~~ Delivered

TO Dane E. Taylor Esq.
801 Washington Street
Cumberland, Md. 21502

June 17 19 83

5. To support charitable and civic endeavors in the Cumberland area and elsewhere.

6. To conduct social, fraternal and recreational activities for the mutual benefit of the members of the Corporation and to provide facilities to carry on such social and recreational activities.

7. To raise revenue to defray the costs of operating the social and recreational facilities and any other costs related to the social and recreational activities of the Corporation. Such revenue shall be raised on a non-profit basis and any residual revenue or net earnings of the Corporation shall not inure to the benefit of any private shareholder.

8. 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 the State is 501 N. Mechanic Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are:

Dane E. Taylor
801 Washington Street
Cumberland, MD 21502

FIFTH: The Corporation is a non-stock corporation and the Board of Directors are without authority to issue capital stock.

SIXTH: The number of directors of the Corporation shall be no less than three (3) and no more than seven (7). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

J. Suter Kegg
Ann McKenzie
Joseph Hauser

SEVENTH: Membership qualifications in the Corporation and the Bylaws of the Corporation shall be determined by the Directors and may be amended from time to time as deemed appropriate by the Board of Directors. However, the following shall apply as to membership qualfications and as to Bylaw provisions:

1. Membership shall not be limited in any way on the basis of the race, color, creed, sex, religion, or ethnic background.

2. With respect to annual or special meetings of the membership, no voting by proxy shall be allowed.

3. The quorum of any annual or special membership meeting of the members shall be the number of members present at such properly called meeting and all matters shall be decided by a majority of those present at said meeting.

4. No membership voting shall be allowed by mail ballot.

5. The notice of any annual or special meeting of the members shall be posted in a conspicuous manner at the principal office of the Corporation being 501 N. Mechanic Street, Cumberland, Maryland, not less than ten (10) days before the meeting in question. It is not required that the notice of said meetings be individually mailed to the members although said notice by mail may be given if the Board of Directors decides to do so for any particular meeting. The Board may also elect to publicize any said meeting in a newspaper or other medium of general distribution in the Cumberland, Maryland, area.

EIGHTH: 1. As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associationes 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.

BOOK 028 PAGE 215

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of January, 1983.

WITNESS:

Joseph A. Schwartz, III

STATE OF MARYLAND )
CITY OF Baltimore ) ss:

I HEREBY CERTIFY that on this 5th day of January, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Baltimore, personally appeared JOSEPH A SCHWARTZ, III, and acknowedged the foregoing Articles of Incorporation to be his respective act, and that he signed the same for the purposes herein contained.

AS WITNESS WHEREOF my hand and Notarial Seal.

Notary Public

My Commission Expires: 7-1-86

FILED FOR RECORD
JUN 7 1983
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

BOOK 028 PAGE 216

ARTICLES OF INCORPORATION

OF

THE CUMBERLAND HALL OF FAME, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 6, 1983 at 11:10 o'clock A. M. as in conformity with law and ordered recorded.

---

Recorded in Liber 2571, folio 2990, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

---

355

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 136420

8307724

drb

2948

BOOK 028 PAGE 217

CPC
RA
AAA

OK

ARTICLES OF AMENDMENT

AND

RESTATED

ARTICLES OF INCORPORATION

OF

E. J. BOGNAR, INCORPORATED

426

91

88-7-83 A 23910 ******5.55

The Articles of Incorporation of E. J. BOGNAR, INC., as amended and restated, are as follows:

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

E. J. Bognar, Inc.

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

(a) To conduct and carry on the business of mining, producing and selling sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and any and all other minerals, contents or products of the earth; the manufacture and sale of coke and its by-products; the manufacture and sale of any and all types of refractory products, including fire brick, face brick, tile and other clay products; to sever and sell timber and operate a general sawmill business in connection therewith; to manufacture and sell as

BW

Compared and Mailed ~~Delivered~~

TO Gerald D. Riggleman
304 Washington Street
Cumberland, Md. 21502

June 17 1983

principal or agent, products of sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and all other minerals or products of the earth; including alloyed metals and wood and combinations of two or more of them; and to own, construct and operate any types of plants, factories, machinery and transportation facilities necessary for the obtention, processing or transporting of any of the above mentioned minerals, issues or products; and to conduct a general engineering business.

(b) To purchase, hold, deal in, lease, mortgage or otherwise encumber, and to lease, sell, exchange, transfer or dispose of in any manner real or leasehold property, and to construct, operate, lease, rent, and manage buildings and property of every kind, nature and description, wheresoever situate.

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

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

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

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

(g) To lend or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to

secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(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 or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(j) The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the laws of the State of Maryland, and 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.

THIRD: The post office address of the place at which the principal office of the Corporation in this State will be located is 301 Washington Street, Cumberland, Maryland. The resident agent of the Corporation is Gerald D. Riggleman, whose post office address is 301 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Corporation shall have at least three directors, and Edwin J. Bognar, Nadine E. Bognar, Edwin J. Bognar, Jr., and Cynthia A. Bognar, shall act as such until the next annual meeting or until their successors are duly chosen and qualified.

FIFTH: The total amount of the authorized capital stock of the Corporation is 2,000 shares of Class A Common Stock, of the par value of $1.00 per share and 2000 shares of Class B Common Stock of the par value of $1.00 per share.

A description of each class of Common Stock and a statement of the rights, voting powers, preferences, qualification, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each class are as follows:

A. Class A Common Stock

(1) Each share of Class A Common Stock shall be entitled to receive dividends equally with each share of Class B Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class A Common Stock shall have ten (10) votes.

(3) On liquidation, each share of Class A Common Stock shall be entitled to share equally in any distribution with each share of Class B Common Stock.

B. Class B Common Stock

(1) Each share of Class B Common Stock shall be entitled to receive dividends equally with each share of Class A Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class B Common Stock shall have one (1) vote.

(3) On liquidation, each share of Class B Common Stock shall be entitled to share equally in any distribution with each share of Class A Common Stock.

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

This document has been approved by the Directors and Shareholders of the Corporation.

THE UNDERSIGNED, President of E. J. Bognar, Inc., 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.

WITNESS:

Nadine E. Bognar
Secretary

Edwin J. Bognar
President

December 28, 1982

FILED FOR RECORD
JUN 7 1983
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

BOOK 028 PAGE 224

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

E. J. BOGNAR, INCORPORATED

Changing its name to:

E. J. BOGNAR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1982 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2572, folio 294 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

555

Bonus tax paid $_____ 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 136645

drb

8308168

2975

BOOK 028 PAGE 225

ARTICLES OF AMENDMENT

AND

RESTATED

ARTICLES OF INCORPORATION

OF

EJB TRADING COMPANY, INC.

~~AM-7-83 A #3907 ******5.55~~

The Articles of Incorporation of EJB TRADING COMPANY, INC., as amended and restated, are as follows:

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

EJB Trading Company, Inc.

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

(a) To conduct and carry on the business of mining, producing and selling sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and any and all other minerals, contents or products of the earth; the manufacture and sale of coke and its by-products; the manufacture and sale of any and all types of refractory products, including fire brick, face brick, tile and other clay products; to sever and sell timber and operate a general sawmill business in connection therewith; to manufacture and sell as

Compared and Mailed ~~Delivered~~

TO 36 Washington St

Cumberland, Md. 21502

June 17 1983

principal or agent, products of sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and all other minerals or products of the earth; including alloyed metals and wood and combinations of two or more of them; and to own, construct and operate any types of plants, factories, machinery and transportation facilities necessary for the obtention, processing or transporting of any of the above mentioned minerals, issues or products; and to conduct a general engineering business.

(b) To purchase, hold, deal in, lease, mortgage or otherwise encumber, and to lease, sell, exchange, transfer or dispose of in any manner real or leasehold property, and to construct, operate, lease, rent, and manage buildings and property of every kind, nature and description, wheresoever situate.

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

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

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

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

(g) To lend or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to

secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(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 or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(j) The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the laws of the State of Maryland, and 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.

THIRD: The post office address of the place at which the principal office of the Corporation in this State will be located is 301 Washington Street, Cumberland, Maryland. The resident agent of the Corporation is Gerald D. Riggleman, whose post office address is 301 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Corporation shall have at least three directors, and Edwin J. Bognar, Nadine E. Bognar, Edwin J. Bognar, Jr., and Cynthia A. Bognar, shall act as such until the next annual meeting or until their successors are duly chosen and qualified.

FIFTH: The total amount of the authorized capital stock of the Corporation is 2,000 shares of Class A Common Stock, of the par value of $1.00 per share and 2000 shares of Class B Common Stock of the par value of $1.00 per share.

A description of each class of Common Stock and a statement of the rights, voting powers, preferences, qualification, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each class are as follows:

A. Class A Common Stock

(1) Each share of Class A Common Stock shall be entitled to receive dividends equally with each share of Class B Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class A Common Stock shall have ten (10) votes.

(3) On liquidation, each share of Class A Common Stock shall be entitled to share equally in any distribution with each share of Class B Common Stock.

B. Class B Common Stock

(1) Each share of Class B Common Stock shall be entitled to receive dividends equally with each share of Class A Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class B Common Stock shall have one (1) vote.

(3) On liquidation, each share of Class B Common Stock shall be entitled to share equally in any distribution with each share of Class A Common Stock.

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

This document has been approved by the Directors and Shareholders of the Corporation.

THE UNDERSIGNED, President of EJB Trading Company, Inc., 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.

WITNESS:

Nadine E. Bognar
Secretary

Edwin J. Bognar
President

December 28, 1982

FILED FOR RECORD
JAN 7 1983
3:20 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Records of
Allegany County, Maryland, and com-
pared by

BOOK 028 PAGE 232

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

EJB TRADING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1982 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2572, folio 2974 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

155

Bonus tax paid $_____ 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 136648

drb

8308171

BOOK 028 PAGE 233

FILTER ASSOCIATES, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 30th day of December, 1982, by and between FILTER ASSOCIATES, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and SCHROEDER BROTHERS CORPORATION, a Pennsylvania corporation, (hereinafter sometimes referred to as the "Transferee").

[illegible] 23903 ******555

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: SCHROEDER BROTHERS CORPORATION, having its post office address and place of business at Box 72, Nichol Avenue, McKees Rocks, Pennsylvania 15136.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer is as follows:

Transferor is FILTER ASSOCIATES, INC., a corporation organized under the laws of the State of Maryland.

Transferee is SCHROEDER BROTHERS CORPORATION, a corporation organized on February 14, 1970 under the laws of the State of Pennsylvania and is in the process of qualifying to do business in the State of Maryland.

Compared and Mailed Delivered
T.A. Corporation
TO 32 South St
Baltimore, Maryland 21202
June 17 19 83

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is Five Hundred Forty-Nine Thousand Six Hundred Forty-Six and 20/100 Dollars ($549,646.20) to be paid to Transferor in accordance with the terms and conditions set forth in the Agreement (hereinafter referred to as the "Agreement") between Filter Associates, Inc. and Schroeder Brothers Corporation dated as of DECEMBER 30, 1982, ~~which Agreement is incorporated by reference herein~~.

FIFTH: The principal office of Transferor is Queen Street Extended, Cumberland, Maryland 21502. The only County in which Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records, is Allegany County.

SIXTH: The location of the principal office of Transferee is Nichol Avenue, McKees Rocks, Pennsylvania 15136. Transferee owned no property in this State prior hereto. The Transferee's resident agent will be: C. T. Corporation
32 South Street
Baltimore, Maryland 21202

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 effected 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 Pennsylvania under which Transferee was organized at a meeting of its Board of Directors.

NINTH: In consideration of the payment to Transferor of Five Hundred Forty-Nine Thousand Six Hundred Forty-Six and 20/100 Dollars ($549,646.20) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, transfer, set over and assign to Transferee, its successors and assigns all of it's right, title and interest in and to all Transferor's assets, wherever located ("Assets") including: all Transferor's real property ("Real Property") located at Queen Street, Cumberland, Allegany Conty, Maryland, more fully described in Exhibit "A", attached hereto; all Transferor's machinery, apparatus, tools, motor vehicles, funiture, furnishings, fittings, fixtures and all other articles of personal property of whatever type and description, hereinafter referred to as "Equipment," whether located at the Real Property or elsewhere, which Equipment is more fully described in Exhibit "B", attached hereto; all Transferor's inventory of filter media, center tubes, end caps, boxes and miscellaneous supplies; all Transferor's assignable licenses, franchises, approvals, certificates, permits or authorizations of any federal, state,

local or other governmental or regulatory body; and all Transferor's pricing, production, customer and other records relating to the business including those developed by Stewart G. Moss. The Assets to be sold to Transferee by Transferor hereunder shall not include: Seller's minute books and other corporate records; any federal, state or other income or franchise tax benefit or refund of Seller; or any cash of Transferor; or any accounts receivable of Seller; or any interest to any claim of the Transferor, if any, arising from an automobile accident involving Stewart G. Moss on February 22, 1980 on Sidling Hill, Washington County, Maryland.

This transfer is free from all liabilities of Transferor, and Transferor hereby expressly agrees to indemnify and hold harmless Transferee from all debts, liabilities, notes, contracts and commitments of Transferor whatsoever, existing at the time of closing, including income taxes for the current or prior years, and except for such matters excepted by agreement of the parties.

TENTH: These Article of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Pennsylvania 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, FILTER ASSOCIATES, INC. and SCHROEDER BROTHERS CORPORATION, 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 an Assistant Secretary, as of this 30th day of December, 1982.

4

BOOK 028 PAGE 237

ATTEST:

FILTER ASSOCIATES, INC.

By Dorothy M. Moss
DOROTHY M. MOSS, President

ATTEST:

SCHROEDER BROTHERS CORPORATION

By A. Reed Schroeder
HUGH G. MOULTEN, Secretary — A. REED SCHROEDER, President

THE UNDERSIGNED, President of FILTER ASSOCIATES, INC. 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 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.

Dorothy M. Moss
DOROTHY M. MOSS

THE UNDERSIGNED, President of SCHROEDER BROTHERS CORPORATION who executed on behalf of said corporation in the foregoing Article of Sale and Transfer, of which this certificate is made a part, hereby acknowledged, in the name and on behalf of said corporation and further certified 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.

A. Reed Schroeder
A. REED SCHROEDER

EXHIBIT A

ALL that piece or parcel of land lying and being along the northwesterly side of the Steel Mill Right of Way track siding at the westerly extension of Queen Street in the City of Cumberland, Allegany County, Maryland, which said parcel is more particularly described as follows:

BEGINNING at a stone marked "M" and being also the same beginning as described in Parcel 3 of a deed from James L. Weber, Trustee, to Cumberland Wholesale Lumber and Supply Company which is recorded in Liber 419, folio 595, among the Land Records of Allegany County, and with part of the first line of said Parcel 3, South 43 degrees West 185 feet to the end of the third line of a deed from Louis Weber to the N. & G. Taylor Company dated May 31, 1918, and recorded in Liber 123, folio 700, among the Land Records of Allegany County; then with the 4th, 5th, 6th and 7th lines of said deed South 45 degrees 28 minutes East 90 feet; then South 44 degrees 32 minutes West 250 feet; then South 39 degrees 40 minutes East 28.6 feet; then South 25 degrees 30 minutes East 16.5 feet to a point 40 feet from the beginning of the aforementioned Parcel 3; then with the remainder of said third line North 58.1 degrees East 37.3 feet to the beginning of the 4th line of the aforesaid Parcel 3; and with the 4th, 5th, 6th and 7th lines of said Parcel 3, and along the northwesterly side of the aforementioned rail siding, North 63.33 degrees East 306 feet; then North 72.1 degrees East 101.6 feet; then North 78.1 degrees East 49.75 feet; then North 82.8 degrees East 45 feet; then with the 8th line of the aforesaid Parcel 3, North 54 degrees 3 minutes West 358 feet to the place of beginning, containing 2 acres, more or less.

IT BEING the same property which was conveyed by Rental Uniform Service of Cumberland, Inc., a Maryland corporation, to Filter Associates, Inc. by deed dated July 12, 1979 and recorded among the Land Records of Allegany County, Maryland in Deeds Liber 509, folio 204.

EXHIBIT A

01722

MACHINERY & EQUIPMENT LIST FOR

FILTER ASSOCIATES, INC.
P.O. Box 1624
Cumberland, MD 21502

BOOK 028 PAGE 239

1. Monarch 14" x 48" Lathe
   Serial # C-3683
2. #26 Van Norman Universal Mill
   Serial # 26-5144
3. 10" x 24" Landis Universal Grinder
   Serial # 22233
4. 16" South Bend Lathe, 8' bed
   Serial #
5. 10" Logan Lathe, 18" bed
   Serial # S/N 9B-17-21
6. Bridgeport Mill, 32" table
   Serial # J23001
7. Johnson Band Saw, Model 'R'
   Serial # 50A
8. (2) 1/3 HP Bench Grinder
   Pedestal Type
9. Lincoln Arc Welder
10. (2) Bench Type Drill Press
11. Jenson 1.5mm BTU Paper Cure Oven
12. Jenson 0.5mm BTU Element Oven
13. Chandler Pleater & Paper Roll Feeders
14. Hyd. Pallet Truck, Lewis Sheppard
15. Abrasive Surface Grinder (not functioning)
16. Alpha Surface Grinder
17. Misc. Cutting Tools, Hand Grinder
18. 1/2 Ton Electric Hoist
19. 2 Ton Cable, Hand Operated Hoist
20. Spring Machine
21. Wrap Machine
22. Plastisol Dispenser
23. Work Benches
24. Stamping Dies
25. Lab Equipment - Scales, PH Meter, Microscope, Viscosity Meter

12/20/82

26. Spot Welder
27. Lockseamer
28. Misc. Controls
29. Compressors (4)
30. Railroad Jack
31. Simplex Time Recorder and Racks
32. Pallet Rack
33. Pipe Rack
34. Misc. Hand Tools
35. Spare Heaters - (3) Infra Red, (1) Forced Air
36. Spare Florescent Hanging Light Fixtures
37. Paper Baler
38. Niagara 20T. OBI
    Press #5 1/2
39. Hayes Electric Furnace
    Type LR62A Serial # 8881
40. Raymond Fork Lift
    Picker Type
41. High-Jacker Portable
    Elevator
42. Hertner Automatic Battery Charger



Tooling

1. Railroad Filter Pleater Rolls and End Plates
2. Railroad End Cap Dies
3. Schroeder Pleater Rolls
4. Schroeder End Cap Dies
5. Other Dies, Partially complete

Furniture and Fixtures

1. Gas Space Heaters
2. Stencil Equipment
3. Typewriters
4. Calculators
5. Desk
6. Chair

FILED FOR RECORD
JUN 7 1983
at 3:32 o'clock P. M.
and same day recorded in
Liber No. ___ Folio ___
one of the Land
Records of
Allegany
County, Maryland,
and passed
to be recorded by
Clerk

BOOK 028 PAGE 241

ARTICLES OF SALE AND TRANSFER

BETWEEN

FILTER ASSOCIATES, INC. (MD. CORP) Transferor

AND

SCHROEDER BROTHERS CORPORATION (PA CORP) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland January 25, 1983 9 at 9:59 o'clock A M. as in conformity with law and ordered recorded.

---

Recorded in Liber 2575, folio 01712 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

---

555

Bonus tax paid $_____ Recording fee paid $ 26.00
4.00 Certif to Allegany Co land office
$ 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. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·
SCUTO BONAE VOLVNTATIS TVAE CORONASTI NOS

A 137182

8308537

bt

DOMESTIC CORPORATIONS

BOOK 028 PAGE 242

STATEMENT OF CHANGE OF THE POST OFFICE ADDRESS OF
THE RESIDENT AGENT AND OF PRINCIPAL OFFICE

~~JUN-7-83 A 23901 ******1.50~~

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

Pursuant to the provisions of the Annotated Code of Maryland, Section 2-108(c), Corporations and Associations Article, THE CORPORATION TRUST INCORPORATED hereby gives notice to the State Department of Assessments and Taxation:

That the address of THE CORPORATION TRUST INCORPORATED, the resident agent for each of the domestic corporations named in the list attached hereto and made a part hereof, has been changed

FROM: First Maryland Building, 25 South Charles Street,
Baltimore, Maryland 21201

TO: 32 South Street,
Baltimore, Maryland 21202

For those domestic corporations on the attached list having an asterisk following their name, THE CORPORATION TRUST INCORPORATED is furnishing only the resident agent, and not the principal office. Therefore, for such corporations, this document is changing only the post office address of the resident agent.

That the principal office of each of such corporations not having their name followed by an asterisk has been changed

FROM: c/o THE CORPORATION TRUST INCORPORATED
First Maryland Building
25 South Charles Street
Baltimore, Maryland 21201

TO: c/o THE CORPORATION TRUST INCORPORATED
32 South Street,
Baltimore, Maryland 21202

That the post office address of the principal office of each of said corporations not having their name followed by an asterisk is the same as the post office address of the resident agent.

Written notice of the above change in principal office and/or address of resident agent has been sent to each of the named corporations by THE CORPORATION TRUST INCORPORATED, as resident agent of each of the said corporations.

The change of the post office address of the resident agent and/or of the principal office of each of the corporations named shall become effective upon the date of filing of this certificate in the Office of the State Department of Assessments and Taxation.

Dated: August 13, 1982

THE CORPORATION TRUST INCORPORATED
(Resident Agent)

By _____
JAMES D. GRIGSBY
Vice President

Bre
Compared and Mailed ~~Delivered~~
TO c/o The Corporation Trust Inc.
32 South Street
Baltimore, Md. 21202
June 17 1983

ALLEGANY COUNTY

THE KELLY-SPRINGFIELD TIRE COMPANY BOOK 028 PAGE 243

MARYLAND MOTEL MANAGEMENT INC.

OF

THE KELLY-SPRINGFIELD TIRE COMPANY
MARYLAND MOTEL MANAGEMENT INC.

BOOK 028 PAGE 244

received for record August 16, 1982 , at 8:30 A. M.

and recorded on Film No. 2570 Frame No. 0045 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 № 21597 A

| | |
|---|---|
| Special Fee Paid | $10.00 |
| Recording Fee Paid | 6.00 |
| | 16.00 |

FILED FOR RECORD
JUN 7 1983 19
at 3:30 O'clock M.
and same day Recorded in
Liber No. Folio
one of the Allegany
Land Records of Allegany
County, Maryland, and com-
puted by
Clerk

057

BOOK 028 PAGE 245

LEONARD DISTRIBUTORS, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, LEONARD J. ALLESE, whose post office address is Box 54 A, R. D. #3, 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 the Corporation) is LEONARD DISTRIBUTORS, INC.

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

(a) To act as a distributor in purchasing, selling and distributing furniture, household equipment and kindred furnishings which includes everything used and essential in the furnishing of a home or office, and sell the same as a wholesaler.

(b) To carry on a general mercantile or merchandising business dealing in such goods, furnishings, supplies, and merchandise as are, or may be sold in a general store or a department store, and to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

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

(d) To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in such 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.

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

(f) 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

JUL-7-83 A 21904 ***5.55

LEE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

Compared and Mailed Delivered BW
Leonard J. Allese
TO Box # 54 R.D. #3
Cumberland Maryland 21502
June 17 19 83

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.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 54 A, R. D. #3, Cumberland, Maryland, 21502; the name and address of the resident agent of the Corporation in this State is Leonard J. Allese, Box 268 A, R. D. #3, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) 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 One Hundred Thousand ($100,000.00) Dollars. This is Section 1244 stock.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-laws of the Corporation but shall never be less than three, and the names od the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Leonard J. Allese, Helen Allese and Deborah Barth.

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

(1) The Corporation and its stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a general corporation under 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.

(2) No contract or other transaction between this Corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the shareholders of this Corporation are pecuniarily or otherwise interested in, or are 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

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

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.

EIGHTH: 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 January 10, 1983.

WITNESS:

Leslie J. Clark — Leonard J. Allese (SEAL)
LEONARD J. ALLESE

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
JUN 7 1983
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-
puted by
Clerk

BOOK 028 PAGE 248

ARTICLES OF INCORPORATION

OF

LEONARD DISTRIBUTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 24, 1983 at 10:02 o'clock A M. as in conformity with law and ordered recorded.

---

Recorded in Liber 2575, folio 02044 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 Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 137236

8308435

bt

BOOK 028 PAGE 249

ARTICLES OF INCORPORATION

OF

McCOOLE NEWS, INC.

[redacted]

THIS IS TO CERTIFY:

FIRST: That the subscriber, William L. Wilson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

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

McCOOLE NEWS, INC.

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

(a) To engage in the business of a restaurant and the wholesale and retail sale of food and beverages and related products and services.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, 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,



BW

Compared and Mailed Delivered
William L. Wilson
TO 100 S. Liberty Street
Cumb. Md. 21502
June 17 1983

dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

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

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

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or of any

other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

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

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares

of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

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

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter and to direct and determine the use and

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

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

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

(f) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and

prices of redemption of such stock.

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

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 100 South Liberty Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is William L. Wilson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three (3) directors, and Virginia L. Thomas, Brenda K. Skidmore and Cindy Stakem shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said corporation shall have the power to increase the number of directors to not more than nine (9) by amendments to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is one hundred shares of the par value of one hundred dollars ($100.00) each.

EIGHTH: The Corporation's duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of January, 1983.

WITNESS:

Mary O. Emerick

William L. Wilson (SEAL)

BOOK 028 PAGE 256

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 24th day of January, 1983, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared William L. Wilson who acknowledged the aforegoing instrument of writing to be his act and deed.

WITNESS my hand and Notarial Seal.

Mary O. Emerick
Notary Public

Mary O. Emerick NOTARY PUBLIC Allegany Co., Md.

FILED FOR RECORD
JAN 27 1983
at 2:30 o'clock P M.
and same day Recorded in
Liber No. ____ folio ____
one of the ____ Records of
Allegany County, Maryland, and com-
pared by

BOOK 028 PAGE 257

ARTICLES OF INCORPORATION

OF

McCOOLE NEWS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 25, 1983 at 9:29 o'clock A M. as in conformity with law and ordered recorded.

---

Recorded in Liber 2575, fol 01784 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.

D. W. Kitt

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 137192

8308551

bt

ok
JJ

BOOK 028 PAGE 258

Articles of Incorporation

of

JUN-7-83 A 23918 *****5.56

The Package Store, Inc.

FIRST: I, JOSEPH A SCHWARTZ, III, whose post office address is Suite 1402 Fidelity Building, 210 North Charles Street, Baltimore, Maryland, 21201, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

THE PACKAGE STORE, INC.

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

1. To engage in the business of selling alcoholic beverages; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in the State is 18 Valley Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are:

Dane E. Taylor
801 Washington Street
Cumberland, MD 21502

BW

Compared and Mailed Delivered

TO Dane E. Taylor Esq.
801 Washington St
Cumb. Md.

June 17 1983

Said Resident Agent is a Maryland citizen actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock without par value.

SIXTH: The number of directors of the Corporation shall be 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:

Casper R. Taylor, Sr.
Linda Perrin Taylor
Dane E. Taylor

SEVENTH: The following provisions are hereby adopted for th 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 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.

BOOK 028 PAGE 260

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 as 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 as permitted by and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of January, 1983.

WITNESS:

Joseph A. Schwartz, III

STATE OF MARYLAND )
CITY OF Baltimore ) ss:

I HEREBY CERTIFY that on this 5th day of January, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Baltimore, personally appeared JOSEPH A SCHWARTZ, III, and acknowedged the foregoing Articles of Incorporation to be his respective act, and that he signed the same for the purposes herein contained.

AS WITNESS WHEREOF my hand and Notarial Seal.

Notary Public

My Commission Expires: 7-1-86

FILED FOR RECORD
JUN 7 1983
2:30 O'clock P M.
and same day Recorded in
Liber No. Folio
the of the
and Records of Allegany
County, Maryland, and com-
ded by

BOOK 028 PAGE 261

ARTICLES OF INCORPORATION

OF

THE PACKAGE STORE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 6, 1983 at 11:10 o'clock A. M. as in conformity with law and ordered recorded.

---

Recorded in Liber 2571, folio 2753, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

---

SS

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 ·

A 136381

8307687

BOOK 028 PAGE 262

02010

ARTICLES OF AMENDMENT

OF

POTOMAC PARK EVANGELICAL UNITED BRETHREN

CHURCH IN ALLEGANY COUNTY, MARYLAND

The Potomac Park Evangelical United Brethren Church in Allegany County, Maryland, a Maryland corporation having its principal place of worship in Allegany County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out ARTICLE ONE of the Charter in its entirety, and inserting in lieu thereof, the following:

"ARTICLE 1 -- NAME. The name of this Corporation shall be POTOMAC PARK UNITED METHODIST CHURCH."

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 the corporate act of said Corporation.

William C. Chamber
WILLIAM C. CHAMBER TRUSTEE

Harold L. Scott Sr.
HAROLD L. SCOTT, SR. TRUSTEE

Robert A. Haines Sr.
ROBERT A. HAINES, SR. TRUSTEE

Norma M. Wright
NORMA M. WRIGHT, TRUSTEE

Curtis E. Brant
CURTIS E. BRANT, TRUSTEE

Betty Alkire
BETTY ALKIRE TRUSTEE

Marvin Windle
MARVIN WINDLE TRUSTEE

The undersigned, Secretary of the Meeting of the members, certifies, under penalties of perjury, that the matters and facts set forth therein with respect to the approval thereof, are accurate in all material respects to the best of my knowledge, information and belief.

Lois Sterner Secretary
Lois Sterner, Secretary

Compared and Mailed Deliver...
Eppert Paye - McMullen Getty
TO 21 Prospect Square
Cumb. Md.
June 17 1983

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

JR-7-83 A #23905 ****5.55

FILED FOR RECORD
JAN 17 1983
2:30 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
of the ____ Records of Allegany
County, Maryland, and com-
pared by ____ Clerk

BOOK 028 FAGE 263

ARTICLES OF AMENDMENT

OF

POTOMAC PARK EVANGELICAL UNITED BRETHERN CHURCH IN ALLEGANY COUNTY, MARYLAND

Changing its name to:

POTOMAC PARK UNITED METHODIST CHURCH

approved and received for record by the State Department of Assessments and Taxation of Maryland January 17, 1983 at 11:55 o'clock A. M. as in conformity with law and ordered recorded.

02009

Recorded in Liber 2574, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $____ Recording fee paid $ 10:00 Special Fee paid $____

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 136946

8308308

drb

BOOK 028 PAGE 264

ARTICLES OF AMENDMENT

AND

RESTATED

ARTICLES OF INCORPORATION

JUN -7-83 A 23906 *****

OF

THE UNION MINING COMPANY OF ALLEGANY COUNTY, INC.

The Articles of Incorporation of UNION MINING COMPANY OF ALLEGANY COUNTY, INC., as amended and restated, are as follows:

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

Union Mining Company Of Allegany County, Inc.

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

(a) To conduct and carry on the business of mining, producing and selling sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and any and all other minerals, contents or products of the earth; the manufacture and sale of coke and its by-products; the manufacture and sale of any and all types of refractory products, including fire brick, face brick, tile and other clay products; to sever and sell timber and operate a general sawmill business in connection therewith; to manufacture and sell as

Compared and Mailed ~~Delivered~~

TO Gerald Reggleman 301 Washington St Cumberland Md

June 17 19 83

principal or agent, products of sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and all other minerals or products of the earth; including alloyed metals and wood and combinations of two or more of them; and to own, construct and operate any types of plants, factories, machinery and transportation facilities necessary for the obtention, processing or transporting of any of the above mentioned minerals, issues or products; and to conduct a general engineering business.

(b) To purchase, hold, deal in, lease, mortgage or otherwise encumber, and to lease, sell, exchange, transfer or dispose of in any manner real or leasehold property, and to construct, operate, lease, rent, and manage buildings and property of every kind, nature and description, wheresoever situate.

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

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

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

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

(g) To lend or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to

secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(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 or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(j) The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the laws of the State of Maryland, and 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.

THIRD: The post office address of the place at which the principal office of the Corporation in this State will be located is 301 Washington Street, Cumberland, Maryland. The resident agent of the Corporation is Gerald D. Riggleman, whose post office address is 301 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Corporation shall have at least three directors, and Edwin J. Bognar, Nadine E. Bognar, Edwin J. Bognar, Jr., and Cynthia A. Bognar, shall act as such until the next annual meeting or until their successors are duly chosen and qualified.

FIFTH: The total amount of the authorized capital stock of the Corporation is 2,000 shares of Six Percent Cumulative Preferred Stock, of the par value of $100.00 per share and 2,000 shares of Class A Common Stock, of the par value of $1.00 per share and 2000 shares of Class B Common Stock of the par value of $1.00 per share.

A description of each class of Common Stock and a statement of the rights, voting powers, preferences, qualification, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each class are as follows:

A. Six Percent Cumulative Preferred Stock

(1) Each share of Six Percent Cumulative Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available therefor, cumulative dividends at the rate of six (6) per centum per annum, payable semi-annually on the 1st day of April and October in each year. The dividends on shares of Six Percent Cumulative Preferred Stock shall be cumulative from the semi-annual dividend payment date next preceding the date of issue of such shares. So long as any of the Six Percent Cumulative Preferred Stock remains outstanding, no dividends shall be declared or paid nor any distribution made on the Class A and Class B Common Stock, unless all accumulated dividends on the Six Percent Cumulative Preferred Stock and the dividend thereon for the current semi-annual dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart.

(2) The Six Percent Cumulative Preferred Stock may be redeemed, at the option of the Board of Directors, as a whole or from time to time in part, on any semi-annual dividend payment date after October, 1968 at the cash price per share of one hundred two dollars ($102), plus all dividends accumulated and unpaid on the redemption date. Notice of every such redemption shall be mailed by the corporation at least thirty (30) days and not more than sixty (60) days preceding the redemption date to the several holders of record of the shares of Six Percent

Cumulative Preferred Stock to be redeemed, at their respective addresses as the same appear upon the books of the corporation. In case of the redemption of a part only of the Six Percent Cumulative Preferred Stock at the time outstanding, the corporation shall select the shares so to be redeemed, pro rata or by lot. Subject to the foregoing provisions the Board of Directors may determine the manner in which and the conditions upon which shares of Six Percent Cumulative Preferred Stock shall be redeemed. If notice of redemption shall have been duly mailed, then on and after the date fixed for redemption the shares of Six Percent Cumulative Preferred Stock so called for redemption, notwithstanding that any certificate therefor shall not have been surrendered for cancellation, shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith cease and terminate, except only the right of the holders thereof to receive upon surrender of certificates therefor the amount payable upon redemption thereof, but without interest. All shares of Six Percent Cumulative Preferred Stock so redeemed shall be cancelled and shall not be reissued.

(3) On liquidation, each share of the Six Percent Cumulative Preferred Stock shall be entitled to be paid in cash an amount equal to one hundred dollars ($100) per share, plus all dividends accumulated and unpaid on the date of such payment, before any payment or distribution shall be made to each share of Class A and Class B Common Stock.

(4) Each share of Six Percent Cumulative Preferred Stock shall have one vote per share.

(5) The corporation may issue shares of stock, option rights, and securities having conversion or option rights, without first offering them to the holders of Six Percent Cumulative Preferred Stock.

B. Class A Common Stock

(1) Each share of Class A Common Stock shall be entitled to receive dividends equally with each share of Class B Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor, provided, however, that no dividends shall be declared or paid or any distribution made on the Class A Common Stock so long as any of the Six Percent Cumulative Preferred Stock remains outstanding, unless all accumulated dividends on the Six Percent Cumulative Preferred Stock and the cumulative dividend thereon for the current semi-annual dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart.

(2) Each share of Class A Common Stock shall have ten (10) votes.

(3) On liquidation, each share of Class A Common Stock shall be entitled to share equally with each share of Class B Common Stock in any sums or amounts that remain after full payment and distribution has been made to each share of Six Percent Cumulative Preferred Stock, as hereinbefore set forth in Item A.

C. Class B Common Stock

(1) Each share of Class B Common Stock shall be entitled to receive dividends equally with each share of Class A Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor, provided, however, that no dividends shall be declared or paid or any distribution made on the Class B Common Stock so long as any of the Six Percent Cumulative Preferred Stock remains outstanding, unless all accumulated dividends on the Six Percent Cumulative Preferred Stock and the cumulative dividend thereon for the current semi-annual dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart.

(2) Each share of Class B Common Stock shall have one (1) vote.

(3) On liquidation, each share of Class B Common Stock shall be entitled to share equally with each share of Class A Common Stock in any sums or amounts that remain after full payment and distribution has been made to each share of Six Percent Cumulative Preferred Stock, as hereinbefore set forth in Item A.

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

This document has been approved by the Directors and Shareholders of the Corporation.

THE UNDERSIGNED, President of Union Mining Company of Allegany County, Inc. 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.

WITNESS:

Nadine E. Bognar
Secretary

Edwin J. Bognar
President

December 28, 1982

FILED FOR RECORD
1983 JAN 7 at 3:30 o'clock P.M. and same day Recorded in Liber No. Folio one of the Land Records of Allegany County, Maryland.
Clerk

BOOK 028 PAGE 274

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

THE UNION MINING COMPANY OF ALLEGANY COUNTY, INC.

Changing its name to:

UNION MINING COMPANY OF ALLEGANY COUNTY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1982 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2573, folio 03061 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

115

Bonus tax paid $_____ 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 ·

A 136903

8308172

drb

02341

BOOK 028 PAGE 275

UPCHURCH FUNERAL HOME, P.A.

A CLOSE CORPORATION

ARTICLES OF INCORPORATION

FIRST: The undersigned Gary L. Upchurch, whose post office address is 202 Greene Street, 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 hereafter called the Corporation) is Upchurch Funeral Home, P.A.

THIRD: The Corporation is a close corporation.

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

1. To engage in undertaking, embalming and the directing of funerals, and the dealing in and selling of coffins and caskets, and all such property, goods, wares and merchandise as are incidental to and used in the operation of funeral homes, and also the buying, owning, holding, selling, letting, leasing and dealing in and with real and personal property of every kind and nature upon which or in connection with which the business of a funeral home, undertakers or morticians may be conducted.

2. To do such acts and carry on such business as may be permitted by the Professional Services Corporation Act of the State of Maryland subject to the limitations thereof.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 202 Greene Street, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland are Gary L. Upchurch, 202 Greene Street, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares without par value, all of one class.

JUN-7-83 A 12:39 $15.00

LAW OFFICES
THOMAS V. MOORE
5707 EAST-WEST HIGHWAY
RIVERDALE, MARYLAND
20840

Compared and Mailed ~~Delivered~~
Gary Upchurch
TO 202 Greene St.
Cumb. Md
June 17 1983.

SEVENTH: The number of directors of the Corporation shall be not less than one, which number may be increased or decreased pursuant to the By-laws of the Corporation. The Corporation may elect to have no Board of Directors. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Gary L. Upchurch.

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: to hold stock in this Corporation a person must be licensed by the Maryland State Board of Morticians.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 17th day of January, 1983.

Gary L. Upchurch

Gary L. Upchurch

STATE OF MARYLAND :
: ss
COUNTY OF PRINCE GEORGE'S :

I hereby certify that on January 17, 1983, before me, the subscriber, a Notary Public of the State of Maryland in and for Prince George's County, personally appeared Gary L. Upchurch, and acknowledged the foregoing Articles of Incorporation to be his act.

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

Notary Public
My commission expires 7/1/86

LAW OFFICES
THOMAS V. MOORE
5707 EAST-WEST HIGHWAY
RIVERDALE, MARYLAND
20840

FILED FOR RECORD
JUN 7 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-
Clerk

BOOK 028 PAGE 277

ARTICLES OF INCORPORATION

OF

UPCHURCH FUNERAL HOME, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 18, 1983 at 1:35 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2574, folio 02340 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SSS

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 ·

A 137003

8308164

drb

BOOK 028 PAGE 278

# VALLEY ROAD WATER CORPORATION

## ARTICLES OF INCORPORATION

FIRST: The undersigned, G. Lamar Minnick, whose post office address is R. F. D. #8, Box 298, Cumberland, Maryland, 21502; Pat Miller, whose post office address is R. F. D. #8, Box 235, Cumberland, Maryland, 21502; and Eugene H. Peterson, whose post office address is R. F. D. #8, Box 257, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, do hereby form corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is:

VALLEY ROAD WATER CORPORATION.

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

To acquire water by purchase, development, or otherwise, to construct reservoirs or water towers, erect pumping machinery, lay water mains, pipes, gates, valves, and hydrants; to furnish and sell water to the members of the Corporation, whether individuals or corporations or partnerships, for fire protection, manufacturing, and domestic use, and collect payment or rentals for the said water for the use and benefit of the said members and for their mutual benefit.

FOURTH: The post office address of the principal office of the Corporation in Maryland is R. F. D. #8, Box 298, Cumberland, Maryland, 21502. The name and post office address of the resident agent in Maryland are Earl E. Manges, R. F. D. #1, Box 68, Flintstone, Maryland, 21530.

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

HR-7-83 A 12:01 ********$56

1983 JUL 6 P 2:38

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

Compared and Mailed Delivered

TO R. F. D. #1 Box 68
Earl E. Manges Esq
Flintstone Md. 21530
June 17 1983

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decresed 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 G. Lamar Minnick, Pat Miller, and Eugene H. Peterson.

SEVENTH: The By-laws of the Corporation shall fix the method of becoming members of the Corporation, and the rights and obligations of said members.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 31st day of December, 1982, and severally acknowledged it to be our acts:

ATTEST: Earl E. Manges — G. Lamar Minnick (SEAL)
G. LAMAR MINNICK

Earl E. Manges — Pat Miller (SEAL)
PAT MILLER

Earl E. Manges — Eugene H Peterson (SEAL)
EUGENE H. PETERSON

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 31st day of December, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, aforesaid, personally appeared G. Lamar Minnick, Pat Miller, and Eugene H. Peterson, 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:

Earl E. Manges
NOTARY PUBLIC

My Commission expires July 1, 1986.

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
JUN 7 1983
at 3:30 O'clock P.M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records
Allegany County
Clerk

BOOK 028 PAGE 280

ARTICLES OF INCORPORATION

OF

VALLEY ROAD WATER CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland January 6, 1983 at 2:38 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2573, folio 01190, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

955

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 136710

8307693

bt

BARTON UNITED METHODIST CHURCH

ARTICLES OF INCORPORATION

FIRST: The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Members (as hereinafter defined) of the congregation of the BARTON UNITED METHODIST CHURCH (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Sub-chapter 3 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

JUN 16-83 A 24599 *****5.10

SECOND: The name of the Religious Corporation and the church is the BARTON UNITED METHODIST CHURCH.

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

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

Compared and Mailed Delivered
TO Harald H. Maffeo, 100 Latrobe Street, Baltimore, Maryland 21521
June 22nd 1983

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 Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in genera to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by

a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, Section (1), are the following:

(i) to establish and maintain a church and to provide a place of worship and prayer in accordance with United Methodist Church traditions;

(ii) to establish, maintain and conduct a school for religious instruction of children and adults;

(iii) to further all religious and charitable work; and,

(iv) for such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(d) In this Plan:

(i) references to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, (including the publishing or distributing of statements), in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954,

and only such purposes as also shall constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(2) The time and manner for election and succession of Trustees is as follows: The Trustees shall be elected and their successors continued at a time and place ordinarily used for public meetings of the Religious Corporation, by the individuals who, according to the custom and usage of the Religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A majority of all the votes cast by adult Members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Trustee.

(3) (a) A person shall be a Member of the Religious Corporation and, as such, shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) such person is a Trustee of the Religious Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"); or

(ii) such person shall be designated, as such, by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of the date these Articles of Incorporation are accepted for record by the Department; or,

(iii) such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period of not less than three (3) years.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) all rules and regulations of the Religious Corporation, as determined by the Trustees, are substantially complied with by such Member; and

(ii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such Member may be disqualified and

removed as a Member by a majority vote of the entire Board of Trustees, in accordance with procedures as set forth in The Book of Discipline of the United Methodist Church.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is Latrobe Street and Route 36, Barton, Allegany County, Maryland 21521. The name and address of the resident agent of the Religious Corporation is Harold W. Malone, ~~Box 247,~~ 100 LATROBE STREET Barton, Maryland 21521. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Trustees of the Religious Corporation is four (4), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than three (3). The names and addresses of those persons serving as initial Trustees are:

| | |
|---|---|
| Gay George | Box 43, Barton, Maryland 21521 |
| Mildred Martin | Box 84, Barton, Maryland 21521 |
| Luther Metz | Box 66, Barton, Maryland 21521 |
| Lewis Smith | Rt. 1, Box 53A, Barton, Maryland 21521 |

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

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for

the County where the principal place of worship of the Religious Corporation is located (if not then located in Baltimore City), or by the Superior Court of Baltimore City if such principal place of worship is then located in Baltimore City, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 17th day of January, 1983, and we acknowledge the same to be our acts.

WITNESS:

Michael W Shay — Gay George

Michael W Shay — Luther Metz

Michael W Shay — Mildred S. Martin

Michael W. Shay — Lewis Smith

FILED FOR RECORD
JUN 16 1983
at 2:45 o'clock P M.
and same day recorded in
Liber No. 028 Folio 287
one of the Land Records of Allegany
County, Maryland and com-
pared by

Clerk

LIBER 028 PAGE 287

ARTICLES OF INCORPORATION

OF

BARTON UNITED METHODIST CHURCH

approved and received for record by the State Department of Assessments and Taxation of Maryland February 8, 1983 at 11:24 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2577, folio 01589 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 10.00 Special Fee paid $

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 137894

8309201

JUN 16-83 A 24604 *****5.10



ARTICLES OF INCORPORATION

OF

CAMPBELL CHEVROLET, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lawrence L. Campbell, whose post office address is 252 Shaw Street, Frostburg, Maryland 21532; William B. O'Connor, whose post office address is 336 Grandview Drive, Frostburg, Maryland; and Buford L. Saville, whose post office address is 201 South Mechanic Street, Cumberland, Maryland, 21502; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

SECOND: The name of the Corporation is: "CAMPBELL CHEVROLET, INC."

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

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

(b) To engage in the real estate business, to sell, purchase, lease, rent, own, real estate property, including improvements 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

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

BEW

Compared and Mailed ~~Delivered~~

Lawarence L. Campbell

TO 252 Shaw Street

Frostburg, Maryland 21532

June 22 1983

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 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 & GETTY
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 One National Highway, LaVale, Maryland 21502; and the name and post office address of the Resident Agent of the Corporation is Lawrence L. Campbell, 252 Shaw Street, Frostburg, Maryland 21532, he being a citizen of this State and actually residing 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 Lawrence L. Campbell, William B. O'Connor and Buford L. Saville 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 amount of authorized capital stock is Two Hundred and Fifty Thousand Dollars ($250,000.00), divided into Two Hundred Fifty (250) shares of One Thousand Dollars ($1,000.00) 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 Two Hundred Fifty (250) shares; and all such shares shall have a par value of One Thousand Dollars ($1,000.00) 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
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 25th day of January, 1983.

WITNESS:

Alice R. Monahan — L. L. Campbell (SEAL)
Lawrence L. Campbell

Alice R. Monahan — Wm. B. O'Connor (SEAL)
William B. O'Connor

Alice R. Monahan — Buford L. Saville (SEAL)
Buford L. Saville

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 25th day of January, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared LAWRENCE L. CAMPBELL, WILLIAM B. O'CONNOR, and BUFORD L. SAVILLE, and did each acknowledge the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Alice R. Monahan
Notary Public

My Commission Expires: July 1, 1986

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

FILED FOR RECORD
JUN 16 1983
at 2:45 o'clock P. M.
and same day recorded in
Liber No. 028 Folio 292
one of the Land Records of Allegany
County, Maryland and com-
pared by [illegible]
Clerk

LIBER 028 PAGE 292

ARTICLES OF INCORPORATION

OF

CAMPBELL CHEVROLET, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 31, 1983 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2574, folio 02259, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

015

Bonus tax paid $ 50.00 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.

[illegible]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 137549
8308787

DR

02657

ARTICLES OF INCORPORATION

OF

CREEGAN'S WALLCOVERINGS/ACCESSORIES, INC. JUN 16-83 A 24603 ******5.10

FIRST: I, Gary G. Leasure, 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 CREEGAN'S WALLCOVERINGS/ACCESSORIES, INC.

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

(1) To maintain, conduct, and manage, the business of manufacturing, producing, purchasing, selling, and dealing in any and all kinds of wallpaper and wallcoverings, decorative textiles, materials, and fabrics of every description, paints, oils, colors, varnishes, and any and all floor coverings, and in all the ingredients thereof, and generally to do any and all things which may be necessary and proper in connection with said business not contrary to law.

(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 desir-

BLP

Compared and Mailed ~~Delivered~~

TO Gary G. Creegan

La Vale, Maryland 21502

June 22 19 83

able for and in the carrying on of the business of the company, as aforesaid.

(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 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 517 North Centre Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Elsie G. Creegan, John's Lane, LaVale, 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: Elsie G. Creegan, William James Creegan, and Michael Francis Creegan.

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 are not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who are not 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 25th day of January, 1983, and I acknowledge the same to be my act.

WITNESS:

Susan L. Fox

(SEAL)
GARY G. LEASURE

FILED FOR RECORD
JUN 16 1983
at 2:45 o'clock P.M.
and same day recorded in
Liber No. [illegible] Folio [illegible]
one of the [illegible] Records of Allegany
County, Maryland and com-
pared by me [illegible] Clerk

LIBER 028 PAGE 297

ARTICLES OF INCORPORATION

OF

CREEGAN'S WALLCOVERINGS/ACCESSORIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 2, 1983 at 9:29 o'clock A. M. as in conformity with law and ordered recorded.

01-5

Recorded in Liber 2576, folio 02656, 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.

[signature]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 137616

drb

8308919

LIBER 028 PAGE 298

00862

4-M ENTERPRISES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: I, the subscriber, G. DOUGLAS REINHARD, whose Post Office address is 739 Fayette Street, Cumberland, Maryland 21502, being of full legal age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, hereby act as incorporator with the intention of forming a corporation.

JUN 16-83 A 24605 *****5.10

83 JUN 27 AM 11 21

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

4-M ENTERPRISES, 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:

(a) To introduce, own, erect, operate, conduct, manage, maintain and carry on a restaurant and cafe business; to buy, sell, lease, or otherwise dispose of, to operate, conduct, furnish, equip and manage restaurants, inns, eating places or cafes, and generally to do and to perform everything necessary for carrying out the aforesaid purposes.

(b) To buy, or otherwise acquire, manufacture, market, and prepare for market, sell, deal in, deal with, import and export food and food products of every class and description, fresh, frozen, canned, preserved or otherwise, and to prepare and serve all food, beverages, alcoholic or non-alcoholic, and other preparations and refreshments of

BW

Compared and Mailed ~~Delivered~~

TO David G. McLaughlen
12-B Granlich Road
La Vale, Maryland 21502

June 22 19 83

(b) The Board of Directors of the Corporation shall have the power from time to time to authorize the issuance of shares of stock of the Corporation and securities convertible into shares of its stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of January, 1983.

WITNESS:

Jean Bochy

G. Douglas Reinhard (SEAL)
G. DOUGLAS REINHARD

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 26th day of January, 1983, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared G. DOUGLAS REINHARD, 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.

My Commission Expires
July 1, 1986

Jean Bochy
Notary Public

JEAN BOCHY
ALLEGANY COUNTY

all kinds; and to do any and all things deemed desirable and advantageous in carrying out any of the foregoing purposes, or conducting any of the foregoing businesses.

(c) To purchase, import, borrow, receive by way of gift, invest in, lease, and in all other ways acquire, hold for investment, develop, manufacture, fabricate or otherwise use and enjoy, or act upon, sell, market, export, let, lease, loan, mortgage, pledge, deed in trust, encumber or otherwise deal in and with property of every kind, real, personal and mixed, tangible and intangible, including, but not limited to, goods, cash, credits, choses in action, stocks, bonds, notes or other evidences of indebtedness wherever situated and however held, the products and proceeds thereof and every character of interest therein, and to exercise in respect thereof all of the rights, powers, privileges and immunities permitted by law.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations thereof.

(e) 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 governmental authority or subdivision or agency thereof.

(f) To engage in any and all other lawful activities.

FOURTH: The Post Office address of the place at which the principal office of the Corporation and the state where it will be located are 110 South Centre Street, Cumberland, Maryland 21502. The resident agent of the Corporation is DAVID C. McLAUGHLIN, 10-A Gramlich Road, LaVale, Maryland 21502. The resident agent is a resident of the State of Maryland and actually resides there.

FIFTH: The Corporation shall have not less than three (3) directors which number may be increased pursuant to the Bylaws of the Corporation, and DAVID C. McLAUGHLIN, CAROLYN C. McLAUGHLIN and R. WILLIAM BRODE 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 Thousand (1,000) shares, all of which shall be common stock. The shares are 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 its directors and stockholders:

(a) The Corporation shall possess any and all powers reasonably necessary and proper to carry out the purposes herein set forth, including, but not limited to, all of the powers conferred upon corporations by the laws of the State of Maryland.

FILED FOR RECORD
JUN 16 1983
at 2:45 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Records of Allegany
County, Maryland, and compared by
Clerk

LIBER 028 PAGE 302

ARTICLES OF INCORPORATION

OF

4-M ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 27, 1983 at 10:21 o'clock A M. as in conformity with law and ordered recorded.

~~00861~~

01-5

Recorded in Liber 2576, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 137401

8308697

LIBER 028 PAGE 303

02635

ARTICLES OF INCORPORATION

OF

GATEWAY MOTORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lawrence L. Campbell, whose post office address is 252 Shaw Street, Frostburg, Maryland 21532; William B. O'Connor, whose post office address is 336 Grandview Drive, Frostburg, Maryland; and Buford L. Saville, whose post office address is 201 South Mechanic Street, Cumberland, Maryland, 21502; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

SECOND: The name of the Corporation is: "GATEWAY MOTORS, INC."

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

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

(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

MN 16-83 A 24601 ******5.10

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

Compared and Mailed Delivered
TO William B. O'Connor
336 Grandview Drive
Frostburg, Md. 21532
June 22 1983

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.

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
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 calcu-

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: That the principal office of the Corporation in this State, shall be situated at 219 North Mechanic Street, Cumberland, Maryland 21502; and that the name and address of the Resident Agent shall be William B. O'Connor, 336 Grandview Drive, Frostburg, Maryland 21532, he being a citizen of this State and actually residing 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 Lawrence L. Campbell, William B. O'Connor and Buford L. Saville 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: That the total amount of authorized capital stock is Five Hundred Thousand Dollars ($500,000.00), divided into Five Thousand Shares (5,000) 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 & GETTY
CUMBERLAND
MARYLAND

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 25th day of January, 1983.

Witness:

Alice R. Monahan — Lawrence L. Campbell (SEAL)

Alice R. Monahan — William B. O'Connor (SEAL)

Alice R. Monahan — Buford L. Saville (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 25th day of January, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared LAWRENCE L. CAMPBELL, WILLIAM B.O'CONNOR, and BUFORD L. SAVILLE, and did each acknowledge the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Alice R. Monahan
Notary Public

My Commission Expires: July 1, 1986

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

FILED FOR RECORD
JUN 16 1983
at 2:45 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

LIBER 028 PAGE 307

ARTICLES OF INCORPORATION

OF

GATEWAY MOTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 2, 1983 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2574, folio 02634 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

c 1-5

Bonus tax paid $ 100.00 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 137612

drb

8308924

LIBER 028 PAGE 308 02397

ARTICLES OF REVIVAL

HAYSTACK MOUNTAIN SPORTSMEN'S CLUB, INCORPORATED

First: The name of the corporation at the time the charter was forfeited was HAYSTACK MOUNTAIN SPORTSMEN'S CLUB, INCORPORATED

Second: The name which the corporation will use after revival is HAYSTACK MOUNTAIN SPORTSMEN'S CLUB, INCORPORATED

Third: The name and address of the resident agent are Larry Kuhlman, Rt. 5, Cumberland, MD 21502.

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

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

(a) Paid all fees required by law;
(b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited.
(c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is 18 Clubhouse Road, LaVale, Maryland.

NOTE: ONLY REQUIRED IF THE PRINCIPAL OFFICE'S ADDRESS IS DIFFERENT FROM THE PRINCIPAL OFFICE'S ADDRESS AT THE TIME OF OF THE FORFEITURE OF THE CHARTER.

JUN 16-83 A 24596 *****5.10

BW

Compared and Mailed ~~Delivered~~

TO Larry Kuhlman Rt #5 Cumberland Md. 21502

June 22 1983

02398

(B) EXECUTION OF ARTICLES OF REVIVAL

(2) If the officers authorized to sign and acknowledge the Articles are unable or unwilling to do so, any three of the last acting directors of the corporation may sign and acknowledge the Articles.

The following acknowledgement would be suitable:

The last acting president, vice president, secretary, and treasurer are unable or unwilling to sign and acknowledge these articles; therefore, the undersigned who were three of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Allan M Hall Sr
Last Acting Director

Carl W Leasure
Last Acting Director

Andrew H Mayer
Last Acting Director

FILED FOR RECORD
JUN 16 1983
at 2:45 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 ___

ARTICLES OF REVIVAL

OF

HAYSTACK MOUNTAIN SPORTSMEN'S CLUB, INCORPROATED

LIBER 028 FOLIO 310

approved and received for record by the State Department of Assessments and Taxation of Maryland February 16, 1983 at 2:10 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 1578, folio 02396, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 10.00

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 138199

8309764

bt

LIBER 028 PAGE 311

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1983.

*** ***** ***

ARTICLES OF INCORPORATION

OF

MEDIATION SERVICES, INC.

*** ***** ***

JUN 16-83 A 24597 ******5.10

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Robert Owen 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:

MEDIATION SERVICES, INC.

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

A. To act as mediator in mediation of disputes and pursue other alternative means of settling disputes.

B. 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

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

BW

Compared and ~~Mailed~~ Delivered

TO Robert O. Kazary Esq.
Rt#1, Box 94A Greenbelt Road.
La Vale, Maryland 21502

June 22 1983

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 One Washington Street, Cumberland, Maryland 21502-2996. The Resident Agent of the Corporation is Robert Owen Kazary, whose post office address is Route 1, Box 9A, Gramlich Road, LaVale, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of 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, Robert Owen Kazary, Steven Lee Hartsock and Vickie Alkire Shockey 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.
MBERLAND, 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, 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

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

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 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, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
CUMBERLAND, 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
ATTORNEY AT LAW
ONE WASHINGTON ST.
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 party to any threatened, pending or completed 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 Corporation, or is or was serving at the request of the

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
MBERLAND, 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 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 enterrise, 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 in which such action or suit was brought, or any other court

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
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 paragrpahs 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 16 day of February, 1983.

WITNESS:

Vicki A Shockey

ROBERT OWEN KAZARY (SEAL)

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

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on the 16th day of February, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT OWEN 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. Shockey
NOTARY PUBLIC

My Commission Expires: July 1, 1986

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

FILED FOR RECORD
JUN 16 1983
Liber No. ___ Folio ___
one of the ___ Records of Allegany
Land ___ County, Maryland, and
Signed by

LIBER 028 PAGE 321

ARTICLES PF INCORPORATION

OF

MEDIATION SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 18, 1983 at 9:22 o'clock A M. as in conformity with law and ordered recorded.

//

Recorded in Liber 2579, folio 00699, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

015

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.

R. D. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 138280
8309676

01740

LIBER 028 PAGE 322

ARTICLES OF INCORPORATION

OF

THE MORGAN FARM, INC.

WE, the undersigned, GOMER MORGAN, whose post office address is RFD #1, Box 245 Frostburg, Allegany County, Maryland, FRANK MORGAN, whose post office address is Maple Street, Frostburg, Allegany County, Maryland, and EDWARD L. MORGAN, whose post office address is 34 West Long Meadow Road, Hagerstown, 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:

THE MORGAN FARM, INC.

SECOND

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

1. To purchase and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm, fruit, vegetable, and garden products, and of cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packing, shipping, buying, and selling, at wholesale and retail, all kinds of fruit, vegetable, farm and garden products, and to carry on all other business incident thereto or connected therewit and to do a general commission and broker's business in any or all of the foregoing produce.

JUN 16-83 A 12:24600 *****5.10

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

BW
Compared and Mailed ~~Delivered~~
TO Gomer Morgan
R.F.D. # 1 Box 245
Frostburg, Maryland 21502
June 22 19 83

2. To buy, acquire, sell, retain, deal in, or otherwise dispose of, absolutely or contingently, petroleum and gas properties and interests and any right, title, or interest therein; and to do all other acts and things required to be done in connection therewith, either within or without the State of Maryland.

3. To acquire by purchase or exchange, or in any other manner, in the United States or in foreign countries, mining claims, grounds, or lodes, mining and mineral rights, concessions or grants, or any interest therein, and to sell, exchange, lease, or in any other manner to dispose of the whole or any part thereof or any interest therein when desirable.

4. To acquire, purchase, lease, option, own, sell, and mortgage coal lands, or supposed coal lands or mineral estates; to buy and sell real estate; to prospect for coal, and mine coal and other minerals or mineral products, and generally to buy, sell, handle, and deal in the market in coal of all kinds; to purchase, acquire, and contract all kinds of machinery, buildings, cars, and appliances for mining and marketing coal; to construct and operate railways and tramways for mining and moving coal; and to build and lease houses for the use of miners and others, including the purchase and sale of same.

5. All of the General Powers that are set forth in §2-103 of the Corporations and Associations of the Annotated Code of Maryland.

THIRD

The Post Office Address of the principal office of the corporation in this state is:

43 Maple Street
Frostburg, Maryland 21532

The Resident Agent of the corporation is:

GOMER MORGAN
RFD #1, Box 245
Frostburg, Maryland 21532

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

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.

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within Thirty Days (30) thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to anyone else.

FIFTH

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) 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:

GOMER MORGAN
FRANK MORGAN
EDWARD L. MORGAN
MARY M. ROBINETTE
JAMES MORGAN

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 Corporation shall be perpetual.

[redacted]AW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of January, 1983.

Joni L. Phillips
WITNESS

Homer Morgan SEAL
GOMER MORGAN

Joni L Phillips
WITNESS

Frank Morgan SEAL
FRANK MORGAN

Joni L. Phillips
WITNESS

Edward L. Morgan SEAL
EDWARD L. MORGAN

AFFIDAVIT
STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that before me on this 26th day of January, 1983, personally appeared GOMER MORGAN, FRANK MORGAN and EDWARD L. MORGAN, and they did declare that the aforegoing is their act and deed.

Joni L Phillips
NOTARY PUBLIC
7/1/86

LAW OFFICE
OF
BARNETT & BARNETT
234 BALTIMORE AVENUE
CUMBERLAND, MARYLAND
21502
TELEPHONE 722-2745

FILED FOR RECORD
JUN 16 1983
at 2:45 o'clock P. M.
and same day Recorded in
Liber No. 028 Folio 327
one of the Land Records of Allegany
County, Maryland and com-
pared by [illegible] Clerk

LIBER 028 PAGE 327

ARTICLES OF INCORPORATION

OF

THE MORGAN FARM, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 7, 1983 at 10:02 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2577, folio 01739 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

p 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.

[signature]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 137921

8309186

drb

02217

LIBER 028 FOLIO 328

ARTICLES OF AMENDMENT

AND

RESTATED

ARTICLES OF INCORPORATION JUN 16-83 A 24602 *****5.10

OF

UNION METALS AND MINERALS, INC.

The Articles of Incorporation of UNION METALS AND MINERALS, INC., as amended and restated, are as follows:

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

Union Metals and Minerals, Inc.

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

(a) To conduct and carry on the business of mining, producing and selling sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and any and all other minerals, contents or products of the earth; the manufacture and sale of coke and its by-products; the manufacture and sale of any and all types of refractory products, including fire brick, face brick, tile and other clay products; to sever and sell timber and operate a general sawmill business in connection therewith; to manufacture and sell as

RW

Returned and Mailed Delivered

Gerald D. Riggleman

10361 Timberglen Ct.

Ellicott City, Md. 21042

June 22 19 83

principal or agent, products of sand, coal, clay, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and all other minerals or products of the earth; including alloyed metals and wood and combinations of two or more of them; and to own, construct and operate any types of plants, factories, machinery and transportation facilities necessary for the obtention, processing or transporting of any of the above mentioned minerals, issues or products; and to conduct a general engineering business.

(b) To purchase, hold, deal in, lease, mortgage or otherwise encumber, and to lease, sell, exchange, transfer or dispose of in any manner real or leasehold property, and to construct, operate, lease, rent, and manage buildings and property of every kind, nature and description, wheresoever situate.

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

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

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

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

(g) To lend or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to

secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(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 or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(j) The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the laws of the State of Maryland, and 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.

THIRD: The post office address of the place at which the principal office of the Corporation in this State will be located is 301 Washington Street, Cumberland, Maryland. The resident agent of the Corporation is Gerald D. Riggleman, whose post office address is 301 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Corporation shall have at least three directors, and Edwin J. Bognar, Nadine E. Bognar, Edwin J. Bognar, Jr., and Cynthia A. Bognar, shall act as such until the next annual meeting or until their successors are duly chosen and qualified.

FIFTH: The total amount of the authorized capital stock of the Corporation is 2,000 shares of Class A Common Stock, of the par value of $1.00 per share and 2000 shares of Class B Common Stock of the par value of $1.00 per share.

A description of each class of Common Stock and a statement of the rights, voting powers, preferences, qualification, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each class are as follows:

A. Class A Common Stock

(1) Each share of Class A Common Stock shall be entitled to receive dividends equally with each share of Class B Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class A Common Stock shall have ten (10) votes.

(3) On liquidation, each share of Class A Common Stock shall be entitled to share equally in any distribution with each share of Class B Common Stock.

B. Class B Common Stock

(1) Each share of Class B Common Stock shall be entitled to receive dividends equally with each share of Class A Common Stock, when and as declared by the Board of Directors, out of surplus legally available therefor.

(2) Each share of Class B Common Stock shall have one (1) vote.

(3) On liquidation, each share of Class B Common Stock shall be entitled to share equally in any distribution with each share of Class A Common Stock.

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

This document has been approved by the Directors and Shareholders of the Corporation.

THE UNDERSIGNED, President of Union Metals and Minerals, Inc., 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.

WITNESS:

Nadine E. Bognar
Secretary

Edwin J. Bognar
President

December 28, 1982

FILED FOR RECORD
JUN 16 1983
at 2:45 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Allegany
Land Records of Allegany County, Maryland, and com-
pared by

LIBER 028 PAGE 335

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

UNION METALS AND MINERALS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1982 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2574, folio 02216, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

015

Bonus tax paid $_____ 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. Fitch

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 136985

8309092

drb

LIBER 028 PAGE 338

UPCHURCH FUNERAL HOME, P.A.

A CLOSE CORPORATION

AMENDED ARTICLES OF INCORPORATION

I, Gary L. Upchurch, being the sole and original incorporator, declare and affirm that there is no stock outstanding or subscribed for entitled to be voted on this charter amendment and that there has been no organizational meeting of the Board of Directors, and I therefore amend the Articles of Incorporation filed at 1:35 P.M. on January 18, 1983, as follows:

FIRST: The undersigned Gary L. Upchurch, whose post office address is 202 Greene Street, 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 hereafter called the Corporation) is George-Upchurch Funeral Home, P.A.

THIRD: The Corporation is a close corporation.

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

1. To engage in undertaking, embalming and the directing of funerals, and the dealing in and selling of coffins and caskets, and all such property, goods, wares and merchandise as are incidental to and used in the operation of funeral homes, and also the buying, owning, holding, selling, letting, leasing and dealing in and with real and personal property of every kind and nature upon which or in connection with which the business of a funeral home, undertakers or morticians may be conducted.

2. To do such acts and carry on such business as may be permitted by the Professional Services Corporation Act of the State of Maryland subject to the limitations thereof.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 202 Greene Street, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland are Gary L. Upchurch, 202 Greene Street, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides therein.

LAW OFFICES
THOMAS V. MOORE
5707 EAST-WEST HIGHWAY
RIVERDALE, MARYLAND
20840

Compared and Mailed Delivered
TO Gary L. Upchurch
202 Greene Street
Cumberland, Md. 21502
June 22 19 83

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.

SEVENTH: The number of directors of the Corporation shall be not less than one, which number may be increased or decreased pursuant to the By-laws of the Corporation. The Corporation may elect to have no Board of Directors. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Gary L. Upchurch.

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: to hold stock in this Corporation a person must be licensed by the Maryland State Board of Morticians.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Amendment on this 14th day of February, 1983.

Gary L. Upchurch

STATE OF MARYLAND :
: ss
COUNTY OF PRINCE GEORGE'S :

I hereby certify that on February 14, 1983, before me, the subscriber, a Notary Public of the State of Maryland in and for Prince George's County, personally appeared Gary L. Upchurch, and acknowledged the foregoing Articles of Amendment to be his act.

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

Notary Public
My commission expires 7/1/86

LAW OFFICES
THOMAS V. MOORE
5707 EAST-WEST HIGHWAY
RIVERDALE, MARYLAND
20840

FILED FOR RECORD
JUN 16 1983 19
2:45 O'clock M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
and County, Maryland, and com-
Clerk

LIBER 028 PAGE 338

AMENDED ARTICLES OF INCORPORATION

OF

UPCHURCH FUNERAL HOME, P.A.

changing its name to:

GEORGE-UPCHURCH FUNERAL HOME, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 16, 1983 at 9:50 o'clock A.M. as in conformity with law and ordered recorded.
(Effective date: January 18, 1983, at 1:35 P.M.)

3

Recorded in Liber 2580, folio 01184, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

015

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. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · STATE OF MARYLAND ·

A 138779 - 8309534

BW.

05-029325 01136
~~026971~~

Liber 28 - Page 339

BOOK 535 PAGE 938

(Filed & Recorded July 20, 1983 @ 1:10 P.M.)

CERTIFICATE OF Articles of Transfer

JUL 20-83 A 26789 ******1.00

Dear Sir

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

1) The name of each party to the Articles is

Local 1874 TWUA REALTY CORPORATION (Md Corp) Transferor

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

Koinonia Presbyterian Church In America Of La Vale, Maryland Transferee

3) The Articles were accepted for record on March 15, 1983 at 10:19 Am

As Witness my hand and the Official seal of the said Department at Baltimore this 30th day of April, 1983.

D. W. Kitt

T 5-076

Liber-28 -Page- 340 02698

BOOK 535 PAGE 939

(Filed & Recorded July 20, 1983 @ 1:10 P.M.)

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF TRANSFER

Pursuant to TITLE 3. Corporations in General, Subtitle 1. Consolidation, Merger and Transfer of Assets, Section 3-112 Property Certificate for Assessments Records of the Corporations and Associations Article (1975 Revised Code-Maryland) and Article 81 - Revenue and Taxes, Sections 277(a), 277(T), and 278A (a) and (b) of the Annotated Code of Maryland (1969 Replacement Volume and 1974 Supplement). We hereby certify that the herein described property is being conveyed by Articles of Transfer, between the **Transferor, Merging or Consolidating** Corporation(s) herein named LOCAL 1874, TWUA REALTY CORPORATION

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named KOINONIA PRESBYTERIAN CHURCH IN AMERICA IN LAVALE, MARYLAND.

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

All those lots or parcels of ground and improvements thereon situate in Election District No. 5 on the Westerly side of North Centre Street in Cumberland, Allegany County, Maryland, being Lot No. 12 and part of Lot No. 13 in Gephart's Addition to Cumberland.

IT BEING the same property which was conveyed to Local 1874 TWUA Realty Corporation by a deed from Beth Jacob Anske Hebrew Orthodox Congregation of Cumberland, Maryland, dated January 13, 1960, and recorded among the Land Records of Allegany County, Maryland, in Liber No. 318, folio 556.

This property is carried on the rolls of the Assessment Department in Election District No. 5 of Allegany County and is assessed as follows:

| ASSESSMENT NO. | | ASSESSMENT |
|---|---|---|
| 05-029325 | TWUA Realty Corporation<br>418 North Centre Street<br>Cumberland, Maryland, 21502 | $19,430.00 |

Mailing address for receipt tax bills: Name KOINONIA PRESBYTERIAN CHURCH IN AMERICA OF LA VALE, MARYLAND

Address 418 North Centre Street

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

*NOTE: SUBMIT IN TRIPLICATE

This is to certify that the property within described has been transferred to the Grantee upon the Assessment Records of Allegany County in accordance with Chapter 385 of the Acts of the General Assembly, 1945 Session.

7-18-83
Date

Assessment Dept.

(OVER)

Agricultural Transfer Tax in the Amount of $ N/A

Signature

Liber 2B Page - 341

02699

BOOK 535 PAGE 940

"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 $55,000.00

This is to certify that there are no taxes due on the within described property according to records in the Tax Office as of June 30, 1983

7-15-83

RONALD F. RICE
Comptroller

TRANSFEROR CORPORATION LOCAL 1874 TWUA REALTY CORPORATION

SIGNATURE OF OFFICER Donald E. Ford
PRESIDENT

---

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 17th day of March, 1983 I have set my hand and caused the seal of said Department to be hereto affixed.

Charter Specialist

---

RECORDATION TAX PAID: 181.50

TRANSFER TAX PAID: 275.00

TOTAL: 456.50

Liber 28 - Page - 342

01139
02700

BOOK 535 PAGE 941

AFFIDAVIT

Please check the applicable boxes;

1. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution, or termination of that corporation?

   _____ YES  __X__ NO

   (If the answer to question 1 is yes, please answer the following questions. If the answer is no, then do not go on and sign the form at the bottom of the page.)

2. Is this real property being transferred to:

   A) a person who was an original shareholder of the corporation?

   _____ YES  _____ NO

   B) a person who is a direct descendant or relative within 2 degrees of a person who was an original shareholder of the corporation?

   _____ YES  _____ NO

   C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?

   _____ YES  _____ NO

   (If the answer to either questions 2A, 2B, or 2C is no, then answer #3. If the answer to any of questions 2A, 2B, or 2C is yes, then do not continue and sign the form at the bottom of the page.)

3. The full cash value of the property as determined by the Department at the last date of finality is _____.

   (Indicate full cash value for each piece of property. If full cash value is unknown, please write unknown in the above block.)

I hereby affirm under the penalties of perjury that the foregoing statements are true to the best of my knowledge, information and belief.

Kerby Clark, ATTORNEY
(SIGNATURE AND TITLE) -
MUST BE OFFICER OR ATTORNEY FOR THE TRANSFEROR

LOCAL 1874 TWUA REALTY CORPORATION
(NAME OF CORPORATION)

01180

LIBER 028 PAGE 343

BCI INCORPORATED

ARTICLES OF INCORPORATION

FIRST: I, MICHAEL R. RECORDS, whose post office address is 22 N. Waverly Terrace, 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.

JUL 15-83 A 26445 *****5.00

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

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

(1) To purchase, or in any way acquire for investment or sale, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description; 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 502 Oldtown Road, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is Peter J. Ervin, 502 Oldtown Road, 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 Corporation, but shall never be less than three, unless there are less than three (3) stockholders in which case the number of Directors may equal the number of stockholders, but may

Bus
Compared and Mailed Delivered
TO Peter J. Ervin 502 Oldtown Road Cumberland Md
Aug 2 1983

never be less never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Peter J. Ervin

Michael R. Records

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 holders 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 18th day of February, 1983, and I acknowledge the same to be my act.

Witness:

Michael R. Records
MICHAEL R. RECORDS

FILED FOR RECORD
JUL 15 1983
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 Sam
Clerk

LIBER 028 PAGE 346

ARTICLES OF INCORPORATION

OF

BCI INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland February 28, 1983 at 10:15 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2580, fol 01173 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 138778 - 8310034

01476

ARTICLES OF INCORPORATION

LIBER 028 PAGE 347

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Maryland, acting as incorporators of a corporation under the Non-Profit Corporation Act, do hereby adopt the following Articles for such corporation.

ARTICLE I

The name of the corporation is: Chapter# 2, Disabled American Veterans, Department of Maryland, Incorporated.

ARTICLE II

The corporation is a non-profit corporation and has no authority to issue stock.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose for which the corporation is organized is: To uphold the Constitution and laws of the United States, to realize the true American ideals and aims for which those eligible to membership fought, to advance the interest and work for the betterment of all wounded, gassed, injured and disabled veterans, to cooperate with the United States Veteran Administration and all other public and private agencies devoted to the cause of improving and advancing the condition, health and interest of all wounded, gassed, injured and disabled veterans, to stimulate a feeling of mutual devotion, helpfulness and comradeship among all wounded, gassed, injured and disabled veterans, to serve our comrades, our communities and our country and to encourage in all people that spirit of understanding which will guard against future wars. This corporation is limited to such as will qualify it as an exempt organization under Internal Revenue Section 501 (c) (4). This corporation will not, as a substantial part of its activities carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

This corporation recognizes the National Organization, known as Disabled American Veterans, incorporated by Act of Congress, and affirms its allegiance, and subordination, to said National Organization, its Constiution, Bylaws and all rules, mandates and regulations promulgated pursuant thereto.

1983 JAN 21 A 9:45

JUL 15-83 A 26443 ******5.00

Compared and Mailed ~~Delivered~~
Thelma E. Lehman
TO 217 Thrasher Avenue
Aug. 2 1983

ARTICLE VI LIBER 028 PAGE 348

The street address of the initial registered office of the corporation is:

~~14618 Redwood St., S W~~
~~Cumberland, Maryland 21502~~

14618 Redwood St., S W
Cumberland, Maryland 21502

ARTICLE VII

The name of its original registered agent at such address is:

~~Walter R. Bosley, Incorporator~~

Walter R. Bosley, Incorporator

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is 10 and the names and addresses of the persons who are to serve as the initial directors are:

| Name | Address |
|---|---|
| Walter R. Bosley | 14618 Redwood St. SW, Cumberland, Md |
| William E. Lehman | 817 Shriver Ave., Cumberland, Md. |
| Walter M. Bucy | P.O. Box 1272, Cumberland, Md. |
| Kenneth L. Yarian | P.O. Box 1614, Cumberland, Md. |
| Charles E. Danial Sr. | 34 Detmold St., Lonaconing, Md. |
| Millard D. Calderwood | Box 105 Cash Valley Rd. LaVale, Md. |
| David J. Lighty | 40 Humbird St., Cumberland, Md. |

ARTICLE X

The Corporation shall consist of every member in good standing or any person who shall become a member in good standing of Chapter 2, Disabled American Veterans, Department of Maryland.

ARTICLE XI

No part of net earnings, property or assets of this corporation shall inure to the benefit of any private person or individual or director of this corporation. Upon dissolution of the corporation, the assets remaining after the payment of its debts, shall be distributed as provided in Article VI, Section 6.5, Paragraphs 4 and 5 of the National Constitution and Bylaws.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS, THIS 13th DAY OF May, 1982

Walter R. Bosley - Incorporator

Richard C. Schade - Incorporated

Corporation Board of Directors names condt. LIBER 028 PAGE 349

| | |
|---|---|
| Lloyd L. Leasure | 208 Park St., Cumberland, Md. |
| John F. Wagner | Rt. 1 Box 35, Wiley Ford, W.Va. |
| Richard C. Schade | Rt. 3 Box 278, Bedford, Pa. |

THE STATE OF Maryland LIBER 028 PAGE 350

COUNTY OF Allegany

I, the undersigned authority, do hereby certify that on this 13th day of May, 1982, personally appeared before me, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

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

Margaret H Bucy
Notary Public, Allegany County, Md.
My commission expires July 1, 1982

"These Articles of Incorporation for Ft. Washington Chapter #2, Department of Maryland, were reviewed and approved by the National Executive Committee on June 21, 1982".

DENVEL D. ADAMS
National Adjutant

LIBER 028 PAGE 351

FILED FOR RECORD
JUL 15 1983
at 2:22 o'clock P. M.
and same day Recorded in
Liber No. 028 Folio 351
one of the Land Records of Allegany
County, Maryland, and compared
by [illegible]

ARTICLES OF INCORPORATION

OF

CHAPTER #2, DISABLED AMERICAN VETERANS, DEPARTMENT OF MARYLAND, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland March 2, 1983 at 9:36 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2580, folio 1475 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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. Kitt

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 138836

8310262

bt

RA

LIBER 028 PAGE 352

# ARTICLES OF INCORPORATION

# OF

# LARRY'S SUNOCO, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS HERETO, LARRY SCOTT HUMBERTSON, POST OFFICE BOX 5411, WINCHESTER ROAD, CRESAPTOWN, MARYLAND, 21502 AND JULIE MARIE HUMBERTSON, POST OFFICE BOX 5411, WINCHESTER ROAD, CRESAPTOWN, MARYLAND, 21502 AND JOSEPH HENRY HUMBERTSON, 14612 WINCHESTER ROAD, CRESAPTOWN, MARYLAND, 21502 ALL BEING OF FULL LEGAL AGE, DO BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS ASSOCIATE OURSELVES TOGETHER WITH THE INTENTION OF FORMING A CORPORATION.

SECOND: THAT THE NAME OF THE CORPORATION HEREINAFTER CALLED THE CORPORATION, SHALL BE:

LARRY'S SUNOCO, INC.

THIRD: THE PURPOSE FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO CONDUCT THE BUSINESS OF A FILLING AND SERVICE STATION WHICH BUSINESS SHALL INCLUDE THE DEALING IN GASOLINE

JUL 15-83 A 326440 *****5.0(

83 JUL 15 A 11:02

SOMERVILLE, JR.
RNEY AT LAW
WEST VIRGINIA
LAND, MARYLAND

RW

Compared and Mailed Delivered

TO Larry S. Humbertson
Box #5411 Winchester Road
Cresaptown, Md. 21502
Aug 2 1983

AND PETROLEUM PRODUCTS, ALL KINDS OF OIL AND OIL PRODUCTS; ALL MANNER OF ACCESSORIES AND APPLIANCES TO BE USED ON MOTOR VEHICLES OF EVERY DESCRIPTION, AND OTHER ARTICLES USEFUL OR DESIRABLE FOR PATRONS OF FILLING STATIONS; AND TO ENGAGE IN THE WASHING, POLISHING, STORING, REPAIR AND MAINTENANCE OF VEHICLES AS WOULD BE CUSTOMARY IN A GARAGE OPERATION ENTERPRISE.

(B) TO ENGAGE IN THE PURCHASE OF, SALE OF, OR OWNING OF ANY AND ALL FORMS OF PROPERTY AS SHALL BE NECESSARY FOR, OR INCIDENT TO, THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OF THIS CHARTER.

(C) TO ACQUIRE, OWN AND OPERATE THE BUSINESS AND ALL OTHER BUSINESSES WHICH MAY BE RELATED TO, INCIDENT TO OR NECESSARY FOR THE COMPLETION OF THE PURPOSES 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 IN ANY WAY OR MANNER TO RESTRICT OR LIMIT ANY PURPOSE OF THE CORPORATION.

FOURTH: THE POST OFFICE ADDRESS AT WHICH THE PRINCIPAL OFFICER OF THE CORPORATION IS P.O. BOX 5411,WINCHESTER ROAD, CRESAPTOWN, MARYLAND, 21502. THE RESIDENT AGENT OF THE CORPORATION IS LARRY SCOTT HUMBERTSON WHOSE POST OFFICE ADDRESS IS BOX 5411, WINCHESTER ROAD, CRESAPTOWN, MARYLAND, 21502. SAID RESIDENT AGENT IS A CITIZEN OF MARYLAND AND ACTUALLY RESIDES THEREIN.

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

FIFTH: THE TOTAL AUTHORIZED STOCK OF THE CORPORATION IS TEN THOUSAND SHARES (10,000) OF THE PAR VALUE OF ONE DOLLAR ($1.00) PER SHARE.

SIXTH: THE CORPORATION SHALL HAVE NOT LESS THAN THREE (3) NOR MORE THAN FIVE (5) DIRECTORS AND LARRY SCOTT HUMBERTSON, JULIE MARIE HUMBERTSON AND JOSEPH HENRY HUMBERTSON SHALL ACT AS SUCH UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS.

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

(B) THE CORPORATION RESERVES THE RIGHT TO MAKE FROM TIME TO TIME ANY AMENDMENTS TO ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS OF THE TERMS OF ANY CLASS OF ITS STOCK BY CLASSIFICATION, RECLASSIFICATION OR OTHERWISE, BUT NO SUCH AMENDMENT WHICH CHANGES THE TERMS OF ANY OF THE OUTSTANDING STOCK SHALL BE VALID UNLESS

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

SUCH CHANGE OF TERMS SHALL HAVE BEEN AUTHORIZED BY THE HOLDERS OF TWO THIRDS(2/3RDS) OF ALL SUCH STOCK AT THE TIME OUTSTANDING, BY VOTE AT A MEETING, OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE EXISTENCE OF THE CORPORATION IS PERPEUTAL.

IN WITNESS WHEREOF, WE HAVE SET OUR HANDS AND SEALS TO THESE ARTICLES OF INCORPORATION THIS 16TH DAY OF MARCH, 1983 IN THE CITY OF CUMBERLAND, MARYLAND.

WITNESS — LARRY SCOTT HUMBERTSON

WITNESS — JULIE MARIE HUMBERTSON

WITNESS — JOSEPH HENRY HUMBERTSON

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

I HEREBY CERTIFY THAT ON THIS THE 16TH DAY OF MARCH, 1983 BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND IN AND FOR THE COUNTY AFORESAID, PERSONALLY APPEARED LARRY SCOTT HUMBERTSON, JULIE MARIE HUMBERTSON AND JOSEPH HENRY HUMBERTSON AND SEVERALLY ACKNOWLEDGED THE WITHIN AND AFORE-GOING CERTIFICATE OR ARTICLES OF INCORPORATION TO BE THEIR ACT.

JO[redacted]F. SOMERVILLE, JR.
[redacted]ORNEY AT LAW
KE[redacted]R, WEST VIRGINIA
CUMBERLAND, MARYLAND

LIBER 028 PAG. 356

WITNESS my Hand and Notarial Seal.

NOTARY PUBLIC

My Commission Expires July 1, 1986.

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

FILED FOR RECORD
JUL 15 1983
at 2:30 O'clock P. M.
and same day Recorded in
Liber No. 528 Folio 357
one of the Records of Allegany
County, Maryland, and com-
pared by me,
Clerk

LIBER 028 FOLIO 357

ARTICLES OF INCORPORATION

OF

LARRY'S SUNOCO, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 17, 1983 at 11:02 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 1583 01652, folio , 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

A 139516
8 31 10 16

drb

01140

LIBER 028 PAGE 358

~~02701~~

ARTICLES OF TRANSFER

THESE ARTICLES OF TRANSFER, Made this 7th day of ~~January~~ February, 1983, by and between LOCAL 1874 TWUA REALTY CORPORATION, a body corporate of the State of Maryland, hereinafter called "Transferor", and KOINONIA PRESBYTERIAN CHURCH IN AMERICA of LaVale, Maryland, hereinafter called "Transferee".

WITNESSETH:

FIRST: The Transferor hereby agrees to sell or transfer all or substantially all of its property.

SECOND: The Transferor is Local 1874, TWUA Realty Corporation, a corporation incorporated under the General Laws of the State of Maryland.

THIRD: That the Transferee is Koinonia Presbyterian Church in America in LaVale, Maryland, a religious corporation incorporated under the corporate laws of the State of Maryland.

JUL 15-83 A 26446 *****5.00

FOURTH: That the principal office and place of business of the Transferee is now 605 North Third Street, LaVale, Allegany County, Maryland, which is the location of its only office.

FIFTH: That the principal office and place of business of TWUA Realty Corporation is 418 North Centre Street, Cumberland, Allegany County, Maryland, 21502.

SIXTH: That the resident agent of the Transferee is Robert L. Youngblood, whose post office address is Route 1, Box 142, Oldtown, Maryland, 21555; that said resident agent is a resident of the State of Maryland.

SEVENTH: That the County in this State where the Transferor owns an interest in land is in Election District No. 5, Cumberland, Allegany County, Maryland, 21502; that said property is assessed to the Corporation in said Election District as follows:

| ASSESSMENT NO. | | ASSESSMENT |
|---|---|---|
| 05-029325 | TWUA Realty Corporation<br>418 North Centre Street<br>Cumberland, Maryland, 21502. | $19,430.00 |

EIGHTH: That the terms and conditions of the transaction set forth in the Articles were advised, authorized and approved by a unanimous vote of the Board of Directors of the Transferor corporation in the manner and by the vote required by its charter and the Laws of the State of Maryland and, at a meeting of stockholders, duly called, in accordance with the charter of the Corporation and the Laws of Maryland, after being first advised, authorized and approved at a meet-

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

BW
Compared and Mailed [illegible]
Robert L Youngblood
TO Rt#1 Box 142
Oldtown Md 21555
Aug 2 1983

ing of the general membership of the Local called for that purpose.

NINTH: That the purchase and transfer of the property was advised, authorized and approved by the unanimous vote of the Board of Trustees of the Transferee corporation in the manner and by the vote required by its charter and the laws of the State of Maryland and by the general membership at a meeting duly called for that purpose, in accordance with Articles of Incorporation of said corporation and the laws of the State of Maryland.

TENTH: The nature and amount of the consideration to be paid by and on behalf of the Transferee for the real property and other assets of the Corporation is cash: $55,000.00.

IN WITNESS WHEREOF, these Articles of Transfer are hereby signed in the name and on behalf of Local 1874 TWUA Realty Corporation by its President, and attested to by its Secretary, and for the Transferee by its President and attested to by its Secretary, and by a majority of the Board of Trustees the day and year first above written.

ATTEST:

Richard A. McGann
SECRETARY

LOCAL 1874 TWUA REALTY CORPORATION

BY: Donald E. Ford (SEAL)
PRESIDENT
TRANSFEROR

KOINONIA PRESBYTERIAN CHURCH IN AMERICA IN LAVALE, MARYLAND

Craig D. Felton
SECRETARY AND TRUSTEE

BY: _____ (SEAL)
PRESIDENT
TRANSFEREE

John A. Hollands
JOHN A. HOLLANDS

Daniel Doriani
DANIEL DORIANI

John J. Dormio
JOHN J. DORMIO

Charles E. Toner, Jr.
CHARLES E. TONER, JR.

TRUSTEES

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

~~02703~~
01142

LIBER 028 PAGE 360

STATE OF MARYLAND,

ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 7th day of February, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared DONALD E. FORD, President of the Local 1874 TWUA Realty Corporation and acknowledged the aforegoing Articles of Transfer to be the act and deed of said corporation and at the same time appeared personally RICHARD A. McGANN , Secretary, and made oath in due form of law that he was the Secretary of the meeting of the stockholders of Local 1874 TWUA Realty Corporation, at which the sale set forth in said Articles of Transfer was approved and that said Articles of Transfer were duly advised by the Board of Directors and approved by the stockholders in the manner and by the vote required by Section 3-105, Corporations and Associations, of the Annotated Code of Maryland, 1975 Edition as amended, and the charter of said corporation.

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

Dorothy Ann Lippold
NOTARY PUBLIC

My Commission expires: July 1, 1986

IE J. CLARK
RNEY AT LAW
LAND, MARYLAND

02704
01143

LIBER 028 PAGE 361

STATE OF MARYLAND,

ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 7th day of February, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DAVID N. AYDELOTTE, SR., President of the Koinonia Presbyterian Church in America in LaVale, Maryland, the Transferee named in the aforegoing Articles of Transfer, who presided at the general meeting of the membership, which approved the purchase, and swears under the penalties of perjury that such approval did occur at that meeting, and that the aforegoing Articles of Transfer are its corporate act and deed.

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

Dorothy Ann Lignold
NOTARY PUBLIC

My Commission expires: July 1, 1986

[redacted]E J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
JUL 15 1983
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

LIBER 028 PAGE 362

ARTICLES OF TRANSFER

BETWEEN

LOCAL 1874 TWUA REALTY CORPORATION (MD. CORP) Transferor

AND

KOINONIA PRESBYTERIAN CHURCH IN AMERICA OF LA VALE, MARYLAND (Md. Corp) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland March 15, 1983 at 10:19 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 3585 ~~2583~~, folio ~~02696~~ 01135, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

paid

Bonus tax paid $ _____ Recording fee paid $ 20.00 Special Fee paid $ _____
4.00 Certif Alleghany Co. land office
$ 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 139702

8310990

bt

00985

MULTIPLE BUSINESS SYSTEMS,INC.

ARTICLES OF INCORPORATION

LIBER 028 PAGE 363

FIRST: The undersigned Arthur W. Harrig and James C. Diehl whose post office addresses are 27 Trail Ridge Rd. and Rt. 1 Box 112-R,Cumberland,Maryland,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:

MULTIPLE BUSINESS SYSTEMS,INC.

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

1. Provide consulting services to businesses and local governments and their agencies in the selection of computer systems;

2. Design automated systems and sell micro-computers which meet the 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 principle office of the Corporation in Maryland is 502 North Centre Street,Cumberland,County of Allegany,zip code 21502. The name and post office addresses of the resident agents in Maryland are Arthur W. Harrig, 27 Trail Ridge Rd. and James C. Diehl,Rt. 1 Box 112-R,Cumberland,County of Allegany,zip code 21502.

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 James C. Diehl.

JUL 15-83 A 326442 *****5.00

Compared and Mailed Delivered

TO Arthur W. Harrig 27 Trail Ridge Road

Aug 2 1983

LIBER 028 PG. 364

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

1. Each director shall be empowered to cast one vote.

2. All by-laws and amendments must be carried by a simple majority.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation on March 2, 1983, and severally acknowledge the same to be our act.

Arthur W. Harrig

Arthur W. Harrig

James C. Diehl

James C. Diehl

FILED FOR RECORD
JUL 15 1983
at 2:52 O'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and com-
piled by

LIBER 028 PAGE 365

ARTICLES OF INCORPORATION

OF

MULTIPLE BUSINESS SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 4, 1983 at 11:08 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2581, folio 0984, 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 · STATE OF MARYLAND · VOLVNTATIS TVÆ CORONAM SERVO HOC SIGNVM

A 138979

8310472

LIBER 028 PAGE 366

TWO-WAY RADIO SERVICE, INC.

ARTICLES OF INCORPORATION

FIRST: I, J. Jeffrey Hutter, whose post office address is 321 Pulaski 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 TWO-WAY RADIO SERVICE, INC.

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

1. To carry on the business of servicing commercial two-way radio equipment, and other radio, television and electronic equipment.

2. To sell generally, at wholesale or retail, radio, television and other electronic equipment, supplies and accessories.

3. To construct, purchase, or otherwise acquire, deal in, use, repair, operate and maintain radio, television and electronic equipment where necessary and incidental to the purpose aforesaid.

4. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinbefore mentioned, either alone or in association with any other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

5. To do all other things that may be requisite to effect the foregoing purposes and objects.

6. To do anything permitted by Section 2-103 of the

JUL 15 03 A '26 ***5.00

Compared and Mailed Delivered Bill
Daniel J. McMullen Esq.
TO 14 Greene Street Cumberland MD 21502
Aug 2 1983

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 637 N. Centre Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are Daniel F. McMullen, Jr., 14 Greene 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 seven (7), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: J. Jeffrey Hutter, Kenneth E. Shaffer and Robert L. Criger.

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.

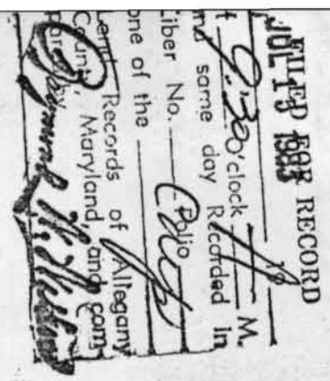
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by 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, 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 23rd day of February, 1983, and I acknowledge the same to be my act.

J. Jeffrey Hutter

J. Jeffrey Hutter




LIBER 028 PAGE 369

ARTICLES OF INCORPORATION

OF

TWO-WAY RADIO SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 28, 1983 at 10:19 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2580, folio 0635, 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 138691

drb

8310189

LIBER 028 PAGE 370

UHL ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: I, ALBERTA ANGELA UHL, whose Post Office address is Box 3044, LaVale, 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 UHL ENTERPRISES, INC.

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

(1) To buy, sell, and repair new and used 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 99 Henderson Avenue, Cumberland, Maryland. The name and Post Office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, P.A., 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

AUG 15 83 A 26441 *****5.00

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

Compared and Mailed Delivered
Gary H. Hanna Esq.
TO 71 Prospect Square
Cumb. Md.
Aug 2 19 83.

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: Alberta Angela Uhl, Melvin Uhl and Melvin Gregory Uhl.

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

LAW OFFICES
GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD. 21502
CUMBERLAND (301) 759-1777
FROSTBURG (301) 689-3467

limited or restricted by reference to or 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

W OFFICES
RY HANNA
PECT SQUARE
ND, MD. 21502
ND (301) 769-2777
G (301) 689-2421

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 March, 1983, and I acknowledge the same to be my act.

G. Gary Hanna
WITNESS

Alberta Angela Uhl
ALBERTA ANGELA UHL

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

FILED FOR RECORD
JUL 15 1983
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 028 PAGE 374

ARTICLES OF INCORPORATION

OF

UHL ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 14, 1983 at 11:10 o'clock A.M. as in conformity with law and ordered recorded.

01791

Recorded in Liber 2582, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

225

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 •

A 139312-8310940

rwl

LIBER 028 PAGE 375

WESTMINSTER HOME ASSOCIATION, INC.

ARTICLES OF INCORPORATION

FIRST: I, J. BRADLEY YELTON, whose post office address is c/o Westminster Home Association, Inc., 423 East Main Street, Westminster, Maryland, 21157, being at least eighteen (18) years of age, am hereby forming a corporation under and by virture of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is WESTMINSTER HOME ASSOCIATION, INC.

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

(a) The Corporation is organized exclusively for nonprofitable purposes, most particularly the operation of a social club to be organized and operated exclusively for pleasure, recreation and other similar, nonprofitable purposes, the support for which is intended to be membership fees, dues, and assessments. The purposes shall include the capacity to receive and adminster funds for nonprofit purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry

JUL 15-83 A 26439 *****5.00

Compared and Mailed Delivered

TO J. Bradley Yelton
423 E. Main Street
Westminster, Md. 21157

Aug. 2 1983

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 similar or analogous nonprofit organization, or as shall in the opinion of the Board of Directors, jeopardize any federal estate income tax exemption available to the Corporation under federal estate tax laws 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 nonprofit corporation organized under the applicable provisions of Sub-Title 2 of Title 5 of the Corporations and Associations Article 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 nonprofit purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 423 East Main Street, Westminster, Maryland 21157. The name and post office address of the Resident Agent of the Corporation in this State is J. Bradley Yelton, 423 East Main Street, Westminster, Maryland 21157. 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 Corporation shall have at least three (3) Directors, 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: Frank L. Cooke, Sr.; J. Bradley Yelton; and Lawrence L. Blauvelt.

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 similar, nonprofit organization of this or any other state, having a similar or analogous character or purpose, or unto an organization formed exclusively for educational or charitable purposes, which qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (with the corresponding provision of any future United States Internal Revenue Law).

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: The Board of Directors of the Corporation shall be its members for the purposes of any statutory provision or rule of law relating to members of corporations having no capital stock, and as such, may hold their meetings outside the State of Maryland. The Directors shall have the power to adopt and amend the By-Laws of the Corporation, and to elect officers of the Corporation according to law and the By-Laws of the Corporation. All corporate powers are vested in the Directors.

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

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

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

of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of March, 1983, and I acknowledge same to be my act.

J. Bradley Yelton

J. BRADLEY YELTON

FILED FOR RECORD
JUL 15 1983
at 3:30 o'clock P.M.
and same day Recorded in
Liber No. 028 folio 380
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 028 PAGE 380

ARTICLES OF INCORPORATION

OF

WESTMINISTER HOME ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 16, 1983 at 9:59 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2582, folio 02875, 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 Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 139497 -8310967

rwl

T00529

LIBER 028 PAGE 381

B/BURN TRUCKING, INC.

(A Close Corporation Under Section 100)

ARTICLES OF INCORPORATION AUG 18-83 A 28658 ******5.7(

FIRST: The undersignes, Royce D. Blackburn whose post office address is 2821 Montclair Drive, Ellicott City, Maryland 21043, Gladys E. Blackburn whose post office address is 2821 Montclair Drive, Ellicott City, Maryland 21043, and Earl L. Harper whose post office address is 504 Fourth Street, Cumberland, Maryland 21502, all being at least twenty-one (21) years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

B/BURN TRUCKING, INC.

THIRD: The corporation shall be a closed corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.
The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

A) To operate and engage in the trucking business, including dispatching of trucks and the rental thereof, and also to do any acts incidental thereto.

B) To erect or have erected houses, works, building, and structures of every description, and to rebuild, enlarge, and alter existing buildings, and to buy, sell or use, lease and manage the same.

C) To take, receive, hold, use, sell, mortgage, lease, dispose of and otherwise deal with personal property, including shares in and bonds, notes and other obligations of the corporation.

Compared and Mailed Delivered BW

TO Earl L. Harper
504 Fourth Street 21502
Aug 30 1983

D) To make contracts, incur liabilities and borrow money for its corporation purposes and to issue bonds, notes and other obligations and to secure the same by mortgage or deed of Trust.

E) Generally, to exercise the powers set forth herein and those allowed by the Corporation Laws of Maryland.

FIFTH: The post office address of the principal office of the corporation in Maryland is 504 Fourth Street ~~P.O. Box 509~~, Cumberland, Maryland 21502.

The name and post office address of the resident of the corporation in Maryland is Earl L. Harper, 504 Fourth Street, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of stock of all classes which the corporation has authority to issue is one thousand (1,000) shares of par value of ten (10) dollars ~~a share~~ a share of class A stock, having an aggregate par value of ten (10) thousand dollars.

All stock shall be eligible to receive dividends, and all rights of ownership.

SEVENTH: The number of directors of the corporation shall be three (3), which number may be increased pursuant to the by-laws of the corporation, but shall never be less than one; and the names of the directors who shall act until the first annual meeting or until their sucessors are clearly chosen and qualified are Royce D. Blackburn, Gladys E. Blackburn, and Earl L. Harper.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on the 21 day of April 1983.

Jean R. Hanuck — Royce D. Blackburn (SEAL)
WITNESS — ROYCE D. BLACKBURN

Jean R. Hanuck — Gladys E. Blackburn (SEAL)
WITNESS — GLADYS E. BLACKBURN

Wilma L. Hinze — Earl L. Harper (SEAL)
WITNESS — EARL L. HARPER

STATE OF MARYLAND, Howard COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 25th day of April, 1983 before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROYCE D. BLACKBURN and GLADYS E. BLACKBURN and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

My Commission expires 7/1/86

Darlene A Leskey
Notary Public

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 21 day of April, 1983 before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared EARL L. HARPER and severally acknowledged the aforegoing Articles of Incorporation to be his act.

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

My Commission expires 7/1/86

David M. Watson
Notary Public

FOR RECORD
983
O'clock M.
day Recorded in
Folio
Allegany
and com-
rds of
aryland,
Clerk

Liber -28 Page -384

ARTICLES OF INCORPORATION

OF

B/BURN TRUCKING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 27, 1983 at 10:37 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2590, folio 00528, 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.

D. W. Tittle

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 143327

8312960

bt

RA

LIBER 028 PAGE 385

B.E.E., INC.
ARTICLES OF INCORPORATION

A Maryland Close Corporation
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

FIRST: I, HARRY BUNCH, whose post office is 225 Carroll Street, Cumberland, Allegany County, 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 B.E.E., Inc.

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

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

(1) To engage in the purchase and sale of real estate, investing in real estate and engaging in any other investing of a lawful nature; and to engage in any other lawful business or purpose.

(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 225 Carroll Street, Cumberland, Allegany County, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are Harry Bunch, 225 Carroll Street, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

AUG 18 83 A 28651 *****5.70

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

BWJ
Compared and Mailed ~~Delivered~~
Harry Bunch
TO 225 Carroll Street
Cumb. Md. 21502
Aug 30th 1983

LIBER 028 PAGE 386

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Twenty Five Thousand (25,000) shares of common stock, without par value.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24 day of March, 1983, I acknowledge the same to be my act.

WITNESS:

Donald Stoddard  Harry J. Bunch

LIBER 028 PAGE 387

FILED FOR RECORD
AUG 18 1983
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

ARTICLES OF INCORPORATION

OF

B.E.E., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 29, 1983 at 8:41 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2585, folio 1593, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 100.00 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
SCUTO BONÆ VOLVNTATIS TVÆ CORONASTI NOS

A 140025
8311582

drb

Compared and Mailed Delivered

TO Beverly Glendt
One North Front Street
Cumberland, Maryland 21502

Aug 30 1983

02564

LIBER 028 PAGE 388

ARTICLES OF INCORPORATION

OF

CUMBERLAND EXOTIC PET SHOP, 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: That the name of the corporation (which is hereinafter referred to as the Corporation) is:

CUMBERLAND EXOTIC PET SHOP, INC.

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

(a) To engage in the business of buying, selling, importing and exporting pets, and dealing generally in pet supplies, foods, cages, houses, pens, and all other materials, appliances, supplies, and other articles necessary or convenient in connection with the pet business and 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 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: One North Front Street, Cumberland, Maryland 21502. The name and Post Office Address of the Resident Agent of the Corporation in

AUG 18-83 A 28653 ******5.70

83 AUG -1 A 11:42

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

this State is:

Beverly Wendt
One North Front 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 four (4), 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 Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are:

Genevieve T. Long
Charles R. Wagner
Beverly Wendt

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,

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 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 affiars 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

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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.

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

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 4th day of April, 1983, and I do hereby acknowledge the same to be my respective act.

Witness:

Shirley D. Bittner — Gregory H. Getty (SEAL)
Gregory H. Getty

LAW OFFICES
ORT, McMULLEN,
YE & GETTY
UMBERLAND
MARYLAND

FILED FOR RECORD
AUG 18 1983
at 2:30 o'clock P. M.
and same day Recorded in
Liber No. — Folio —
one of the — Records of Allegany
County, Maryland, and com-
pared by

LIBER 028 PAGE 393

ARTICLES OF INCORPORATION

OF

CUMBERLAND EXOTIC PET SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 7, 1983 at 11:42 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2586, folio 02563, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

oli5

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 Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · SCUTO BONAE VOLVNTATIS TVAE CORONASTI NOS

A 140485

8312098

gcp

03600

LIBER 028 PAGE 394

HAMMAN AUTO SUPPLY, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

HAMMAN AUTO SUPPLY, INC., a Maryland Corporation, having its principal office at 16 Maple Street, Frostburg, Maryland, 21532 (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 16 Maple Street, Frostburg, Maryland, 21532.

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: Floyd D. Duckworth, 16 Maple Street, Frostburg, Maryland, 21532.

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

Floyd D. Duckworth, P. O. Box 497, Frostburg, Maryland 21532

Byron Miller, Rt. 1, Box 170, Frostburg, Maryland 21532

Thomas E. Dorsey, Rt. 6, Cumberland, Maryland 21502

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

AUG 18-83 A 28659 ******5.40

Compared and Mailed ~~Delivered~~ BW

TO Floyd D. Duckworth
16 Maple Street
Cumberland Maryland

Aug 30 1983

Floyd D. Duckworth, President
P. O. Box 497
Frostburg, Maryland 21532

Byron Miller, Vice President
Rt. 1, Box 170
Frostburg, Maryland 21532

Thomas E. Dorsey, Secretary-Treasurer
Rt. 6
Cumberland, Maryland 21502

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 Sole Stockholder of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the Sole Stockholder of the Corporation, duly approved by the Sole Stockholder of the Corporation by affirmative vote on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to

the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, HAMMAN AUTO SUPPLY, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 19 day of Sept, 1982, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of HAMMAN AUTO SUPPLY, 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.

HAMMAN AUTO SUPPLY, INC.

ATTEST:

Thomas E. Dorsey
Secretary

By Floyd D. Duckworth
Floyd D. Duckworth, President

Liber 28 Page 397

WILLIAM R. DAVIS
*Mayor*
G. GARY HANNA
*City Attorney*
DALE E. IMAN
*Clerk-Treasurer*

COUNCIL MEMBERS
T. WILLIAM PRESTON
*Commissioner of Finance*
DONALD C. PECK
*Commissioner of Public Works*
JOHN F. ROLAND
*Commissioner of Water, Parks, and Recreation*
ROBERT L. CONNER
*Commissioner of Public Safety*

# City of Frostburg

MUNICIPAL BUILDING, 37 BROADWAY, FROSTBURG, MD. 21532
PHONE 301-689-6000

March 28, 1983

Mr. Robert J. Tyrrell
Ash, Bauersfeld, Burton, Hendricks & Tyrrell
4520 East-West Highway
Bethesda, Maryland 20814

Dear Mr. Tyrrell:

According to the records of this office, all personal property taxes due the City of Frostburg by Hamman Auto Supply, Inc., are paid in full. As of this date, there are no outstanding taxes due by Hamman Auto to the City of Frostburg.

Sincerely,

Dale Iman

Dale Iman
City Clerk/Treasurer

DI:gl

LIBER 028 PAGE 398

03604

# ALLEGANY COUNTY CENTRAL TAX OFFICE

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

RHEBA SNYDER · CHIEF CLERK
JOSEPHINE CHEVALIER · CLERK
JOSEPH PALETTA · CLERK

March 4, 1983

Ash, Bauersfeld, Burton, Hendricks
and Tyrrell
4520 Eas-West Highway
Bethesda, Maryland 20814

Dear Mr. Tyrrell:

According to the records of this office, the State and County Personal Property taxes for Hamman Auto Supply, Inc. are paid in full as of the above date and there are no outstanding taxes due at this time in this office.

We trust this is the information you desire.

Very truly yours,

Ronald F. Rice
Comptroller

RFR:rs

AFFIDAVIT

The undersigned, FLOYD D. DUCKWORTH, does hereby affirm and state under penalty of perjury that:

1. He is President of Duckworth Servicenter, Inc. which corporation acquired all of the stock of Hamman Auto Supply, Inc., and has served as President of said latter corporation since August 1, 1982.

2. All of the assets of Hamman Auto Supply, Inc. were distributed to Duckworth Servicenter, Inc. in liquidation on August 1, 1982.

3. Hamman Auto Supply, Inc. did not own any personal property on January 1, 1983.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit on the 4th day of March, 1983.

Floyd D. Duckworth

LIBER 028 PAGE 400

03606

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

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

HAMMAN AUTO SUPPLY INC.

have been paid.

WITNESS my hand and official seal this

14th day of March A.D. 19 83.

Ellen L. Thompson

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

FILED FOR RECORD
AUG 18 1983
at 2:15 o'clock P.M. 19
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland and com

LIBER 028 PAGE 401

ARTICLES OF DISSOLUTION

OF

HAMMAN AUTO SUPPLY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 31, 1983 at 9:39 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2585, folio 03599, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 30.00 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 140212
8311721

bw

LIBER 028 PAGE 402

LEASURE-STEIN FUNERAL HOME, INC.
BOARD OF DIRECTORS' RESOLUTION AUTHORIZING
CHANGE OF RESIDENT AGENT

RESOLVED, That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from Josephine C. Leasure, whose post office address is 230 Baltimore Avenue, Cumberland, Maryland 21502, to Seymour B. Stern, whose post office address is 118 West Church Street, P.O. Box 703, Frederick, Maryland 21701, 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.

AUG 18-83 A 28650 ******2.00

Compared and Mailed Delivered
Sew
TO Seymour B. Stern
118 West Church Street
P.O. Box 703
Frederick, Maryland 21701
Aug 22 1983

LIBER 028 PAGE 403

**CERTIFICATION OF CHANGE OF RESIDENT AGENT**

**OF LEASURE-STEIN FUNERAL HOME, INC.**

I hereby certify that at a Special Meeting of Directors of Leasure-Stein Funeral Home, Inc., Seymour B. Stern, 118 West Church Street, P.O. Box 703, Frederick, Maryland 21701 was appointed Resident Agent of said corporation.

Respectfully submitted,

Betty E. Shrout

BETTY SHROUT
Secretary

OF LIBER 028 PAGE 404

LEASURE-STEIN FUNERAL HOME, INC.

1529

received for record April 19, 1983 , at 11:49 AM.

and recorded on Film No. 2382 Frame No. 01464 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

FILED FOR RECORD
AUG 18 1983
at 2:30 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

AA Nº 21993A.

| | |
|---|---|
| Special Fee Paid | $5.00 |
| Recording Fee Paid | $6.00 |
| Total | $11.00 |

Mr. Clerk Mail to: Seymour B. Stern
118 West Church Street, Box 703
Frederick, Maryland 21701

rc

LIBER 028 PAGE 405

THE LONACONING WATER COMPANY

ARTICLES OF SALE AND TRANSFER

THESE ARTICLES OF SALE AND TRANSFER, entered into this 19 day of April, 1983, by and between THE LONACONING WATER COMPANY, a Maryland corporation, (hereinafter sometimes referred to as the "Transferor"), and THE TOWN OF LONACONING, a Maryland municipal corporation, (hereinafter sometimes referred to as the "Transferee").

AUG 18-83 A #28656 *****5.70

THIS IS TO CERTIFY THAT:

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 and state of incorporation of each corporate party to these Articles of Sale and Transfer are as follows:

Transferor is The Lonaconing Water Company, a corporation organized under the laws of the State of Maryland.

Transferee is The Town of Lonaconing, a municipal corporation organized under the general laws of the State of Maryland.

THIRD: The name, post office address and principal place of business of Transferee are:

The Town of Lonaconing
7 Jackson Street
Lonaconing, MD 21539

Lonaconing, Maryland

FOURTH: The principal office of Transferor is in the Town of Lonaconing, State of Maryland. The only counties in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, are Allegany and Garrett Counties, Maryland.

FIFTH: The location of the principal office of Transferee in the State of Maryland is: 7 Jackson Street, Lonaconing, Maryland. Transferee owns no interest in real property other than in Allegany County, Maryland.

BW

Compared and Mailed Delivered
The Town of Lonaconing
TO 7 Jackson Street
Lonaconing Md. 21539
Aug 30 1983

SIXTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof and filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: As to Transferee, the sale, assignment and transfer to be 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.

EIGHTH: In consideration of the payment to Transferor of the sum of Six Hundred Sixty-three Thousand Dollars ($663,000.00), and in accordance with the terms and conditions of a certain Agreement of Sale dated February 7, 1983, Transferor bargains, sells, conveys, transfers, sets over and assigns to Transferee, its successors and assigns:

> All of Transferor's equipment, vehicles, furniture and fixtures, real property and accounts receivable; all of which are more specifically described on Exhibit I attached hereto and made a part hereof.

IN WITNESS WHEREOF, THE LONACONING WATER COMPANY, and THE TOWN OF LONACONING, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and

on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice-president and attested by the secretary or an assistant secretary, as of this 19 day of April, 1983.

THE LONACONING WATER COMPANY

ATTEST:

Secretary

By Benjamin H. Evans Jr.
President

THE TOWN OF LONACONING

ATTEST:

Secretary

By William R. Nolan
President

THE UNDERSIGNED, President of THE LONACONING WATER COMPANY, 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.

Benjamin H. Evans Jr.
President

THE UNDERSIGNED, President of THE TOWN OF LONACONING, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledged, 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.

William R. Nolan
President

EXHIBIT I - PART A

ALL those lots, pieces or parcels of ground more particularly described as follows, to wit:

FIRST PARCEL: ALL that piece or parcel of ground situated in Election District No. 27, Allegany County, Maryland, and lying and being near, and Northerly from the Elk Lick reservoir and on the Westerly side of the County Road leading from State Road Route No. 36 at Gilmore up Elk Lick Run and particularly described as follows, (true meridian courses and horizontal measurements being used) viz:

BEGINNING for the same at an iron stake planted on the Westerly side of the aforesaid County Road and at the end of 268.02 feet on the fourth line of the original reservoir lot which was conveyed from the George's Creek Coal and Iron Comany to the Midland and Elk Lick Water Company by deed dated December 24, 1901, and recorded in Liber No. 90, folio 125 of the Land Records of Allegany County, Maryland, said point of beginning being also at the end of 105.09 feet on a line drawn North 36 degrees 17 minutes East from a copper plug embedded in the Northeasterly end of the impounding wall of the aforesaid reservoir, and running thence from said iron stake and reversing the aforesaid fourth line of the original reservoir lot, South 87 degrees 02 minutes West 268.02 feet, crossing Elk Lick Run to a point marked by a small circle chiseled in a natural rock and lying 6.3 feet on a line drawn North 2 degrees 58 minutes West from a twelve-inch white oak tree marked with three notches, and being also at the end of the third line of the aforesaid original reservoir lot; thence continuing the course of said third line North 2 degrees 58 minutes West 540.68 feet to a stake; thence recrossing Elk Lick Run, North 71 degrees 30 minutes East 93.94 feet to an iron stake planted on the Westerly side of the aforesaid County Road; thence up and with said road, South 19 degrees 28 minutes East 358.96 feet to an iron stake, and South 21 degrees 38 minutes East 233.80 feet to the beginning, containing 2.269 acres, more or less.

EXCEPTING, HOWEVER, from the operation of this deed and reserving to The George's Creek Coal and Land Company, its successors and assigns, all the coal and other minerals and all the oil and gas underlying the parcel of land hereby conveyed, together with the right to enter in, upon and under said lands, and to mine, excavate and remove all said coal and other minerals, and said oil and gas, and to transport and haul the same to market, and also the right to enter in, upon and under said lands and to transport and haul the said coal and other minerals and the oil and gas from other lands under and over and across said lands, and also the right to enter in, upon and under said lands and to make, construct and maintain roadways, excavations, tunnels, drain ways, tracks, pipe lines, power lines, tipples, and any and all other structures and to do any and all things necessary or convenient for the mining and removing of said coal and other minerals and the oil and gas from other lands, and also the right to enter in, upon and under said lands and to construct and maintain poles, towers and wires and other like equipment for carrying electricity for any purpose whatsoever, all without being in any manner liable for the breaking or subsidence of the surface of said lands, or for any injury or damage done to the overlying surface thereby or to anything therein or thereon, by the exercise of the rights hereby excepted and reserved, whether or not the same be caused by or due to the negligent manner in which said mining operations are conducted or said rights are exercised.

SECOND PARCEL: ALL that tract or parcel of land, being a part of a tract of land called "Commonwealth", in said Allegany County, which is thus described:

BEGINNING for the same at the end of the first line of that piece of land sold and conveyed to the Midland Elk Lick Water Company, December 24, 1901, and running thence (1) South 12 degrees East, 194 feet to the fifth line of "Commonwealth" according to John Schaidt's survey in the year 1901 and with it, (2) North 49 degrees East 715 feet to Llewellyn's road, (3) North 54 degrees West, 495 feet to the end of the fourth line of said Water Company's land; thence with the fifth, sixth, seventh and first lines of said land (4) South 45 minutes West, 354 feet, (5) South 58 degrees 45 minutes East, 85 feet, (6) South 54 degrees 45 minutes West, 184 feet, (7) South 54 degrees 45 minutes West, 116 feet to the beginning, containing three and eight-tenths (3-8/10) acres, more or less.

THIRD PARCEL: ALL the existing water rights of it, the grantor, in the stream known as Elk Lick Run, in and through the lands of the George's Creek Iron and Coal Company (1901) on the east side of the valley of George's Creek in said Allegany County, Maryland, near Midland Junction, and in the stream known as (Water Station) Hill's Run, in and through the said lands of it, the grantor, on said east side of said valley near Lonaconing. And also all that tract or parcel of land situated on Elk Lick Run and adjoining the fifth line of a tract of land called "Commonwealth" in said Allegany County, which is thus described:

BEGINNING for the same at a stake standing North 1 degree East, 221 feet from a point 394 perches on the fifth line of "Commonwealth" as run by John Schaidt, October 30, 1901, and which is also a point in center of rear wall of reservoir; thence from said point South 54-1/2 degrees West, 116 feet to a stake; North 35-1/2 degrees West, 221 feet to a stake; North 1/2 degree East, 390 feet to a stake; South 89-1/2 degrees East, 300 feet to a stake; South 1/2 degree West, 354 feet to a stake; South 59 degrees East, 85 feet to a stake; South 54-1/2 degrees West, 184 feet to the beginning, containing three and five hundred and six one-thousandth (3.506) acres.

AND ALSO all that other tract or parcel of land situated on said Hill's Run near Lonaconing, in said Allegany County, and thus described:

BEGINNING for the same at a bounded chestnut tree marked with six notches, standing on the east side of Hill's Run, and running thence South 75-1/2 degrees West, 137 feet to a marked rock, North 20-1/4 degrees West, 480 feet to the limits of the George's Creek and Cumberland Railroad at trestling, and South 83 degrees East, 56 feet from end of first line of a lot sold and conveyed by the grantor to a certain James Arnold November 13, 1896, thence North 31-3/4 degrees East, 264 feet to a bounded red oak tree, six notches; South 14 degrees East, 660 feet to a bounded chestnut tree, to the place of beginning, containing two and one hundred and eighty-four one-thousandths (2.184) acres. The total amount of both parcels being five and sixty-nine one-hundredths (5.69) acres.

TOGETHER WITH all singular, the buildings and improvements upon said several lots or parcels of land respectively erected and being, and the right to enter upon the same respectively and erect the necessary works for the purpose only of protecting, storing and properly taking care of the waters of said Elk Lick Run and of said Hill's Run respectively, in order to carry out

the said recited agreement. And also the right to enter upon, and lay water mains and other pipes, under the lands of the grantor in order to properly dispose of said water in the towns and villages of the George's Creek Valley aforesaid, but so that all such water mains and other pipes shall be laid in such places and in such directions as shall be designed by the President or by the Superintendent of the grantor, for the time being respectively, for laying the same.

EXCEPTING, HOWEVER, all that property interest described in a deed to Evans Realty Company by The Lonaconing Water Company dated July 18, 1978 and recorded in Deeds Liber 502, folio 435, one of the Land Records of Allegany County, Maryland.

FOURTH PARCEL: ALL that land situate near Koontz Mine, near the town of Lonaconing, in Allegany County, and State of Maryland, being part of the land conveyed to the said John Steele, Sr. and Jane Steele, his wife, by The New Central coal company by deed dated the 23rd day of December, 1897, and recorded among the Land Records of Allegany County, in Liber T.L. No. 82, folios 414 etc., and described for the land hereby conveyed as follows, to wit:

BEGINNING at a stake and stone South 23 degrees East 64 feet from a black maple tree marked with six notches, and running (1) North 33 degrees West 180 feet, (2) North 17 degrees West 157 feet to a stake, (3) North 40 degrees West 254 feet to a stake, (4) South 79 degrees West 254 feet to a stake on the fourth line of the whole tract conveyed to John Steele, Sr., et ux, by The New Central Coal Company, the said stake being 820 feet from the beginning of said fourth line, (5) reversing said original fourth line South 10-1/4 degrees East 820 feet to a stake and stone at its beginning, (6) reversing the third line of the whole lot North 53 degrees East 400 feet to a stake, (7) North 39-1/2 degrees East 150 feet to the place of beginning, containing 6-1/3 acres, more or less.

ALSO the right to use all the water from Koontz Run which traverses the whole of the tract of land conveyed to the said John Steele, Sr., et ux, by The New Central Company, as aforesaid, for the purpose of supplying water to the inhabitants of the town of Lonaconing and vicinity for domestic and manufacturing purposes.

EXCEPTING, HOWEVER, all of that property interest in .76 acre conveyed to the Maryland Coal Company of West Virginia by deed of The Lonaconing Water Company dated July 16, 1916 and recorded in Deeds Liber 118, folio 698, one of the Land Records of Allegany County, Maryland.

FIFTH PARCEL: ALL the following described property, situate in Garrett and Allegany Counties, Maryland, to wit:

BEGINNING at 674 feet on the third line of a tract of land sold and conveyed by John B. Cutter and Jane Cutter, his wife, to Thomas Weir and Walter Weir, by deed dated June 17, 1916 recorded in Liber L.L.S. No. 119, folio 88, one of the Land Records of Allegany County, Maryland and also recorded in Deeds Liber ____, folio ____ among the Land Records of Garrett County, Maryland, the above-described point being 15 feet from the center line of Maryland Clay Products Company tram road, and parallel to and distance of 15 feet from the said tram road as follows: South 29 degrees 11 minutes East 90 feet South 24 degrees 20 minutes East 100 feet, South 31 degrees 21 minutes, East 100 feet South 28 degrees 52 minutes East 105.5 feet, South 40 degrees 54 minutes East 179.3 feet, South 41 degrees 02 minutes East 102 feet, South

31 degrees 20 minutes East 99 feet South 37 degrees 25 minutes East 96 feet, South 43 degrees 51 minutes East 100 feet, South 46 degrees 50 minutes East 99 feet, South 45 degrees 50 minutes East 98.2 feet, South 46 degrees 48 minutes East 100.4 feet, South 44 degrees 22 minutes East 111 feet, South 45 degrees 00 minutes East 102.5 feet, South 42 degrees 15 minutes East 98.6 feet, South 45 degrees 49 minutes East 101.6 feet, South 32 degrees 02 minutes East 98.1 feet to the first line of the aforesaid tract of land, and leaving the tram road and running with the said first line North 9 degrees 06 minutes West 879 feet to a planted stone, said line being also the 19th line of the "Yellow Springs" then North 24 degrees 06 minutes West 808.5 feet, to S. Alonzo Green's farm lines South 68 degrees 42 minutes West, 674 feet to the place of beginning, containing 16-1/2 acres of land.

SIXTH PARCEL: Any and all easements, water rights, riparian rights, rights-of-way, licenses or other interests in real property located in Allegany and Garrett Counties, Maryland, for the supply, placement, replacement, repair, maintenance or other activity necessary for the upkeep or operation of water lines, regulators, pumps and other equipment used in the transmission or distribution of water including but not limited to the following:

a. Easement for water meters and water related facilities granted The Lonaconing Water Company by deed of easement from C. L. Kelley, et ux, dated November 2, 1974 and recorded in Deeds Liber 475, folio 641, one of the Land Records of Allegany County, Maryland;

b. Easement for construction, maintenance, placement, etc. of water lines granted The Lonaconing Water Company by deed from John Johnson, et al., dated November 1, 1962 and recorded in Deeds Liber 353, folio 285, one of the Land Records of Allegany County, Maryland;

c. Easement for placement, etc. of water lines granted the Lonaconing Water Company by agreement with David M. Evans, et ux, et al., dated November 1, 1895 and recorded in Deeds Liber 77, folio 665, one of the Land Records of Allegany County, Maryland.

SEVENTH PARCEL: ALL of the grantor's right, title and interest in and to a lease for a term of years dated April 19th, 1983, by and between the Evans Realty Co., lessor, and The Town of Lonaconing, concerning a parcel of ground located in Allegany County, Maryland and known as the Charlestown Water Impoundment area and more particularly described in a Memorandum of Lease of even date herewith and to be recorded among the Land Records of Allegany County, Maryland.

IT BEING the same property conveyed unto the Town of Lonaconing by deed of The Lonaconing Water Company and by Articles of Sale and Transfer of even date herewith and intended to be recorded amount the Land Records of Allegany County, Maryland, prior to the recordation of this Deed of Trust.

E. Inventory and Appraisal of System Value

1. Inventory

Following is the reported inventory of the Lonaconing Water Company indicating where known the approximate year the item(s) were constructed. The quantities shown are generally based on information furnished by the Utility Co.

a. Impounding Reservoirs

Midland-Elklick

(1) Dam (1903) - Masonry - 200' long x 22' deep.

(2) Overflow Spillway (1903) - 30' wide.

(3) Reservoir (1903) - 7.0 M.G. capacity, depth ranging 1' to 22'; 2.5 square miles of watershed.

(4) Intake (1903) - 10" cast iron pipe, 4' long; 10" gate valve; intake box.

(5) Drain - 16" cast iron pipe (Class 250) 89' long

Charleston

(1) Dam (1895). - Masonry - 180' long x 22' deep.

(2) Overflow Spillway (1895) - 30' wide.

(3) Reservoir (1895) - 5.0 M.G. capacity, depth ranging 1' to 22'; 2.1 square miles of watershed.

(4) Intake (1895) - 10" cast iron pipe, 4' long; 10" gate valve; intake box.

(5) Drain - 10" cast iron pipe (Class 250) 65 feet long

Koontz

(1) Dam (1911) - Concrete - 125' long x 22' deep.

(2) Overflow Spillway (1911) - 30' wide.

(3) Reservoir (1911) - 2.5 M.G. capacity, depth ranging 1' to 22'; 2.0 square miles of watershed.

(4) Intake (1911) - 10" cast iron pipe, 4' long; 10" gate valve; intake box.

(5) Drain - 16" cast iron pipe (Class 250) 48' long.

b. Well and Pump Equipment

Well Pump No. 1 - Sumo - 4" deep well submersible; 1800 RPM, 350 GPM.

Well Motor No. 1 - U.S. Motor, 15 H.P., 3 phase, 60 cycle, 220/440 volt.

Spare Pump No. 1 - Worthington - 4" deep well turbine - 1800 RPM, 350 GPM.

Spare Pump No. 2 - 4" Worthington centrifugal, 1800 RPM, 350 GPM.

Spare Motor No. 1 and No. 12 - U.S. Motor, 15 H.P., 3 phase, 60 cycle, 220/440 volt.

Drilled Well 450' deep.

LIBER 028 PAGE 414

c. Chlorination Facilities

Chlorination Houses - 2 - concrete block structures, 10'-0" x 10'-0" with concrete roof, floor slab and insulated walls.

Chlorination equipment at Midland and Charleston (1970) - 3/4 H.P. pump at Midland; 1 H.P. pump at Charleston.

Gas chlorinator - cylinder mounted - Capital Controls Model 201.

Chlorination equipment at Koontz (1970) - 3/4 H.P. pump.

Gas chlorinator - wall mounted - Wallace & Tiernan Model 91-100.

d. Water Conditioning Equipment

2 units - 1/4 H.P. chemical feeder Proportioneer by B.I.F. Model 472-07 with 30 gallon solution tank.

e. Water Lines

| | | |
|---|---|---|
| 10" cast iron pipe Class 250 | - | 11,169 feet |
| 8" cast iron pipe Class 250 | - | 15,598 feet |
| 6" cast iron pipe Class 250 | - | 13,174 feet |
| 4" cast iron pipe Class 250 | - | 31,042 feet |
| 2" galvanized steel pipe | - | 5,624 feet |

1" galvanized steel pipe - 3,417 feet

3/4" copper pipe - 4,465 feet

Gate Valves & Blowoffs:

LIBER 028 PAGE 415

2 - 16" gate valves

1 - 12" gate valve

9 - 10" gate valves

8 - 8" gate valves

18- 6" gate valves

35- 4" gate valves

15- 2" gate valves

5 - 1 1/4" gate valves

1 - 10" blow-off

2 - 8" blow-offs

3 - 6" blow-offs

16- 4" blow-offs

15- 2" blow-off valves

5 - 1 1/4" blow-off valves

f. Fire Hydrants

64 fire hydrants on system

Average Age = 40 years

g. Water Meters (1953-1974)

4 - 1/2" - Hershey Meter Co.

1289 - 5/8" - Rockwell Manu.

4 - 3/4" - Rockwell Manu.

1 - 1" - Hershey Meter Co.

1 - 1 1/2" Hershey Meter Co.

6 - 2" - Rockwell Manu.

h. Pressure Reducing Equipment

Control Station No. 1 - concrete block vault with 8" pressure reducing valve and 4" surge relief valve.

Control Station No. 2 - concrete block vault with 4" pressure reducing valve.

i. Land and Right-of-Way

(1) Tract No. 1 - Impounding Reservoir Land

Location - Midland-Elklick

Size of tract and usage - 10 acres woodland; reservoir site

(2) Tract No. 2 - Impounding Reservoir Land

Location - Koontz

Size of Tract and Usage - 26 acres woodland; reservoir site

(3) Tract No. 3 - Potential Reservoir Site

Location - Hills Run

Size of Tract and Usage - 1 acre woodland; potential reservoir site

(4) Transmission and Distribution Lands and Right-of-Way

Along the transmission and distribution lines, 10' width of land and right-of-way belonging to the Lonaconing Water Company.

(1) 1973 Ford Rubber mounted backhoe Model 3500

(2) Hule 9 HP Pump



(3) 1 - 1977 1/2 ton GMC Pick-Up-Truck

[redacted]

(5) Office Furniture

3 - desks

2 - swivel chairs

2 - filing cabinets

1 - filing cupboard

1 - typewriter desk

1 - typewriter

1 - adding machine

1 - Addressograph machine

1 - safe

1 - electric heater

(6) 1 - electronic pipe locator - Detectron

(7) 1 - leak locator - Geophones

(8) 2 - Mueller tapping machines

(9) 1 - Ingersol Rand air compressor - 85 CFM with hoses and attachments

(10) 500 feet of 2 1/2" fire hose

(11) 1 - Sears power lawn mower - (walk behind)

(12) 1 - post driver - Hercules

(13) Pipe wrenches - 1 each of 6", 8", 10", 12", 14", 18", 24", 36", 48"

(14) 2 - chain wrenches

(15) 3 - pipe cutters - 4" to 6", 6" to 8" and 9" to 12"

(16) 1 - 2" gasoline trash pump - Jaeger

(17) 18 feet of 10" cast iron pipe Class 22

(18) 63 feet of 6" cast iron pipe Class 22

(19) 100 feet of 3" galvanized steel

(20) 120 feet of Type 'L' copper pipe

(21) 3 - 5/8" x 3/4" Rockwell meters

(22) 1 - fire hydrant pump

(23) Pipe threaders - 2 sets - 3/8" to 2"

(24) Miscellaneous 1/2", 3/4, 1" and 2" compression couplings and adaptors

(25) 1 - each 4", 6" and 8" repair clamps

FILED FOR RECORD
AUG 18 1983
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 028 PAGE 419

ARTICLES OF SALE AND TRANSFER

BETWEEN

THE LONACONING WATER COMPANY (MD. CORP) Transferor

AND

THE TOWN OF LONACONING Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland April 22, 1983 at 8:57 o'clock A M. as in conformity with law and ordered recorded.

21

Recorded in Liber 2588 Folio 0919 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

0L-5

Bonus tax paid $ _____ Recording fee paid $ 38.00 Special Fee paid $ _____
4.00 Certif to Allegheny Co. record office
4.00 " " Garrett " " "
$ 46.00

To the clerk of the Circuit Court of Allegany County

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

A 142475

8312907

LIBER 028 PAGE 420

CERTIFICATE OF CONVEYANCE

* 1370

OF REAL PROPERTY BY ARTICLES OF TRANSFER

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

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named The Town of Lonaconing, a municipal corporation.

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

~~1. Parcel comprising approximately 9.069 acres of unimproved land located near Midland, Election District No. 18, Allegany County, Maryland, comprised of the following deed references: (a) Deeds Liber 267, folio 583; (b) Liber 100, folio 430; and (c) Liber 90, folio 124, among the Land Records of Allegany County, Maryland. Tax Account Nos. 008882; 009102; and, 005328.~~

~~2. Parcel comprising approximately 23.56 acres located near Lonaconing, Election District No. 10, Allegany County, Maryland, comprised of the following deed references: (a) Liber 90, folio 680; and, (2) Liber 122, folio 337, among the Land Records of Allegany County, Maryland. Tax Account Nos. 004705; and, 010365.~~

3. Parcel comprising approximately 6.62 acres located on the north side of the Wilton/Lonaconing Road in Election District No. 11, Garrett County, Maryland, comprised of Deeds Liber 210, folio 447, among the Land Records of Garrett County, Maryland. (Map 47, Parcel 18).

AUG 18-83 A 28648 ******1.00

Mailing address for receipt tax bills: Name The Town of Lonaconing

Address 7 Jackson Street

City or County, State and Zip Code

Lonaconing, Maryland 21539

NOTE: SUBMIT IN TRIPLICATE

BW

Compared and Mailed Delivered (OVER)

TO The Town of Lonaconing, 7 Jackson Street, Lonaconing, Md. 21539

Aug 30th 1983

LIBER 028 PAGE 421

"IF APPLICABLE PLEASE COMPLETE"

A Recordation Tax is payable pursuant to Article 81, Section 277(T) at the rate of $1.65 per 500 of the actual consideration paid or to be paid for any real property or improvements thereto so transferred, and a Transfer Tax is payable pursuant to Article 81, Section 278A (a) and (b) at the rate of one-half of one percent (.05%) of the actual consideration paid or to be paid for the conveyance of title to 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 $33,150.00

TRANSFEROR CORPORATION The Lonaconing Water Company

SIGNATURE OF OFFICER J. Benjamin H. Evans, Jr.
Benjamin H. Evans, Jr., President

---

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 22nd day of April, 1983 I have set my hand and caused the seal of said Department to be ~~hereto~~ affixed.

G.B.C.
Charter Specialist

---

RECORDATION TAX PAID: —

TRANSFER TAX PAID: —

TOTAL: —

LIBER 028 PAGE 422

CERTIFICATE OF Sale & Transfer

Circuit Court of Allegany County
Cumberland
Maryland 21502

Dear Sir:

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

1) The name of each party to the Articles is

The Lonaconing Water Company (Md Co.) Transferor

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

The Town of Lonaconing Transferee

3) The Articles were accepted for record on April 22, 1983 at 8:57 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 3rd day of June, 19 83.

Robert A. Adams

AT 5-076

LIBER 028 PAGE 423

THE NEILSON BROS. SUPPLY COMPANY

ARTICLES OF AMENDMENT

AUG 18-83 A 228657 *****5.70

The Neilson Bros. Supply Company, a Maryland corporation, having its principal office at 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:

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 hereafter called the 'Corporation') is:

BOND HOME CENTER, INC."

SECOND: That the Charter of the Corporation is hereby further amended by striking in its entirety Article FIFTH and by substituting in lieu thereof the following:

"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."

Immediately prior to this amendment the corporation had authority to issue total capital stock of $25,000.00 divided into 250 shares of par value of $100.00 each. The stock was not divided into classes.

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, THE NEILSON BROS. SUPPLY COMPANY has caused these presents to be signed in its name and on its behalf by its President and its cor-

Compared and ~~Mailed~~ Delivered BW

TO Gary D. Leasure, Esq. 110 Washington St. Cumb. Md.

Aug 30 1983

LIBER 028 PAGE 424

porate seal to be hereunder affixed and attested by its Secretary on this ___ day of January, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of THE NEILSON BROS. SUPPLY 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.

THE NEILSON BROS. SUPPLY COMPANY

ATTEST:

Patricia A. Boyd
Secretary

By Arthur F Boyd
President

FILED FOR RECORD
AUG 18 1983
at 2:30 o'clock P M.
and same day Recorded in
Liber No. C R P Folio
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 028 PAGE 425

ARTICLES OF AMENDMENT

OF

THE NEILSON BROS. SUPPLY COMPANY

Changing its name to

BOND HOME CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 25, 1983 at 11:43 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2588, folio 01917, 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 142566

8313004

gcp

LIBER 028 PAGE 426

ARTICLES OF INCORPORATION

OF

NEW DEVELOPMENT, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Earl M. Smith, whose address is 106 Downing Street, Cumberland, Maryland 21502 and Sue S. Pagenhardt, whose address is Route 5, Box 21, Oakland, Maryland 21550, both being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

NEW DEVELOPMENT, INC.

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

To operate and maintain an association exclusively for educational and charitable purposes, no part of the net earnings of which is to inure to the benefit of any member or other individual.

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

(a) To promote the general welfare of handicapped or retarded adults.

(b) To operate, conduct or maintain projects, programs or undertakings designed to promote or provide for the educational, physical, occupational and social well-being and development of handicapped adults in the community.

(c) To operate, maintain and support educational or public relations programs for the benefit of the handicapped adults in the community.

AUG 18-83 A 12865 ******5.70

BURNETT, EISWERT, CRAWFORD & JANES, P.A.
ATTORNEYS AT LAW
OAKLAND, MARYLAND

Compared and Mailed ~~Delivered~~ BW
TO Sue S. Pagenhardt
Rt. 5, Box 21 - mid-
Oakland, Md
Aug 30 1983

(d) To receive by way of gift, and to purchase, lease or otherwise acquire, hold, develop and improve real or personal property, and to mortgage, sell, exchange, let, or in any manner encumber or dispose of said property, to conduct fund raising programs in furtherance of the objects of the Corporation.

(e) To borrow or raise money for any of the purposes of the Corporation and to issue 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 notes or other obligations of the Corporation for its corporate purposes.

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

FOURTH: The address of the principal office of the Corporation in this state is 106 Downing Street, Cumberland, Maryland 21502. The resident agent of the Corporation is Sue S. Pagenhardt, whose address is Route 5, Box 21, Oakland, Maryland 21550. Said resident agent is a citizen of the State of Maryland and actually resides therein.

BURNETT, EISWERT, CRAWFORD & JANES, P.A.
ATTORNEYS AT LAW
OAKLAND, MARYLAND

FIFTH: The Corporation is not authorized to issue any capital stock. The Board of Directors may choose the first members in accordance with the By-laws. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The Corporation shall be governed by a Board of Directors and the number of said directors, their manner of election, and their tenure of office shall be as set forth in the By-laws. Earl M. Smith, Sue S. Pagenhardt and Marie Smith shall act as such directors until the first annual meeting of the Corporation and until their successors are duly chosen and qualified.

SEVENTH: Said Corporation shall be a non-profit organization composed of persons interested in more independent living and the advancement of handicapped adults. The officers directors and other officials shall not receive any compensation for their services.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 13th day of March, 1983.

WITNESS:

Marie W. Smith — Earl M. Smith (SEAL)
EARL M. SMITH

Marie W. Smith — Sue S. Pagenhardt (SEAL)
SUE S. PAGENHARDT

STATE OF MARYLAND, Allegany COUNTY, to-wit:

I HEREBY CERTIFY that on this 10 day of March, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Earl M. Smith and did acknowledge the foregoing Articles of Incorporation to be his act.

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

BURNETT, EISWERT, CRAWFORD & JANES, P.A.
ATTORNEYS AT LAW
OAKLAND, MARYLAND

My Commission Expires:
8/14/84

Helene L. Schellings
Notary Public

STATE OF MARYLAND, Garrett COUNTY, to-wit:

I HEREBY CERTIFY that on this 13th day of March, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Sue S. Pagenhardt and did acknowledge the foregoing Articles of Incorporation to be her act.

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

Janet Dell Stitt
Notary Public

My Commission Expires:

7-1-86

BURNETT, EISWERT,
CRAWFORD & JANES, P.A.
ATTORNEYS AT LAW
OAKLAND, MARYLAND

FILED FOR RECORD
MAR 18 1983
2:32 o'clock P M.
some day Recorded in
er No. — Folio —
e of the — Records of Allegany
unty, Maryland, and com-
red by

Liber - 028 Page - 430

ARTICLES OF INCORPORATION

OF

NEW DEVELOPMENT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 18, 1983 at 9:40 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2585, folio 01872, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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. Kitt

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

A 140075

8312242

RA

LIBER 028 PAGE 431

ARTICLES OF INCORPORATION

O F

POWER TRAIN COMPONENTS, INC.

AUG 18-83 A #28652 *****5.70

THIS IS TO CERTIFY:

FIRST: That we, Steven W. Ruble, whose post office address is R. F. D. #3, Box 160, Clearville, Pennsylvania, 15535; Esther L. Ruble, whose post office address is R. F. D. #3, Box 160, Clearville, Pennsylvania, 15535; and Earl E. Manges, whose post office address is R. F. D. #1, Box 68, Flintstone, Maryland, 21530, all being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

POWER TRAIN COMPONENTS, INC.

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

(a) To manufacture, buy, sell, lease, and deal in motors, automobiles, motor trucks, motor buses, airplanes and their appliances, tractors, heavy equipment of all kinds, fuels and accessories; to operate and maintain garages and service stations; and to store, repair, rent, and lease motors, automobiles, motor trucks, motor buses, airplanes, tractors, heavy equipment of every kind, and other vehicles; to manufacture, buy, sell, and repair vehicles of every description propelled by electricity, gas, gasoline, compressed air, propane, or other motive power; to organize, maintain, and operate for hire a transportation service for the purpose of transporting passengers, baggage, merchandise, and freight

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

Bus

Compared and ~~Mailed~~ Delivered Earl E. Manges Esq.

TO R.F.D. #1 Box #68.
Flintstone, Md

Aug 30 1983

of every description whatsoever by means of automobiles, motor buses, motor trucks, trailers, airplanes, and vehicles of every kind however propelled; to generally do all and everything incident to the enjoyment of the powers and privileges herein granted;

(b) To buy and sell at wholesale and retail and to ship and transport wood, coal, machinery, and fuel of every kind and description, and the construction, purchase, leasing, and operating of docks, yards, and warehouses, such business to be carried on in this State and elsewhere;

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

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

(e) 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;

(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 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;

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

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

(h) 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 generalties 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 ~~Post Office Drawer~~ Stoney Run Road, E & M, Westernport, Maryland, 21562.

The resident agent of the Corporation is Earl E. Manges, whose post office address is R. F. D. #1, Box 68, Flintstone, Maryland, 21530. 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 250,000 shares of common stock at the par value of One Dollar each ($1.00), all of which said shares are of one class and are designated common stock. The aggregate par value is Two Hundred Fifty Thousand ($250,000.00) Dollars.

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

SIXTH: The Corporation shall have three directors, and Steven W. Ruble, Esther L. Ruble, and Earl E. Manges shall act as such until the first annual meeting or until their successors shall have been duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulatint 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 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 Diectors shall deem expedient;

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

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 22nd day of March, 1983:

ATTEST:

A. Marteene Manges Steven W. Ruble (SEAL)
STEVEN W. RUBLE

A. Marteene Manges Esther L. Ruble (SEAL)
ESTHER L. RUBLE

A. Marteene Manges Earl E. Manges (SEAL)
EARL E. MANGES

STATE OF MARYLAND, COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 22nd day of March, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, aforesaid, personally appeared Steven W. Ruble, Esther L. Ruble, and Earl E. Manges, personally known to me, and did each acknowledge the aforegoing instrument of writing to be his and her respective act and deed.

AS WITNESS, my hand and Notarial Seal:

NOTARY PUBLIC

My Commission expires July 1, 1986.

EARL E. MANGES
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

LIBER 028 PAGE 436

ED FOR RECORD
8 1983
30 O'clock M.
me day Recorded in
No. Folio
the Records of Allegany
Maryland, and com

Liber 28 Page 436

ARTICLES OF INCORPORATION

OF

POWER TRAIN COMPONENTS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 30, 1983 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2585, folio 03412, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 50.00 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 Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 140177

8311638

bw

LIBER 028 PAGE 437

ARTICLES OF INCORPORATION

OF

RONALD DORMAN, C.P.A., P.A.

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, 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 hereinafter called the "Corporation") is RONALD DORMAN, C.P.A., P.A.

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

(1) To engage in the general practice of public accountancy; to engage in any other lawful business and purpose;

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

AUG 18-83 A 28655 ******5.70

Compared and ~~Mailed~~ Delivered

TO W. Stevens Hidey, Jr.
110 Washington St.
Cumberland, Md. 21502

Sept 2 1983

FOURTH: The post office address of the principal office of the Corporation in this State is McMullen Highway at Harold Drive, Cumberland, Maryland, 21502. 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 one (1), which number may be increased pursuant to the By-Laws of the Corporation. The name of the Director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Ronald Dorman.

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

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

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

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

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

3. With respect to:

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

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

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

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

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

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

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

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

tion 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 matters 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 11th day of April, 1983, and I acknowledge same to be my act.

WITNESS:

Patricia A. Harvey

W. STEVENS HIDEY

FILED FOR RECORD
AUG 18 1983
at 2:30 o'clock P M.
and same day Recorded in
Liber No. Misc
one of the
Land Records of
Allegany
County, Maryland, and com-
pared by

LIBER 028 PAGE 443

ARTICLES OF INCORPORATION

OF

RONALD DORMAN, C.P.A., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 13, 1983 at 10:20 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2587, folio 770 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
SCITO BONÆ VOLVNTATIS TVÆ CORONASTI NOS

gcp

A 140716

8312382

LIBER 028 PAGE 444 C0980

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 WESTERN MARYLAND COMPANY

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named CSX MINERALS, INC.

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

ALLEGANY COUNTY

TAX ACCOUNT NUMBERS
OF WESTERN MARYLAND COMPANY
REAL ESTATE

8-019401
16-011304

AUG 18-83 A 28649 ******1.00

Compared and Mailed ~~Delivered~~ Bw
TO R. Spencer Sullivan
100 N. Charles Street
Baltimore, Md. 21201
Sept 2nd 1983

Mailing address for receipt tax bills: Name R. SPENCER SULLIVAN

Address 100 N. CHARLES STREET

City or County, State and Zip Code BALTIMORE, MARYLAND 21201

*NOTE: SUBMIT IN TRIPLICATE

"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 $ -0-

TRANSFEROR CORPORATION WESTERN MARYLAND COMPANY

SIGNATURE OF OFFICER J. T. Lyon

---

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 14th day of April, 198.

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

Margaret Huber
Charter Specialist

---

RECORDATION TAX PAID:

TRANSFER TAX PAID:

TOTAL:

LIBER 028 FOLIO 446

CERTIFICATE OF Merger

Clerk of the Circuit Court
County Courthouse
Cumberland, Maryland 21502

Dear Sir:

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

1) The name of each party to the Articles is

Western Maryland Company (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

CSX MINERALS, INC. (MD. CORP) Survivor

3) The Articles were accepted for record on April 14, 1983 at 2:06 PM.

As Witness my hand and the Official seal of the said Department at Baltimore this 23rd day of April, 1983.

D. W. Tilt

03826

LIBER 028 PAGE 447

AL'S MOTEL AND RESTAURANT, 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 Al's Motel and Restaurant, Inc.

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

a. To operate and maintain an establishment for lodging and housing of transient guests, for the preparation and service of food, beverages, and if permitted by law, alcoholic beverages; in particular, to deal in, handle, store, transport, buy, sell and prepare food, beverages and if permitted by law alcoholic beverages, and to carry on all other functions in connection with the ownership and operation of a motel and restaurant business

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 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.

GE[illegible]ON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

Compared and Mailed ~~Delivered~~ Bus
TO Albert Via 14 E. Main Street Frostburg, Md.
Oct. 26 1983

d. 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.

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 accounts 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



AND GERSON
NEYS AT LAW
AND, MD 21502
NQUIN HOTEL
759-4343

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 purposes, 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 147 East Main Street, Frostburg, Maryland 21532. The name and post office address of the Resident Agent of the Corporation in this State is Albert Via, 147 East Main Street, Frostburg, 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 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 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 Via Bruce Prince Frederic E. Prince

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, for such consideration as said



GE[illegible]ON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

Board of Directors may deem adviseable, subject to such limitations and restrictions, if any, as may be set forth in 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 the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared 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

AND GERSON
EYS AT LAW
ND, MD 21502
—
QUIN HOTEL
59-4343

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.

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 the power, subject to any limitation or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized, by fixing or 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.



GE[redacted]N AND GERSON
ORNEYS AT LAW
C[redacted]RLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

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.

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

AND GERSON
EYS AT LAW
ND, MD 21502
UIN HOTEL
59-4343

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 former director or officer is proper in the circumstances.

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

WITNESS:

Cheryl Miller

Allan M. Gerson

Allan M. Gerson

GE[redacted]N AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

03833

LIBER 028 PAGE 454

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, That on this 2nd day of May, 1983 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.

My Commission Expires:

7-1-86

Cheryl Miller

Notary Public

REC FEE 5.00
M----- 0 #
#026350 C002 R01 T10:39
09/19/83



N AND GERSON
RNEYS AT LAW
LAND, MD 21502

NQUIN HOTEL
1-759-4343

FILED FOR RECORD
SEP 19 1983
10:39 o'clock A M.
same day recorded in
Liber No. 028 Folio 455
of the Circuit Court
Records of Allegany
County, Maryland, and com-
pared by me,
Clerk.

LIBER 028 PAGE 455

ARTICLES OF INCORPORATION

OF

AL'S MOTEL AND RESTAURANT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 5, 1983 at 8:59 o'clock A M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2590, folio 3825, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

005

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.

Richard Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 141248

bt

60633

ANIMAL WELFARE SOCIETY OF ALLEGANY COUNTY, INC.

ARTICLES OF REVIVAL

LIBER 028 PAGE 456

ANIMAL WELFARE SOCIETY OF ALLEGANY COUNTY, 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 name of the Corporation at the time the charter was forfeited was ANIMAL WELFARE SOCIETY OF ALLEGANY COUNTY, INC.

SECOND: The name which the Corporation will use after revival is ANIMAL WELFARE SOCIETY OF ALLEGANY COUNTY, INC.

THIRD: The name and address of the resident agent are Donna V. Squires, Route 4, Box 59, Cumberland, Allegany County, Maryland. Said resident agent is a citizen actually residing in this state.

FOURTH: These Articles of Revival are for the purpose of reviving the charter of this Corporation.

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

(a) Paid all fees required by law;
(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited; and
(c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the Corporation on which would have become due if the charter had not been forfeited, whether or not barred by limitations.

REC FEE 5.00
#W28250 C002 R01 T[illegible]27
09/[illegible]83

SIXTH: The address of the principal office in this state is P. O. Box 123, Cumberland, MD 21502. The street address is Rt 1, Gramlich Road, LaVale, Md. 21502 Mr. Laughlin, Lewis & Associates M/Dairs Accountant

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

Bernetta Parker
Bernetta Parker, President

Victoria Wolodkin
Victoria Wolodkin, Treasurer

I hereby certify, that on April 25, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and of the County of Allegany, personally appeared Bernetta Parker, the last acting president, and Victoria Wolodkin, the last acting treasurer of the ANIMAL WELFARE SOCIETY OF ALLEGANY COUNTY, 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.

Margo J Butler
Notary Public

My Commission Expires July, 1986

Bus

Compared and Mailed Delivered
Animal Welfare Society of Allegany Co. Inc.
TO Rt #1 Gramlich Road
LaVale, Maryland 21502
Oct 26 1983

FILED FOR RECORD
SEP 19 1983
10:28 o'clock A.M.
and same day recorded in
Liber No. 028 Folio 457
Clerk of the Circuit Court for Allegany County, Maryland, and compared by
Clerk

LIBER 028 PAGE 457

ARTICLES OF REVIVAL

OF

ANIMAL WELFARE SOCIETY OF ALLEGANY COUNTY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 23, 1983 at 9:36 o'clock A. M. as in conformity with law and ordered recorded.

2

00632

Recorded in Liber 2595, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

p-5

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

drb

To the clerk of the Circuit Court of Allegany County

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 142079

LIBER 028 PAGE 458

ARTICLES OF INCORPORATION

OF

CAMPBELL COAL COMPANY

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 Campbell Coal Company.

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

(1) To acquire, hold, construct, develop, improve, renovate, rehabilitate, maintain, operate, lease, sell, dispose of, and otherwise deal with real and personal property for the purpose of mining, producing, selling, transporting, processing, and exploiting coal, minerals, substances, and natural resources.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 110 Washington Street, Cumberland, Maryland, 21502. 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.

Compared and ~~Mailed~~ Delivered BW

TO W. Stevens Hidey

110 Washington St

Cumb. Md. 21502

Oct 26 19 83

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: James F. Campbell, Mary F.C. Campbell, and Jeannette C. Johnson.

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 time and prices of redemption of, and the conversion rights of, such shares.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors 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 of 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

03667

LIBER 028 PAGE 461

constituted meeting of a majority of all the votes cast by stockholders 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 17th day of May, 1983, and I acknowledge the same to be my act.

WITNESS:

Patricia A. Harvey

W. STEVENS HIDEY

REC FEE 5.00
M----- 0 #
#026270 C002 R01 T10:28
09/19/83

FILED FOR RECORD
SEP 19 1983
at 10:36 clock A.M.
and same day Recorded in
Liber No. 028 Folio 462
one of the Land Records of Allegany
County, Maryland and com-
pared by me
Clerk

LIBER 028 PAGE 462

ARTICLES OF INCORPORATION

OF

CAMPBELL COAL COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland May 20, 1983 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2594, folio 3663, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
BONA VOLVNTATIS TVE CORONASTI NOS SCITO

A 141971

LIBER 028 PAGE 463

ARTICLES OF INCORPORATION

OF

FIRST UNITED METHODIST CHURCH OF LONACONING, INC.

* * * * * * * *

FIRST: The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Members (as hereinafter defined) of the congregation of the First United Methodist Church of Lonaconing, Inc. (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Sub-chapter 3 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is the FIRST UNITED METHODIST CHURCH OF LONACONING, INC.

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal there-

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

Compared and Mailed ~~Delivered~~
Carl A. Lynch
TO 14 Church Street
Lonaconing, Md. 21539
Oct 26th 1983.

of, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or other-

OFFICES
McMULLEN,
& GETTY
ERLAND
TYLAND

wise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, Section (1) are the following:

(i) to establish and maintain a church and to provide a place of worship and prayer in accordance with

(ii) to establish, maintain and conduct a school for religious instruction of children and adults;

(iii) to further all religious and charitable work; and,

(iv) for such purposes to adopte and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(d) In this Plan:

(i) references to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

to influence legislation and which do not involve participating, or intervening (including the publishing or distributing of statements), in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(2) The time and manner for election and succession of Trustees is as follows: The Trustees shall be elected and their successors continued at a time and place ordinarily used for public meetings of the Religious Corporation, by the individuals who, according to the custom and usage of the Religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A majority of all the votes cast by adult Members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Trustee.

(3) (a) A person shall be a Member of the Religious Corporation and, as such, shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) such person is a Trustee of the Religious Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"); or

(ii) such person shall be designated, as such, by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of the date of these Articles of Incorporation are accepted for record by the Department; or,

(iii) such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period of not less than three (3) years.

(b) A Member, once qualified as hereinabove provided, shall remain

OFFICES
McMULLEN,
& GETTY
DERLAND
RYLAND

such as long as:

(i) the annual dues imposed by the Religious Corporation on such Member are promptly paid by such Member; and

(ii) all rules and regulations of the Religious Corporation, as determined by the Trustees, are substantially complied with by such Member; and

(iii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such Member may be disqualified and removed as a Member by a majority vote of the entire Board of Trustees.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is Church Street, Lonaconing, Maryland 21539. The name and address of the resident agent of the Religious Corporation are: Carl A. Synan, 14 Church Street, Lonaconing, Maryland 21539. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Trustees of the Religious Corporation is eight (8), which number may be increased pursuant to the By-Laws of the Religious Corporation, but shall never be less than three (3), nor more than fifteen (15). The names and addresses of those persons serving as initial Trustees are:

Robert W. Miller - 3 Watercliffe Street, Lonaconing, Maryland 21539;
Keith F. Morris - 211 East Street, Frostburg, Maryland 21532;
Harold V. Connor - 30 Allegany Street, Lonaconing, Maryland 21539;
William F. Getson - 12 Dudley Street, Lonaconing, Maryland 21539;
Ira M. Stark - Route 1, Avilton, Lonaconing, Maryland 21539;
Onas H. Hanekamp - 78 E. Main Street, Lonaconing, Maryland 21539;
Hubert G. Nicol - 26 Charlestown Street, Lonaconing, Maryland 21539;
John Wilson, Jr. - 20 Allegany Street, Lonaconing, Maryland 21539;
Charles Shockey - 16 Charlestown Street, Lonaconing, Maryland 21539.

SEVENTH: The Religious Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be set forth in these Articles of Incorporation and the By-Laws of the Religious Corporation.



LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located (if not then located in Baltimore City), or by the Superior Court of Baltimore City if such principal place of worship is then located in Baltimore City, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 17 day of April, 1983, and we acknowledged the same to be our acts.

Robert W. Miller

Keith F. Morris

Harold V. Connor

William F. Getson

Ira M. Stark

Onas H. Hanekamp

Hubert G. Nicol

John Wilson, Jr.

Charles Shockey

LAW OFFICES
RT, McMULLEN,
YE & GETTY
UMBERLAND
MARYLAND

REC FEE 5.00
#026360 C002 R01 T10:32
09/19/83

FILED FOR RECORD
SEP 19 1983
at 10:30 o'clock AM.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 028 FOLIO 469

ARTICLES OF INCORPORATION

OF

FIRST UNITED METHODIST CHURCH OF LONACONING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 2, 1983 at 1:42 o'clock P M. as in conformity with law and ordered recorded.

7

02586

Recorded in Liber 2590, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

m-S

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.

D. W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 141143

bt

C. T. STEELE, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, CLAUDE T. STEELE, whose post office address is Route No. 1, Box 123, Barton, Maryland, 21521, being at least eighteen years of age, does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is C. T. STEELE, INC.

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

(a) To buy, sell, lease and deal in motors, trucks, automobiles, and motor buses and their appliances, fuels and accessories; to operate and maintain garages and service stations and terminal freight points; and to store, repair, rent and lease motors, automobiles, trucks, motor buses and other vehicles; to buy, sell, and repair vehicles of every description regardless of the mode of power; to organize, maintain and operate for hire a transportation service throughout the United States for the purpose of transporting passengers, baggage, merchandise and freight of every description, including minerals of any type by means of motor buses, trucks, and vehicles of any kind, and to do generally all and every thing necessary and incident to the business of a trucking or bus company.

~~REC FEE 5.00~~
REC FEE 5.00
M-----
#026300 C002 R01 T10:30
09/19/83

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

(c) To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in such 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.

(d) 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 Maryland General Corporation 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 business mentioned or to limit or restrict any of the powers of the Corporation.

E J. CLARK
TORNEY AT LAW
LAND, MARYLAND

Compared and Mailed Delivered

TO Claude T. Steele
Rt#1 Box 123
Barton, Md 21521
Oct 26 1983

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 123, Barton, Maryland, 21521; the name and address of the resident agent of the Corporation in this State is Claude T. Steele, Route No. 1, Box 123, Barton, Maryland, 21521. Said resident agent is a citizen of the State and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock of the par value of One Hundred ($100.00) Dollars a share, all of one class, and have an aggregate par value of One Hundred Thousand ($100,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: CLAUDE T. STEELE, LESLIE J. CLARK, and JOAN T. STEELE.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and its directors (if any) and stockholders:

(1) No contract or other transaction between this Corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the shareholders of this Corporation are pecuniarily or otherwise interested in, or are 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 as interested.

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acting incorporator, and have acknowledged them to be my act, on May 6, 1983.

WITNESS: Leslie J. Clark

Claude T. Steele (SEAL)
CLAUDE T. STEELE

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD
SEP 19 1983
at 10:30 o'clock A.M.
and same day Recorded in
Liber No. [illegible] Folio [illegible]
one of the Land Records of Allegany
County, Maryland, and com-
pared by [illegible]
Clerk

LIBER 028 PAGE 472

ARTICLES OF INCORPORATION

OF

C. T. STEELE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 9, 1983 at 10:18 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2592, folio 3 (3292), 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.

D. W. Kitt

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 141411

LIBER 028 PAGE 473

THE FAIRGRIEVE TRUCKING COMPANY

ARTICLES OF INCORPORATION

FIRST: The undersigned, AUBREY L. FAIRGRIEVE, whose post office address is Route #36, Box 52, South, Lonaconing, Maryland, 21539, being at least eighteen years of age, does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is THE FAIRGRIEVE TRUCKING COMPANY.

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

(a) To buy, sell, lease and deal in motors, trucks, automobiles, and motor buses and their appliances, fuels and accessories; to operate and maintain garages and service stations and terminal freight points; and to store, repair, rent and lease motors, automobiles, trucks, motor busines and other vehicles; to buy, sell, and repair vehicles of every description regardless of the mode of power; to organize, maintain and operate for hire a transportation service throughout the United States for the purpose of transporting passengers, baggage, merchandise and freight of every description, including minerals of any type by means of motor buses, trucks, and vehicles of any kind, and to do generally all and every thing necessary and incident to the business of a trucking or bus company.

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

(c) To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in such 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.

(d) In addition to the purposes above enumerated, the Corporation shall be authorized to exercise all the powers, rights and privileges granted to Corporation under the Maryland General Corporation 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

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

Compared and Mailed ~~Delivered~~
TO Mary E. Fairgrieve
Rt #36 Box 52
Lonaconing, Md. 21539
Oct 26 1983

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.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 36, Box 52, South, Lonaconing, Maryland, 21539. The resident agent of the Corporation in this State is Mary E. Fairgrieve, Route 36, Box 52, South, Lonaconing, Maryland, 21539. Said resident agent is a citizen of this State and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of 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 One Hundred Thousand ($100,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Aubrey L. Fairgrieve, Mary E. Fairgrieve, and Vicki Fairgrieve.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and its directors (if any) and stockholders:

(1) No contract or other transaction between this Corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the shareholders of this Corporation are pecuniarily or otherwise interested in, or are 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 sharesholders 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 as interested.

E J. CLARK
NEY AT LAW
AND, MARYLAND

01035

LIBER 028 PAGE 475

EIGHTH: 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 May 20, 1983.

WITNESS:

Leslie Clark — Aubrey L Fairgrieve (SEAL)
AUBREY L. FAIRGRIEVE

REC FEE 5.00
M----- 0 #
#026240 C002 R01 T10:27
09/19/83

LESLIE J. CLARK
ATTORNEY AT LAW
CUMBERLAND, MARYLAND

FILED FOR RECORD SEPT 9 1983 at 10 o'clock A.M. and same day Recorded in Liber No. 028 folio 476 one of the Land Records of Allegany County, Maryland, and com- pared by

LIBER 028 PAGE 476

ARTICLES OF INCORPORATION

OF

THE FAIRGRIEVE TRUCKING COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland May 24, 1983 at 9:49 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2595, folio 1032, 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 Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 142145

bt

ARTICLES OF INCORPORATION

OF

GOLDEN CORNER WATER GROUP, INC.

REC FEE 5.00
M----- 0 #
#026370 C002 R01 T10:40
09/19/83

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Ray E. Johnson, whose Post Office address is Route 4, Box 182-A, Cumberland, Maryland; James H. Bloss, whose Post Office address is Route 4, Box 105, Mexico Farms Road, Cumberland, Maryland; and William R. Brake, whose Post Office address is Route 4, Box 182, Cumberland, Maryland; each being at least twenty-one years of age, do hereby associate ourselves as Incorporators with the intention, and for the purpose of forming a corporation under and by virtue of the Public General Laws of the State of Maryland.

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

GOLDEN CORNER WATER GROUP, INC.

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

(1) To supply the residents of the unincorporated area at and near the intersection of State Route 51, and Mexico Farms Road in Allegany County, Maryland and the neighborhood thereof, with water and to carry on the business of a water supply and distribution system in all its branches, 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).

BEW

...ured and Mailed Delivered
TO Ray E. Johnson Rt. 4 Box 182-A
Cumb. Md. 21502
Oct 26 1983

(2) 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 covenient for the appropriation, diversion, storage, transportation, and distribution or use of water for domestic and residential uses, and for any other purpose for which water may be applied.

(3) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, 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.

(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 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 powere to conduct and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired and to assume in connection therewith any liabilities of any such person, firm or corporation.

(6) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas and the like and to use, exercise, develop and grant licenses in respect of, sell and otherwise turn to account the same.

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

(8) 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 principal office of the Corporation is Route 4, Box 182-A, Cumberland, Maryland 21502; and the Resident Agent of the Corporation is Ray E. Johnson, Route 4, Box 182-A, Cumberland, 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 or profit, 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 hereinafter duly enacted, be entitled to membership, and the rights, privileges, obligations and good standing of such members shall be determined by said By-Laws; provided, however, that the said By-Laws shall provide that membership shall be limited to persons residing or doing business in the State Route 51, and Mexico Farms intersection area and served by one of the water lines of the Corporation, and that membership shall automatically terminate in the event a member shall cease to be a customer or resident of the said area.

SIXTH: The number of the Directors of said Corporation shall be not more than five (5), which number may be increased or decreased pursuant to the By-Laws, but which shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are as follows: Ray E. Johnson, James H. Bloss, and William R. Brakel

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:

(1) There shall be an annual meeting of the membership of the Corporation for the election of Directors, the receiving of reports from the operation officers or committees, and such other business as may come before the meeting. The Board of Directors shall have power to call special membership meetings upon at least five days notice to the membership, given by mail, by newspaper news article or paid notice, or by conspicuous posting of a reasonable number of public notices in the said State Route 51 and Mexico Farms intersection area; and special membership meetings may be called by written request signed by at least ten (10) members or by any three (3) Directors of the Corporation.

(2) The Board of Directors is hereby empowered to fix and establish from time to time, reasonable rates of assessment for the maintenance and repair of water lines supplying water to members of the Corporation or others; and to provide regulations with respect to tapping new service lines onto the water mains, and the fees therefor.

(3) The Board of Directors shall have the powere to make, alter or amend the By-Laws my majority vote at a meeting held at least five (5) days after notice to the membership, as provided above for special meetings, and in the event that a By-Law previously enacted by the Board of Directors shall be rescinded or amended by action of the membership, it shall not again be adopted by the Board of Directors prior to the next annual meeting of the Corporation.

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

(1) The Corporation shall idemnify 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 Idemnification Section.

(2) With respect to any corporate representative other than a present or former director or officer, the Corporation may idemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Idemnification Section.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We hereby affix our hands and seals to these Articles of Incorporation, This 14 day of APRIL 1983.

WITNESS:

Tammy S Portmess — Ray E. Johnson (SEAL)
RAY E. JOHNSON

Carl L Portmess — James H Bloss (SEAL)
JAMES H. BLOSS

Warren L. Portmess — William R. Brake (SEAL)
WILLIAM R. BRAKE

STATE OF MARYLAND
ALLEGANY COUNTY TO-WIT:

I HEREBY CERTIFY that on this 14th day of APRIL 1983, before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared RAY E. JOHNSON, JAMES H. BLOSS, and WILLIAM R. BRAKE, and they acknowledged the within and aforegoing Articles of Incorporation to be their act and deed.

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

Helen Portuese
NOTARY PUBLIC

My Commission Expires 1st day of July, 1987

FILED FOR RECORD
SEP 19 1983
at 10:40 o'clock A M.
and same day Recorded in
Liber No. — Folio —
one of the Land Records of
County, Maryland, Allegany
Clerk

MBR 028 PAGE 483

ARTICLES OF INCORPORATION

OF

GOLDEN CORNER WATER GROUP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 29, 1983 at 9:42 o'clock A M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2589, folio 02349, 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 $ —

P-S

To the clerk of the Circuit Court of Allegany County

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

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

A 140942

bt

LIBER 028 PAGE 484

PRINCE ENTERPRISES, 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 Prince Enterprises, Inc.

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

a. To operate and maintain an establishment for lodging and housing of transient guests, for the preparation and service of food, beverages, and if permitted by law, alcoholic beverages; in particular, to deal in, handle, store, transport, buy, sell and prepare food, beverages and if permitted by law alcoholic beverages, and to carry on all other functions in connection with the ownership and operation of a motel and restaurant business.

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 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.

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

Compared and Mailed ~~Delivered~~ BW

TO Bruce Price, Price Highway
1262 National Hwy. 27502
La Vale, Md.

Oct 26 1983

d. 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.

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 accounts 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

[redacted]ON AND GERSON
[redacted]TORNEYS AT LAW
[redacted]BERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

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 purposes, 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 1262 National Highway, LaVale, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Bruce Prince, 1262 National Highway, LaVale, 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 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:

Bruce W. Prince Carol A. Prince

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, for such consideration as said



ON AND GERSON
ORNEYS AT LAW
RLAND, MD 21502
ONQUIN HOTEL
1-759-4343

Board of Directors may deem adviseable, subject to such limitations and restrictions, if any, as may be set forth in 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 the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared 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

RSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

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.

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 the power, subject to any limitation or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized, by fixing or 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.

ON AND GERSON
ORNEYS AT LAW
ERLAND, MD 21502
ONQUIN HOTEL
01-759-4343

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.

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



GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

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 former director or officer is proper in the circumstances.

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 17th day of May , 1983 and we acknowledge the same to be our act.

WITNESS:

Cheryl Miller

Allan M. Gerson

REC FEE 5.00
M----- 0 #
#026260 C002 R01 T10:27
09/19/83



AND GERSON
EYS AT LAW
ND, MD 21502
QUIN HOTEL
759-4343

FILED FOR RECORD
SEP 19 1983
at 12:27 o'clock PM.
and same day Recorded in
Liber No. — Folio
one of the Land Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 028 PAGE 491

ARTICLES OF INCORPORATION

OF

PRINCE ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 20, 1983 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2594, folio 13757, 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.

drb

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 141987

02715

LIBER 028 FOLIO 492

WESTERN MARYLAND LEARNING CORPORATION

ARTICLES OF INCORPORATION

FIRST: The undersigned

Terry Ellsworth Norris
P.O. Box 277
Second Street and Route 35
Ellerslie, Maryland 21529

Stephen Anthony Smith
154 Maple Street
Frostburg, Maryland 21532

Janet Beth Coleman
154 Maple Street
Frostburg, Maryland 21532

REC FEE 5.00
M----- 0 #
#026280 C002 R01 T10:28
09/19/83

being at least eighteen years of age, do hearby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is the WESTERN MARYLAND LEARNING CORPORATION.

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

a. To provide instructional services to any public or private non-profit or profit organization;

b. To provide consulting services to any public or private non-profit or profit organization;

c. To publish and distribute any original materials used in the above services;

d. To sponsor and facilitate research; and

e. To undertake any other activities pursuant to the bylaws of the corporation.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Post Office Box 277, Second Street and Route 35, Ellerslie, Allegany, Maryland 21529. The name and post office addresss of the resident agent of the Corporation in Maryland are Terry Ellsworth Norris, Post Office Box 277, Second Street and Route 35, Ellerslie, Allegany, Maryland 21529.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is three(3) shares of the par value of $1.00 a share, all of one class, and having an aggregate vlaue of $3.00.

10:11 1983 MAY 11 AM 8:21

Compared and Mailed ~~Delivered~~
Terry E. Norris
TO P.O. Box #277 Second St
Rt #35 Ellerslie Md 21529
Oct 26th 1983

SIXTH: The number of directors of the Corporation shall be 3, which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Terry Ellsworth Norris, Stephen Anthony Smith, and Janet Beth Coleman.

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: none.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation on April 29, 1983, and severally acknowledge the same to be our act.

Terry E. N

Terry Ellsworth Norris

Stephen A. Smith

Stephen Anthony Smith

Janet B. Coleman

Janet Beth Coleman

SEP FILED FOR RECORD 1983

at 10:25 O'clock A M.
and same day Recorded in
Liber No. 028 Folio 494
one of the Land Records of Allegany
County, Maryland, and com-
pared by

LIBER 028 PAGE 494

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND LEARNING CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland May 16, 1983 at 11:01 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2594, folio 02714, 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 141803

bt

001370

BOOK 028 PAGE 495

ARTICLES OF INCORPORATION

OF

ALLEGANY MOULDINGS, INC.

REC FEE 5.00
M----- 0 #
BALANCE 42.25
#036780 L002 R01 T12:49
11/17/83

FIRST: We, the undersigned, William M. Kenney, whose Post Office address is 1235 Braddock Road, LaVale, Maryland 21502; Milton Bernstein, whose Post Office address is 731 Washington Street, Cumberland, Maryland 21502; 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.

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

ALLEGANY MOULDINGS, 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 manufacturing of finished wood products of all kinds, particularly including mouldings of all types, and to engage in wholesale or retail merchandising, purchase, sales or other transactions, either as principal, agent, franchised dealers, warehouseman, factor, broker or in any other fashion to deal with standing timber, cut timber, pulpwood, saw timber, logs, lumber and wood products and related supplies of

Bus

Compared and ~~Mailed~~ Delivered



TO Thomas N. Berry Esq

Dec 13th 1983

all kinds, including merchandising of parts, materials and equipment of every and any kind relating to wood products at wholesale or retail, distribution or supplying of products and equipment of all kinds; to engage in commercial enterprises of every kind or descrption, whether primarily related to wood products 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, 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, 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 distribute 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 1235 Braddock Road, LaVale, 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 25,000 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: William M. Kenney,

Milton Bernstein and Thomas N. Berry.

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 werenot 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. 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 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

S

stockholders it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation this 4th day of May, 1982.

WITNESS:

Eleanor Rice — (SEAL)
WILLIAM M. KENNEY

Eleanor Rice — (SEAL)
MILTON BERNSTEIN

Eleanor Rice — (SEAL)
THOMAS N. BERRY

STATE OF MARYLAND, ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 4th day of May, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared WILLIAM M. KENNEY, MILTON BERNSTEIN and THOMAS N. BERRY, each being satisfactorily made known to me, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Eleanor Rice
Notary Public

FILED FOR RECORD
NOV 17 1983
at 12:45 o'clock P. M.
and same day Recorded in
Liber No. 0458 Folio 0458
one of the Land Records of Allegany
County, Maryland, and com-
pared by

BOOK 028 PAGE 504

ARTICLES OF INCORPORATION

OF

ALLEGANY MOULDINGS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 13, 1983 at 9:30 o'clock A. M. as in conformity with law and ordered recorded.

10
001369

Recorded in Liber 2598, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5

Bonus tax paid $ 100.00 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.

D. W. Hall

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A. 144285

01272

BOOK 028 PAGE 505

AMBROSE FOXXX POOLS, INC.

REC FEE 5.00
M----- 0 #
BALANCE 17.25
#036710 C002 B01 12:46
11/17/83

ARTICLES OF AMENDMENT

Ambrose Foxxx Pools, Inc., a Maryland Corporation, having its principal office at McCoole, 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 Paragraph Sixth and providing and substituting in lieu thereof the following:

"SIXTH: The Corporation shall be a CLOSE CORPORATION as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended. The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation.

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 amendments and no stock having been issued by the Corporation, no action of stockholders pursuant to the Corporations and Associations Article of the Annotated Code of Maryland, was taken.

IN WITNESS WHEREOF, Ambrose Foxxx Pools, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 25th day of May, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of Ambrose Foxxx Pools, 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.

AMBROSE FOXXX POOLS, INC.

By William L. Ambrose
William L. Ambrose, President

ATTEST:

Susan Hansen
Secretary

CORPORATE SEAL

Compared and ~~Mailed~~ Delivered
By
Mullen + Shay Esq
TO 12 Main Street Oakland Md.
Dec 13 1983

FILED FOR RECORD
NOV 4 1983
at 2 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland and com-
pared by

BOOK 028 PAGE 506

ARTICLES OF AMENDMENT

OF

AMBROSE FOXXX POOLS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 2, 1983 at 10:04 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2596, folio 01271, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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 143012

bt

000767

BOOK 028 PAGE 507

RA

ALLEGANY COUNTY EXTENSION ADVISORY COUNCIL, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Helen Hunt, whose post office address is Route 3, Box 29, Cumberland, Maryland 21502; Mary Robinette, whose post office address is Flintstone, Maryland 21530; Sabra Isom, whose post office address is 537 Rose Hill Avenue, Cumberland, Maryland 21502; and Richard Heavner, whose post office address is Route 3, Box 167, 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:

ALLEGANY COUNTY EXTENSION ADVISORY COUNCIL, INC.

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

1. The Council will serve in an advisory capacity to the County Extension faculty of the University of Maryland in developing and coordinating the total unified agricultural-related program planning process.

2. The Council will assist and advise the County Extension faculty on problems or opportunities existing in the County which the University of Maryland Cooperative Extension Service could address.

3. The Council will assist and advise in establishing program priorities--including new initiatives in agriculture, horticulture, 4-H and Youth, Extension home economics, marine science, community resources and energy development and other agricultural-related programs and activities that would be beneficial to the citizens of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 11 Prospect Square, Cumberland, Maryland 21502. The resident agent is Helen Hunt at the same address.

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

SIXTH: The number of directors of the Corporation shall be twelve (12) which number may be increased or decreased pursuant to the by-laws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

1. Ann Bennett
2. Stuart Delbrook
3. Frank Greise
4. Richard Heavner
5. Helen Hunt
6. Sabra Isom
7. Colleen Nelson
8. Mary Robinette
9. Patty Weslow
10.
11.
12.

REC FEE 5.50
M----- 0
BALANCE 16.50
#039180 C002 R01 T08:5
11/23/8

31808002

(OVER)

Rec

Compared and Mailed ~~Delivered~~
Helen Hunt
TO 11 Prospect Square
Cumberland, Maryland 21502
Dec 13th 19 83

The corporation shall also be subject to the provisions contained in the addendum attached hereto and incorporated by reference.

SEVENTH: The duration of the Corporation shall be perpetual.

BOOK 028 PAGE 508

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on April 19, 1982, and severally acknowledge the same to be our act.

Helen Hunt
HELEN HUNT

Mary Robinette
MARY ROBINETTE

Sabra Isom
SABRA ISOM

Richard Heavner
RICHARD HEAVNER

RECEIVED
EXT-COOPERATIVE EXTENSION SERVICE
DIRECTOR
ASSOCIATE DIRECTOR
MARYLAND COOPERATIVE
EXTENSION SERVICE

000768

BOOK 028 PAGE 509

ALLEGANY COUNTY EXTENSION ADVISORY COUNCIL, INC.

ARTICLES OF INCORPORATION

ADDENDUM

The following provisions are added to the basic Articles of Incorporation dated April 19, 1982 in accordance with the General Laws of the State of Maryland and pursuant to Title 5, Subtitle 2 of the Maryland Corporations and Associations Code Annotated, Section 5-201 et seq.

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

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

TENTH: In these Articles of Incorporation,

A. References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws

000769

of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article TENTH shall be entitled to exemption from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

ELEVENTH: All provisions in these Articles of Incorporation shall be subject to amendment, consistent with the provisions of the Maryland Corporations and Associations Code Annotated and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any other United States Internal Revenue Law) by the affirmative vote of all of the members entitled to vote in respect thereof.

TWELFTH:

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

B. The Corporation shall not engage in any act of self-dealing as defined in Section 4942 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

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

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

IN WITNESS WHEREOF, we have signed this addendum to the Articles of Incorporation this 8th day of December, 1982, and severally acknowledge same to be our act.

Helen M. Hunt, President

Mary M. Robinette, V. Pres

Richard H. Heavner Treasurer

(Presently without a Secretary)

FILED FOR RECORD
NOV 23 1983
at 2:52 o'clock PM.
and same day Recorded in
Liber No. Folio
one of the Land- Records of Allegany
County, Maryland, and examined

BOOK 028 PAGE 512

ARTICLES OF INCORPORATION

OF

ALLEGANY COUNTY EXTENSION ADVISORY COUNCIL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 24, 1983 at 9:27 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 1599 Folio 766 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.

D. W. Tidd

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 144677

gcp

03066

BOOK 028 PAGE 513

THE BARTON TELEVISION CABLE COMPANY

ARTICLES OF VOLUNTARY DISSOLUTION

The Barton Television Cable Company, a Maryland corporation, having its principal office at 28 Broadway, Frostburg, Maryland 21532 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

REC FEE 5.00
M----- 0
BALANCE 67.25
#036810 C002 R01 T12:5
11/17/8

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 28 Broadway, Frostburg, Maryland 21532.

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 of the corporation are wound up is Frank Taccino, 28 Broadway, Frostburg, Maryland 21532.

FOURTH: The name and address of each director of the Corporation is as follows:

| | |
|---|---|
| Paul L. Field | 119 White Plains Road<br>Bronxville, New York 10708 |
| David W. Pardonner | 193 James Street<br>Norwalk, Connecticut 06851 |
| John M. Flanagan, Jr. | 244 Fernwood Drive<br>Old Tappan, New Jersey 07675 |

1983 MAY 31 A 11:22

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

| | | |
|---|---|---|
| President | Paul L. Field | 119 White Plains Road<br>Bronxville, New York 10708 |
| Secretary | David W. Pardonner | 193 James Street<br>Norwalk, Connecticut 06851 |
| Treasurer | John M. Flanagan, Jr. | 244 Fernwood Drive<br>Old Tappan, New Jersey 07675 |

Compared and Mailed Delivered
Frank Taccino
TO 28 Broadway Md. 21532
Dec 13 1983

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 Stockholder of the Corporation; and further in that the voluntary dissolution of the Corporation was, by written informal action of and duly executed by the Stockholder of the Corporation, duly approved by the Stockholder of the Corporation by its affirmative vote cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided for by Section 3-408(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 Barton Television Cable 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 on this 30th day of November, 1982, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of The Barton Television Cable 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:

Sandra A. Effren

THE BARTON TELEVISION CABLE COMPANY

By Paul L. Field
Paul L. Field, President

03068

# *Town of Barton*

BOOK 028 PAGE 515

P. O. Box 153 Phone (301) 463-6347
BARTON, MARYLAND 21521

April 15, 1983

*Mayor*
JAMES E. SHAW

*Councilmen*
~~LEROY DAWSON~~
~~JAMES DUNCAN, JR.~~
~~JOSEPH W. KYLE~~
HAMILL SNYDER
JOHN BEAN
JAMES ROBERTSON
GRANT GLOTFELTY

Attorney Richard Shaffer
P.O. Box 123
Westport, Ct. 06881

Dear Mr. Shaffer:

We wish to inform you that the taxes for the Barton Television Cable Company ~~Barton Television Co.~~ have been paid for the year 1980-1981.

Sincerely,

Mayor and Commissioners
Town of Barton

James E. Shaw Mayor

03069

# ALLEGANY COUNTY CENTRAL TAX OFFICE

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

BOOK 028 PAGE 516

~~XXXXXXXXXXXXXXXXXXXXXXXXX~~
Ronald F. Rice, Comptroller

December 20, 1982

~~XXXXXXXXXXXXXXX - XXXXXXXXXXXXXXX~~
RHEBA SNYDER - CHIEF CLERK
JOSEPHINE CHEVALIER - CLERK
JOSEPH PALETTA - CLERK

TO WHOM IT MAY CONCERN:

This is to certify that there are no taxes due on the Barton Television Cable Company, account #01000276D as of the above date. Taxes for the fiscal year 1982-83 were paid in full on October 4, 1982.

We trust this is the information you desire.

Very truly yours,

Ronald F. Rice
Comptroller

RFR:rs

03070

STATE OF MARYLAND BOOK 028 PAGE 517
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE 269-3810
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

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

THE BARTON TELEVISION CABLE COMPANY

have been paid.

WITNESS my hand and official seal this

FOURTH day of FEBRUARY A.D. 19 83

Ellen L. Thompson
Deputy Comptroller

PS-409

FILED FOR RECORD
NOV 17 1983
at 2:53 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

BOOK 028 PAGE 518

ARTICLES OF DISSOLUTION

OF

THE BARTON TELEVISION CABLE COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland May 31, 1983 at 11:22 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2595, folio 03065, 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 142772

gcp

DEW

BOOK 028 PAGE 519

BTC TRUCKING, INC.

ARTICLES OF INCORPORATION

REC FEE 5.00
M----- 0 #
BALANCE 52.25
#0.36150 C002 R01 T12:49
11/17/83

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:

BTC TRUCKING, 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 freight for hire, to receive and load all varieties of commercial freight on board highway motor vehicles, to transport such freight to various destinations within the State of Maryland and elsewhere, to buy, sell, and otherwise deal in and with tractors and trailers suitable for commercial trucking, and to maintain and repair the same; and to sell, assign, convey, exchange, lease and otherwise deal in and dispose of such real and personal property, lands, buildings, chattels, equipment, vehicles, rights, easements, privileges, and other items as may lawfully be acquired, held or disposed of by the Corporation under the law of Maryland; and in general, to manage, operate, and carry on any other business in connection with the foregoing powers, and to have and exercise all the powers conferred on corporations formed under the laws of the State of Maryland and any amendments thereto.

FOURTH: The Post Office address at which the principal office of the Corporation in this State will be located is Russell Road, Route 1, Box 198, Barton, Maryland 21521.

The resident agent of the Corporation is DONALD DWIRE, whose Post Office address is Russell Road, Route 1, Box 198, Barton, Maryland 21521.

DW

Compared and Mailed ~~Delivered~~

TO Donald Dwire Rt #1
Russell Road
Barton Md. 21521
Dec 13 1983

BOOK 028 PAGE 520

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 Bylaws of the Corporation, and George R. Beener, Cenneth F. Younkin and Timothy E. Show, shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock of which the Corporation has authority to issue is five thousand (5000) shares, all of which stock shall be common stock without par value.

IN WITNESS WHEREOF, I have hereunto signed these Articles of Incorporation this 27th day of May, 1983.

WITNESS:

Jean Bochy
JEAN BOCHY

William Walsh (SEAL)
WILLIAM WALSH

STATE OF MARYLAND,

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 27th day of May, 1983, 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 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
NOV 17 1983
at 2:55 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

BOOK 028 PAGE 521

ARTICLES OF INCORPORATION

OF

BTC TRUCKING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 1, 1983 at 9:18 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2596, Folio 626 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 Allegeny County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 142906

Bw

Prepared and Mailed Delivered The Corporation Trust Inc. 21502

TO 32 South St. Balto. Md.

Dec-13 1983

BOOK 028 PAGE 522

D J FABRICS, INC.

ARTICLES OF DISSOLUTION

D J FABRICS, INC., a Maryland corporation having its principal office in Baltimore, 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 c/o The Corporation Trust Inc., 32 South Street, Baltimore, Maryland.

THIRD: The name of the resident agent of the Corporation in the State of Maryland, who shall serve for one year after dissolution and until the affairs of the corporation are wound up is The Corporation Trust Inc. The post office address of the resident agent is 32 South Street, Baltimore, Maryland.

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

| NAME | POST OFFICE ADDRESS |
|---|---|
| Donald F. Goldstein | 240 Dormont Street<br>Morgantown, W.Va. 26505 |
| Jerry L. Kaplan | 656-B Keyser Street<br>Morgantown, W.Va. 26505 |

REC FEE 5.50
M----- 0 #
BALANCE 22.00
#039190 C002 R01 T09:00
11/23/83

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

| NAME | TITLE | POST OFFICE ADDRESS |
|---|---|---|
| Donald F. Goldstein | President | 240 Dormont Street<br>Morgantown, W.Va. 26505 |
| Jerry L. Kaplan | V. President | 656-B Keyser Street<br>Morgantown, W.Va. 26505 |

SIXTH: A majority of the entire board of directors, at a meeting of the board of directors of the Corporation duly convened and held on October 22, 1982, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted to the stockholders (for action thereon at a special meeting of the Corporation to be held on October 22, 1982.

SEVENTH: Notice stating that a purpose of the meeting of the stockholders would be to take action upon the proposed

dissolution of the Corporation was given, as required by law, to all stockholders entitled to vote thereon.

EIGHTH: The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of 100 for; 0 against (of all votes entitled to be case thereon.)

NINTH: The dissolution of the Corporation has been duly advised by the board of directors and authorized by the stockholders of the Corporation in the manner and by the vote required by law and by the charter of the Corporation.

TENTH: The Corporation has no known creditors.

ELEVENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation of Maryland) stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid or provided for in a manner satisfactory to the Comptroller of the Treasury and such authorities, respectively, except taxes barred by the statute of limitations or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely: None.

IN WITNESS WHEREOF, D J FABRICS, INC. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on January 12, 1983.

D J FABRICS, INC.

By Donald F Goldstein
President

Donald F. Goldstein

Attest:

Jerry L. Kaplan
Secretary

Jerry L. Kaplan

THE UNDERSIGNED, President or D J FABRICS, INC., who executed on behalf of said corporation the foregoing Articles of Dissolution, of which the certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Dissolution to be the corporate act of said corporation and further certifies that, to the best of his knowledge, incormation 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.

Donald F Goldstein

Donald F. Goldstein

BOOK 028 PAGE 525

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

May 4, 1983

RE: Dissolution: D. J. Fabrics, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland State Department of Assessments and Taxations and billed by and payable to the County Treasurer for Washington County by

D. J. FABRICS, INC.

have been paid to and including the fiscal year July 1st., 1981, to June 30th., 1982. We have not received a certification for the 1982-83 fiscal year as of this date.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 4th day of May, 1983.

Harry C. Snook

Harry C. Snook
Treasurer for Washington
County, Maryland

slb

003436



# ALLEGANY COUNTY TAX OFFICE

COURT HOUSE
CUMBERLAND, MARYLAND 21502

PHONE 301-777-5965

BOOK 028 PAGE 526

May 9, 1983

RHEBA L. SNYDER
*Business Manager*

JERRY L. FRANTZ
*County Auditor*

Mr. David J. Minesky
C T Corporation System
Oliver Building, Mellon Square
Pittsburgh, Pa. 15222

Dear Mr. Minesky:

According to the records of this office, the state & county taxes (corporation) for D J Fabrics, Inc. are paid in full as of August 31, 1979, for the tax year 1979-80. Since the 1979-80 tax year we have not received any additional charges and there are no outstanding taxes at this time.

We trust this is the information you desire.

Very truly yours,
C. Joseph Paletta
C. Joseph Paletta, Clerk
Allegany County Tax Office

00343

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

BOOK 028 PAGE 527

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

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

D. J. Fabrics, Inc.

have been paid.

WITNESS my hand and official seal this

21st day of March A.D. 19 83.

Ellen L. Thompson

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

FILED FOR RECORD
NOV 2 8 1983
at 2:20 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Land Records of Allegany County, Maryland
Clerk

BOOK 028 PAGE 528

*ARTICLES OF DISSOLUTION*

*OF*

*D. J. FABRICS, INC.*

approved and received for record by the State Department of Assessments and Taxation of Maryland *June 28, 1983* at *9:51* o'clock *A.* M. as in conformity with law and ordered recorded.

7

Recorded in Liber *2599* 003431, folio , 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 *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

A 144866

000430

BOOK 028 PAGE 529

1983 JUN 10 A 11:31

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 principal 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 deleting Article I, and inserting in lieu thereof the following:

> The name of the Corporation (which is hereinafter called the "Corporation") is "Children's Medical Group, P.A."

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, M.D., President of 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 the Corporation 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 hereunto affixed and attested by its Secretary on this the 19th day of April, 1983.

ATTEST:

Barbara K Twigg
Secretary

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

Robert D Brodell
President

[Corporate Seal]

2273D

Compared and Mailed Delivered
Sylvia J. Botha
TO: Levitan, Ezrin, West & Kerxton
Suite 760N
7315 Wisconsin Ave.
Bethesda, Md. 1983

REC FEE 5.00
M----- 0 #
BALANCE 22.25
#036720 C002 R01 T12:47
11/17/83

LAW OFFICES
LEVITAN, EZRIN,
WEST & KERXTON
Chartered
SUITE 760N
7315 WISCONSIN AVENUE
BETHESDA, MARYLAND 20814
(301) 951-1500

000431

Board of Medical Examiners of Maryland
201 West Preston Street
Baltimore, Maryland 21201

BOOK 028 PAGE 530

(301) 383-2020-21

CERTIFICATE OF AUTHORIZATION

In accordance with Sections 5-110 and 5-111 of the Corporations and Associations Article of the Annotated Code of Maryland, the corporate designation

CHILDREN'S MEDICAL GROUP, P.A.

approved by the Medical and Chirurgical Faculty and the Board of Medical Examiners of the State of Maryland, has been authorized on June 7, 1983.

Arthur T. Keefe, Jr., M.D.,
Secretary

NOV 17 1983 RECORD

o'clock P. M. and same day Recorded in Liber No. Folio one of the Land Records of Allegany County, Maryland and compared by

BOOK 028 PAGE 531

ARTICLES OF AMENDMENT

OF

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

changing its name to:

CHILDREN'S MEDICAL GROUP, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 10, 1983 at 11:31 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2598 000429, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County.

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 143601

bw

BOOK 028 PAGE 532

# ARTICLES OF INCORPORATION

# OF

# EAST COAST ERECTORS, INC.

REC FEE 5.00
M----- 0 #
BALANCE 12.25
#036700 C002 R01 T12:46
11/17/83

FIRST: I, John J. Coyle, Jr., 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 East Coast Erectors, Inc.

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

(1) To carry on and conduct any and every kind of general contracting, construction, and engineering business.

(2) To manufacture iron, steel, copper, manganese, metals, metallic compounds, coke, lumber, and other materials, and all or any articles consisting, or partly consisting, of iron, steel, copper, wood, or other materials, and all or any products and by-products thereof.

(3) To manufacture, use, sell, assign, lease, and grant licenses in respect of machines, appliances, and equipment for welding and bonding rails, tracks, and all other articles, structures, supplies, and accessories used in connection with such bonding and welding.

BW

Compared and Mailed ~~Delivered~~
Richard J. McKenzie
TO Rt #1 Box 237
Sanglewood Acres 21532
Grantsville, Md. 19 11.
Dec 13

To manufacture, buy, construct, make, erect, maintain, repair, alter, sell, let on hire, or lease on royalty, and generally to deal in or handle any and all kinds of electrical machinery, engines, apparatus, hardware, and any and all articles, materials, and supplies of any kind or character connected therewith.

FOURTH: The post office address of the principal office of the Corporation in this State is 93 E. Main Street, Frostburg, Maryland 21532. The name and post office address of the Resident Agent of the Corporation in this State is Richard J. McKenzie, Route 1, Box 237, Tanglewood Acres, Grantsville, Maryland 21536. 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

their successors are duly chosen and qualified are: Gregory A. Hess, Richard J. McKenzie and Wayne Stott.

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 Indemni-

fication 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 27th day of May, 1983, and I acknowledge the same to be my act.

WITNESS:

Michele M. Miller

John J. Coyle, Jr.

JOHN J. COYLE, JR.

FILED FOR RECORD
NOV 17 1983
at 2:50 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the
Records of Allegany
County, Maryland
Clerk

BOOK 028 FOL 536

ARTICLES OF INCORPORATION

OF

EAST COAST ERECTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 2, 1983 at 9:36 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2596 Folio 960 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 142968

003896

BOOK 028 PAGE 537

ARTICLES OF INCORPORATION

OF

EVANS COAL COMPANY, INC.

A Maryland Close Corporation organized pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland

---

REC FEE 5.50
M----- 0 #
21 Prospect 5.50
#039160 C002 R01 T08:59
11/23/83

FIRST: I, GREGORY H. GETTY, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502, being at least 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 Evans Coal Company, Inc.

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

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

(a) To acquire, own, lease, occupy, utilize and transact in any and all lands and interest in lands, and interests in coal, iron, other ores, minerals, gas or oil or timber; to explore lands for coal, iron, ores, minerals or gas or oil or timber; to improve and develop any lands owned or occupied by the Corporation; to mine or otherwise extract or remove by any methods now or hereafter known, coal, ores, minerals, gas or oil or timber from any lands owned, acquired, leased or occupied by the Corporation; to prepare such products and all other products for market, to manufacture, sell and otherwise dispose of all articles or substances made from coal, iron, ores, minerals, wood, clay, stone, gas, oil, rock or other substances.

(b) To acquire, own, option, lease, occupy, utilize, mortgage, pledge, encumber and otherwise deal in transacting real and personal property of any kind.

(c) To construct railways, tramways, roads of any kind, bridges and other means of transportation to and from lands owned, occupied or utilized by it,

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

31828021

Compared and Mailed ~~Delivered~~ BW

TO Benjamin H. Evans III
65 Baldwin Lee Road
Lonaconing, Md. 21539

Dec 13 1983

and over such lands, and do any other acts and things for the development, immediate improvement and utilization of such lands or interest in lands, where the same may be necessary or useful for the purpose of utilizing such lands or interest in lands, or that may be necessary or useful for the purpose of utilizing such lands or interest in lands; to construct, acquire, improve, open, utilize or operate and deal with mines, tipples, washing plants, ovens and other kinds of facilities, improvements, machinery or equipment necessary or useful in prospecting for, mining, manufacturing or processing coal, ores, minerals, or gas or oil; and to inspect, test, investigate, sort, grade, classify, prepare for market, market, buy, sell, ship, export and import, and deal in, and to conduct, carry on or engage in any or all business work and transactions in connection with coal, coke, ores, minerals, oil, gas, wood, lumber or any of them, and any or all of the products or by-products thereof, or of which they, or any of them are components.

(d) 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 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 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 in this State is: 5 Seldom Seen Road, Lonaconing, Maryland 21532. The name and post office address of the Resident Agent of the Corporation in this State are: Benjamin H. Evans, III, 55 Seldom Seen Road, Lonaconing, Maryland 21539. Said Resident Agent is an individual actually residing in this State.

OFFICES
McMULLEN,
& GETTY
ERLAND
YLAND

BOOK 028 PAGE 539

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SEVENTH: The number of Directors shall be one (1), which number may be increased or decreased pursuant to the By-laws of the Corporation. The name of the Director, who shall act until the first annual meeting or until his successor is duly chosen and qualified, is Benjamin H. Evans, III.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of June, 1983, and I acknowledge the same to be my act.

Witness:

Stacey M. Bitner — Gregory H. Getty

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

ILED FOR RECORD
NOV 23 1983
O'clock P.M.
same day Recorded in
No. Folio
the Records of Allegany
Maryland, and com

BOOK 028 FAGE 540

ARTICLES OF INCORPORATION

OF

EVANS COAL COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 1, 1983 at 9:10 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2600, folio 003895, 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 $ 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 145104

bjc

BOOK 028 FAGE 541

ARTICLES OF INCORPORATION

OF

FLIGHT TRUCKING, INC.

* * * * * * *

REC FEE 5.00
M----- 0
BALANCE 7.25
#036690 C002 R01 T12:4
11/17/8

THIS TO CERTIFY:

FIRST: I, GREGORY H. GETTY, whose Post Office address is: 21 Prospect Square, Cumberland, Maryland, being at least 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 Flight Trucking, Inc.

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

(1) To carry freight and other material of all kinds, including coal and other minerals, and all kinds of construction equipment for hire; to receive and load all varieties of commercial freight, and other materials of all kinds, including coal and other minerals, all kinds of construction equipment, on board highway motor vehicles; to transport such freight and materials to various destinations in the State of Maryland and 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; 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: 21 Prospect Square, Cumberland, Maryland 21502. The name and Post Office address of the Resident Agent of the Corporation in this state are: Thomas N. Mattingly, 21 Prospect Sq., 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

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

Compared and Mailed Delivered BW
Thomas N. Mattingly
TO 21 Prospect Square - 21502
Cumberland, Md
Dec 13th 1983

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:

Thomas N. Mattingly

Sheila Mattingly

Sandra Twigg

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 re-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 enforced.

EIGHTH: 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

LAW OFFICES
RT, McMULLEN,
YE & GETTY
UMBERLAND
MARYLAND

right to purchase subscribe for, or otherwise acquire any shares of stock that the Corporation of any class now or hereafter authorize, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or option to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of May, 1983, and I acknowledge the same to be my act.

Witness:

Stacey L. Britner

Gregory H. Getty (SEAL)

Gregory H. Getty

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

FILED FOR RECORD
NOV 17 1983
at 12:45 o'clock P M.
and same day Recorded in
Liber No. — Folio
one of the
Records of Allegany
Maryland, and com

BOOK 028 PAGE 544

ARTICLES OF INCORPORATION

OF

FLIGHT TRUCKING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 2, 1983 at 9:36 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2596, Folio 966, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 142969

03303

BOOK 028 PAGE 545

CONSENT OF THE BOARD OF DIRECTORS

MARYLAND ASSOCIATION OF NURSE ANESTHETISTS

REC FEE 1.25
M----- 0
BALANCE 1.25
#076670 C002 R01 T12:4
11/17/8

The undersigned, being all of the Directors of Maryland Association of Nurse Anesthetists hereby consent and authorize the corporation to change the name of its registered agent to Rose Duncheon, 1121 Meadowlark Lane, Arbutus, Maryland 21227.

Janis L. Jenning, Director I

Robert J. Wahner, President Elect

Danny C. McCarty Vice President

Michael E. Byler, Secretary

Theresa Fannin Treasurer

Barbara J Harne, Director Dist. III

Martha C. Rushing Director District III

Barbara Wilson Director District I

Marjorie Bergemann, President

Compared and Mailed Delivered

TO Rose Duncheon, 1121 Meadowlark Lane
Arbutus, Maryland
Dec 13th 1983

BOOK 023 PAGE 340

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

MARYLAND ASSOCIATION OF NURSE ANESTHETISTS, INC.

1682

FILED FOR RECORD
NOV 17 1983
2:45 o'clock P. M.
Recorded in the Records of Allegany County, Maryland, and compared

received for record June 8, 1983 , at 8:30 A.M.

and recorded on Film No. 2588 Frame No. 03302 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 18713

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

Mr. Clerk Mail to: Stiller, Schwartz & Kaswell
1825 K Street, N.W.
Washington, D.C. 20006

rc

070

001305

BOOK 028 PAGE 547

ARTICLES OF INCORPORATION

OF

MOUNTAINEERS, INC.

REC FEE 5.00
M----- 0 #
BALANCE 32.25
#036740 C002 R01 12:48
11/17/83

FIRST: I, STEPHEN C. WILKINSON, whose post office address is 100 South Liberty 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.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is MOUNTAINEERS, INC.

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

(a) 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; sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same, to carry out the directions, and exercise the

WILSON AND WILKINSON
CUMBERLAND, MD.

Compared and Mailed ~~Delivered~~
TO Donald R. Reid
17805 Hill Street
Crisfield, Md. 21817
Dec 13th 1983

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 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 for 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 disbributions 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 distributior

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 provisions 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 carry on any and all activities commonly referred to as Scouting;

2. To operate a Boy Scout Troop under the auspices of the Boy Scouts of America;

3. To promote the health and general welfare of the youth of the Allegany County Maryland area and surrounding environs by esp promoting, and carrying out the goals of Scouting;

4. That membership in the corporation shall be open to all persons eligible under the criteria established by the Boy Scouts of America and that no person shall be denied the opportunity to actively participate based upon race, creed, color, or national origin.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 14805 Hill Street, Cresaptown, Maryland 21502. The name and Post Office address of the resident agent of the Corporation in this State is: Donald R. Reid, 14805 Hill Street, Cresaptown, MD 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 set forth in the By-Laws of the Corporation.

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

1. Donald R. Reid
2. Stephen DeStefano
3. Robert McCullough

SEVENTH: Upon 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.

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) Reference 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 or 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 be 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 ARTICEL ELEVENTH, 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 Indeminification 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 the 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 members 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 June, 1983, and I acknowledge same to be my act.

WITNESS:

Debra A. Miller _____ _____ (SEAL)
Stephen C. Wilkinson

STATE OF MARYLAND

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 14th day of June, 1983, before me, the subscriber, a Notary Public, in and for the aforegoing State and County, personally appeared Stephen C. Wilkinson and he acknowledged the aforegoing instrument to be his act and deed.

WITNESS my hand and Notarial Seal.

Debra A. Miller
NOTARY PUBLIC
Allegany Co., Md.

Debra A. Miller
Notary Public

FILED FOR RECORD
NOV 17 1983
at 2:20 o'clock P.M.
and same day Recorded in
Liber No. [illegible] Folio
one of the Land Records of Allegany
County, Maryland, and compared by
[illegible]

BOOK 028 PAGE 554

ARTICLES OF INCORPORATION

OF

MOUNTAINEERS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 16, 1983 at 9:43 o'clock A. M. as in conformity with law and ordered recorded.

8
001304

Recorded in Liber 2598, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

-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.

RLB Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A. 144274

ARTICLES OF INCORPORATION

RDA, INC.

REC FEE 5.00
# 0 #
BALANCE 72.25
#033820 C002 R01T1[illegible]

FIRST: I, Robert G. Taylor, whose post office address is P. O. Box 67, McHenry, Maryland 21541, 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 RDA, Inc.

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

(1) To purchase, acquire, hold, sell, exchange, raise, propogate, cultivate, or otherwise deal with or dispose of plants, trees, shrubs, and other nursery products; to operate a general merchandising business, both wholesale and retail, of buying and selling all kinds of flowers, floral banquets, floral properties, ornamental shrubs and plants, baskets and other containers, related products; to engage in purchasing, selling, distributing, or leasing of all kinds of lawn care machinery or equipment, as well as accessories, attachments, and parts therefore, and for the maintenance and repair thereof; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 219 North, Oakland, Maryland 21550. The name and post office address of the Resident Agent of the Corporation in this State is Thomas R. Janes, Attorney-at-Law, 5000 Thayer Center, Oakland, Maryland 21550. 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.

Compared and Mailed Delivered Bur
Thomas R. Janes
TO 5000 Thayer Center
Oakland, Md. 21550
Dec 13 1983

BURNETT, EISWERT, CRAWFORD & JANES, P.A.
ATTORNEYS AT LAW
OAKLAND, MARYLAND

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

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

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

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

Robert G. Taylor, President
David T. Taylor, Vice President
Ann T. Taylor, Secretary/Treasurer

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.

EISWERT, JANES, P.A.
S AT LAW
MARYLAND

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of JUNE, 1983, and I acknowledge the same to be my act.

WITNESS:

D R Jones

Robert G. Taylor (SEAL)
ROBERT G. TAYLOR

STATE OF MARYLAND, COUNTY OF GARRETT, to-wit:

I HEREBY CERTIFY that on this 9th day of JUNE, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert G. Taylor and did acknowledge the foregoing Articles of Incorporation to be his act.

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

Thomas K Jones
Notary Public

BURNETT, EISWERT, CRAWFORD & JANES, P.A.
ATTORNEYS AT LAW
OAKLAND, MARYLAND

FILED FOR RECORD
NOV 17 1983
at 2:53 o'clock P.M.
and same day Recorded in
Liber No. ——— Folio ———
one of the ——— Records of Allegany
County, Maryland and com-
pared by

BOOK 028 PAGE 558

ARTICLES OF INCORPORATION

OF

RDA, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 10, 1983 at 11:28 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2597, folio 001789, 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 GARRETT COUNTY

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

A 143498

003314

BOOK 028 PAGE 559

SLUMBERLAND MOTEL, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 13th day of June, 1983, by and between SLUMBERLAND MOTEL, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and BRUCE W. PRINCE and CAROL A. PRINCE, his wife, (hereinafter collectively referred to as the "Transferee").

THIS IS TO CERTIFY:

REC FEE 5.00
M----- 0 #
BALANCE 57.25
#036790 C002 R01 T12:50
11/17/83

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 place of business of Transferee is: BRUCE W. PRINCE and CAROL A. PRINCE, his wife, Slumberland Motel, 1262 National Highway, LaVale, Maryland 21502

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

Transferor is SLUMBERLAND MOTEL, INC., a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is SIX HUNDRED THOUSAND---------- Dollars ($ 600,000 ) to be paid to Transferor in accordance with

Compared and Mailed Delivered BW
TO John Cayle Esq
Dec 13 1983

the terms and conditions set forth in the Agreement (hereinafter referred to as the "Agreement") between Slumberland Motel, Inc. and Bruce W. Prince and Carol A. Prince, his wife, dated as of June 6, 1983. ~~which Agreement is incorporated by refer-~~
~~en[illegible]in.~~

FIFTH: The principal office of Transferor is 20 Helman Drive, LaVale, Maryland, 21502. The only County in which Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records, is Allegany County.

SIXTH: The location of the office of Transferee is 1262 National Highway, Lavale, Maryland 21502. Transferee owned no property in this State prior hereto.

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: In consideration of the payment to Transferor of ---SIX HUNDRED THOUSAND----

Dollars ($ 600,000 ) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, transfer, set over and assign to Transferee, its successors and assigns all of it's right, title and interest in and to substantially all of Transferor's assets ("Assets"), consisting of: all Transferor's real property ("Real Property") located at 1262 National Highway, LaVale, Maryland, more fully described in Exhibit "A", attached hereto; all Transferor's machinery, apparatus, tools, motor vehicles, funiture, furnishings, fittings, fixtures and all other articles of personal property of whatever type and description, relating to the Real Property, which Equipment is more fully described in Exhibit "B", attached hereto; and all Transferor's assignable licenses, franchises, approvals, certificates, permits or authorizations of any federal, state, local or other governmental or regulatory body. The Assets to be sold to Transferee by Transferor hereunder shall not include: Seller's minute books and other corporate records; any federal, state or other income or franchise tax benefit or refund of Seller; or any cash of Transferor; or any accounts receivable of Seller; or any interest to any claim of the Transferor.

This transfer is free from all liabilities of Transferor, and Transferor hereby expressly agrees to indemnify and hold harmless Transferee from all debts, liabilities, notes, contracts and commitments of Transferor whatsoever, existing at the time of closing, including income taxes for the current or prior years, and except for such matters excepted by agreement of the parties.

NINTH: These Article of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, 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, BRUCE W. PRINCE and CAROL A. PRINCE, his wife, parties to these Articles of Sale and Transfer, have signed these Articles of Sale and Transfer and SLUMBERLAND MOTEL, INC. has caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of said corporate party by its President or Vice President and attested by the Secretary or an Assistant Secretary, as of this 13th day of June _____, 1983.

ATTEST:

Asst. Secretary

SLUMBERLAND MOTEL, INC.

By _____ President

WITNESS:

BRUCE W. PRINCE

CAROL A. PRINCE

THE UNDERSIGNED, President of SLUMBERLAND MOTEL, INC. 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 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.

Kenneth J. Williams

Kenneth J. Williams, President

THE UNDERSIGNED, BRUCE W. PRINCE and CAROL A. PRINCE, his wife, who executed the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledged, and further certified that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Bruce W. Prince

BRUCE W. PRINCE

Carol A. Prince

CAROL A. PRINCE

BOOK 028 PAGE 564

EXHIBIT A

ALL that lot, piece or parcel of ground lying and being on the southerly side of the National Pike about five miles westerly of the City of Cumberland, Allegany County, Maryland, which said parcel is more particularly described as follows, to wit:

BEGINNING for the same on the southerly side of the National Highway at a locust stake standing at the beginning of the adjoining parcel of ground conveyed by G. L. Longerbeam et al to A. Henry Gehauf, et ux by deed dated August 29, 1949, which is recorded in Liber 226, folio 264, one of the Land Records of Allegany County, Maryland, and running thence with said highway South 76 degrees 7 minutes East 289.2 feet, thence South 78 degrees 52 minutes East 134.8 feet to an iron spike, thence South 80 degrees 11 minutes East 111.2 feet to a locust stake standing at the end of the second line of the third parcel of the whole property as conveyed by Katherine Beveridge et al to The Market Buildings, Inc. by deed dated July 16, 1951, which is recorded in Liber 234, folio 479, one of the Land Records of Allegany County, Maryland, thence continuing with said southerly side of the National Highway South 83 degrees 7 minutes East 188.8 feet to an iron spike; thence leaving said highway South 9 degrees 49 minutes West 353 feet to the center of Braddock Run; thence with the center of Braddock Run North 59 degrees 30 minutes West to a point on the first line where the same intersects Braddock Run as described in the deed from The Market Buildings, Inc. to Thomas R. Smith et ux dated June 20, 1952, which is recorded in Liber 242, folio 177 among the Land Records of Allegany

LAW OFFICES
HT, McMULLEN
& PAYE
MBERLAND
ARYLAND

County, Maryland, thence running with the balance of said first line South 27 degrees 40 minutes West 125 feet more or less to the northerly side of Braddock Road as now relocated; thence with the northerly side of Braddock Road North 62 degrees 20 minutes West 376 feet to the end of the first line of the first parcel of ground which was conveyed unto Thomas R. Smith et ux by deed of The Market Buildings, Inc. dated November 30, 1953, which is recorded in Liber 255, folio 159 among the Land Records of Allegany County, Maryland; thence with the Gehauf property North 27 degrees 40 minutes East 90 feet more or less to the center of Braddock Run to the end of the fourth line of the property conveyed by The Market Buildings, Inc. to Thomas R. Smith, et ux, by deed dated August 28, 1951, and recorded in Liber 235, folio 177 among the Land Records of Allegany County, Maryland; thence continuing with the center of Braddock Run North 54 degrees West 75.8 feet; thence North 48 degrees 32 minutes West 77.2 feet; thence North 38 degrees 44 minutes West 81.9 feet thence North 55 degrees 6 minutes West 75.6 feet;thence North 60 degrees 50 minutes West 75 feet; thence North 65 degrees 30 minutes West 46.25 feet to a point on the 13th line of the aforesaid Gehauf deed; thence with part of the 13th line and the whole of the 14th line of the Gehauf deed North 29 degrees 20 minutes East 90 feet to the place of beginning.

EXCEPTING, HOWEVER, from the above-described property and operation of this deed, all that piece or parcel of land which was conveyed by John G. Buckley, et ux, to Stanley Buckley, et ux, by deed dated June 20, 1960 and recorded in Liber 323, folio 358, one of the Land Records of Allegany County, Maryland.

EXCEPTING, HOWEVER, from the above-described property and operation of this deed, all that piece or parcel of land which was leased by Stanley Buckley and John S. Buckley to Pizza Hut of Cumberland, Maryland, by Lease dated April 30, 1974, as amended on September 12, 1974, which said Lease expires on April 30, 1994, and which leased property is more particularly described as follows:

Z

ALL that piece or parcel of ground situated in LaVale, in Election Distric No. 29, and lying and being on the southerly side of U. S. Route No. 40, about 5 miles westerly from the City of Cumberland, Allegany County, Maryland and more particularly described (Magnetic Meridian as of July 24, 1973 and Horizont measurements used thru-out) as follows, to wit:

BEGINNING for the same at an Iron Pin set on the southerly right of way limits of above mentioned Route No. 40 (as shown on the accompanying plat) and running thence, leaving said right of way, South 15 degrees 49 minutes 17 seconds West 173.00 feet to an iron pin; thence North 44 degrees 57 minutes 37 seconds West 146.89 feet to an iron pin; thence North 16 degrees 13 minutes 25 seconds East 102.00 feet to an iron pin set on the right of way limits of afore said Route No. 40; thence with same for the following three courses and distanc South 73 degrees 46 minutes 35 seconds East, 100.00 feet to a PK nail; South 24 degrees 10 minutes 43 seconds East 27.49 feet to an iron pin, the place of beginning. Containing 0.403 acres, more or less, all of which is shown on the plat attached hereto and made a part hereof.

IT BEING a part of the Resurvey of the Stan Buckley Land, July 24, 1973, subjected to easements and restrictions therein contained.

OFFICES
T, McMULLEN

IT BEING the same property which was conveyed by Stanley Buckley and John S. Buckley to Slumberland Motel, Inc. by deed dated June 5, 1978, and recorded among the Land Records of Allegany County, Maryland in Deeds Liber 501, folio 363.

TOGETHER with all of the right and interest of the parties of the first part in and to that certain Right of First Refusal to Purchase the parcel of land leased to Pizza Hut of Cumberland, Maryland, which was granted unto Slumberland Motel, Inc. under Agreement of Sale from Stanley Buckley and John S. Buckley dated June 10, 1978, and recorded or to be recorded among the Land Records of Allegany County, Maryland.

BOOK 028 PAGE 567

EXHIBIT B

All tools, vehicles, equipment, furniture, furnishings, fixtures, linens, supplies, signs and all other tangible personal property of any type or nature now located in, upon or about the Slumberland Motel Property at 1262 National Highway, LaVale, Maryland.

FILED FOR RECORD
NOV 17 1983
12:58 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
of the ____ Records of Allegany
County, Maryland and com-
puted by

BOOK 028 PAGE 568

ARTICLES OF SALE AND TRANSFER

BETWEEN

SLUMBERLAND MOTEL, INC. (MD. CORP.) Transferor

AND

BRUCE W. PRINCE AND CAROL A. PRINCE (HIS WIFE) Transferees

approved and received for record by the State Department of Assessments and Taxation of Maryland June 22, 1983 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2598, folio 003310, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5

Bonus tax paid $ _____ Recording fee paid $ 28.00 Special Fee paid $ _____
Certificate of Conveyance, Allegany Co. 4.00
Land Records 32.00

To the clerk of the circuit Court of Allegany County

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

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

Pat Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 144569

OF REAL PROPERTY BY ARTICLES OF TRANSFER

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

and the Transferee ~~Corporation(s)~~, Individual(s), ~~Surviving Corporation and the New Corporation created by the Consolidation~~ herein named Bruce W. Prince and Carol A. Prince.

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

Parcel of land on the southerly side of the National Pike, (U. S. Route 40), in LaVale, Allegany County, Maryland, said to contain 3.08 acres; being the same property conveyed unto Slumberland Motel, Inc. by deed of Stanley Buckley and John S. Buckley, dated June 5, 1978, and recorded among the Land Records of Allegany County, Maryland, in Deeds Liber 501, folio 363; together with improvements consisting of dwelling and motel.

BW

~~Compared and Mailed Delivered~~

TO Jackson Brueckman
124 Mapleleaf Mid
Cecil
Dec 13th 1983

REC FEE 1.00
M----- .00
BALANCE 2.25
#036680 C002 R01 T12:45
11/17/83

Mailing address for receipt tax bills: Name BRUCE W. PRINCE ET UX

Address 1262 National Hwy

City or County, State and Zip Code

LaVale, Md 21502

NOTE: SUBMIT IN TRIPLICATE

(OVER)

003312

IF RECORDED, PLEASE COMPLETE

BOOK 028 PAGE 570

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

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

CONSIDERATION $ 398,000.00

TRANSFEROR CORPORATION Slumberland Motel, Inc.

SIGNATURE OF OFFICER Kenneth J. Williams
President

---

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 22nd day of June 1983

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

Charter Specialist

---

RECORDATION TAX PAID: 1313.40

TRANSFER TAX PAID: 1990.00

TOTAL: 3303.40

BOOK 028 PAGE 571

CERTIFICATE OF Sale & Transfer

CLERK OF THE Circuit of Allegany County
Cumberland
Maryland 21502

Dear Sir:

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

1) The name of each party to the Articles is

Slumberland Motel, Inc. (Md. Corp) Transferor

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

Bruce W. Prince and Carol A. Prince (His Wife) Transferees

3) The Articles were accepted for record on June 22, 1983.

As Witness my hand and the Official seal of the said Department at Baltimore this 3rd day of June, 1983.

-076

ARTICLES OF INCORPORATION

OF

SOUTH CUMBERLAND COOPERATING PARISH, INC.

THIS IS TO CERTIFY:

REC FEE 5.00
M----- 0 #
BALANCE 62.25
#036800 C002 R01 T12:52
11/17/83

FIRST: We, the undersigned and recognized representatives of our home churches, Thomas E. Young whose post office address is 26 Mary Street, Cumberland MD for Calvary United Meth.; Wayne R. Turner whose post office address is 233 Race Street, Cumberland MD for Christ United Meth.; William Bice whose post office address is Route 4, Oldtown Road, Cumberland MD for Davis Memorial United Meth.; Edwin Wray whose post office address is 27 Humbird Street, Cumberland MD for Emmanuel United Meth.; Lloyd McClarren whose post office address is 128 Virginia Avenue, Cumberland MD for Grace United Meth.; Earl Mason whose post office address is 1021 Kent Avenue, Cumberland MD for Kingsley United Meth.; John Ford whose post office address is 208 Gleason Street, Cumberland MD for Mapleside United Meth.; and Frank Mentzer whose post office address is 120 Grand Avenue, Cumberland MD for Trinity United Meth.; each being at least twenty-one years of age, do hereby associate ourselves as Incorporators with the intention and for the purpose of forming a corporation under and by virtue of the Public General Laws of the State of Maryland.

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

SOUTH CUMBERLAND COOPERATING PARISH, INC.

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

(1) To more effectively fulfill the mission of the Church given unto it by God to proclaim by deed and word that "Jesus Christ is Lord" and to lead human beings to accept the Lordship of Jesus in all of life.

(2) Believing that God has raised us up to this end, to be committed in our structure as a parish to the strengthening and upbuilding of each of our local congregations as instruments of our common mission.

(3) To be obedient to God's will, and collectively be more effective instruments for God's work, to work toward greater peace, closer fellowship, and

fuller life within our churches, to have renewed eagerness and power for the proclamation of the Gospel of Christ.

(4) To seek and accept participation by all Christian congregations is South Cumberland, who can share these purposes with us.

(5) To not diminish the continuity of each congregation, but preserve and increase the life of each congregation enriched, and strengthened.

(6) To be a true leven of unity in the life of South Cumberland.

(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 Principal Office of the Corporation is 124 Maple Street, Cumberland, MD 21502; and the Resident Agent of the Corporation is Jackson Brinkman, 124 Maple Street, Cumberland MD 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 not have capital stock and shall not be authorized to issue capital stock. The qualifications of and other matters relating to, its Members shall be as set forth in the Articles of Incorporation and the Constitution of the Corporation.

SIXTH: The number of the Directors of said Corporation shall be not more than four (4), which number may be increased or decreased pursuant to the Constitution of the Corporation, but which shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are as follows: Jackson Brinkman, Walter McKee, Virginia Wright, and Robert Wade, Sr.

SEVENTH: The Corporation may by its Constitution make any other provisions or requirments for the arrangement or conduct of the business of the Corporation, provided the same by not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

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

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

(2) With respect to any corporate representative other than a present or former director or officer, the Corporation may idemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Idemnification Section.

NINTH: Upon the abandonment of the Corporation's activities, any and all tangible assets of the Corporation then remaining in the hands of the Corporation shall be offered for sale, first to the member churches of the Corporation, and then for public auction. The proceeds from this sale, in addition to any balance of cash remaining in the hands of the Corporation shall be distributed to the member churches, with equal distribution to each church.

IN WITNESS WHEREOF We hereby affix our hands and seals to these Articles of Incorporation, this 22nd day of APRIL 1983.

WITNESS:

Barbara A. Grazz — Thomas E. Young (SEAL)
Thomas E. Young, Calvary United Meth.

Barbara A. Grazz — Wayne R. Turner (SEAL)
Wayne R. Turner, Christ United Meth.

Barbara A. Grazz — William Bice (SEAL)
William Bice, Davis Memorial United Meth.

Barbara A. Grazz — Edwin Wray (SEAL)
Edwin Wray, Emmanuel United Meth.

Barbara A. Grazz — Lloyd McClarren (SEAL)
Lloyd McClarren, Grace United Meth.

BOOK 028 PAGE 575

WITNESS:

Barbara A. Gragg — Earl Mason (SEAL)
Earl Mason, Kingsley United Meth.

Barbara A. Gragg — John Ford (SEAL)
John Ford, Mapleside United Meth.

Barbara A. Gragg — Frank Mentzer (SEAL)
Frank Mentzer, Trinity United Meth.

STATE OF MARYLAND
ALLEGANY COUNTY TO-WIT:

I HEREBY CERTIFY that on this 22nd day of April 1983, before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Thomas E. Young, Wayne R. Turner, William Bice, Edwin Wray, Lloyd McClarren, Earl Mason, John Ford, and Frank Mentzer, and acknowledged the aforegoing instrument of writing to be their act and deed.

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

NOTARY PUBLIC

My Commission expires 1st day of July, 19 86.

FILED FOR RECORD
NOV 17 1983
at 12 Sec. 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

BOOK 028 PAGE 576

ARTICLES OF INCORPORATION

OF

SOUTH CUMBERLAND COOPERATING PARISH, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 21, 1983 at 9:01 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2598 , folio 002573 , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

A 144487

bt

001332

BOOK 028 PAGE 577

PEPPER'S, INC.

ARTICLES OF INCORPORATION

(A Close Corporation)

**********

REC FEE 5.00
#----- 0
BALANCE 37.25
#036750 C002 R01 T12:48
11/17/83

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ROY E. PEPPER, whose Post Office address is 244 Braddock Road, Frostburg, Maryland 21532, and WILLIAM J. EMMER, whose Post Office address is 244 Braddock Road, Frostburg, Maryland 21532, 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 incorporators with the intention of forming a corporation.

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

PEPPER'S, INC.

THIRD: The Corporation shall be a close corporation.

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

(a) To engage in, operate and carry on the business of purchasing, selling and distributing, at retail, restaurant, institutional and custodial appliances, equipment, furnishings, fixtures and supplies.

(b) To install, service and maintain and repair all such restaurant, institutional and custodial appliances, equipment, furnishings, fixtures and supplies.

(c) To take, buy, exchange, lease or otherwise acquire and deal in real property and any interest or right

RHR/jb
4/2/83

Compared and Mailed ~~Delivered~~
TO Ray E. Pepper
244 Braddock Road
Frostburg, Md. 21532
Dec 13 1983

therein, and to hold, own, operate, control, maintain, manage and develop such property and interests therein in any manner that may be necessary, useful or advantageous for the purposes of the Corporation.

(d) To construct, maintain, rebuild, alter and control any and all kinds of buildings, stores, offices, shops, warehouses and plants, and any and all other structures and erections that may at any time be necessary, useful or advantageous for the purposes of the Corporation.

(e) To acquire all or any part of the good will, rights, franchises, property and business of any person, firm, association or corporation engaged in any business similar to the business of the Corporation.

(f) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, incidental or pertinent to or growing out of or connected with the above-mentioned objects, purposes or powers.

FIFTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is:

Post Office Box 569
Rear 811 North Mechanic Street
Cumberland, Maryland 21502

SIXTH: The Resident of the Corporation is Roy E. ~~Pper~~ Pepper, whose Post Office address is:

244 Braddock Road
Frostburg, Maryland 21532

The Resident Agent is a resident of the State of Maryland and actually resides therein.

SEVENTH: After the completion of the organizational meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have two directors whose names are: Roy E. Pepper and William J. Emmer.

EIGHTH: The total number of shares of stock which the Corporation has authority to issue is two thousand (2000), all of which stock shall be common stock without par value.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 29th day of April, 1983.

WITNESS:

Robert H Reinhart — Roy E. Pepper (SEAL)
ROY E. PEPPER

Robert H Reinhart — William J. Emmer (SEAL)
WILLIAM J. EMMER

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

I HEREBY CERTIFY, That on this 29th day of April, 1983, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared ROY E. PEPPER & WILLIAM J. EMMER, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the foregoing instrument, and acknowledged that they 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.

Jane Burke
Notary Public

My Commission Expires
July 1, 1986

FILED FOR RECORD
NOV 17 1983
at 9:47 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

BOOK 028 PAGE 581

ARTICLES OF INCORPORATION

OF

PEPPER'S, INC.

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

5

001331

Recorded in Liber 2598, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

P-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

A 144278

001771

BOOK 028 PAGE 582

ARTICLES OF INCORPORATION

OF

POTOMAC PARK NEWS, INC.

REC FEE 5.50
M----- 0
BALANCE 11.00
#039170 C002 R01 T08:5
11/23/8

THIS IS TO CERTIFY:

FIRST: That the subscriber, William L. Wilson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

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

POTOMAC PARK NEWS, INC.

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

(a) To engage in the business of a restaurant and the wholesale and retail sale of food and beverages and related products and services.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, 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,

Compared and ~~Mailed~~ ~~Delivered~~ Rw
WILSON AND WILKINSON
CUMBERLAND, MD.
Wm L. Wilson Esq.
TO 100 Liberty St.
Cumb. Md. 21532
Dec 13 1983

dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

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

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

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or of any

other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

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

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares

of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation and the laws of the State of Maryland.

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

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter and to direct and determine the use and

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

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

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

(f) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and

prices of redemption of such stock.

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

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 100 South Liberty Street, Cumberland, Maryland, 21502. The resident agent of the Corporation is William L. Wilson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three (3) directors, and Beverly A. Crawford, Marsha L. Thomas and Edward Lee Thomas shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said corporation shall have the power to increase the number of directors to not more than nine (9) by amendments to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is one hundred shares of the par value of One Hundred Dollars ($100.00) each.

EIGHTH: The Corporation's duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of June, 1983.

WITNESS:

Mary O. Emerick

William L. Wilson (SEAL)

BOOK 028 PAGE 589

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 22nd day of June, 1983, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared William L. Wilson who acknowledged the aforegoing instrument of writing to be his act and deed.

WITNESS my hand and Notarial Seal.

Mary O. Emerick
Notary Public

Mary O. Emerick NOTARY PUBLIC Allegany Co., Md.

WILSON AND WILKINSON
CUMBERLAND, MD.

FILED FOR RECORD
NOV 23 1983
at 2:55 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

BOOK 028 PAGE 590

ARTICLES OF INCORPORATION

OF

POTOMAC PARK NEWS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 27, 1983 at 9:49 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2599, folio 001770, 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 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

A 144774

03384

BOOK 028 PAGE 591

# Articles of Incorporation
# of

Professional Medical Systems Inc.

REC FEE 5.00
M----- 0
BALANCE 27.25
#036730 C002 R01 T12:4
11/17/83

**WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the General laws of the State of Maryland, adopt the following articles of incorporation for such corporation:**

**FIRST:** The name of the corporation is Professional Medical Systems Inc.

**SECOND:** The period of its duration is Perpetual

**THIRD:** The purpose(s) for which the corporation is organized are: To conduct any lawful transactions neccessary to administer professional management practices and any other lawful activity under the laws of the United States and Maryland for which this corporation may be incorporated.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is (5,000) Five Thousand no-par,common stock, one class, no series and a total authorized capital of $100,000.

**FIFTH:** The corporation will not commence business until at least One Thousand ($1,000) have been received by it as consideration for the issuance of shares.

**SIXTH:** Cumulative voting of shares of stock is not authorized.

**SEVENTH:** Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None

**EIGHTH:** Provisions for the regulation of the internal affairs of the corporation are: Governed by the By-laws which will be adopted by the majority of the directors

**NINTH:** The address of the initial registered office of the corporation is: 203 Greene Street,Cumberland Maryland 21502 /P.O. Box 180 Cumberland,Maryland 21502

and the name of its initial registered agent at such address is Michael P. Will.

**TENTH:** Address of the principal place of business is 203 Greene Street Cumberland,Maryland 21502

**ELEVENTH:** The number of directors constituting the initial board of directors of the corporation is 4 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| Name | Address |
|---|---|
| Charles S. Abell (Pres.) | Rt.8,Box 149,Cumberland,Maryland 21502 |
| Michael P. Will (V.Pres) | Rt.2,Box 481,Cumberland,Maryland 21532 |
| Barbara R. Abell (Sec'y) | Rt.8,Box 149,Cumberland,maryland 21502 |
| Jo Ann Will (Treas) | Rt.2,Box 481,Cumberland,Maryland 21532 |

7320

Compared and Mailed ~~Delivered~~ Lewis Law Professional Building TO 203 Green Street Md. 21502 Dec 13 1983

03385

THE NAME AND ADDRESS OF EACH INCORPORATOR IS: BOOK 028 PAGE 592.

| Name | Address |
|---|---|
| Charles S. Abell | Rt.8, Box 149 Cumberland, MD 21502 |
| Michael P. Will | Rt.2, Box 481 Frostburg, MD 21532 |

In witness whereof, we have signed these articles and acknowledge the same to our acts, this 25th day of May, 1983.

Charles S. Abell

Michael P. Will

FILED FOR RECORD
NOV 17 1983 o'clock ___ M.
and same day Recorded in
Liber No. ___ Folio ___
one of the ___ Records
Allegany County, Maryland and com-
pared by

BOOK 028 PAGE 593

ARTICLES OF INCORPORATION

OF

PROFESSIONAL MEDICAL SYSTEMS INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 31, 1983 at 10:07 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2596, folio 3383, 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 143105

bt

002137

BOOK 028 PAGE 594

ARTICLES OF INCORPORATION

OF THE

UPPER POTOMAC JAYCEE WOMEN, INC.

REC FEE 5.00
BALANCE 47.25
11/17/8

FIRST. INCORPORATORS. We, the undersigned, Peggy Boal, Route 1, Box 436, Westernport, Maryland 21562; Paula Stephens, 93 Main Street, Westernport, Maryland 21562 and Patricia Morgan, 41 Paxton Street, Piedmont, West Virginia 26750, all being above the age of eighteen years, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, do hereby associate outselves with the intention of forming a corporation.

SECOND. NAME. The name of the corporation (hereinafter designated as the Corporation) is: UPPER POTOMAC JAYCEE WOMEN, INC.

THIRD. PURPOSE AND OBJECTS. The purpose for which the Corporation is formed and the objects to be carried out and promoted by it are as follows:

The purpose of this Corporation shall be civic service through the combined and well-directed efforts of young women of the community; provide individual development and leadership training to young women, to provide community service; to promote the programs and projects of the Jaycees and to encourage cooperation between Jaycee women and Jaycees; and of prime importance to promote the general welfare of the community and its citizens through promulgation and execution of active, well-planned, constructive projects and programs.

FOURTH. LIMITATION OF PURPOSE. Notwithstanding any other provision of these Articles, this Corporation is organized exclusively for social welfare purposes being any and all purposes for which organizations are formed which qualify as exempt organizations under Section 501(c) (4) of the Internal Revenue Code of 1954 or any corresponding revision thereof.

FIFTH. NON-PROFIT/NON-STOCK. The Corporation is non-profit and is authorized to issue no capital stock. The membership of the corporation shall have all of the rights and privileges conferred upon stockholders by the General Laws of the State of Maryland.

SIXTH. FURTHER LIMITATIONS. No part of the net earnings of the Corporation shall inure to the personal benefit of, or be distributable to, its

Compared and Mailed ~~Delivered~~ BW
Paula Stephens
TO 93 Main Street Md 21562
Westernport
Dec 13 19 83

members, directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes of the Corporation. The Corporation shall not engage in partisan politics nor shall it participate in any political campaign on behalf of any party or candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not conduct any activities not permitted to be conducted by organization exempt from Federal income taxation under Section 501(c) (4) of the Internal Revenue Code of 1954 or any corresponding revision thereof.

SEVENTH. AFFILIATION. This Corporation shall be and hereby is affiliated with the Maryland Jaycee Women, Inc., the United States Jayceettes, Inc., and is subject to the constitution and by-laws of each of these bodies insofar as they affect and prescribe the functions of local Jaycee women and are not in conflict with these Articles or the Laws of Maryland.

EIGHTH. DIRECTORS. The Corporation shall have at least three directors at all times, provided, however, that the number of directors may be increased as provided by the by-laws of the Corporation. Peggy Boal, Paula Stephens and Patricia Morgan shall act as such until the first annual meeting of the Corporation or until such time as their successors are duly chosen and qualified.

NINTH. ELECTIONS AND ANNUAL MEETING. The annual election of officers and directors shall take place at the annual meeting, which annual meeting shall take place at such time and location as provided in the by-laws of the Corporation.

TENTH. PRINCIPAL OFFICE. The post office address of the place at which the principal office of the Corporation in this State shall be located is 93 Main Street, Westernport, Maryland 21562.

ELEVENTH. RESIDENT AGENT. The resident agent of the Corporation shall be Paula Stephens, whose post office address is, 93 Main Street, Westernport, Maryland 21562. Said individual is a citizen of the State of Maryland and actually resides therein.

TWELFTH. DURATION. The Corporation shall be perpetual in duration.

THIRTEENTH. DISSOLUTION. Upon the dissolution of the Corporation,

the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c) (3) or (4) of the Internal Revenue Code of 1954 or any corresponding revision. Any such assets not so disposed of shall be disposed of by the Circuit Court for the county in which the last principal office of the Corporation was located, in the absolute discretion of said Court.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on June 14, 1983.

WITNESS:

Michael W. Shay — Peggy Boal
Peggy Boal

Michael W. Shay — Paula Stephens
Paula Stephens

Michael W. Shay — Patricia Morgan
Patricia Morgan

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

THIS IS TO CERTIFY, that on this 14th day of June, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Peggy Boal, Paula Stephens, and Patricia Morgan, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

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

Michael W. Shay
Notary Public

My Commission Expires: July 1, 1986

FILED FOR RECORD
NOV 14 1983
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

BOOK 028 PAGE 597

ARTICLES OF INCORPORATION

OF

UPPER POTOMAC JAYCEE WOMEN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 20, 1983 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2598, folio 002136, 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 $ _____

drb

To the clerk of the circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 144417

BOOK 028 PAGE 598

ARTICLES OF INCORPORATION

OF

BLACK & REIBER, INCORPORATED

REC FEE 5.13
M----- 0 %
BALANCE 15.39
#067760 C002 R01 T14:43
01/27/84

FIRST: We, Theodore Black, Jr., whose post office address is Box 276, Midland, Maryland 21542 and Charles L. Reiber, Jr., whose post office address is 25 Front Street, Lonaconing, Maryland 21539, 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

BLACK & REIBER, INCORPORATED

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 and conduct the general contracting business including but not limited to landscaping; 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 Box 276, Back Street, Midland, Allegany County, Maryland 21542. The name and post office address of the Resident Agent of the Corporation in this State is Theodore Black, Jr., Box 276, Back Street, Midland, Maryland 21542. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall

31998043

BW
Compared and Mailed ~~Delivered~~.
Theodore Black Jr
TO Box 276
Back Street 21542
Midland Jan 31 1984

be one (1) director, whose is Theodore Black, Jr.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 15th day of July, 1983, and we acknowledge the same to be our act.

Theodore Black, Jr.

Charles L. Reiber, Jr.

FILED FOR RECORD
JAN 27 1984
at 2:43 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

BOOK 028 PAGE 600

ARTICLES OF INCORPORATION

OF

BLACK & REIBER, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland July 18, 1983 at 9:16 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2602, folio 2233, 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 Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 145778

BOOK 028 PAGE 601

COMMUNITY SERVICE BROADCASTERS, INC.

ARTICLES OF REVIVAL

REC FEE 5.12
M----- 0 #
BALANCE 10.37
#0078310 C002 R01 T14:32
01/27/84

COMMUNITY SERVICE BROADCASTERS, INC., a Maryland corporation having its principal office in Cumberland, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was COMMUNITY SERVICE BROADCASTERS, INC.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be COMMUNITY SERVICE BROADCASTERS, INC., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 516 White Avenue, Cumberland, Allegany County Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is William M. Rudd, 39 Greene Street, Cumberland, Allegany County, Maryland. Said resident agent is a citizen actually residing in this state.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which could have been required to be filed with the Corporation if its Charter had not been forfeited; and

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

32238201

Compared and Mailed
William M. Rudd
TO 39 Greene Street
Cumberland, Md.
Jan 31 1984

BOOK 028 PAGE 602

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which could have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 7 day of April, 1983.

ATTEST:

COMMUNITY SERVICE BROADCASTERS, INC.

William Hubbard, Secretary

C. Alfred Dick, President

THE UNDERSIGNED, the last acting President and Secretary of COMMUNITY SERVICE BROADCASTERS, INC., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the aforegoing Articles of Revival to be their act.

C. Alfred Dick
C. Alfred Dick, President

William Hubbard, Secretary



GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

FILED FOR RECORD
N 27 1984
2:30 o'clock P M.
and same day Recorded in
Liber No. Folio
the Records of Allegany
County, Maryland, and com-
pared by

BOOK 028 PAGE 603

ARTICLES OF REVIVAL

OF

COMMUNITY SERVICE BROADCASTERS, INC.

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

3

3014

Recorded in Liber 2605, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 143809

gcp

BOOK 028 PAGE 604

CONTINENTAL DEVELOPMENT CORPORATION

ARTICLES OF INCORPORATION

REC FEE 5.13
M----- 0 #
BALANCE 10.26
#067700 C002 R01 T14:38
01/27/84

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 CONTINENTAL DEVELOPMENT CORPORATION .

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

a. To operate and maintain an establishment for lodging and housing of transient guests, for the preparation and service of food, beverages, and if permitted by law, alcoholic beverages; in particular, to deal in, handle, store, transport, buy, sell and prepare food, beverages and if permitted by law alcoholic beverages, and to carry on all other functions in connection with the ownership and operation of a motel and restaurant business.

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 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.

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

32098149

~~31950109~~ BA.

Compared and Mailed ~~Delivered~~ Bus

TO Robert H. Krug
Days Lenida Motel
La Vale, Md. 21502
Jan 31 1984

d. 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.

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 accounts 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



GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

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 purposes, 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 RFD #5, Box 393-A, Cumberland, Maryland

The name and post office address of the Resident Agent of the Corporation in this State is Robert H. King, One Linda Way, LaVale, 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 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:

ROBERT H. KING and ALLAN M. GERSON

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, for such consideration as said

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

Board of Directors may deem adviseable, subject to such limitations and restrictions, if any, as may be set forth in 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 the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared 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



ERSON AND GERSON
ATT[redacted]EYS AT LAW
UMB[redacted]ND, MD 21502
ALGONQUIN HOTEL
301-759-4343

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.

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 the power, subject to any limitation or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized, by fixing or 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.



GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

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.

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

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

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 former director or officer is proper in the circumstances.

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, I have signed these Articles of Incorporation this 12th day of July, 1983, and I acknowledge the same to be my act.

WITNESS:

Cheryl Miller

Allan M. Gerson

ALLAN M. GERSON



GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

STATE OF MARYLAND BOOK 028 PAGE 611

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, That on this 12th day of July, 1983 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.

My Commission Expires:
July 1, 1986

Cheryl Miller
CHERYL MILLER

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

FILED FOR RECORD
JAN 27 1984
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. [illegible] Folio [illegible]
one of the [illegible]
Land Records of Allegany
County, Maryland, and com-
puted by [illegible]

BOOK 028 PAGE 612

ARTICLES OF INCORPORATION

OF

CONTINENTAL DEVELOPMENT CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland July 14, 1983 at 10:17 o'clock A. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2603, folio 1714, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 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.

R B Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 146103

BOOK 028 PAGE 613

ARTICLES OF INCORPORATION
FOR
CUMBERLAND AREA COMMUNITY HOUSING
RESOURCE BOARD, INC.

FIRST: I, Harry Bunch, whose address is 225 Carroll St., Cumberland, MD 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 CUMBERLAND AREA COMMUNITY HOUSING RESOURCE BOARD, 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, and property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive such property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in 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

32218071

Compared and Mailed Delivered
TO Happy Bunch
225 Carroll St.
Cumberland, Md. 21502
Jan 31 1984

or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

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

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

To facilitate the purchase of real property and the rental of real property by minority buyers and renters, to enable minority buyers and renters to have a free choice in their housing location, to diminish and eradicate discrimination in the acquisition, disposition and rental of all real property, to encourage and assist in the implementation of Federal, State and local fair housing laws and the Constitution of the United States and generally to advertise, canvass, develop educational materials and training courses, enter into affirmative marketing for homesellers and renters and to cooperate with the Department of Housing and Urban Development with regard to the foregoing.

FOURTH: The address of the principal Office of the Corporation in this State is 225 Carroll St., Cumberland, MD 21502. The name and address of the Resident Agent of the Corporation in this State is Harry Bunch, 225 Carroll St., Cumberland, MD 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 set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be fifteen (15), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting and until their successors are duly chosen and qualified, are: Harry Bunch, Kathyrn Cannan, William C. Davis, Richard C. Deckerhoff, Peter Ervin, Jerry Goodwin, Nelson P. Guild, Richard M. Harris, Robert C. Peterson, Jane Rees, Luke J. Robinson, Anne B. Wilson, John C. Wormack, George M. Wyckoff, and Stanley E. Zorick.

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

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

NINTH: In these Articles of Incorporation,

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

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, 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.

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 5th day of August, 1983, and I acknowledge the same to be my act.

REC FEE 5.12
M----- 0
BALANCE 20.61
#067630 C002 R01 T14:3
01/27/8

WITNESS:

Harry J. Burch 225 Carroll St
Cumberland, Md
21502

FILED FOR RECORD
JAN 27 1984
at 2:33 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

BOOK 028 PAGE 617

ARTICLES OF INCORPORATION

OF

CUMBERLAND AREA COMMUNITY HOUSING RESOURCE BOARD, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 9, 1983 at 9:08 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2607, folio 3854, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

21-5

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. Kitt

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

A 146685

BOOK 028 PAGE 618

ARTICLES OF INCORPORATION

OF

CUMBERLAND - FORT ASHBY SADDLE CLUB, INC.

REC FEE 5.13
M----- 0
BALANCE 5.13
#067690 C002 R01 T14:3
01/27/8

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Timothy W. Young, whose post office address is 332 N. Mechanic St., Cumberland, MD 21502; Amy Darlene Moss, whose post office address is P. O. Box 30, Oldtown, MD; and Beverly Van Nieuwal whose post office address is 764 Fayette St., Cumberland, MD 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 "Corporation") is:

CUMBERLAND-FORT ASHBY SADDLE CLUB, INC.

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

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

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

(3) To encourage the use of horsemanship as a competitive sport.

(4) To perform all activities incident to purposes listed in paragrphs (1) (2) and (3) of THIRD article, including but not limited to the purchase of rental or real or personal property of any form.

(5) 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 principal office of the Corporation in this State is 332 N. Mechanic Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are Timothy W. Young, 332 N. Mechanic Street, Cumberland, Maryland 21502. Said Resident Agent is an individual 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 this Articles of Incorporation and in the By-Laws of the Corporation.

31938130 CP

10:11 AM 25 JAN

Compared and Mailed Delivered BW

32068219

TO Timothy W. Young
332 N. Mechanic St
Cumberland, Md. 21502

Jan 31st 1984

SIXTH: The Corporation shall be governed by a Board of Directors. The number of Directors of the Corporation shall be five (5) the first year, and thereafter shall be six (6). The 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 as follows: Dennis M. Shankle, Keith Blizzard, Timothy Young, Amy Darlene Moss, Beverly Van Nieuwal. After the first year, the Board of Directors shall consist of six (6) members; the additional member shall be the President of the previous year.

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

SEVENTH: The Corporation shall be non-stock and non-profit. No dispersal of assets shall be made to the members thereof, and any assets remaining at dissolution 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 charitable organization of this or any other State, having a similar or analogous character or purpose, or in some way associated with or connected with the Corporation to which the property previously belonged.

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

NINTH: The Corporation may by its By-Laws make any other provisions or requirments 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.

BOOK 028 PAGE 620

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 20th day of April, 1983, and acknowledged same to be our act and deed.

WITNESS:

Inez J Neff
to all Neff

Timothy W. Young (SEAL)
TIMOTHY YOUNG

Amy Darlene Moss (SEAL)
AMY DARLENE MOSS

Beverly A. Van Nieuwal (SEAL)
BEVERLY VAN NIEUWAL

STATE OF MARYLAND
ALLEGANY COUNTY TO-WIT:

I HEREBY CERTIFY, That on this 20th day of April, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Timothy Young, Amy Darlene Moss and Beverly Van Nieuwal, and acknowledged the aforegoing instrument of writing to be their act and deed.

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

Inez J Neff
NOTARY PUBLIC

My Commissions expires 1st day of July, 1986.

FILED FOR RECORD
JAN 27 1984
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. [redacted] Folio [redacted]
one of the Land Records of Allegany
County, Maryland and com-
pared by [redacted] Clerk

BOOK 028 PAGE 621

ARTICLES OF INCORPORATION

OF

CUMBERLAND-FORT ASHBY SADDLE CLUB, INC.

[redacted]

approved and received for record by the State Department of Assessments and Taxation of Maryland July 25, 1983 at 11:01 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2603, folio 174, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

[redacted]

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

[redacted]

To the clerk of the circuit Court of Allegany County

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

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

[redacted]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
VOLUNTATIS TVÆ COGNOSCI NOS SCITO

A 146107

BOOK 028 PAGE 622

WALTER F. OSTER, M.D., P.A.
(A Close Corporation)

ARTICLES OF AMENDMENT

Rec fee 5.1[redacted]
#67660 C002 Pol
T14:35
1/27/84

WALTER F. OSTER, M.D., P.A., a Maryland corporation (hereinafter called the Corporation), having its principal place of business in Allegany County, State of Maryland, hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by adding a new Paragraph Third to the Articles of Incorporation and renumbering existing Paragraphs Third through Eighth as Fourth through Ninth, consecutively:

> THIRD: This Corporation is a close corporation authorized by Section 4-101, et. seq., of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The Sole Shareholder and Director of the Corporation, by Joint Informal Action and Consent signed on the 25th day of July, 1983, adopted a resolution in which was set forth the foregoing Amendment to the Charter, advising and approving the amendment of the Charter of the Corporation as hereinabove set forth.

IN WITNESS WHEREOF, WALTER F. OSTER, 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

Compared and Mailed ~~Delivered~~
Alison A. Robinson Paralegal
TO 25 S. Charles Street
Baltimore, Md. 21201
Jan 31 1984

32138291

in attest by its Secretary on the 25th day of July, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of Walter F. Oster, 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:

Walter F. Oster, M.D., Secretary

Walter F. Oster, M.D., President

[Corporate Seal]

FILED FOR RECORD
JAN 27 1984
at 2:25 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

BOOK 028 PAGE 624

ARTICLES OF AMENDMENT

OF

WALTER F. OSTER, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 1, 1983 at 1:37 o'clock P. M. as in conformity with law and ordered recorded.

3

2118

Recorded in Liber 2604, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

drb To the clerk of the circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 146357

BOOK 028 PAGE 625

FIBERS, INC.

ARTICLES OF INCORPORATION

REC FEE 5.13
M----- 0 #
BALANCE 10.26
#067750 C002 R01 T14:43
01/27/84

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:

FIBERS, 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 provide a means and method of evaluating, examining, financing, licensing, purchasing, promoting, expediting, developing, testing, producing, and marketing in whole or in part all inventions, formulae and any product or service of any kind and character related to the fabrication, extraction or processing of natural or synthetic fibers, and to engage in any other lawful activities.

FOURTH: The Post Office address at which the principal office of the Corporation in this State will be located is Post Office Box 3227, LaVale, Maryland 21502, and the street address is 543 National Highway, LaVale, Maryland.

The Resident Agent of the Corporation is KAREN O. IDOL, whose Post Office address is Post Office Box 3227, LaVale, Maryland 21502, and whose street address is 543 National Highway, LaVale, Maryland.

BW

Compared and Mailed Delivered

TO Karen O. Idol
P.O. Box 3227
La Vale, Md. 21502
Jan 31st 1984

32068185

FIFTH: The Corporation shall have not less than three (3) directors, which number may be increased pursuant to the Bylaws of the Corporation, and KAREN O. IDOL, DONALD BITTNER and W. TIMOTHY FINAN shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is ONE HUNDRED THOUSAND DOLLARS ($100,000.00) par value, divided into one thousand (1,000) shares of the par value of ONE HUNDRED DOLLARS ($100.00) each, and all of said stock shall be common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of July, 1983.

WITNESS:

_____ _____ (SEAL)
W. TIMOTHY FINAN

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

I HEREBY CERTIFY, That on this 21st day of July, 1983, before me, the subscriber, 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 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.

My Commission Expires
July 1, 1986

_____
Notary Public

FILED FOR RECORD
JAN 27 1984
at 2:15 o'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the ___ Bond ___ Records of Allegany
County, Maryland and com-
pared by me
Clerk

BOOK 028 PAGE 627

ARTICLES OF INCORPORATION

OF

FIBERS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 25, 1983 at 10:14 o'clock A. M. as in conformity with law and ordered recorded.

3

3495

Recorded in Liber 2602, 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.

R B Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 145902

00288

BOOK 028 PAGE 628

JAC CORPORATION

ARTICLES OF VOLUNTARY DISSOLUTION

REC FEE 5.13
[illegible] 0 #
[illegible] 20.5[illegible]
#067770 C002 R01 T14[illegible]
01/27[illegible]

JAC CORPORATION, a Maryland corporation, having its principal office in Box 44, Corriganville, 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 Box 44, Corriganville, Maryland.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is Ross E. Bittner.

FOURTH: The name and address of each director of the Corporation is as follows:

Ross E. Bittner
Milestone Garden Apartments
Apartment 4-B Box 44
Williamsport, Maryland 21795
Corriganville, Maryland 21524

Lorene S. Bittner
Milestone Garden Apartments
Apartment 4-B Box 44
Williamsport, Maryland 21795
Corriganville, Maryland 21524

Gerald N. Bittner
Milestone Garden Apartments
Apartment 4-B
Williamsport, Maryland 21795

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

Ross E. Bittner, President
Milestone Garden Apartments
Apartment 4-B Box 44
Williamsport, Maryland 21795
Corriganville, Maryland 21524

Gerald N. Bittner, Vice President
Milestone Garden Apartments
Apartment 4-B
Williamsport, Maryland 21795

Earl Bevans, Treasurer
Bowery Street
Frostburg, Maryland 21532

Cindy Hopkins, Secretary
Route 2, Box 194
Borden Mines
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 voluntary dissolution of the Corporation was, by unan-

32068168

Compared and Mailed Delivered BW
TO Ross E. Bittner
Milestone Garden Apartments
Apt 4-B Box 44
Williamsport, Md. 21795
Jan 31 1984

ERSON AND GERSON
ATTORNEYS AT LAW
UMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

imous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be case on the matter.

SEVENTH: The Corporation has no known creditors.

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

IN WITNESS WHEREOF, JAC CORPORATION, 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 12th day of March, 1983, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of JAC CORPORATION, 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:

Cynthia R Hopkins
Cindy Hopkins, Secretary

JAC CORPORATION

By: Ross E Bittner
Ross E. Bittner, President

[redacted] AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

00290

# ALLEGANY COUNTY CENTRAL TAX OFFICE

POST OFFICE BOX 2209

COURT HOUSE

TELEPHONE 777-5965

BOOK 028 PAGE 630

CUMBERLAND, MARYLAND

21502

[redacted]
onald F. Rice, Comptroller

[redacted] • [redacted]
RHEBA SNYDER • CHIEF CLERK
JOSEPHINE CHEVALIER • CLERK
JOSEPH PALETTA • CLERK

April 12, 1983

TO WHOM IT MAY CONCERN:

According to the records of this office, the State, County and LaVale Sanitary Advalorem Tax for J A C Corporation are paid in full as of the above date, and there are no outstanding taxes due at this time.

We trust this is the information you desire;

Very truly yours,

Rheba L. Snyder,
Business Manager
Allegany County Tax Office

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

June 9, 1983

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Gerson and Gerson
Mr. Allan M. Gerson
Algonquin Hotel
Cumberland, MD 21502

BOOK 028 FOLIO 631

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

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

JAC CORPORATION

have been paid.

WITNESS my hand and official seal this

9th day of June A.D. 1983.

Ellen F. Thompson

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

FILED FOR RECORD
JAN 27 1984 19
at 2:43 O'clock P. M.
and same day Recorded in
Liber No. C R 2 Folio
one of the Allegany
Land Records of
County, Maryland and com
pared by
Clerk

BOOK 028 PAGE 632

ARTICLES OF DISSOLUTION

OF

JAC CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland July 25, 1983 at 10:25 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2603, folio 0287, 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. Kitch

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

A 146030

BOOK 028 PAGE 633

002024

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS
FOR DESIGNATION OR CHANGE OF
RESIDENT AGENT AND/OR
PRINCIPAL OFFICE

I, Cecil Maidman do hereby certify that I am the duly elected, qualified and acting secretary of Lake View Memorial Park, Inc., a corporation formed and existing under the laws of the State of Maryland, and that at a meeting of the board of directors of said corporation, held on the day of August, 1983, the following resolution was adopted, which said resolution remain in full force and effect:

"RESOLVED that the resident agent of this corporation in the State of Maryland be and it hereby is changed to THE CORPORATION TRUST INCORPORATED, the post-office address of which is 32 South Street, Baltimore, Maryland 21202. The said resident agent so designated is a corporation of the State of Maryland.

Cecil Maidman
Secretary

LAKE VIEW PARK, INC.

1983 AUG 12 A 10:31

REC FEE 1.75
M----- 0 #
BALANCE 5.25
#067600 C002 R01 T14:32
01/27/84

Bed

Compared and Mailed ~~Delivered~~

TO C. T. Corporation System
123 S. Broad Street
Philadelphia, Pa. 19109
Att: Victoria D. Lusa

Jan 31 19 84

FILED FOR RECORD
JAN 27 1984
at 2:32 o'clock P M.
and same day Recorded in
Liber No. ——— Folio ———
one of the Land Records of Allegany County, Maryland and com-
pared by

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF BOOK 028 PAGE 634

LAKE VIEW MEMORIAL PARK, INC.

received for record August 12, 1983 2 , at 10:31 A.M.

and recorded on Film No. 2597 Frame 002023 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 51

AA Nº 18979

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

70-75

Return to: C T Corporation System
123 South Broad Street
Philadelphia, Pennsylvania 19109

rmc

BOOK 028 PAGE 635

OUR THREE SONS, INC.

ARTICLES OF INCORPORATION

REC FEE 5.12
M----- 0 ¢
BALANCE 30.85
#067650 C002 R01 T14:34
01/27/84

THIS IS TO CERTIFY AS FOLLOWS:

FIRST: I, G. DOUGLAS REINHARD, whose Post Office address is 739 Fayette Street, Cumberland, Maryland 21502, being of full legal age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, hereby act as incorporator with the intention of forming a corporation.

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

OUR THREE SONS, INC.

THIRD: The purposes for which the Corporation is formed are to purchase and operate one or more radio stations in the public interest subject to the regulation of the Federal Communication Commission; to acquire, use and develop all property, real and personal, as shall be reasonably necessary and incidental to such business; and to have and exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations; and to engage in any other lawful activities.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in the State will be located is Thirty One Baltimore Street, Cumberland, Maryland 21502. The Resident Agent of the Corporation is DAVID NORMAN AYDELOTTE, whose Post Office address is 324 McGill Drive, Bel Air, Cumberland, Maryland 21502. The Resident Agent is a resident of the State of Maryland and actually resides there.

32208505

Compared and Mailed Delivered By
David Norman Aydelotte
TO 324 McGill Drive
Bel Air - Cumb. Md. 21502
Feb 3 1984.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue shall be one thousand (1,000). The stock shall have no par value, and shall be common stock of one class.

SIXTH: The Corporation shall have not less than three (3) directors, which number may be increased pursuant to the Bylaws of the Corporation, and DAVID NORMAN AYDELOTTE, MANNING M. KIMMEL IV, and G. DOUGLAS REINHARD shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of August, 1983.

WITNESS:

Jean Bixby

G. Douglas Reinhard (SEAL)
G. DOUGLAS REINHARD

STATE OF MARYLAND,
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 4th day of August, 1983, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared G. DOUGLAS REINHARD, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing Articles of Incorporation, and he made oath in due form of law that the matters set forth are true and correct to the best of his knowledge, information and belief, 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 first above-written.

My Commission Expires
July 1, 1986

Jean Bixby
Notary Public

FILED FOR RECORD
JAN 27 1984
at 2:34 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

ARTICLES OF INCORPORATION

OF

OUR THREE SONS, INC.

BOOK 028 PAGE 637

approved and received for record by the State Department of Assessments and Taxation of Maryland August 8, 1983 at 11:43 o'clock A M. as in conformity with law and ordered recorded.

3

3232

Recorded in Liber 2604, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

215

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 146525

002834

BOOK 028 PAGE 638

CERTIFIED COPY OF CORPORATE RESOLUTION AUTHORIZING CHANGE OF RESIDENT AGENT AND CHANGE OF ADDRESS OF PRINCIPAL OFFICE OF POWERHOUSE BATTERY DISCOUNT, INC,. A MARYLAND CLOSE CORPORATION

REC FEE 1.75
M----- 0 #
BALANCE 1.75
#067580 C002 R01 T14:31
01/27/84

I, the undersigned, hereby certify to the State Department of Assessments and Taxation of the State of Maryland that I am the Secretary of Powerhouse Battery Discount, Inc., a close corporation duly organized and existing under the laws of the State of Maryland; that the following is a true copy of a Resolution adopted by the Shareholders of said corporation at a meeting duly held on the 23rd day of June, 1983 and which a quorum was present; and that such resolution has not been rescinded or modified.

RESOLVED: That the Resident Agent of the Corporation in the State of Maryland be, and he is hereby changed from Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, to H. Jack Price, Jr., whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502, and who is a resident of the State of Maryland.

Compared and Mailed Delivered

TO_____

_____19____

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.

RESOLVED: That the principal office of the corporation be, and it is hereby changed from 1115-B Maugans Avenue, Hagerstown, Maryland, 21740, to Rt. 5, Box 331-B, Winchester Road, Cumberland, Maryland, 21502, and that the proper officers of the Corporation be, and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

I further certify that there is no provision in the Charter or By-laws of said corporation limiting the power of the Shareholders to pass the aforegoing resolution and that the same is in conformity with the provisions of said charter and by-laws.

002836

BOOK 028 PAGE 640

-3-

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said corporation this 15th day of August, 1983.

(CORRORATE SEAL)

POWERHOUSE BATTERY DISCOUNT, INC.

By Miranda J. Sites
Secretary

FILED FOR RECORD
AUG 17 1983
2:34 O'clock P M.
same day Recorded in
Liber No. Folio
of the Records of Allegany
County, Maryland, and com-
pared by

NOTICE OF CHANGE OF RESIDENT AGENT, AGENT'S ADDRESS
AND PRINCIPAL OFFICE

OF BOOK 028 PAGE 641

POWER HOUSE BATTERY DISCOUNT, INC.

4

received for record August 17, 1983 , at 9:46 A.M.

and recorded on Film No. 2598 Frame No. 002833 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 51

AA Nº 19004

| | |
|---|---|
| Special Fee Paid | $5.00 |
| Recording Fee Paid | $9.00 |
| Total | $14.00 |

70-75

SC

Return to: Wilson & Wilkinson
100 South Liberty Street
Cumberland, Md. 21502

rc

BOOK 028 PAGE 642

ROCKY GAP GOLF COURSE, INC.

ARTICLES
OF INCORPORATION

REC FEE
M-----
BALANCE 15.49
#067620 C002 R01 T14:33
01/27/84

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, JAMES E. KLOSTERMAN, whose Post Office address is 474 Fort Avenue, Cumberland, Maryland 21502, GEORGE D. SHROPSHIRE, whose Post Office address is 103 Brandywine Drive, Bel Air, Cumberland, Maryland 21502, and CASPER R. TAYLOR, JR., whose Post Office address is 316 Prince George Street, Cumberland, Maryland 21502, all being at least eighteen years of age, do hereby declare 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:

ROCKY GAP GOLF COURSE, INC.

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

1. To plan, develop and establish a public golf course in Allegany County, Maryland, to be located in or near Rocky Gap State Park.

2. To acquire, obtain and 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.

DET/jb
8/5/83

Compared and ~~Mailed~~ Returned 32228033
TO- 504 Liberty Trust Bldg.
Cumberland, Md.
Feb 3, 1984

3. 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.

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

5. The Corporation is not organized for pecuniary profit or financial gain. No part of the assets, income or 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 above.

FOURTH: The Post Office address of the principal office of the Corporation is:

Post Office Box 368
474 Fort Avenue
Cumberland, Maryland 21502

The name and Post Office address of the Resident Agent of the Corporation are:

W. TIMOTHY FINAN
504 Liberty Trust Building
81 Baltimore Street
Cumberland, Maryland 21502

BOOK 028 PAGE 644

FIFTH: The Corporation is a nonstock corporation and the Board of Directors are without authority to issue capital stock.

SIXTH: The number of directors of the Corporation shall be no less than three, which number may be increased pursuant to the Bylaws of the Corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

JAMES E. KLOSTERMAN
GEORGE D. SHROPSHIRE
CASPER R. TAYLOR, JR.

SEVENTH: These Articles of Incorporation may be amended, from time to time, by a two-thirds vote of the Board of Directors.

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

IN WITNESS WHEREOF, we have signes these Articles of Incorporation this 8th day of August, 1983.

WITNESS:

Dave E. Taylor — James E. Klosterman (SEAL)
JAMES E. KLOSTERMAN

Dave E. Taylor — George D. Shropshire (SEAL)
GEORGE D. SHROPSHIRE

Dave E. Taylor — Casper R. Taylor, Jr. (SEAL)
CASPER R. TAYLOR, JR.

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

I HEREBY CERTIFY, That on this 24th day of August, 1983, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared JAMES E. KLOSTERMAN, GEORGE D. SHROPSHIRE & CASPER R. TAYLOR, JR., known to me (or satisfactorily proven) to be the persons whose names are subscribed to the aforegoing Articles of Incorporation, and acknowledged that they 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.

Jane Bucky
Notary Public

My Commission Expires
July 1, 1986

FILED FOR RECORD
JAN 27 1984 19
at 2:33 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
puted by

BOOK 028 PAGE 646

ARTICLES OF INCORPORATION

OF

ROCKY GAP GOLF COURSE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 10, 1983 at 9:09 o'clock A. M. as in conformity with law and ordered recorded.

0305

Recorded in Liber 2608, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

215

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 146739

002050

BOOK 028 PAGE 647

STAGE LEFT THEATRE GROUP, INC.

CERTIFICATE OF RESOLUTION OF CHANGE OF RESIDENT AGENT

I, Karyn L DeGiovanni, Secretary of Stage Left Theatre Group, Inc., a corporation duly organized and existing under by virtue of the laws of the Stage of Maryland, do hereby certify that by informal action of the Board of Directors of the Corporation, the following resolution was adopted by the unanimous consent of all the Directors:

"RESOLVED: That the resident agent of the Corporation be changed from Patricia Phillips, whose address is 525 Caroline Street, Cumberland, Maryland, 21502, to Ralph C Isiminger, whose address is 119 Park Avenue, LaVale, Maryland, 21502.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation on this 10 day of AUG, 1983.

Karyn L. DeGiovanni
Karyn L Degiovanni, Secretary

32248292

REC FEE 1.75
M----- 0 #
BALANCE 3.50
#067590 C002 R01 T14:32
01/27/84

Compared and Mailed ~~Delivered~~
TO Ralph C. Isiminger
119 Park Avenue
LaVale, Maryland 21502
Feb 3rd 1984

FILED FOR RECORD
JAN 27 1984
2:37 o'clock P.M.
and same day Recorded in
Liber No. ——— Folio ———
of the ——— Records of Allegany
County, Maryland, and com-
pared by me

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF BOOK 028 FOLIO 648

STAGE LEFT THEATRE GROUP, INC.

received for record August 12, 1983 2 , at 11:24 A.M.

and recorded on Film No. 2597 Frame 002049 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 51

AA Nº 18989

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

70-75

561

Return to: Ralph C. Isiminger
119 Park Avenue
Lavale, Maryland 21502

rc

~~0258~~ 2562

BOOK 028 PAGE 649

STAHL'S POULTRY AND ICE, INC.

ARTICLES OF AMENDMENT

STAHL'S POULTRY AND ICE, INC., a Maryland corporation, having its principal office at 462 Williams Street, Cumberland, 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 STAHL'S POULTRY AND ICE, INC. to CASEY'S ICE AND FREEZER STORAGE, INC.. This amendment will be effective from and after the date of acceptance of these Articles of Amendment by the Department.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, STAHL'S POULTRY AND ICE, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 8th day of July, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of

BW

320[illegible]

Compared and ~~Marked~~ Delivered

TO D. Gary Hanna Esq
Cumb. Md

Feb 3 1984

BOOK 028 PAGE 650

STAHL'S POULTRY AND ICE, 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: STAHL'S POULTRY AND ICE, INC.

Carolyn J. Thompson, Secretary By: Robert L. Stahl, President

REC FEE 5.13
M----- [redacted] #
BALANCE 5[redacted]
#067740 C002 R01 T[redacted]42
01/27/94

BOOK 028 PAGE 651

FILED FOR RECORD
JAN 27 1984
at 2:23 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and Com-
pared Per

ARTICLES OF AMENDMENT

OF

STAHL'S POULTRY AND ICE, INC.

Changing its name to:

CASEY'S ICE AND FREEZER STORAGE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 27, 1983 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2603 3 0257, folio 2609 2561 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

E/S

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

drb To the clerk of the circuit Court of Allegany County

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

A 146021

BOOK 028 PAGE 652

# ARTICLES OF INCORPORATION

OF

# WILLOW SILK DESIGNS, INC.

REC FEE 5.12
M----- 0 #
BALANCE 25.73
#067640 C002 R01 T14:34
01/[illegible]84

FIRST: The undersigned, Donald E. Martin, whose post office address is 4500 South Four Mile Run Drive, No. 917, Arlington, Virginia 22204, having attained the age of majority, does hereby constitute himself incorporator with the purpose of forming a corporation under and by virtue of the Article on Corporations and Associations of the Maryland Code.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Willow Silk Designs, Inc.

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

(a) To provide financial assistance to meet the educational expenses of students who attend or plan to attend private educational institutions at the elementary, secondary, or post-secondary level;

(b) To engage in one or more business enterprises operated for the purpose of earning funds to be used for the purpose identified in ¶a;

(c) To acquire, own, improve, develop, sell, lease, let and convey property, real or personal or mixed;

(d) To accomplish any other purpose permitted by the laws and statutes of the State of Maryland.

FOURTH: For the accomplishment of the foregoing purposes, the Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which it is organized and which are permitted by the laws and statutes of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation is Route 9, Box 300-A, Cumberland, Maryland 21502. The name and post office address of the initial

Compared and Mailed ~~Delivered~~
TO Craig Martin
Rt #9 Box 167-A
Cumb. Md. 21502
Feb 3 1984

32208075

resident agent of the Corporation are Craig Martin, Route 2, Box 167-D, Cumberland, Maryland 21502.

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

SEVENTH: The members of the corporation shall be selected and qualify for membership as provided for in the By-laws of the Corporation.

EIGHTH: The number of Directors which shall constitute the Board of Directors shall be such as is fixed from time to time by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three. Directors shall be selected pursuant to the Bylaws of the Corporation. The names and addresses of the Directors who shall act until the first regular meeting of the Board of Directors and until their successors are duly chosen and qualify are:

Craig Martin
Route 2, Box 167-D
Cumberland, Maryland 21502

Jan G. Johnson
925 Dolly Terrace
LaVale, Maryland 21502

Denis Silber
816 Hilltop Drive
Cumberland, Maryland 21502

NINTH: The Corporation is organized exclusively for charitable, educational, scientific and literary 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). The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which

are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Except as may be specifically authorized under the Internal Revenue Code of 1954, as amended from time to time, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. In the event of the dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such manners or to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

TENTH: Each Director, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or resulting from any civil or criminal action, suit or proceeding to which he may be made a party by reason of his being or having been a director of the Corporation, except in relation to matters in which he has been finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director. The foregoing right to indemnification shall include a right to reimbursement of the amounts paid and expenses incurred in settling, compromising or otherwise adjusting any such action, suit or proceeding, when such

disposition thereof appears to be in the best interests of the Corporation and shall not be exclusive of other rights to which such Director may be entitled as a matter of law.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 3rd day of August, 1983, and I acknowledge the same to be my act.

Donald E. Martin

(SEAL)

FILED FOR RECORD
JAN 27 1984
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

BOOK 028 PAGE 656

ARTICLES OF INCORPORATION

OF

WILLOW SILK DESIGNS, INC .

approved and received for record by the State Department of Assessments and Taxation of Maryland August 8, 1983 at 9:57 o'clock A M. as in conformity with law and ordered recorded.

---

Recorded in Liber 2607 Folio 0458, 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.

Robert A. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 146635

BOOK 028 PAGE 657

GEORGE'S CREEK PHARMACY, INC.

ARTICLES OF AMENDMENT

George's Creek Pharmacy, Inc., a Maryland Corporation, having its principal office at 46 Main Street, Lonaconing, Maryland, 21539 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessment and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to add a statement of election to be a close corporation from and after the date of acceptance of these Articles of Amendment by the Department.

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety ARTICLES SIXTH, SEVENTH and EIGHTH, and by substituting in lieu thereof, the following:

"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 James R. Ritchie.

The amendment was approved by the board of directors and stockholders of the corporation,

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."

IN WITNESS WHEREOF, George's Creek Pharmacy, Inc., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this _____ day of _____, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of George's Creek 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: GEORGE'S CREEK PHARMACY, INC.

Susan C. Ritchie
Secretary

By James R. Ritchie
James R. Ritchie, President

LAW OFFICES
GEBHART, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

32298074

32298073

Compared and ~~Mailed~~ Delivered Eg.
Gregory Getty
TO 21 Prospect
April 2 1984

FILED FOR RECORD
MAR 14 1984
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

BOOK 028 PAGE 658

ARTICLES OF AMENDMENT

OF

GEORGE'S CREEK PHARMACY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 15, 1983 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2606, folio 3708, 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 143976

qcp

BOOK 028 PAGE 659

CERTIFICATE OF CONVEYANCE

ALLEGANY COUNTY

REC FEE 1.00
H----- 0
BALANCE 1.00
[illegible] 0002 R01 T1630
03/14/84

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 TRANSFER have been filed in this Office.

1) The name of each party to the Articles is SHIPWAY ENTERPRISES, INC. (A MARYLAND CORP.) and THE DEPARTMENT OF NATURAL RESOURCES (A BODY POLITIC)

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 THE DEPARTMENT OF NATURAL RESOURCES (A BODY POLITIC) TAWES STATE OFFICE BUILDING ANNAPOLIS, MARYLAND 21401

3) The Articles were accepted for record on August 15, 1983.

As Witness my hand and the Official seal of the said Department at Baltimore this 15th day of September, 19 83.

BW

Compared and Mailed ~~Delivered~~
The Dept of Natural Resources
TO Tawes State Office Bldg
Annapolis, Maryland 21401
Apr 2 1984

Dean W. Kitchen
Corporate Administrator

AT 5-076

BOOK 028 PAGE 660

CERTIFICATE OF CONVEYANCE

OF INTEREST IN LAND BY ARTICLES OF TRANSFER

I. We hereby certify that the herein described property is being conveyed by Articles of Transfer, between the Transferor, ~~Mergerxxx

C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?

____ YES X NO

(If the answer to questions 2A, 2B, or 2C is no, then answer #3. If the answer to questions 2A, 2B, or 2C is yes, then skip Part 3, and sign Part 4.)

3. The full cash value of the property as determined by the Department at the last date of finality is $150,745.00.

(Indicate full cash value for each piece of property.)

4. I hereby affirm under the penalties of perjury that the foregoing statements are true to the best of my knowledge, information and belief.

Glenn R Shipway Pres
(SIGNATURE AND TITLE)
MUST BE OFFICER OR ATTORNEY FOR THE TRANSFEROR

Shipway Enterprises, Inc.
(NAME OF CORPORATION)

V. FOR DEPARTMENT USE ONLY

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 15th day of August, 1983, I have set my hand and caused the seal of said Department to be hereto affixed.

Paula Cary McLean

MARYLAND RECORDATION TAX PAID: 0 N/A

MARYLAND TRANSFER TAX PAID: 0 N/A

LOCAL TRANSFER TAX PAID:

( ) 0

TOTAL: 0 N/A

FILED FOR RECORD
MAR 14 1984
at 8:00 o'clock A.M.
and same day Recorded in
Liber No. [illegible] Folio
one of the Land Records of Allegany
County, Maryland and com-
puted by

BW

Compared and Mailed Delivered BOOK 028 PAGE 662

TO Dept of Natural Resources
Tawes State Office Bldg
Annapolis, Md 21401
Apr 2nd 1984

ARTICLES OF TRANSFER

THESE ARTICLES OF TRANSFER, made this 15th day of August. 1983, by and between SHIPWAY ENTERPRISES, INC., a body corporate of the State of Maryland, hereinafter sometimes referred to as "Transferor", and THE STATE OF MARYLAND, to the use of THE DEPARTMENT OF NATURAL RESOURCES, a body politic, hereinafter sometimes referred to as "Transferee".

WHEREAS. Shipway Enterprises. Inc. entered into an Option Contract with the State of Maryland to the use of the Department of Natural Resources wherein Shipway agreed for the sum of One Hundred Fifty Thousand Seven Hundred Forty-Five Dollars ($150,745.00), to sell to the State 301.49 acres of land, lying in the Third Election District of Allegany County, Maryland, being part of that property conveyed to Shipway by deed dated August 12, 1975 and recorded among the Land Records of Allegany County, Maryland, in Liber 481. folio 62; and

WHEREAS, said Option Contract was approved by the Board of Public Works of the State of Maryland at its meeting of December 22, 1982, and thereafter exercised by the State pursuant to the terms thereof.

NOW, THEREFORE, pursuant to the requirements of Section 3-109, Corporations and Associations Article. Maryland Annotated Code, the Transferor hereby certifies:

FIRST: That the Transferor. Shipway Enterprises. Inc., was duly incorporated under the laws of the State of Maryland on February 14, 1974, and the Transferee is a governmental entity, namely, the State of Maryland to the use of one of its departments.

SECOND: That the Transferee has its principal office in the Tawes State Office Building, Annapolis. Maryland 21401.

THIRD: That the principal office of the Transferor is located at 1007 Harding Avenue. Cumberland, Maryland 21502.

FOURTH: That the terms and conditions of the sale as set forth in the above referred to Option Contract were authorized and approved by Shipway in the manner and by the vote required by its charter as evidenced by the minutes of a meeting called at 8:00 p.m. on October 4, 1982.

32278383



32278384

FIFTH: That the Transferor's Board of Directors has taken the required "Directors' Action" and has obtained the stockholder approval in the manner and as required by Section 3-105, Corporations and Associations Article, Maryland Annotated Code.

SIXTH: That the terms and conditions of the sale as set forth in the Option Contract as aforesaid were approved by the Board of Public Works of the State of Maryland at its meeting of December 22, 1982.

SEVENTH: That the Transferor has agreed to sell and transfer to the Transferee for the sum of One Hundred Fifty Thousand Seven Hundred Forty-Five Dollars ($150,745.00), all or substantially all of its property and assests lying in the Third Election District of Allegany County, being part of that property conveyed to Shipway by deed dated August 12, 1975, and recorded among the aforesaid Land Records in Liber No. 481, folio 62.

IN WITNESS WHEREOF, the Transferor and Transferee have caused these Articles of Transfer to be executed as of the date first above written.

ATTEST:

Elma Everline
ELMA A. EVERLINE, Secretary

SHIPWAY ENTERPRISES, INC.

BY: Glenn R. Shipway (SEAL)
GLENN R. SHIPWAY, President

WITNESS:

Vera V. Matusky

STATE OF MARYLAND TO THE USE OF THE DEPARTMENT OF NATURAL RESOURCES

BY: Torrey C. Brown (SEAL)
TORREY C. BROWN, Secretary

ATTEST:

Sandra K. Reynold
SANDRA K. REYNOLD, Secretary

BOARD OF PUBLIC WORKS OF THE STATE OF MARYLAND

BY: Harry Hughes (SEAL)
HARRY HUGHES, Governor

BY: Louis Goldstein (SEAL)
LOUIS L. GOLDSTEIN, Comptroller

BY: William S. James (SEAL)
WILLIAM S. JAMES, Treasurer

BOOK 028 PAGE 664

STATE OF MARYLAND, COUNTY OF ALLEGANY , To Wit:

I HEREBY CERTIFY that on this 11 day of ~~June~~ AUGUST, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared GLENN R. SHIPWAY, known to me (or satisfactorily proven) to be the President of Shipway Enterprises, Inc., a body corporate of the State of Maryland, and being authorized so to do, in the name and on behalf of said corporation acknowledged the foregoing Articles of Transfer to be the corporate act of said corporation; and at the same time personally appeared ELMA A. EVERLINE, who made oath in due form of law that she was the Secretary of the meeting of said corporation at which the Articles of Transfer were authorized; and both the President and Secretary further acknowledge that the matters and facts set forth in the above Articles of Transfer are true and correct to the best of their knowledge, information and belief.

WITNESS my hand and Notarial Seal.

Carolee M. Ellett
NOTARY PUBLIC

My Commission Expires: July 1, 1986

STATE OF MARYLAND, COUNTY OF Anne Arundel, To Wit:

I HEREBY CERTIFY that on this 15th day of ~~June~~ July 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared TORREY C. BROWN, known to me (or satisfactorily proven) to be the Secretary of Natural Resources and in the name and on behalf of the Department of Natural Resources acknowledged the foregoing Articles of Transfer to be the act of said Department and that the matters and facts set forth in said Articles of Transfer pertaining to the Transferee are true and correct to the best of his knowledge, information and belief.

Lori Ann Rose
NOTARY PUBLIC

My Commission Expires: July 1, 1986

REC FEE 5.00

STATE OF MARYLAND, COUNTY OF Anne Arundel, To Wit:

I HEREBY CERTIFY that on this 1ST day of ~~June~~ August, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared HARRY HUGHES, Governor, LOUIS L. GOLDSTEIN, Comptroller and WILLIAM S. JAMES, Treasurer, known to me (or satisfactorily proven) to be the members constituting the Board of Public Works of the State of Maryland, and in the name and on behalf of the Board of Public Works acknowledged the foregoing Articles of Transfer to be the act of said Board and that the matters and facts set forth in said Articles of Transfer pertaining to the Transferee are true and correct to the best of their knowledge, information and belief.

Marion J Boschert
NOTARY PUBLIC

My Commission Expires: July 1, 1986

Approved as to form and legal sufficiency this 24th day of June, 1983.

Jean Colburn

Jean Colburn
Assistant Attorney General

Phone
301-678-6983

BOOK 028 PAGE 666
EXHIBIT A

Melvin O. Gladhill
Maryland
Pennsylvania

# M.O. Gladhill & Associates

Surveyors Engineers
P.O. Box 356 - Pennsylvania Avenue Extended
Hancock, Maryland 21750

MARCH 2, 1983

DESCRIPTION OF LANDS OF SHIPWAY ENTERPRISES, INC. AS RESURVEYED FOR THE STATE OF MARYLAND, DEPARTMENT OF GENERAL SERVICES

SITUATE ON THE WEST SIDE OF GREEN RIDGE ROAD NORTH, ON BOTH SIDES OF THE M.V. SMITH ROAD AND ON THE NORTH AND SOUTH SIDES OF OLD U.S. ROUTE 40 (NOW SCENIC ROUTE 40) ON THE WEST SLOPE OF GREEN RIDGE IN ELECTION DISTRICT NO. 3 OF ALLEGANY COUNTY, MARYLAND, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

TRACT #1

BEGINNING AT A STONEPILE, FOUND, AT OR NEAR THE END OF THE FIRST OR S 45° E 82 PERCH LINE OF A PATENTED TRACT OF LAND KNOWN AS "DROVER'S LOT", OF RECORD AT SURVEYOR'S BOOK A-C FOLIO 307, ALLEGANY COUNTY LAND RECORDS; SAID STONEPILE ALSO BEING AT OR NEAR THE END OF THE FIRST OR S 45° E 82 PERCH LINE OF THE "DROVER'S LOT RESURVEYED" OF RECORD AT SURVEYOR'S BOOK A-C FOLIO 463 & 464 OF SAID LAND RECORDS; SAID STONEPILE ALSO BEING LOCATED AT MARYLAND GRID COORDINATES OF NORTH 676049.43 and EAST 392049.15 AND RUNNING THENCE WITH THE LINES OF SAID DROVER'S LOT AND DROVER'S LOT RESURVEYED WITH BEARINGS BASED ON AND IN AGREEMENT WITH THE MARYLAND GRID COORDINATE SYSTEM (TRUE NORTH) AS NOW RESURVEYED ALONG LANDS OF THE STATE OF MARYLAND

| | | |
|---|---|---|
| S 35°-54'-06" E | 326.56' | TO A STONEPILE, FOUND, AT OR NEAR THE END OF THE 2nd LINE OF SAID DROVER'S LOT RESURVEYED AND THENCE WITH PART OF THE 3rd LINE OF SAID TRACT |
| N 65°-00'-26" E | 664.06' | TO AN IRON BAR, SET AT THE INTERSECTION OF SAID 3rd LINE WITH THE WESTERN BOUNDARY OF THE LANDS OF MARY G. SHIPWAY (L. 453 P. 172) AND RUNNING THENCE WITH SAID LANDS OF SHIPWAY |
| S 30°-58'-35" W | 258.12' | TO AN IRON BAR, SET, AT THE SOUTHWEST CORNER OF SAID SHIPWAY LANDS AND THE NORTHWEST CORNER OF LANDS OF JOHN C. DICKSON AND MILDRED C. DICKSON (L. 509 P. 717) AND RUNNING THENCE WITH SAID DICKSON LANDS |
| S 30°-57'-17" W | 1072.50' | TO A CONCRETE MONUMENT, FOUND, AT THE SOUTHWEST CORNER OF SAID DICKSON LANDS AND THE NORTHWEST CORNER OF LANDS OF SAMUEL P. SMITH (L. 491 P. 607) AND RUNNING THENCE WITH SAID SMITH LANDS |

EXHIBIT A

PAGE TWO

DESCRIPTION OF LANDS OF SHIPWAY ENTERPRISES, INC. AS RESURVEYED FOR THE STATE OF MARYLAND, DEPARTMENT OF GENERAL SERVICES

| | | |
|---|---|---|
| [redacted] 30°-57'-17" W | 1025.40' | TO A POST AND STONES, FOUND, AT THE SOUTH-WEST CORNER OF SAID SMITH LANDS AND ON THE 21st OR N 43° W 51½ PERCH LINE OF SAID DROVER'S LOT RESURVEYED, AND RUNNING THENCE WITH THE REMAINDER OF SAID 21st LINE ALONG LANDS OF THE STATE OF MARYLAND (L. 480 P. 752) |
| N 42°-49'-12" W | 355.13' | TO A PLANTED STONE, FOUND, AT OR NEAR THE END OF SAID 21st LINE AND AT OR NEAR THE END OF THE 2nd OR S 18" W 102 PERCH LINE OF SAID ORIGINAL "DROVER'S LOT", AND RUNNING THENCE WITH THE 3rd LINE OF SAID "DROVER'S LOT" AND THE 22nd LINE OF DROVER'S LOT RESURVEYED |
| N 89°-56'-41" W | 1020.16' | TO A STONEPILE, FOUND, AT OR NEAR THE END OF SAID LINES,AND RUNNING THENCE WITH PART OF THE CLOSING LINE OF SAID "DROVER'S LOT" |
| N 15°-56'-35" E | 2213.52' | TO AN IRON BAR, SET, ON THE SOUTHERN MARGINAL LINE OF U.S. SCENIC ROUTE 40, AND RUNNING THENCE WITH SAID MARGINAL LINE AT AND/OR ALONG THE TOE OF SLOPE THE FOLLOWING THREE COURSES AND DISTANCES |
| [redacted] 86°-51'-29" E | 499.61' | TO AN IRON BAR, SET, THENCE |
| N 75°-49'-55" E | 64.74' | TO AN IRON BAR, SET, THENCE |
| N 70°-51'-05" E | 118.57' | TO AN IRON BAR, SET, AT THE INTERSECTION OF SAID MARGINAL LINE AND THE 1st LINE OF SAID "DROVER'S LOT" AND RUNNING THENCE WITH THE REMAINDER OF SAID 1st LINE AND LEAVING SAID MARGINAL LINE |
| S 43°-58'-58" E | 573.75' | TO THE PLACE OF BEGINNING. |

CONTAINING 74.79 ACRES OF LAND, MORE OR LESS.

BEING PART OF PARCEL #2 OF THE DEED FROM SAMANTHA BELLE SHIPWAY TO SHIPWAY ENTERPRISES, INC. DATED AUGUST 12, 1975, AND RECORDED AT LIBER 481 PAGE 62 AMONG THE LAND RECORDS OF ALLEGANY COUNTY, MARYLAND.

[redacted]

DESCRIPTION OF LANDS OF SHIPWAY ENTERPRISES, INC. AS RESURVEYED FOR THE STATE OF MARYLAND, DEPARTMENT OF GENERAL SERVICES

TRACT #2

BOOK 028 PAGE 668

BEGINNING AT A PLANTED STONE, FOUND, AT OR NEAR THE END OF THE 5th OR N 55° W 21 PERCH LINE OF THE TRACT OF LAND KNOWN AS DROVER'S LOT RE-SURVEYED AND ALSO BEING AT OR NEAR THE BEGINNING OF THE TRACT KNOWN AS "GREEN RIDGE TAVERN" OF RECORD AT SURVEYOR'S BOOK A-C FOLIO 307; SAID PLANTED STONE BEING LOCATED AT MARYLAND GRID COORDINATES OF NORTH 677610.1 and EAST 393006.06 AND RUNNING THENCE WITH THE 1st THROUGH THE 10th LINES OF "GREEN RIDGE TAVERN" AND ALONG THE LANDS OF THE STATE OF MARYLAND WITH BEARINGS BASED ON AND IN AGREEMENT WITH THE MARYLAND GRID COORDINATE SYSTEM (TRUE NORTH) AS NOW RESURVEYED

| | | |
|---|---|---|
| N 79°-08'-58" W | 1217.02' | TO A STONEPILE, FOUND, THENCE |
| N 22°-06'-40" W | 696.59' | TO A STAKE AND STONES, FOUND, THENCE |
| N 36°-28'-16" W | 390.89' | TO A PLANTED STONE, FOUND, THENCE |
| N 10°-48'-05" W | 221.86' | TO A MARKED WHITE OAK TREE, THENCE |
| N 28°-27'-28" E | 129.07' | TO A DEAD PINE TREE MARKED WITH 6 OLD NOTCHES, THENCE |
| N 57°-57'-02" E | 264.87' | TO A PLANTED STONE, FOUND, THENCE |
| N 45°-14'-46" E | 529.46' | TO A STONEPILE, FOUND, THENCE |
| N 07°-04'-15" E | 463.70' | TO A PLANTED STONE, FOUND, THENCE |
| S 78°-41'-30" E | 1022.81' | TO A PLANTED STONE, FOUND, THENCE |
| N 84°-23'-27" E | 1471.43' | TO A STONEPILE, FOUND, THENCE LEAVING THE LINES OF "GREEN RIDGE TAVERN" AND RUNNING WITH THE LINES OF "DROVER' S LOT RESURVEYED" |
| N 41°-38'-21" E | 770.62' | TO A STONEPILE, FOUND, THENCE LEAVING THE LANDS OF THE STATE OF MARYLAND AND RUNNING WITH THE LANDS OF THE CUMBERLAND REAL ESTATE CORPORATION (L. 350 P. 571) |
| N 00°-14'-44" W | 594.00' | TO AN IRON BAR, THENCE |
| N 81°-45'-16" E | 363.00' | TO AN IRON BAR, THENCE |
| N 36°-45'-17" E | 33.00' | TO AN IRON BAR, THENCE WITH THE LANDS OF MARY G. SHIPWAY (L. 469 P. 492) |
| S 49°-31'-32" E | 1363.01' | TO AN IRON BAR, THENCE WITH THE LANDS OF JOSEPH WEISS (L. 526 P. 671) |
| S 18°-22'-52" W | 257.00' | TO A CORNER WOOD FENCE POST (PAINTED |

DESCRIPTION OF LANDS OF SHIPWAY ENTERPRISES, INC. AS RESURVEYED FOR THE STATE OF MARYLAND, DEPARTMENT OF GENERAL SERVICES

| | | |
|---|---|---|
| | | WHITE) THENCE WITH THE LANDS OF CALVIN TRAIL (L. 344 P. 401; L. 441 P. 904; L. 489 P. 19) |
| S 53°-19'-49" W | 222.04' | TO A CORNER WOOD FENCE POST (PAINTED WHITE) THENCE |
| S 76°-53'-33" W | 152.27' | TO AN IRON PIPE, THENCE |
| S 40°-02'-12" W | 276.09' | TO A LARGE BLACK OAK TREE, THENCE |
| S 50°-41'-35" E | 240.18' | TO AN IRON BAR ON THE WEST RIGHT OF WAY LINE OF GREEN RIDGE ROAD NORTH, THENCE WITH SAID RIGHT OF WAY LINE |
| S 59°-42'-25" W | 112.25' | TO AN IRON BAR, THENCE BY A CURVE TO THE LEFT HAVING A RADIUS OF 1267.54' AND AN ARC LENGTH OF 401.28' BY A CHORD BEARING AND DISTANCE OF |
| S 50°-38'-14" W | 399.61' | TO AN IRON BAR, THENCE |
| S 39°-36'-05" W | 152.28' | TO AN IRON BAR, THENCE BY A CURVE TO THE LEFT HAVING A RADIUS OF 4434.68' AND AN ARC LENGTH OF 364.57' BY A CHORD BEARING AND DISTANCE OF |
| S 37°-14'-45" W | 364.47' | TO AN IRON BAR, THENCE |
| S 33°-44'-07" W | 181.76' | TO AN IRON BAR, THENCE |
| S 29°-23'-37" W | 160.76' | TO AN IRON PIPE THENCE LEAVING SAID ROAD AND RUNNING WITH NEW LINES OF DIVISION |
| N 60°- 36'-23" W | 160.00' | TO AN IRON PIPE THENCE |
| S 44°-57'-26" W | 356.51' | TO AN IRON BAR, THENCE |
| S 29°-40'-48" E | 59.77' | TO AN IRON BAR, THENCE |
| S 32°-56'-34" W | 664.22' | TO AN IRON BAR ON THE NORTH SIDE OF OLD U.S ROUTE 40 AT THE TOE OF SLOPE, THENCE ALONG THE NORTH SIDE OF OLD U.S. ROUTE 40 AT OR NEAR THE BOTTOM OR TOE OF SLOPE |
| S 60°-00'-59" W | 194.45' | TO AN IRON BAR, THENCE |
| S 60°-49'-58" W | 128.35' | TO AN IRON BAR, THENCE |
| S 49°-06'-14" W | 466.64' | TO AN IRON BAR, THENCE |
| S 46°-32'-34" W | 125.54' | TO AN IRON BAR, THENCE |

EXHIBIT A



PAGE FIVE

DESCRIPTION OF LANDS OF SHIPWAY ENTERPRISES, INC. AS RESURVEYED FOR THE STATE OF MARYLAND, DEPARTMENT OF GENERAL SERVICES

| | | |
|---|---|---|
| S 24°-31'-32" W | 240.74' | TO AN IRON BAR, THENCE |
| S 64°-38'-45" W | 67.03' | TO AN IRON BAR, THENCE |
| N 79°-01'-35" W | 210.13' | TO AN IRON PIPEAT THE TOE OF SLOPE AND ON OR NEAR THE EASTERN BOUNDARY OF THE LANDS OF THE STATE OF MARYLAND, THENCE WITH SAID LANDS |
| N 02°-21'-47" E | 325.12' | TO AN IRON PIPE & STONES, THENCE |
| N 54°-08'-59" W | 341.87' | TO THE PLACE OF BEGINNING. |

CONTAINING 226.36 ACRES OF LAND, MORE OR LESS.

BEING PART OF PARCEL NO. 1 AND PART OF PARCEL NO. 2 OF THE SAME LANDS CONVEYED FROM SAMANTHA BELLE SHIPWAY, WIDOW, TO SHIPWAY ENTERPRISES, INC. BY DEED DATED AUGUST 12, 1975, AND OF RECORD AT LIBER 481 PAGE 62 AMONG THE LAND RECORDS OF ALLEGANY COUNTY, MARYLAND. SAID TRACT #2 HEREIN COMPRISES ALL OF THE TRACT "GREEN RIDGE TAVERN" AND PART OF THE TRACT "DROVER'S LOT RESURVEYED" AS HEREINBEFORE REFERENCED.

EXHIBIT A

PAGE SIX

DESCRIPTION OF LANDS OF SHIPWAY ENTERPRISES, INC. AS RESURVEYED FOR THE STATE OF MARYLAND, DEPARTMENT OF GENERAL SERVICES

TRACT NO. 3

BOOK 028 PAGE 671

BEGINNING AT AN IRON PIPE ON THE SOUTH SIDE OF OLD U.S. ROUTE 40 (NOW SCENIC ROUTE 40) AND ON THE EASTERN BOUNDARY OF LANDS OF THE STATE OF MARYLAND; SAID IRON BAR BEING S 02°-21'-47" W 85.08' FROM THE END OF THE N 79°-01'-35" W 210.13' LINE OF TRACT NO. 2 AS HEREINBEFORE DESCRIBED; SAID IRON BAR ALSO BEING LOCATED AT MARYLAND GRID COORDINATES OF NORTH 677,000.11 and EAST 393,266.25 AND RUNNING THENCE WITH THE LANDS OF THE STATE OF MARYLAND WITH BEARINGS BASED ON AND IN AGREEMENT WITH THE MARYLAND GRID COORDINATE SYSTEM (TRUE NORTH)

| | | |
|---|---|---|
| S 02°-21'-47" W | 245.87' | TO AN IRON PIPE, THENCE WITH THE LANDS OF MARY G. SHIPWAY (L. 453 P. 172) |
| N 30°-58'-35" E | 251.68' | TO AN IRON BAR ON THE SOUTH MARGINAL LINE OF OLD U.S. ROUTE 40, THENCE WITH SAID MARGINAL LINE |
| N 75°-57'-16" W | 123.08' | TO THE PLACE OF BEGINNING. |

CONTAINING 0.34 ACRES OF LAND, MORE OR LESS.

BEING A SMALL PART OF DROVER'S LOT RESURVEYED AND ALSO PART OF PARCEL NO. 2 OF THE LANDS CONVEYED FROM SAMANTHA BELLE SHIPWAY, WIDOW, TO SHIPWAY ENTERPRISES, INC. BY DEED DATED AUGUST 12, 1975, AND OF RECORD AT LIBER 481 PAGE 62 AMONG THE LAND RECORDS OF ALLEGANY COUNTY, MARYLAND.

Transferor - Shipway Enterprises, Inc - Md Corp

Transferee - The Department of Natural Resources -

BOOK 028 PAGE 672

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

| TIME | MO. | DAY | YEAR |
|---|---|---|---|
| 10:45 | 8 | 15 | 83 |

| | |
|---|---|
| | TAX |
| 30 | DING FEE |
| | D PARTNERSHIP FEE |
| 4 | R 1 Cert & Copy Assignment Allegany Co. |
| 34 | TOTAL CASH ☐ CHECK ☑ APPROVED BY PCM |

(51)

Dept. of Natural Resources
Tawes State Office Bld
Annapolis, Md 21401

FILED FOR RECORD
MAR 14 1984
at 2:42 o'clock P.M.
same day Recorded in
Liber No. [illegible] Folio [illegible]
one of the Records of Allegany
County, Maryland and com-
pared by [illegible]

BOOK 028 PAGE 673

ARTICLES OF TRANSFER

BETWEEN

SHIPWAY ENTERPRISES, INC. (A MD. CORP.)-TRANSFEROR

AND

THE DEPARTMENT OF NATURAL RESOURCES (A BODY POLITIC)-TRANSFEREE

approved and received for record by the State Department of Assessments and Taxation of Maryland August 15, 1983 at 10:45 o'clock A. M. as in conformity with law and ordered recorded.

//

Recorded in Liber 2607, folio 1485, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

4.00 Certificate of Allegeny County Land Reco

34.00 Total

To the clerk of the Circuit Court of Allegany County

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

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

R B Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 144135

gcp

BOOK 028 PAGE 674

Compared and Mailed Delivered BW
Nina M. Clark
TO 1266 Rocky Road 21502
Cumberland, Maryland
Apr 2 1984

ARTICLES OF INCORPORATION

OF

T.C.R. EQUIPMENT REPAIR, 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:

T.C.R. EQUIPMENT REPAIR, INC.

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

(1) To maintain, assemble, equip, repair, service, hold, own, hire, use, operate, and generally to deal and traffic in all kinds of motor driven vehicles, automobiles, trucks, cars, cabs, motorcycles, airplanes, tractors, construction equipment, crawlers, loaders, motors, engines, and any other vehicles, machinery and appliances, and all chassis, bodies, parts, accessories, specialties and equipment, and all goods, materials, and merchandise, and all engines, devices, machinery, tools, and hardware of every kind and nature which in anywise appertain thereto which can or may be used in conjunction therewith, and generally to conduct an equipment service business.

(2) To build, maintain, and operate equipment service facilities, repair shops, buildings, storage houses and garages for the storing, caring for, repair or service of equipment and motor vehicles of every kind, nature and description.

(3) To buy, or otherwise obtain, hold, store, sell or otherwise dispose of, or trade in goods, and merchandise, including parts of all kinds and descriptions, as well as materials and all things required or related to the conduct of an equipment repair facility.

(4) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to acquire, develop, or improve, real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(5) To purchase, lease, or otherwise acquire stores, offices, 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, 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, license in respect of, sell and otherwise turn to account the same.

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

(9) 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 place at which the principal office of the Corporation in this State will be located is Route 40, West, Frostburg, Maryland, 21532. The resident agent of the Corporation is Nina M. Clark, whose post office address is 1266 Vocke Road, 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 By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock oustanding, 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 name of the director who shall act until the first annual meeting or until her successor or successors are duly chosen and qualified is: Nina Clark.

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 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 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 preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent

permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote by 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 18th day of August, 1983, and I acknowledge the same to be my act.

WITNESS:

Carolyn L Hennig

(SEAL)
GORMAN E. GETTY, III

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 18th day of August, 1983, 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 aforegoing Articles of Incorporation to be his act and deed.

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

Susan K Kay
NOTARY PUBLIC

My Commission Expires: 7/1/86

FILED FOR RECORD
MAR 14 1984
at 12:20 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

BOOK 028 PAGE 679

ARTICLES OF INCORPORATION

OF

T.C.R. EQUIPMENT REPAIR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 23, 1983 at 10:14 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2607, folio 1395, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

9-5

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

A 144128

gcp

BOOK 028 PAGE 680

WESTERN MARYLAND FOOD BANK, INC.

Articles of Incorporation ~~Prepared and Mailed Deliver~~ Rec'd
George Harpold
TO P.O. Box 444
211 Delano Avenue
Frostburg, Maryland 21532
Apr 2 19[illegible]

FIRST: The undersigned,

George Harpold
211 Delano Avenue
Frostburg, Md. 21532 George Harpold

Mae Baugher
206 S. Second St.
LaVale, Md. 21502 Mae Baugher

Joe Freno
1904 Frederick St.
Cumberland, Md. 21502 Joseph Freno

Ed Miller
47 Baltimore St.
Cumberland, Md. 21502

Mike Brandes
Friends Aware P.O. Box 60
Cumberland, Md. 21502 Mike Brandes

Shirley Shears
Community Action-Keyser
Box 10
Keyser, W.V. 26726 Shirley Shears

Florence Whitworth Florence Whitworth
801 Woodland Ave.
LaVale, Md. 21502

James McGovern
St. Patrick's Church
201 N. Centre St.
Cumberland, Md. 21502 James O. McGovern

Tom Ruckert
Salem Children's Trust
Lower New Germany Rd.
Star Route Box 60C
Frostburg, Md. 21532 Tom Ruckert

John Shuman
Rte #1 Box 31
Frostburg, Md. 21532 John Shuman

Amy Shuman
Rte #1 Box 31
Frostburg, Md. 21532 Amy Shuman

Dale Coleman
15 Hawthorne Dr.
Frostburg, Md. 21532 Bernard D. Coleman

32298111

~~3156804~~ 2 pd.

each being at twenty-one years of age agree to form a Corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is *THE WESTERN MARYLAND FOOD BANK, INC.*,

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

1. The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations described in Section 501 (C)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended. For the general purposes aforesaid, and limited to those purposes, the objects of the Corporation shall be:
    a) The collecting of surplus, misbranded, or overruns of commercial food products; and
    b) The storage of said collected food products including refrigeration and frozen storage; and
    c) The distribution of said collected food products to organizations that qualify as exempt 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) which shall distribute this food for emergency feeding purposes.
2. For the purposes aforesaid, the Corporation shall have the following powers:
    a) To raise funds by solicitations, business enterprises, or borrowing.
    b) Accept and receive contributions of services, and money and property of every kind and description by gift, subscription, devise, bequest, or otherwise.

c) Buy, build, lease, sell, mortgage, manage or otherwise deal with real or personal property.

d) Enter into contracts or agreements of any kind.

e) To hold, invest, reinvest, and manage money and propeety and to use the principal and income thereof.

f) To borrow money and execute and issue promissory notes, bonds, debentures, and other evidence of indebtedness, from time to time, for any lawful corporate purpose and to mortgage, pledge and otherwise charge any and all of its property and other assets to secure the payment thereof.

g) To do all and everything necessary, suitable and proper for the accomplishment of any of the objects or purposes herein before mentioned, either alone or in association with individuals, charitable organizations, associations, partnerships, or other corporations, including federal, state, and county and municipal bodies and authorities in general.

h) To do any and all things which a natural person could do, or which may now or hereinafter be authorized by law, and it is the intention that the foregoing enumeration of specific powers shall not be held to limit or restrain in any manner the general powers of this Corporation as conferred by law.

3. 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. No substantial part of the activities of the Corporation shall be to carry on propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in any political

campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 502(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States revenue law) or by a corporation, contributions to which are deductible under section 170(C)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States revenue law). The Corporation shall not own or hold more real property than is reasonably necessary to carry out the objects of the Corporation.

4. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the paying of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

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

herein specified is not intended as exclusive or as a waiver of any of the powers, rights, or privileges granted or conferred by law of the said State now or hereinafter in force.

FOURTH: The post office address of the principal office of the Corporation in Maryland is VALLEY ROAD ROUTE 3 Box 508, Cumberland, Md 21502 . The name and post office address of the resident agent of the Corporation in Maryland is George Harpold, P O Box 444 211 Delano Ave Frostburg, Maryland, 21532. Said resident agent is a citizen of the State of Maryland and resides therein.

FIFTH: The corporation shall not be authorized to issue capital stock.

SIXTH: The number of directors of the Corporation shall be seventeen (17), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

George Harpold George Harpold
Mae Baugher Mae Baugher
Joe Freno Joseph Freno
Ed Miller
Mike Brandes Mike Brandes
Shirley Shears Shirley Shears
Florence Whitworth Florence Whitworth
James McGovern James J. McGovern
Tom Ruckert Tom Ruckert
John Shuman John Shuman
Amy Shuman Amy Shuman
Dale Coleman Donald D. Coleman

(Addresses of the above are on page 1)

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation on the 7th of July, 1983,
WITNESS:

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation and severally acknowledge the same to be our act on the 7th day of July, 1983,
WITNESS:

George Harpold George Harpold
Mae Baugher Mae Baugher
Joe Freno Joseph Freno
Ed Miller
Mike Brandes Mike Brandes
Shirley Shears Shirley Shears
Florence Whitworth Florence Rowhitworth
James McGovern James O. McGovern
Tom Ruckert Tom Ruckert
John Shuman John Shuman
Amy Shuman Amy Shuman
Dale Coleman Bernard D. Coleman

SWORN TO AND SUBSCRIBED TO BEFORE ME THIS 7th day of July, 1983.

MARY K. HELKER NOTARY PUBLIC Allegany Co. Md.

Mary K. Helker
NOTARY PUBLIC
My commission expires July 1, 1986

FILED FOR RECORD
MAR 14 1984
at 10:20 o'clock A.M.
and same day recorded in
Liber No. 607 Folio 686
one of the Land Records of Allegany
County, Maryland, and com-
pared by

BOOK 028 PAGE 686

ARTICLES OF INCORPORATION

OF

THE WESTERN MARYLAND FOOD BANK, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 17, 1983 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2607, folio 0989, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

075

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 144055

gcp

BOOK 028 PAGE 687

ARTICLES OF AMENDMENT

Zembo Trucking, Inc., a Maryland corporation, having its principal office at Route 3, Bedford Road, Cumberland, Maryland 21502, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by deleting therefrom, in its entirety, ARTICLE SECOND, and substituting in lieu thereof the following new ARTICLE SECOND:

> "ARTICLE SECOND: The name of the corporation, which is hereinafter referred to as the "Corporation", is: Chris Zembower Trucking, Inc."

SECOND: By written informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with §2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors duly advise the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation, pursuant to and in accordance with §2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders duly approve said amendments.

IN WITNESS WHEREOF, Zembo Trucking, Inc. cause these presents to be signed in its name and on its behalf by its Presi-

2284080

5.60

Compared and Mailed Delivered
TO Chris Zembower Trucking Inc
Rt #3 Bedford Road
Cumberland Maryland 21502
Apr 2 19 84

the Secretary on this 31 day of May, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of Zembo Trucking, Inc. and under the penalties of perjury that the matters and facts set forth herein with respect to the authorization and approval are all true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Deborah Zembower
Deborah Zembower,
Secretary

ZEMBO TRUCKING, INC.

(SEAL)
By: Christopher L. Zembower
President

FILED FOR RECORD
MAR 14 1984
at 11:01 o'clock A. M.
and same day Recorded in
Liber No. 028 Folio 689
one of the Land
Records of Allegany
County, Maryland, and com-
pared by

BOOK 028 PAGE 689

ARTICLES OF AMENDMENT

OF

ZEMBOWER TRUCKING, INC.

Changing its name to

CHRIS ZEMBOWER TRUCKING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 22, 1983 at 9:32 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2607, folio 1646, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

095

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.

Robert A. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 144161

gcp

WJ
RA

LIBER 028 PAGE 690

# ARTICLES OF INCORPORATION

# OF

# CUMBERLAND SCOTTISH RITE FOUNDATION, INC.

REC FEE 4.30
M----- 0 #
BALANCE 8.60
#104050 C002 R01 T14:48
04/11/84

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James R. Lough, 13510 Tuilip Street, Potomac Park, Cumberland, Maryland; Leonard C. Schwab, 400 LeFevre Road, Cumberland, Maryland; Robert B. Young, 811 Sylvan Avenue, Cumberland, Maryland; and Jerome F. Robinette, 511 Williams Street, Cumberland, Maryland, all being of full legal age, do, under and by virtue of the General Laws of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

CUMBERLAND SCOTTISH RITE FOUNDATION, INC.

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

(a) Said corporation is organized exclusively for charitable, religious, literary educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or

BW
Compared and Mailed ~~Delivered~~
Jerome F Rabenetty
To 511 Williams St
Cumb. Md. 21502
Apr 18 1984

WILSON AND WILKINSON
CUMBERLAND, MD.

32668063

benefit of the Corporation.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by mention of any particular purpose, object or business, to limit or restrict any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations.

FOURTH: The post office address of the principal office of the Corporation in this State is Masonic Temple, Greene Street, Cumberland, Maryland, 21502. The Resident Agent of the Corporation is Jerome F. Robinette, 511 Williams Street, Cumberland, Maryland, 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a Board of four (4) Directors, which number may be increased or decreased in accordance with the Bylaws of the Corporation, and shall never be less than three (3) nor more than nine (9). The names of the Directors who shall act as such until the first annual meeting of the Directors or until their successors are duly chosen and qualify are:

Joseph Wagner
John J. Sidley
A. Wayne Reed
G. Frederick Widmyer

SIXTH: The Corporation shall not have any capital stock.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial

part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

EIGHTH: 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, literary educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is 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.

LIBER 028 PAGE 693

NINTH: The members of the Corporation shall consist of the members of the Cumberland Consistory of the Scottish Rite, Freemasonry, S.J., for the time being and such additional members, if, as may be elected to membership in the Cumberland Consistory of the Scottish Rite, Freemasonry, S.J.

TENTH: The duration of the Corporation shall be perpetual.

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

WITNESS:

Joseph H. Wagner — James R. Lough (SEAL)

Joseph H. Wagner — Leonard C. Schwab (SEAL)

L. Fred Schlueger — Robert B. Young (SEAL)

L. K. Shaffenman — Jerome F. Robinette (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 20th day of Sept., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James R. Lough, Leonard C. Schwab, Robert B. Young and Jerome F. Robinette, and they each acknowledged the aforegoing instrument of writing to be their respective act and deed.

WITNESS my hand and Notarial Seal.

DOUGLAS S. SCHWAB NOTARY

Douglas S. Schwab
Notary Public

My Commission Expires July 1, 1986.

FILED FOR RECORD
11 1984
O'clock P M.
same day Recorded in
No. Folio
of the
Records of Allegany
nty, Maryland and com-
d by
Clerk

LIBER 028 FOLIO 694

ARTICLES OF INCORPORATION

OF

CUMBERLAND SCOTTISH RITE FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 23, 1983 at 8:32 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2612, folio 0846, 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.

Gal B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 148122

glw

LIBER 028 PAGE 695

AMENDED

ARTICLES OF INCORPORATION

REC FEE 4.35
M----- 0 #
BALANCE 12.95
#104060 C002 R01 T14:49
04/11/84

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: On July 21, 1983 I executed Articles of Incorporation naming the intended corporation (the Corporation) as "Fibers, Inc." These Articles of Incorporation were accepted for filing on July 25, 1983.

THIRD: I wish to amend the Articles of Incorporation to state that the name of the Corporation is:

FIBRED, INC.

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

TO provide a means and method of evaluating, examining, financing, licensing, purchasing, promoting, expediting, developing, testing, producing, and marketing in whole or in part all inventions, formulae and any product or service of any kind and character related to the fabrication, extraction or processing of natural or synthetic fibers, and to engage in any other lawful activities.

FIFTH: The Post Office address at which the principal office of the Corporation in this State will be located is 543 National Highway, Post Office Box 3277, LaVale, Maryland 21502.

WTF/jb
8/11/83

Compared and Mailed ~~Delivered~~ BW 32298026
TO Karen A. Idol
543 National Highway
LaVale, Md. 21502
Apr. 18, 1984

THE Resident Agent of the Corporation is KAREN O. IDOL, whose Post Office address is 543 National Highway, Post Office Box 3277, LaVale, Maryland 21502.

SIXTH: The Corporation shall have not less than three directors, which number may be increased pursuant to the Bylaws of the Corporation, and KAREN O. IDOL, DONALD BITTNER & W. TIMOTHY FINAN shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total amount of the authorized capital stock of the Corporation is ONE HUNDRED THOUSAND DOLLARS ($100,000) 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.

EIGHTH: I am the only incorporator of the Corporation. No organization meeting of the Board of Directors has been held. Therefore, the Amended Articles of Incorporation are executed and filed in accordance with the terms of Section 2-603 (B) of the Corporations and Associations Article of the Annotated Code of Maryland.

WITNESS:

Joan Bittner W. Timothy Finan (SEAL)
W. TIMOTHY FINAN

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

I HEREBY CERTIFY, That on this 11th day of August, 1983, 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.

JEAN BOCHY, Notary Public

My Commission Expires
July 1, 1986



LIBER 028 PAGE 698

FILED FOR RECORD
11 1984 19
O'clock M.
the day Recorded in
No. Folio
the Records of Allegany
Maryland, and com-

AMENDED ARTICLES OF INCORPORATION

OF

FIBERS, INC.

Changing its name to:

FIBRED, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 17, 1983 at 8:58 o'clock A M. as in conformity with law and ordered recorded.

4

2338

Recorded in Liber 2610, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland. EFFECTIVE DATE: July 25, 1983 at 10:14 AM

SEH

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.

Gail B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 147765

bt

LIBER 028 PAGE 699

GRACE MISSION INC

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Norman Wallace, George Franklin Smyers, Jack T. Kaufman and Elmer C. Rexrode, all of Allegany County, Maryland, elected by the members of the congregation of Grace Mission Inc. to act as Trustees in the name of and on behalf of said congregation to manage the estate, property, interest and inheritance of same, and each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of Section 5-301, et seq., of the Corporations and Associations Article of the Annotated Code of Maryland.

REC FEE 4.35
M----- 0 #
BALANCE 17.30
#104070 C002 R01 T14:51
04/11/84

SECOND: The name of the congregation and of the Corporation shall be GRACE MISSION INC.

THIRD: The plan and purpose of the Corporation adopted at the meeting of the members of the congregation electing the Trustees are as follows, to wit:

1. To establish and conduct a Church for religious purposes of the Baptist faith, in affiliation with the Baptist Convention of Maryland, Inc. and the Southern Baptist Convention.

2. To establish a religious corporation and church to be known as Grace Mission Inc.

3. In addition to the minister, there shall be at all times be at least four (4) Trustees, elected to serve terms of one (1) year, or until their successors are chosen, at an annual meeting of the members of the congregation held for that purpose. The Trustees shall hold in trust the property of the Church, and shall have the actual care and up-keep of all Church facilities,

GERSON, GERSON & TROZZO
ATTORNEYS AT LAW
SUITE 110
ALGONQUIN HOTEL
CUMBERLAND, MD 21502
(301) 759-4343

3250804

Compared and Mailed Delivered
TO Elmer Rexrode
RT#3 Box 269-X
Rawlings, Maryland 21557
Apr 18 1984

but shall have no power to buy, sell, mortgage, lease or transfer any property without a specific vote of the Church membership authorizing such action. All individuals admitted to membership of the Church shall be eligible for election to the office of Trustee.

4. All individuals admitted to membership of the Church shall be eligible to vote at elections for Trustees and all other positions established by the Church.

FOURTH: The Church shall be located in Allegany County, Maryland, and the mailing address of the Corporation is c/o Elmer Rexrode, Route 3, Box 269-X, Rawlings, Maryland 21557. The Resident Agent of the Corporation is Elmer Rexrode, whose address is Route 3, Box 269-X, Rawlings, Maryland 21557. Said Resident Agent is a citizen of the State of Maryland and actually resides herein.

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on this 1st day of September, 1983.

WITNESS:

Patricia Wallace — Norman Wallace
Norman Wallace, Trustee

Vicki Kaufman — George Franklin Smyers
George Franklin Smyers, Trustee

Vicki Kaufman — Jack T Kaufman
Jack T. Kaufman, Trustee

Vicki Kaufman — Elmer C. Rexrode
Elmer C. Rexrode, Trustee

GERSON, GERSON
& TROZZO
ATTORNEYS AT LAW
SUITE 110
ALGONQUIN HOTEL
CUMBERLAND, MD 21502
(301) 759-4343

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of September, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared, NORMAN WALLACE, GEORGE FRANKLIN SMYERS, JACK T. KAUFMAN and ELMER C. REXRODE, Trustees of the Grace Mission Inc., and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

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

My Commission Expires:

July 1986

Antoinette J. Giuliano
Notary Public






[redacted]SON, GERSON
TROZZO
[redacted]RNEYS AT LAW
[redacted] SUITE 110
ALGONQUIN HOTEL
CUMBERLAND, MD 21502
(301) 759-4343

ED FOR RECORD
1984
O'clock M.
he day Recorded in
o. Folio
he
Records of Allegany
Maryland, and com-
Clerk



ARTICLES OF INCORPORATION

OF

GRACE MISSION INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 13, 1983 at 4:30 o'clock PM. as in conformity with law and ordered recorded.

Recorded in Liber 2610, folio 1239, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 10.00 Special Fee paid $ _____

To the clerk of the circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 147566

glw

LIBER 028 PAGE 703

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1983.

*** ***** ***

# ARTICLES OF INCORPORATION

OF

# PORTER'S RUN PLANT COMPANY

*** *****

REC FEE **4.35
M----- 0 #
BALANCE 8.70
#104110 C002 R01 T14:53
04/11/84

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:

PORTER'S RUN PLANT COMPANY

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

A. To engage in the wholesale and retail sale of plants and flowers.

B. And to do anything permitted by Section 2-103 of the Corporations and Associates 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,

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

Compared and Mailed ~~Delivered~~
Sharon E. Kazary
TO Bal. 9.R.
Cumberland, Md. 21502
Apr. 18, 1984

32388190

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 9A, Gramlich Road, LaVale, Maryland 21502. The Resident Agent of the Corporation is Sharon E. Kazary, whose post office address is Route 1, Box 9A, Gramlich Road, LaVale, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of 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, Sharon E. Kazary, Robert O. Kazary and Vickie A. Shockey, 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 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, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
ABERLAND, 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 rights.

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
ATTORNEY AT LAW
ONE WASHINGTON ST.
UMBERLAND, 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 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 completed 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 Corporation, or is or was serving at the request of the

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
MBERLAND, 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 with 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'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 in which such action or suit was brought, or any other court

ROBERT O. KAZARY
ATTORNEY AT LAW
ONE WASHINGTON ST.
BERLAND, 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 a 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 24th day of August, 1983.

WITNESS:

Vicki A Shockey

ROBERT O. KAZARY (SEAL)

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

LIBER 028 PAGE 712

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on this the 24th day of August 1983, 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, 1986.

VICKIE A. SHOCKEY NOTARY ALLEGANY

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

FILED FOR RECORD
APR 11 1984
2:53 O'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF INCORPORATION

OF

PORTER'S RUN PLANT COMPANY

LIBER 028 PAGE 713

approved and received for record by the State Department of Assessments and Taxation of Maryland August 26, 1983 at 10:53 o'clock A M. as in conformity with law and ordered recorded.

//

3875

Recorded in Liber 1608, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SET

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.

A 147075

ms

LIBER 028 PAGE 714

CERTIFICATE OF TRANSFER

Clerk of the Circuit Court
ALLEGANY COUNTY
Cumberland, MD 21502

Dear Sir:

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

1) The name of each party to the Articles is PRESBYTERIAN HOUSING, INC. (MD CORP.) Transferor

and

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 COUNTY COMMISSIONERS OF ALLEGANY COUNTY, MARYLAND (Transferee)

3) The Articles were accepted for record on August 26, 1983, at 9:05 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 7th day of October, 1983.

REC FEE 4.30
M-----
BALANCE
#104040 C002 R01 14:48
04/11/84

Compared and ~~Mailed~~ Delivered

TO Robert Kazarg
Washington St
Cumb. Md. 21502
Apr 18 1984

LIBER 028 PAGE 715

CERTIFICATE OF CONVEYANCE

OF INTEREST IN LAND BY ARTICLES OF TRANSFER

We hereby certify that the herein described property is being conveyed by Articles of Transfer, between the Transferor, Merging or Consolidating Corporation(s) herein named Presbyterian Housing, Inc.

and the Transferee Corporation(s), Individual(s), Surviving Corporation, Trust, or New Corporation in the Consolidation herein named County Commissioners of Allegany County, Maryland.

INTEREST IN LAND AFFECTED: (Show separately for each parcel a deed reference and brief description preferably as shown on recent tax bill). (ATTACH ADDITIONAL SHEETS IF NECESSARY). Deed from the County Commissioners of Allegany County to Presbyterian Housing, Inc., dated December 28, 1979, and recorded in Liber 513, Folio 213, Allegany County Land Records.

Mailing address for receipted tax bills: NAME _____

Property will be tax exempt as Transferee is the County Commissioners of Allegany County, Maryland.

ADDRESS _____

CITY OR COUNTY, STATE AND ZIP CODE

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 of the consideration involved in the transfer of the property.

CONSIDERATION None

TRANSFEROR CORPORATION Presbyterian Housing, Inc.

SIGNATURE OF OFFICER _____
Robert O. Kazary, Secretary

AFFIDAVIT

Please check the applicable boxes;

1. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution, or termination of that corporation?

   _____ YES  _X_ NO

   (If the answer to question 1 is yes, please answer the following questions. If the answer is no, then skip Parts 2 and 3, and sign Part 4.)

2. Is this real property being transferred to:

   A) a person who was an original shareholder of the corporation?

   _____ YES  _X_ NO

   B) a person who is a direct descendant or relative within 2 degrees of a person who was an original shareholder of the corporation?

   _____ YES  _X_ NO

(OVER)

C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?

_____ YES _X_ NO

(If the answer to questions 2A, 2B, or 2C is no, then answer #3. If the answer to questions 2A, 2B, or 2C is yes, then skip Part 3, and sign Part 4.)

3. The full cash value of the property as determined by the Department at the last date of finality is _____.

(Indicate full cash value for each piece of property.)

4. I hereby affirm under the penalties of perjury that the foregoing statements are true to the best of my knowledge, information and belief.

(SIGNATURE AND TITLE) -
MUST BE OFFICER OR ATTORNEY FOR THE TRANSFEROR
Robert O. Kazary, Secretary

Presbyterian Housing, Inc.
(NAME OF CORPORATION)

FOR DEPARTMENT USE ONLY

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 24th day of August, 1983, I have set my hand and caused the seal of said Department to be hereto affixed.

A. Margaret Huber
Charter Specialist

MARYLAND RECORDATION TAX PAID: _____

MARYLAND TRANSFER TAX PAID: _____

LOCAL TRANSFER TAX PAID:
( ) _____

TOTAL: _____

LIBER 028 PAGE 717

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day

* of _____, 1983.

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

ARTICLES OF TRANSFER

OF

PRESBYTERIAN HOUSING, INC.

REC FEE 4.35
M----- 0 #
BALANCE 4.35
#104100 C002 R01 T14:52
***04/11/84

***** *****

THESE ARTICLES OF TRANSFER, Are entered into and made this 20 day of May, 1983, by and between PRESBYTERIAN HOUSING, INC., a Non-stock Non-profit Maryland Corporation, hereinafter referred to as the "TRANSFEROR", and COUNTY COMMISSIONERS OF ALLEGANY COUNTY, MARYLAND, a Body Politic of the State of Maryland, Allegany County, hereinafter referred to as the "TRANSFEREE".

THIS IS TO CERTIFY:

FIRST: The Transferor does hereby agree to sell, assign and transfer all of its right, title and interest in and to a certain parcel of real estate more particularly described in a Deed from the County Commissioners of Allegany County to Presbyterian Housing, Inc., dated December 28, 1979, and recorded in Liber 513, Folio 213, among the Land Records of Allegany County, Maryland, which said real estate constitutes substantially all, but not all, of the property of the Transferor, to the Transferee, its successors and assigns, as hereinafter set forth.

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

~~3194804~~ 32368074

Compared and Mailed Delivered
TO Robert Kazary Esq
TO Washington Street
Cumberland Md 19
21502
Apr 18 1984

SECOND: The name, post office address and principal place of business of the Transferee is County Commissions of Allegany County, a body politic in the State of Maryland, County Office Building located at Pershing Street, in the City of Cumberland, Allegany County, Maryland.

THIRD: The name and state of incorporation of each corporate party to these Articles is:

The Transferee is a body politic in the State of Maryland, County of Allegany.

The Transferor is Presbyterian Housing, Inc., a corporation organized under the Laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Transferee for the property and assets hereby transferred to it as set forth in article NINTH herein is: No consideration.

FIFTH: The principal office of the Transferor is in the City of Cumberland, Allegany County, Maryland. The only County in which the Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records is in Allegany County, Maryland.

SIXTH: The location of the principal office of the Transferee in the State of Maryland is in the City of Cumberland, Allegany County, Maryland.

SEVENTH: The Board of Directors of the Transferor in a special meeting called to order on January 17, 1983, notice of the same having been duly given to all members of the Board of Directors as required by law, and a quorum of the said Board

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

attending, duly adopted a resolution declaring that the sale, assignment and transfer of the within described assets of the Transferor being substantially all, but not all, of the said assets of the Transferor, is advisable and directing that these Articles of Transfer be submitted for action thereon by the members of the Transferor corporation, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland, and the Articles of Incorporation of the said Transferor.

That at the annual meeting of the members of the Transferor corporation duly called and held pursuant to the Articles of Incorporation of the said Transferor, a quorum of the membership being present, the said Articles of Transfer were presented to the said membership for a vote and were unanimously adopted by the said membership of the Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland, and the Articles of Incorporation of the said Transferor.

EIGHTH: As to the Transferee the sale and assignment and transfer to be affected by these Articles of Transfer was duly advised, authorized and approved in the manner and by the legal requirements under which the said Transferee is constituted to act.

NINTH: That no consideration has been paid from the Transferee to the Transferor in accordance with the understanding of the parties hereto and the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to the Transferee, its successors and assigns, all of its right, title and interest in and to a certain lot, piece or parcel of land known as Parcel Two in the Frostburg Industrial Park, Election

OBERT O. KAZARY
TTORNEY AT LAW
E WASHINGTON ST.
BERLAND, MARYLAND
21502

District No. 24, Frostburg, Allegany County, Maryland, which is more particularly described in a certain Deed dated December 28, 1979, and recorded in Liber 513, Folio 213, among the Land Records of Allegany County, Maryland.

TENTH: These Articles of Transfer executed, acknowledged sealed and delivered in the State of Maryland, by the Transferor, a Maryland corporation, and by the Transferee, a body politic, and it is accordingly understood and agreed that these Articles of Transfer and sale shall be construed in accordance with the Laws applicable to contracts made entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on this the 20th day of May, 1983.

ATTEST:

Secretary

PRESBYTERIAN HOUSING, INC.

BY: (SEAL)
W. M. WILSON President

COUNTY COMMISSIONERS OF ALLEGANY COUNTY

ARTHUR BOND, President

FRANCIS PHILPOT

LINDA GOLDEN

CAROL GAFFNEY, Clerk

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

STATE OF FLORIDA,

COUNTY OF HILLSBOROUGH, TO-WIT:

On this the 24th day of March, 1983, before me, the undersigned officer, personally appeared W. M. Wilson, who acknowledged himself to be the President of PRESBYTERIAN HOUSING, 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.

NOTARY PUBLIC

My Commission Expires:

Notary Public, State Of Florida At Large
My Commission Expires Aug. 9, 1984
Bonded By SAFECO Insurance Company of America

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

On this the 27th day of May, 1983, before me, the undersigned officer, personally appeared ARTHUR BOND, who acknowledged himself to be the President of the ALLEGANY COUNTY COMMISSIONERS, 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 Commissioners by himself as President.

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

NOTARY PUBLIC

My Commission Expires: July 1, 1986.

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

ARTICLES OF TRANSFER

BETWEEN

PRESBYTERIAN HOUSING, INC. (MD CORP.) Transferor

AND

COUNTY COMMISSIONERS OF ALLEGANY COUNTY, MARYLAND (Transferee)

Liber -28 Page - 722

approved and received for record by the State Department of Assessments and Taxation of Maryland August 24, 1983 at 9:05 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2609, folio 0894, 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. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 147207

BOOK 028 PAGE 723

ARTICLES OF INCORPORATION

OF

ADAM BIOMEDICAL RESEARCH, INC.

REC FEE 4.75
M----- 0
BALANCE 9.50
#127070 C002 R01 T09:5
05/08/8

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 Adam Biomedical Research, 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 research, invent, develop, and market biomedical and scientific products and processes; 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 Myung-Sup Kim, 418 Washington Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this state is Myung-Sup Kim, 418 Washington 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 five thousand (5,000) shares of common stock, without

3301824

Rec'd
Compared and Mailed Delivered.
TO Myung-Sup Kim
418 Washington St
Cumberland, MD 21502
May 14 1984

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: Myung-Sup Kim.

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 of options to subscribe for, purchase or otherwise acquire such shares.

TENTH:

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

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

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

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

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

WITNESS:

Patricia A. Harvey

W. STEVENS HIDEY

FILED FOR RECORD
Nov 8 1984
8:52 o'clock A.M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

BOOK: 028 PAGE: 727
Book 028 Page 727

ARTICLES OF INCORPORATION

OF

ADAM BIOMEDICAL RESEARCH, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 28, 1983 at 11:06 o'clock AM. as in conformity with law and ordered recorded.

5

Recorded in Liber 1616, folio 2781, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCP

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.

Gail B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 149634

BOOK 028 PAGE 728

# ARTICLES OF INCORPORATION

# OF

# ABBAS & SANTIAGO ANESTHESIA ASSOCIATES, 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 Annotated Code, as amended.

REC FEE 4.75
M----- 0 #
BALANCE 19.00
#127090 C002 R01 T09:57
05/08/84

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is ABBAS & SANTIAGO ANESTHESIA ASSOCIATES, P.A.

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

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

(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.



32948105 32868254

BW

Compared and ~~Mailed~~ Delivered

TO H. Gregory Skidmore
110 Washington St.
Cumberland, Md. 21502

May 14 1984

(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 301 Washington 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.

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 2-402 and 5-108 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: Abbas Bahrololoom, M.D. and Carlos S. Santiago, M.D.

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 or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

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

3. With respect to:

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

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

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

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

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

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation 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 30th day of September, 1983, and I acknowledge same to be my act.

BOOK 028 PAGE 733

WITNESS:

Cynthia J. Valentine H. GREGORY SKIDMORE

FILED FOR RECORD
MAY 8 1984
2:52 O'clock P.M.
and same day Recorded in
Liber No. ___ Folio ___
of the ___ Records
of Allegany
County, Maryland, and com-
pared by

BOOK 028 PAGE 734

ARTICLES OF INCORPORATION

OF

ABBAS & SANITAGO ANESTHESIA ASSOCIATES, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 20, 1983 at 10:28 o'clock AM. as in conformity with law and ordered recorded.

7

Recorded in Liber 2614, folio 1859, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCT

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.

Paul B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • SCUTO BONA VOLENTATIS TVÆ CORONASTI NOS

A 149268

tb

BOOK 028 PAGE 735

BAKER'S SERVICE CENTER, INC.

A CLOSE CORPORATION

UNDER TITLE 4, CORPORATIONS AND ASSOCIATIONS

ARTICLES OF INCORPORATION

REC FEE 4.75
M----- 0
BALANCE 28.50
#127110 C002 R01 T09:5
05/09/8

FIRST: The undersigned, Glenn E. Baker, whose post office address is Route 35 and Humbird St., Ellerslie, Maryland 21529, being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter referred to as the corporation) is BAKER'S SERVICE CENTER, INC.

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

FOURTH: The purpose for which the corporation is formed is to:

a. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real and personal porperty of every class and description.

b. To engage in any commercial, industrial, and agriculture enterprise calculated or designed to be profitable to the corporation and in conformity with the laws of the State in which business is transacted.

c. To generally engage in, do, and perform any enterprise, act, or vocation that a natural person might or could do or perform.

d. To engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property

32948032

Returned and Mailed Delivered
Glenn E. Baker
TO Rt #35 & Humbird St.
Ellerslie, Maryland 21529
May 14 1984

of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandising of any and all types and descriptions for the corporation or as factor, agent, procurer, or otherwise, for or on behalf of another.

e. To manufacture, produce, purchase, or otherwise acquire, sell, or otherwise dispose of, import, export, distribute deal in and with, whether as principal agent, goods, wares, merchandise, and materials of every kind and description, whether now known or hereafter to be discovered or invented.

f. The above granted powers of the said corporation are in furtherance and not in limitation of the general powers conferred by law upon corporations and it shall exercise and enjoy all powers and privileges granted to or conferred upon corporations by the general laws of the State of Maryland now or hereafter in force.

FIFTH: The post office address of the principal office of the corporation in this State is Route 35 and Humbird St., Ellerslie, Maryland 21529. The name and post office address of the resident agent of the corporation in this State is Glenn E. Baker, Route 35 and Humbird St., Ellerslie, Maryland 21529. Said resident agent is a citizen of this State and actually resides herein.

SIXTH: The total number of shares of stock which the corporation has authority to issue is 5,000 shares without par value, all in one class.

SEVENTH: After the completion of the organization meeting of the Directors and issuance of one or more shares of stock of the corporation, the corporation shall have no

Board of Directors. Until such time, the corporation shall have one Director whose name is Glen E. Baker.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 29th day of August, 1983.

Glenn E Baker

Glen E. Baker

STATE OF MARYLAND, BALTIMORE COUNTY to wit:

I HEREBY CERTIFY that on this 29th day of August, 1983, before me, the subscriber, a notary public of the State of Maryland in and for Baltimore County, personally appeared Glen E. Baker who made oath in due form of law that the aforegoing Articles of Incorporation are his executed acts. As witness my hand and notarial seal.

Howard T. Sachs

Notary Public

My Commission Expires 7-1-86

BOOK 028 PAGE 738

FILED FOR RECORD
MAY 8 1984
at 2:52 o'clock P. M.
and same day Recorded in
Liber No. ___ Folio ___
one of the Charter
Records of Allegany
County, Maryland, and com-
pared by

# ARTICLES OF INCORPORATION

# OF

# BAKER'S SERVICE CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 20, 1983 at 10:03 o'clock AM. as in conformity with law and ordered recorded.

4

Recorded in Liber 2614, folio 1768, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCT

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. Kilby

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 149253

tb

BOOK 028 PAGE 739

CRITES TRANSFER, INC.

ARTICLES OF INCORPORATION

FIRST: I, LEO BERTRAND CRITES, whose post office address is Rear, 906 Gay 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 CRITES TRANSFER, INC.

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

(1) To transfer and transport motor freight and U.S. Mail.

(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.

REC FEE 4.75
M----- 0
BALANCE 4.75
#127060 C002 R01 T09:5
05/09/8

FOURTH: The post office address of the principal office of the Corporation in this State is Rear, 906 Gay Street, Cumberland, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Doris Susan Robinette, Rear, 906 Gay 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 (1000) shares 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: Leo Bertrand Crites.

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

Rec 3301805

Compared and Mailed Delivered.
Doris Susan Robinette
To 906 Gay Street
Cumberland, Maryland 21502
May 14 1984

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

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

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 proceedng, 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 24th day of October, 1983, and I acknowledge the same to be my act.

WITNESS:

J. Kevin Kelly

Leo Bertrand Crites

LEO BERTRAND CRITES

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

FILED FOR RECORD
MAY 8 1984 12:55 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

BOOK 028 PAGE 742

ARTICLES OF INCORPORATION

OF

CRITES TRANSFER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 28, 1983 at 9:16 o'clock A.M. as in conformity with law and ordered recorded.

4

2007

Recorded in Liber 2616, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCH

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.

Gail B. Ambrose

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 149647

Bus
1774

Compared and Mailed Delivered

BOOK 028 PAGE 743 Patrick J. O'Rourke -
TO Rt. 7, 1 Winslow Court
Cumberland, Maryland 21502

May 14 1984

ARTICLES OF INCORPORATION OF

CUMBERLAND ALLEGANY VENTURES, INC.

ARTICLE I

Incorporator. The undersigned, Travis Vernon, 3912 Bruce 3912 Bruce Street, #303, Alexandria, Virginia 22305, being at least 18 years old or older, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE II

Name. The name of the corporation is CUMBERLAND ALLEGANY VENTURES, INC.

REC FEE 4.75
M----- 0 #
BALANCE 23.75
#127100 C002 R01 T09:58
05/08/84

ARTICLE III

Purpose. The purposes for which the corporation is formed are:

(a) To engage in the business of buying, selling, trading exporting and importing goods, services and technology, including those in the computer field and to engage in all activities related thereto;

(b) To do all things lawful, necessary and incident to the accomplishment of the purpose set forth above; to exercise all lawful powers now possessed by Maryland corporations of similar character; and to engage in any business in which a corporation organized under the laws of Maryland may engage except any business that is required to be specifically set forth in the articles of incorporation:

(c) The objects, powers, and purposes specified in any clause or paragraph hereinabove contained shall be constructed as objects and powers in furtherance and not in limitation of the general laws of the State of Maryland; and it is expressly provided that the foregoing enumeration of specific powers shall in no manner limit or restrict any other power, object or purpose of the corporation, or in any manner affect any general powers of authority of the corporation.

ARTICLE IV

Principal Office. The address of the principal office is Rt. 7, 1 Winslow Court, Cumberland, Maryland 21502.

ARTICLE V

Resident Agent. The name of the resident agent of the corporation is Patrick J. O'Rourke, whose address is Rt. 7, 1 Winslow Court, Cumberland, Maryland, 21502.

ARTICLE VI

Authorized Shares. The total number of shares of stock of all classes which the corporation has authority to issue is 100. All shares shall be shares of common stock. At all elections of directors of the corporation, each holder of common stock shall be entitled to one vote for each share registered in his name on the books of the corporation. Shares of stock shall be without par value.

ARTICLE VII

Directors. The number of directors of the corporation shall be ONE. The name of the director who will serve as director until the first annual meeting and until his successor is elected and qualifies is TRAVIS VERNON.

32948096

ARTICLE VIII

Period of Existence. The period of existence of the corporation shall be unlimited.

IN WITNESS WHEREOF, I have signed these articles of incorporation and acknowledged same to be my act on this 20th day of October, 1983.

Travis Vernon

TRAVIS VERNON

FILED FOR RECORD
MAY 8 1984 19
2:57 o'clock P.M.
and same day Recorded in
Liber No. Folio
of the Records of Allegany
County, Maryland, and com-
pared by

BOOK 028 PAGE 745

ARTICLES OF INCORPORATION

OF

CUMBERLAND ALLEGANY VENTURES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 20, 1983 at 1:22 o'clock PM. as in conformity with law and ordered recorded.

3

Recorded in Liber 2614, folio 1773, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCH

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 149254

BOOK 028 PAGE 746

DOUGLAS L. KOZLOWSKI, M.D., P.A.
(A Close Corporation)

Articles of Incorporation

FIRST: The undersigned, Michael C. Hodes, whose post office address is 1400 First National Bank Building, Baltimore, Maryland 21202, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland, including particularly the Maryland Professional Service Corporation Act.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is Douglas L. Kozlowski, M.D., P.A.

1983 SEP 28 AM 8:59

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

REC FEE 4.75
N----- 0 #
BALANCE 38.00
#127130 C002 R01 T09:59
05/08/84

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

(2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment or to own real or personal property necessary for the rendering of the professional services specified above.

(3) To do such acts and carry on such business as may be permitted by the Maryland Professional Service Corporation Act, subject to the limitations thereof.

FOURTH: The post office address of the principal office of the Corporation in Maryland is The Memorial Medical Building, 500 Memorial Avenue, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is Michael C. Hodes, 1400 First National Bank Building, Baltimore, Maryland 21202. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 2,000 shares of the par value

32718215

Compared and Mailed ~~Delivered~~
Michael C. Hodes
TO 1400 First Nat'l Bank
Baltimore, Maryland 21202
May 14 1984

of $.01 a share, all of one class, and having an aggregate par value of $20.00.

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

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the power of the Corporation and of the director and stockholder:

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

(2) The Board of Directors of this Corporation is hereby empowered to authorize the purchase or purchases of shares of its own capital stock and the making of such contract therefor when and in the manner that the Board, in its discretion, may deem right and proper.

(3) No contract or other transaction between this corporation and any other corporation, partnership, individual or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are directors, principals, partners or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the Board of Directors or to a committee of the Board of Directors if the matter involves a committee decision, and the contract, transaction or act shall be authorized, approved or ratified by a majority of disinterested directors on the Board or on such committee, as the case may be, even if the number of disinterested directors constitutes

less than a quorum or (ii) the contract, transaction or act shall be authorized, ratified or approved in any other manner permitted by the Maryland General Corporation Law.

(4) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments which alter the contract rights of any class of outstanding stock as expressly set forth in the charter.

(5) To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents, and employees and those persons who, at the request of the Corporation, serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall be a Close Corporation as authorized by Section 4-201(a) of the Corporations and Associations Article of the Annotated Code of Maryland.

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

WITNESS:

Arlene V. Brooks

Michael C. Hodes

MICHAEL C. HODES

FILED FOR RECORD
...Y 8 1984 12
...2:55 O'clock P M.
...d same day Recorded in
...er No. Folio
...e of the Records of Allegany
...nty, Maryland, and com-
...ed by

BOOK 028 PAGE 749

ARTICLES OF INCORPORATION

OF

DOUGLAS L. KOZLOWSKI, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 28, 1983 at 9:59 o'clock A M. as in conformity with law and ordered recorded.

4

1798

Recorded in Liber 2612, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 148290

glw

BOOK 028 PAGE 750

3118

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day

* of _____, 1983

*** ***** ***

ARTICLES OF AMENDMENT

OF

KITCHEN DISTRIBUTORS, INCORPORATED

REC FEE 4.75
M----- 0 #
BALANCE **14.25
#127080 C002 R01 T09:57
05/08/84

*** *****

Kitchen Distributors, Incorporated, a Maryland corporation, having its principal office at 239 Williams 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:

FIRST: The Charter of the Corporation is hereby amended to provide for an election by the Stockholders of the Corporation to be a close corporation and from and after the date of acceptance of these Articles of Amendment by the Department there shall be included as an Article in the Charter of the Corporation and designated as Article SECOND of the said Charter the following:

"SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

KITCHEN DISTRIBUTORS, INCORPORATED

The Corporation shall be a close Corporation organized and authorized under the provisions of Title 5 of the Corporations and

BERT O. KAZARY
TORNEY AT LAW
E WASHINGTON ST.
ERLAND, MARYLAND
21502

Compared and Mailed Delivered Bur
Kitchen Distributors Inc.
TO 239 Williams Street 21502
Cumberland, Maryland
May 14 1984
32978405

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 amendment.

IN WITNESS WHEREOF, Kitchen Distributors, Incorporated, 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 1 day of April, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of Kitchen Distributors, 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.

ATTEST:

Winifred Jean Breighner
WINIFRED JEAN BREIGHNER, Sec.

KITCHEN DISTRIBUTORS, INCORPORATED

BY: Edward L. Breighner
EDWARD L. BREIGHNER, President

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

FILED FOR RECORD
MAY 8 1984
9:52 O'clock A. M.
same day Recorded in
Liber No. Folio
of the Records of Allegany
County, Maryland and com-
pared by
Clerk

BOOK 028 PAGE 752

ARTICLES OF AMENDMENT

OF

KITCHEN DISTRIBUTORS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland October 24, 1983 at 11:35 o'clock A. M. as in conformity with law and ordered recorded.

3117

Recorded in Liber 2614, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCB

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

drb To the clerk of the circuit Court of Allegany County

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

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

Gale B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCIRE NON VOLENTATIS TVÆ CORONASTI BONA

A 149453

Liber 28 Page 753

STONEY RUN BAPTIST CHURCH INC.
ARTICLES OF INCORPORATION

REC FEE 4.75
M----- 0
BALANCE 33.25
#127120 C002 R01 10:5
05/08/8

FIRST: We, the undersigned, Lee E. Miller, John L. Miller, Evelyn V. McCarty, Kathryn Symons and Roy L. Lambert, all of Allegany County, Maryland, elected by the members of the congregation of Stoney Run Baptist Church Inc. to act as Trustees in the name of and on behalf of said congregation to manage the estate, property, interest and inheritance of same, and each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of Section 5-301, et seq., of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the congregation and of the corporation shall be STONEY RUN BAPTIST CHURCH INC.

THIRD: The plan and purpose of the Corporation adopted at the meeting of the members of the congregation electing the Trustees are as follows, to wit:

1. To establish and conduct a Church for religious purposes of the Baptist faith, in affiliation with the Baptist Convention of Maryland, Inc. and the Southern Baptist Convention.

2. To establish a religious corporation and church to be known as Stoney Run Baptist Church Inc.

3. In addition to the minister, there shall be at all times be at least four (4) Trustees, elected to serve terms of one (1) year, or until their successors are chosen, at an annual meeting of the members of the congregation held for that purpose.

ERSON, GERSON
& TROZZO
ATTORNEYS AT LAW
SUITE 110
ALGONQUIN HOTEL
CUMBERLAND, MD 21502
(301) 759-4343

LS 3V 13 AM 8:

32868275

RW
Compared and Mailed ~~Delivered~~
TO Lee E. Miller
Rt #1 Box 127-A
Stoney Run Road
Frostburg, Md. 21562
May 14 1984

Liber - 28 Page - 754

The Trustees shall hold in trust the property of the Church, and shall have the actual care and up-keep of all Church facilities, but shall have no power to buy, sell, mortgage, lease or transfer any property without a specific vote of the Church membership authorizing such action. All individuals admitted to membership of the Church shall be eligible for election to the office of Trustee.

4. All individuals admitted to membership of the Church shall be eligible to vote at elections for Trustees and all other positions established by the Church.

FOURTH: The Church shall be located in Allegany County, Maryland and the mailing address of the Corporation is c/o Lee E. Miller, Route One, Box 127-A, Stoney Run Road, Westernport, Maryland 21562. The Resident Agent of the Corporation is Lee E. Miller, whose address is Route One, Box 127-A, Stoney Run Road, Westernport, Maryland 21562. Said Resident Agent is a citizen of the State of Maryland and actually resides herein.

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on this 6th day of October, 1983.

WITNESS:

Herbert Baxter Jr. — Lee E. Miller
Lee E. Miller, Trustee

Mamie E. Lambert — John L. Miller
John L. Miller, Trustee

Sandra K. Symons — Evelyn V McCarty
Evelyn V. McCarty, Trustee

Robert J. Taylor — Kathryn Symons
Kathryn Symons, Trustee

Clinton H. Bradley — Roy L Lambert
Roy L. Lambert, Trustee



RSON, GERSON
& TROZZO
TORNEYS AT LAW
SUITE 110
GONQUIN HOTEL
ERLAND, MD 21502
(301) 759-4343

Liber 28 Page 755

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 6th day of October, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared, LEE E. MILLER, JOHN L. MILLER, EVELYN V. McCARTY, KATHRYN SYMONS and ROY L. LAMBERT, Trustees of the Stoney Run Baptist Church Inc. and severally acknowledged the aforegoing Articles of Incorporation to be their act and deed.

Witness my ahnd and Notarial Seal the day and year first above written.

My Commission Expires:

July 1, 1986.

Darlene Pugh Rego

Notary Public



RSON, GERSON
& TROZZO
ATTORNEYS AT LAW
SUITE 110
ALGONQUIN HOTEL
CUMBERLAND, MD 21502
(301) 759-4343

FILED FOR RECORD
MAY 8 1984
at 9:52 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 - 28 Page - 756

ARTICLES OF INCORPORATION

OF

STONEY RUN BAPTIST CHURCH INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 13, 1983 at 10:57 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2613, folio 2946, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SCT

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.

Gail B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 148946

2710

LIBER 028 PAGE 757

REC FEE 5.00
0 #
BALANCE 23.00
#142910 C002 R01 T13:2
05/31/84

MEMORIAL MEDICAL CENTER SERVICES, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Sandra K. Twigg, whose post office address is Route #3, Box 134 X, Cumberland, Maryland, 21502, and Alice R. Monahan, whose post office address is 376 Welsh Hill, Frostburg, Maryland, 21532, 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 hereafter referred to as the "Corporation") is MEMORIAL MEDICAL CENTER SERVICES, INC.

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

(a) To engage in the business of providing facilities and/or providing, performing or rendering services of any kind for physicians, health care institutions and other persons, bodies, departments, partnerships, corporations or any other type of entity, and to buy, sell, lease and otherwise deal in goods, supplies and products related to the provision of such facilities or services; and

(b) To enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose; and

(c) 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; and

(d) To engage in any other lawful business and to do anything permitted by Section 2-103 of the Corporations and Aassociations 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 523 Memorial Avenue, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are Robert S. Paye, 21 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.

3325 8284

Compared and Mailed Delivered
TO Robert S. Paye
21 Prospect Square
Cumberland, Md
June 14, 1984

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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) 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 chosen and qualified are: Rebecca M. Skupas, Richard B. Schwab, William L. Wilson, Richard E. Manning and Donald C. McAneny.

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

(a) With respect to:

(1) 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;

(2) The redemption by the Corporation of shares of its own stock, or the purchase or other acquisition by the Corporation of its own shares;

(3) 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 (50%) per cent of the net worth of the Corporation as reflected on the balance sheet most recent to the date of such purchase;

(4) The investment by the Corporation through the acquisition of shares of capital stock, partnership interests or otherwise in business entities engaged in business ventures; and

(5) The amendment of the By-laws of the Corporation if such amendment substantially, adversely affects the contract rights of any stockholder 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

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

thereon, after due authorized 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.

(b) 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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 18th day of November, 1983, and each do acknowledge the same to be their act.

WITNESS:

J. Marie Grim

Sandra K. Twigg (SEAL)
SANDRA K. TWIGG

J. Marie Grim

Alice R. Monahan (SEAL)
ALICE R. MONAHAN

LAW OFFICES
GEPHART, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

LIBER 028 PAGE 760

ARTICLES OF INCORPORATION

OF

MEMORIAL MEDICAL CENTER SERVICES, INC.

FILED FOR RECORD
MAY 31 1984
2:30 o'clock P.M.
and same day Recorded in
Liber No. Folio
of the Records of Allegany
County, Maryland
By

approved and received for record by the State Department of Assessments and Taxation of Maryland November 21, 1983 at 9:05 o'clock a M. as in conformity with law and ordered recorded.

Recorded in Liber 2619, folio 2709, 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 150659

ARTICLES OF INCORPORATION

OF

THE ALLEGANY COUNTY TASK FORCE ON CHILD ABUSE AND NEGLECT, INC.

FIRST: 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.

REC FEE 5.10
M----- 0 #
BALANCE 18.60
#142900 C002 R01 T13:23
05/31/84

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

THE ALLEGANY COUNTY TASK FORCE ON CHILD ABUSE AND NEGLECT, INC.

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

(a) 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, 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 before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including 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

Compared and Mailed Delivered
Gorman E Getty Esq.
TO 110 Washington St
Cumberland, Md
June 14 1984

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 for some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) 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, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

(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 educate citizens of Allegany County and adjacent areas of the magnitude of the problem of child abuse and neglect, its causes, detection, reporting and remedial treatment for offenders and victims.

2. To educate professionals required by law to report suspected abuse and/or neglect on the mechanicsms of reporting and investigation.

3. To coordinate efforts of treatment, investigative, and service organizations within Allegany County, Mayland and adjacent areas.

4. To motivate citizens to develop a community offensive against the dangers of abuse and neglect, and heighten community awareness of its impact.

5. To raise money to carry out the foregoing and to assist treatment and shelter service groups.

6. Membership in the corporation shall be open to all, without regard to race, creed, color, sex or national origin.

FOURTH: The Post Office address of the principal office of the Corporation in this State is c/o State's Attorney's Office, 30 Rear Washington Street, Cumberland, Maryland, 21502. The name and Post Office address of the resident agent of the Corporation in this State is: Lois Sherrard, 30 Rear 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 set forth in the By-laws of the Corporation.

SIXTH: The number of directors of the Corporation shall not be less than

three (3) nor more than twenty-five (25), which number may be increased pursuant to the By-laws of the Corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

1. Elizabeth Hurwitz
2. John Morley
3. Karen Mackert

SEVENTH: Upon 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) Reference 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 or 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 or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of the 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 members 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 17th day of November, 1983, and I acknowledge same to be my act.

WITNESS:

_____ _____ (SEAL)
GORMAN E. GETTY, III

STATE OF MARYLAND, ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this ____ day of November, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GORMAN E. GETTY, III, and he acknowledged the aforegoing instrument to be his act and deed.

WITNESS my hand and Notarial Seal the date last above written.

My Commission Expires: July 1, 1986 _____
NOTARY PUBLIC

FILED FOR RECORD
MAY 31 1984 19
12:30 o'clock M.
same day Recorded in
Liber 028 Folio 767
of the Records of
Allegany County, Maryland.
Clerk

LIBER 028 PAGE 767

ARTICLES OF INCORPORATION

OF

THE ALLEGANY COUNTY TASK FORCE ON CHILD ABUSE AND NEGLECT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 22, 1983 at 8:33 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2619, folio 3820, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

0 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.

Gal B. Adkinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCITO BONE VOLVNTATIS TVÆ CORONAM IVSTITIÆ NOS

A 150819

LIBER 028 PAGE 768

LMS, INC.

ARTICLES OF INCORPORATION

REC FEE 5.20
BALANCE 34.20
#142930 C002 R01 T 3:24
05/

THIS IS TO CERTIFY:

FIRST: That I, G. DOUGLAS REINHARD, whose post office address is 739 Fayette Street, Cumberland, Maryland 21502, being of full legal age, do, under and by virtue of the laws of the State of Maryland, authorizing the formation of corporations, hereby act as incorporator with the intention of forming a corporation.

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

LMS, 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. Directly, or through the ownership of shares in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest in such real estate and property; and to own, hold, control, maintain, manage and to develop the same; and

To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, machinery and plants, and all structures and erections of any description on any lands owned, held or leased by the Corporation, or upon any other land; to lease or sublet offices, stores, apartments and other space in such building or buildings; and to sell, lease, sublet, mortgage, create a security interest in,

11/9/83

**Compared and Mailed Delivered**
**TO** G Douglas Reinhard, Esq.
739 Fayette St.
Cumberland Md
June 14, 1984

33188054

exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any of such real estate and property, and any interest in it.

B. Directly, or through the ownership of shares in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, create a security interest in, pledge, hypothecate, deal in and dispose of commodities, building materials and other personal and real property of every kind, and any interest in it.

C. To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debentures or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidences of indebtedness, obligations or securities; and

To issue its own shares, bonds, notes, debentures or other evidences of indebtedness and obligations and securities for the acquisition of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts purchased or acquired by it; and, while the owner of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts, to exercise all the rights of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee or otherwise, those issuing, creating or responsible for any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

D. To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages covering any kind of property, tax liens and transfers of tax liens on real estate.

E. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

F. To have and to exercise all the powers now or hereafter conferred by the laws of Maryland upon corporations and to engage in any other lawful activities.

FOURTH: The post office address of the place at which the principal office of the Corporation in this state shall be located is 1260 Vocke Road, LaVale, Maryland 21502.

FIFTH: The Resident Agent of the Corporation is George Waingold, whose post office address is 1260 Vocke Road, LaVale, Maryland 21502. The Resident Agent is a resident of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue shall be nine hundred (900). The stock shall have no par value and shall be common stock of one class.

SEVENTH: The Corporation shall have not less than three (3) directors, which number may be increased pursuant to the Bylaws of the Corporation, and WYLIE F. L. TUTTLE, HERBERT PAPOCK & GEORGE WAINGOLD shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of November, 1983.

WITNESS:

Jean Bachy _____ G. Douglas Reinhard (SEAL)
G. DOUGLAS REINHARD

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

I HEREBY CERTIFY, That on this 10th day of November, 1983, before me, the undersigned, a Notary Public in and for the State & County aforesaid, personally appeared G. DOUGLAS REINHARD, known to me (or satisfactorily proven) to be the person whose name is subscribed in the aforegoing Articles of Incorporation, 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 Bachy
Notary Public

My Commission Expires
July 1, 1986

LIBER 028 PAGE 772

FILED FOR RECORD
MAY 31 1984
at 1:34 o'clock P M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany
County, Maryland and com-
Clerk

ARTICLES OF INCORPORATION

OF

LMS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 14, 1983 at 8:38 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2618, folio 949, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

MS

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.

Gail B. Ackinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 150430

LIBER 023 PAGE 773

# ARTICLES OF INCORPORATION

# OF

# BODYSHAPERS, 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 virture 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 BODYSHAPERS, INC.

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

(1) To engage in the business of operating a physical fitness, strength and health facility.

(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 Searstown Shopping Center, Winchester and Vocke Roads, Cumberland, Maryland 21502. The name of the post office address of the resident agent of the Corporation in Maryland is Douglass A. Clarke, 620 Washington Street, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides in Maryland.

REC FEE 5.20
M----- 0 #
BALANCE 29.00
#142920 C002 R01 T13:24
05/31/84

Compared and Mailed Delivered
TO Greg Skidmore
110 Washington St.
Cumberland, MD
June 14, 1984

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 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: Douglass A. Clarke and Gosta L. Frantz.

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

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

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 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 SEVENTH 3.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of December, 1983, and I acknowledge same to be my act.

WITNESS:

Sandra K. Howard

H. Gregory Skidmore
H. GREGORY SKIDMORE

FILED FOR RECORD
MAY 31 1984
at 2:26 o'clock P.M.
and same day Recorded in
Liber No. [illegible] Folio [illegible]
one of the Land Records of Allegany
County, Maryland, and com-
pared by [illegible]
[illegible] Clerk

ARTICLES OF INCORPORATION

OF

BODYSHAPERS, INC.

LIBER 028 PAGE 777

approved and received for record by the State Department of Assessments and Taxation of Maryland November 16, 1983 at 9:54 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 618, folio 2151, 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.

Don W. Kitt

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

A 150568

LIBER 823 PAGE 778

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND STATION CENTER, INC.

REC FEE 5.00
BALANCE 39.40
05/31/84

FIRST: We, the undersigned, Howard A. Buchanan, 1014 Greene Street, Cumberland, Maryland 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:

WESTERN MARYLAND STATION CENTER, 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 Inter al 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 the Western Maryland Railway Station and other historically significant buildings 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 Western Maryland Railway Station, and thereafter to control, manage, renovate, improve, equip and operate said property as a nonprofit cultural and historic center, which shall be open to the general public, free of discrimination based on race, creed, color, sex or national origin.

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

33188183

~~33048400~~

Compared and Mailed Delivered
TO John M. Robb, Jr.
First Federal Bldg
Cumberland Md
June 14 1984

c. To serve and perpetuate, as nearly as a private, non-profit corporation may do so, purposes and objectives of the Board of Trustees of The Western Maryland Station Center, Inc. and the benefactors, from time to time, of such institution since its formation.

d. To establish, maintain and operate programs and facilities to benefit the historic and cultural interests of the community.

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 and educational 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 Canal Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is John M. Robb, Jr., 141 Baltimore Street, First Federal Building, 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 Trustees shall be twelve (12) which number may be increased or decreased pursuant to the By-laws of the Corporation. The Trustees shall be elected by the existing Trustees in such manner, and for

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

such terms, as the By-laws may provide. The names of the initial members of the Board of Trustees are: Lucy W. Wyckoff, Charles J. Soethe, L. Anne South, Jo Beynon, Edwin J. Rice, Albert L. Feldstein, James E. Nelson, Jr., John D. Millar, Winifred Rae Clayton, Howard A. Buchanan, Edith B. Robb, and William P. Price.

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 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

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

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 theron, provided, however, that any transferee corporation or association shall qualify under the provisions of Section(c)(3) of The Internal Revenue Code.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and its Board of Trustees.

a. The Board of Trustees 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 recinding of existing By-Laws shall be given to each Trustee at least 3 days prior to the meeting at which said action is proposed to be taken.

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 trustees 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 Trustees or a majority thereof; and any trustee 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 Trustees of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction.

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

c. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the members of the Corporation, 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.

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 26th day of October, 1983, and we acknowledge the same to be our respective act.

WITNESS:

Howard A. Buchanan (SEAL)
HOWARD A. BUCHANAN

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

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

FILED FOR RECORD
MAY 31 1984 19
at 2:25 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland and com-
pared the foregoing with the original and found it to be a true copy.

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND STATION CENTER, INC.

LIBER 028 FOLIO 783

approved and received for record by the State Department of Assessments and Taxation of Maryland November 14, 1983 at 11:00 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2618, folio 788 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

al 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.

Gail B. Adelman

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • BONA VOLVENTATIS TVÆ CORONASTI SCVTO SON

A 150407

LIBER 028 PAGE 784

ARTICLES OF INCORPORATION

OF

MEADOW MOUNTAIN HOMES, INC.
(NOT FOR PROFIT)

REC FEE 5.20
M------ 0 #
BALANCE 44.60
#142950 C002 R01 [redacted]25
05/[redacted]84

FIRST: We, Linda L. Carney, whose post office address is 30 Powells Lane, Frostburg, Maryland 21532, Shirley J. Ravenscroft, whose post office address is Post Office Box 35, Lonaconing, Maryland 21539, and Walter D. Michael, whose post office address is Route 1, Box 252, Frostburg, Maryland 21532, all being at least eighteen years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is MEADOW MOUNTAIN HOMES, INC..

THIRD: The post office address of the Corporation in this State is 1 Pershing Street, Lonaconing, Maryland 21539.

FOURTH: The name and address of the resident agent for the Corporation is James F. Braskey, Main Street, Grantsville, Maryland 21536.

FIFTH: The Corporation is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law and not for pecuniary profit or financial gain. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, or officers, except to the extent permitted under the Not-for-Profit Corporation Law. The Corporation shall not operate any listing service for its members, or take steps which will serve to facilitate

Compared and Mailed Delivered
James Braskey
TO Fidelity Bank Building
in Frostburg md
June 14 1984

33188568

the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

SIXTH: The purposes for which the Corporation is organized are:

(a) To seek, apply for, and receive public and private funds with which to operate residential facilities for mentally retarded citizens.

(b) To operate such facilities and programs.

(c) To operate other programs and services needed by the handicapped, developmentally disabled, or mentally retarded.

(d) To act as an advocate for the mentally retarded or developmentally disabled citizen.

(e) To promote full discussion and exchange of ideas regarding the planning and conduct of all issues related to the Corporation.

(f) To hold meetings and discuss mutual problems within the Corporation.

(g) To generally do all things incidental to and necessary for the above-stated purposes, in accordance with the General Laws of the State of Maryland, provided the same are non-profit, it being the intention that no profit of any type shall inure to the incorporators, directors, officers, or members hereof from the operation of the Corporation.

SEVENTH: The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities

which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

EIGHTH: The Corporation shall be a membership corporation, not organized or functioning for gain, having no capital stock and not authorized to issue any capital stock, but shall consist of such persons as shall, pursuant to the By-Laws hereafter duly enacted, be entitled to membership, and the rights, privileges, obligations and good standing of such members shall be determined in accordance with said By-Laws and by the Board of Directors of this Corporation acting under and by virtue of said By-Laws.

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

Linda L. Carney

Shirley J. Ravenscroft

Walter D. Michael

TENTH: In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the Annotated Code of Maryland, Corporation and Associations Article, Title 5-208.

ELEVENTH: No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, 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, trustee, 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.

TWELFTH: No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

THIRTEENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation this _____ day of _____, 1983, and we acknowledge the same to be our act.

WITNESS:

Patricia K Carder — Linda L. Carney (SEAL)
LINDA L. CARNEY

Bertram D. Vogel — Shirley J. Ravenscroft (SEAL)
SHIRLEY J. RAVENSCROFT

Marion F. Crowe — Walter D Michael (SEAL)
WALTER D. MICHAEL

FILED FOR RECORD
MAY 31 1984 19
at 1:25 o'clock P. M.
and same day Recorded in
Liber No. 628 Folio
one of the Records of
Land Records Allegany
County, Maryland, and com-
pared by

LIBER 628 PAGE 789

ARTICLES OF INCORPORATION

OF

MEADOW MOUNTAIN HOMES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 14, 1983 at 10:33 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2618, folio 672 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

ae-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.

Gail B. Ackinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCITO BONÆ VOLUNTATIS TVÆ CORONAST LEGUM

A 150388

RL

LIBER 1128 PAGE 790

APPALACHIAN INVESTMENT, INCORPORATED

(A Close Corporation Under C.A.Title 4
of the Annotated Code of Maryland)

REC FEE 5.20
M----- 0
BALANCE 49.80
#142960 C002 R01 [illegible]
0[illegible]/8

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, Elwood Robert Rowley, whose post office address is R.D. 4, Box 81, Cumberland, Maryland, 21502, and Pricilla Louise Rowley, whose post office address is R.D. 4, Box 81, Cumberland, Maryland, 21502, both being of full legal age, do, under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, hereby associate themselves and form a corporation.

ARTICLE I

NAME

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

APPALACHIAN INVESTMENT, INCORPORATED

ARTICLE II

PURPOSE

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

A. To engage in and conduct the manufacture and sale, both at wholesale and retail, any and all types of textile goods, fabrics and/or their derivates and open but not limited to linens, towels, sheets, fabrics and synthetic materials; and to do all things necessary in connection with such sale and manufacturing,

33148024

Compared and Mailed ~~Delivered~~
TO Richard Reinhardt Atty
220 Bosley Ave
Towson, Md 21204
June 14 1984

C

7

and to operate both as a public and private distributor and vendor of said goods.

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

C. To purchase, lease or otherwise acquire, hold, devolve, improve, mortgage, sell, exchange, let or in any other manner encumber or dispose of real and personal property wherever situated.

D. To loan or advance money with or without interest, security, without limit as to amount, and to borrow or raise money for any other purpose 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 interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of the whole or part of any other property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, to sell, pledge, discount or otherwise dispose such bonds, notes or other obligations of the Corporation for its corporate purpose.

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

The aforegoing enumerations 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 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, and to engage in such business and transactions which the Board of Directors or the stockholders shall deem advisable.

ARTICLE III

ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at 75 Henderson Avenue, Cumberland, Maryland, 21502. The Resident Agent of the Corporation if Joseph R. Gallen, whose post office address is P. O. Box 1514, 115 Centre Street, Cumberland, Maryland 21502.

ARTICLE IV

STATUS OF CORPORATION

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

ARTICLE V

DIRECTORS

This Corporation shall have two (2) Directors and Elwood Robert Rowley and Pricilla Louise Rowley, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors of this Corporation may be increased or decreased but in no event shall this Corporation have less than two(2) Directors.

ARTICLE VI

CAPITOL STOCK

The total amount of the authorized stock of the Corporation is five thousand (5,000) shares of common stock of no par value.

The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, without par value, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, after first obtaining the majority approval of all stockholders of the Corporation.

ARTICLE VII

AMENDMENT

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

ARTICLE VIII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE IX

The Corporation is formed under the articles, provisions and conditions herein expressed and is subject in all respects to the provisions and limitations relating to corporations which are contained in the statutes of the State of Maryland, governing and providing for the formation of corporati[illegible] under its General Laws.

ARTICLE X

The Corporation may begin to carry on any of its business authorized by these Articles of Incorporation at any time after incorporation in the discretion of its Board of Directors, without all of its stock being subscribed and/or paid for.

IN WITNESS WHEREOF, we have signed these Article of Incorporation this 3rd day of November, 1983.

WITNESS:

Joseph R. Gallo

Joseph R. Gallo

Elwood Robert Rowley (SEAL)
ELWOOD ROBERT ROWLEY

Pricilla Louise Rowley (SEAL)
PRICILLA LOUISE ROWLEY

STATE OF MARYLAND, COUNTY OF , to wit:

I hereby certify that on this 3rd day of November 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ELWOOD ROBERT ROWLEY, to me personally known or satisfactorily proven to be the person whose name is subscribed upon the aforegoing Articles of Incorporation, and he jointly and severally acknowledges the

said Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

My Commission expires: July 1, 1986

STATE OF MARYLAND, COUNTY OF to wit:

I hereby certify that on this 3rd day of November 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared PRICILLA LOUISE ROWLEY, to me personally known or satisfactorily proven to be the person whose name is subscribed upon the aforegoing Articles of Incorporation, and she jointly and severally acknowledges the said Articles of Incorporation to be her act.

AS WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

My Commission expires: July 1, 1986

ILED FOR RECORD
AY 31 1984 19
2:26 o'clock M.
same day Recorded in
er No. Folio
of the
Records of Allegany
unty, Maryland
ed by

ARTICLES OF INCORPORATION

OF

APPALACHIAN INVESTMENT, INCORPORATED

LIBER 028 PAGE 796

approved and received for record by the State Department of Assessments and Taxation of Maryland November 10, 1983 at 8:46 o'clock A M. as in conformity with law and ordered recorded.

3432

Recorded in Liber 2617, folio , 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.

Gail B. Carlson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 150226

LIBER 028 PAGE 797

ARTICLES OF INCORPORATION

OF

MEDILAB OF CUMBERLAND, INC.

REC FEE 5.20
55.00
05/31/84

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 virture 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 MEDILAB OF CUMBERLAND, INC.

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

(1) To engage in the business of providing medical laboratory services and testing.

(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 53-A Centre Street, Cumberland, Maryland. 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.

3312807C

Compared and ~~Mailed~~ Delivered

TO Gregory Skidmore
110 Washington St.
Cumberland, Md

June 14 1984

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 the number prescribed by 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: Nicholas Giarritta, M.D., Giovanni Mastrangelo, M.D., and Francisco Reyes, M.D.

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

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

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 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 SEVENTH 3.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of November, 1983, and I acknowledge same to be my act.

WITNESS:

Cynthia J. Schmidt H. G. Skidmore

H. GREGORY SKIDMORE

FILED FOR RECORD
MAY 31 1984
at 3:22 o'clock P.M.
and same day Recorded in
Liber No. 028 Folio 801
one of the Land Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF INCORPORATION

OF

MEDILAB OF CUMBERLAND, INC.

LIBER 028 PAGE 801

approved and received for record by the State Department of Assessments and Taxation of Maryland November 8, 9183 at 9:51 o'clock AM. as in conformity with law and ordered recorded.

5

Recorded in Liber 2617, folio 2827, 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.

Gail B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 150124

DM

LIBER 028 PAGE 802

REC FEE 5.20
M----- 0 #
BALANCE 60.20
#142980 C002 B01 T13:27
05/31/84

DANVILLE COMMUNITY CHURCH, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Joseph M. James, James Leo Davis, James F. Lease and Robert W. Lease, all of Allegany County, Maryland, elected by the members of the congregation of Danville Community Church, Inc. to act as Trustees in the name of and on behalf of said congregation to manage the estate, property, interest and inheritance of same, and each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of Section 5-301, et seq., of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the congregation and of the Corporation shall be DANVILLE COMMUNITY CHURCH, INC.

THIRD: The plan and purpose of the Corporation adopted at the meeting of the members of the congregation electing the Trustees are as follows, to-wit:

1. To establish and conduct a non-denominational Church not subject to affiliation with any local, state or national organization.
2. To establish a religious corporation and church to be known as Danville CommunityChurch Inc.
3. In addition to the minister, there shall at all times be four (4) Trustees, elected to serve terms

33118408

Compared and Mailed Delivered
TO William Trozzo Algonquin Mtn. Inn Cumberland MD
June 14 1984

of one (1) year or until their successors are chosen and an annual meeting of the members of the Congregation held for that purpose. The Trustee shall hold in trust the property of the Church, and shall have the actual care and up-keep of all Church facilities, but shall have no power to buy, sell, mortgage, lease or transfer any property without a specific vote of the Church membership authorizing such action. All individuals admitted of the Church shall be eligible for election to the office of Trustee.

4. All individuals admitted to membership of the Church shall be eligible to vote at elections for Trustees and all other positions established by the Church.

FOURTH: The Church shall be located in Allegany County, Maryland, and the mailing address of the Corporation is Route 3, Rawlings, Maryland 21557. The Resident Agent of the Corporation is Robert W. Lease, whose address is Route 3, Box 73, Rawlings, Maryland 21557. Said Resident Agent is a citizen of the State of Maryland and actually resides herein.

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on this 3rd day of November, 1983.

WITNESS:

Helena M. Weaver — Joseph M. James, Trustee

Mildred P Vernall — James Leo Davis, Trustee

WITNESS:

C. Ward Rice

James F. Lease
James F. Lease, Trustee

Joan Rice

Robert W. Lease
Robert W. Lease, Trustee

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3rd day of November, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Allegany, personally appeared JOSEPH M. JAMES, JAMES LEO DAVIS, JAMES F. LEASE and ROBERT W. LEASE, Trustees of the Danville Community Church, Inc. and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

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

My Commission Expires:

July 1, 1986

Notary Public

FILED FOR RECORD
MAY 31 1984
12 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF INCORPORATION

OF

DANVILLE COMMUNITY CHURCH, INC.

LIBER 028 PAGE 805

approved and received for record by the State Department of Assessments and Taxation of Maryland November 7, 1983 at 11:57 o'clock A M. as in conformity with law and ordered recorded.

4

2223

Recorded in Liber 2617, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

pl-5

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.

Gal B. Adkinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 150029

LIBER 028 PAGE 806

ARTICLES OF INCORPORATION

OF

THE ORIGINAL PIZZERIA, INC.

REC FEE 5.20
M----- 0 M
BALANCE 45.40
#142940 C002 R01 T[redacted]
05/[redacted]

THIS IS TO CERTIFY:

FIRST: That the undersigned, Danita M. Lyon, whose post office address is 306 Washington Street, 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 hereafter referred to as the "corporation") is:

THE ORIGINAL PIZZERIA, 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.

33078101

Compared and Mailed ~~Delivered~~
TO Needle Ehrding and Rosolio
505 Alex Brown Bldg
102 W. Pennsylvania Ave
Towson, Md 21204 June 19 87

(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 306 Washington 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.

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:

Danita M. Lyon
Nancy Harkins

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 24th day of October, 1983, and acknowledge the same to be my act and deed.

Danita M. Lyon.
Danita M. Lyon

FILED FOR RECORD
MAY 31 1984
12:20 o'clock P M.
and same day Recorded in
Liber No. 0028
one of the
Land Records of Allegany
County, Maryland, and com-
pared by

ARTICLES OF INCORPORATION

OF

THE ORIGINAL PIZZERIA, INC.

LIBER 028 PAGE 812

approved and received for record by the State Department of Assessments and Taxation of Maryland November 3, 1983 at 9:54 o'clock A M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2617 Folio 556, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

ee-5

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.

D W. Hill

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 149833

DM

LIBER 028 PAGE 813

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF SALE AND TRANSFER

Pursuant to TITLE 3, Corporations in General, Subtitle 1, Consolidation Merger and Transfer of Assets, Section 3-112 Property Certificate for Assessments Records of the Corporations and Associations Article (1975 Revised Code-Maryland) and Article 81 - Revenue and Taxes, Sections 277(a), 277(T) and 278 (a) and (b) of the Annotated Code of Maryland (1969 Replacement Volume and 1974 Supplement). We hereby certify that the herein described property is being conveyed by Articles of Sale and Transfer, between the Transferor, Corporation, herein named, CONTINENTAL MOTEL, INC. and the Transferee, herein named, ROBERT H. KING and KAREN V. KING, d/b/a KING ENTERPRISES.

REAL PROPERTY AFFECTED:

ALL that piece or parcel of land situated in Election District No. 24 in Allegany County, Maryland, lying and being on the North side of Maryland Highway, U.S. Route 40, at Red Hill, and being more particularly described as follows: (True meridian courses and horizontal distances used throughout).

BEGINNING for the same at Corner No. 16, said corner being one of the corners of The Maryland Coal and Realty Company First Part Mark Amended Tract and being also the beginning of that land conveyed by the Consolidation Coal Company to Samuel E. Closterman by deed dated August 3, 1927, recorded in Liber No. 156, Folio 624 of the Land Records of Allegany County, Maryland, then running with the 16th line reversed of the Closterman land South 17° 13' West 574.24 feet to a point on the north right of way limits of Maryland Highway U.S. Route 40, then with said right of way North 82° 18' West 299.00 feet to a curve to the right, said curve having a radius of 2459.00 feet and a chord bearing of North 79° 58' West, chord distance of 201.00 feet, then with said curve and in a Northwesterly direction for plus/minus 200.00 feet, then leaving said right of way North 17° 29' East 568.15 feet to Corner No. 18, then South 65° 13' East 215.52 feet to Corner No. 17, then North 84° 40' East 301.03 feet to the Beginning, containing in all 6.17 acres more or less.

SUBJECT, however, to all of the rights and privileges granted by the Maryland Coal and Realty Company unto the State of Maryland for the use of the State Roads Commission of Maryland, its successors and assigns by deed and agreement dated August 24, 1948 and duly recorded among the

[redacted]SON AND GERSON
TTORNEYS AT LAW
MBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

REC FEE 5.20
M----- 0
BALANCE 70.60
#143000 C002 R01 T13:2
05/31/8

Compared and Mailed Delivered
TO Carscade, Gilchrist, Geth
110 Washington St
Cumberland,
June 14 19 84

land records of Allegany County, Maryland, a reference to which said deed is hereby made for a more particular description of the same.

Marian Voytman, Pres.

Mailing address for receipt tax bills: Name KAREN KEIM

Address CONTINENTAL MOTEL

City & State CUMBERLAND, MD. 21502

Zip Code 21502

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

LIBER 028 FOLIO 815

# AFFIDAVIT OF APPLICATION OF REAL PROPERTY

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 Transter Tax is payable pursuant to Article 81, Section 278 (a) and (b) at the rate of one-half of one percent (.05%) of the actual consideration paid or to be paid for the conveyance of title of real property.

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

CONSIDERATION $ 965,000.00

TRANSFEROR CORPORATION CONTINENTAL MOTEL, INC.

SIGNATURE OF OFFICER Marian Voytman, Pres.
PRESIDENT

---

For Department Use Only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 4th day of November, 1983, I have set my hand and caused the seal of said Department to be hereto affixed.

Paula Cary McLean
~~Charter Specialist~~
Legal Officer

---

Md. RECORDATION TAX PAID: 3184.50

Md. TRANSFER TAX PAID: 4825.00

TOTAL: 8009.50

GE[redacted]ON AND GERSON
[redacted]TORNEYS AT LAW
C[redacted]ERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

AFFIDAVIT

LIBER 028 PAGE 816

Please check the applicable boxes;

1. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution, or termination of that corporation?

   _____ YES  _X_ NO

   (If the answer to question 1 is yes, please answer the following questions. If the answer is no, then do not go on and sign the form at the bottom of the page.)

2. Is this real property being transferred to:

   A) a person who was an original shareholder of the corporation?

   _____ YES  _____ NO

   B) a person who is a direct descendant or relative within 2 degrees of a person who was an original shareholder of the corporation?

   _____ YES  _____ NO

   C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?

   _____ YES  _____ NO

   (If the answer to either questions 2A, 2B, or 2C is yes, then answer #3. If the answers to questions 2A, 2B, or 2C are no, then do not continue and sign the form at the bottom of the page.)

3. The full cash value of the property as determined by the Department at the last date of finality is _____.

   (Indicate full cash value for each piece of property. If full cash value is unknown, please write unknown in the above block.)

I hereby affirm under the penalties of perjury that the foregoing statements are true to the best of my knowledge, information and belief.

W. G. Shoemaker, Attorney
(SIGNATURE AND TITLE) -
MUST BE OFFICER OR ATTORNEY FOR THE TRANSFEROR

Continental Motel, Inc.
(NAME OF CORPORATION)

CONTINENTAL MOTEL, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 14th day of September, 1983, by and between CONTINENTAL MOTEL, INC., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and ROBERT H. KING and KAREN V. KING, d/b/a KING ENTERPRISES, a Maryland Partnership (hereinafter collectively 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 place of business of Transferee is: ROBERT H. KING and KAREN V. KING, his wife, d/b/a KING ENTERPRISES, RFD #5, Box 393-A, Cumberland, Maryland 21502.

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

Transferor is CONTINENTAL MOTEL, INC., a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is ONE MILLION THREE HUNDRED THOUSAND DOLLARS ($1,300,000.00) as set forth in the Agreement of Sale (hereinafter referred to as the "Agreement") between CONTINENTAL MOTEL, INC. and ROBERT H. KING and KAREN V. KING, d/b/a KING ENTERPRISES, dated as of September 1, 1983 which Agreement of Sale is incorporated by reference herein.

FIFTH: The principal office of Transferor is RFD #5, Box 393-A, Cumberland, Maryland 21502. The only County in which Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records, is Allegany County.

SIXTH: The location of the office of Transferee is RFD #5, Box 393-A,

33088108

33088109 ~~32668066~~

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

Cumberland, Maryland 21502.

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 Association 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: In consideration of the payment to the Transferor of ONE MILLION THREE HUNDRED THOUSAND DOLLARS ($1,300,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, transfer, set over and assign to Transferee, its successors and assigns all of it's right, title and interest in and to substantially all of Transferor's assets ("Assets"), consisting of: all Transferor's real property ("Real Property") located at RFD #5, Box 393-A, Cumberland, Maryland 21502, more fully described in Exhibit "A", attached hereto; all Transferor's machinery, apparatus, tools, motor vehicles, furniture, furnishings, fittings, fixtures and all other articles of personal property of whatever type and description, relating to the Real Property, which Equipment is more fully described in Exhibit "B", attached hereto; and all Transferor's assignable licenses, franchises, approvals, certificates, permits or authorizations of any federal, state, local or other governmental or regulatory body. The Assets

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

to be sold to Transferee by Transferor hereunder shall not include: Seller's minute books and other corporate records, any federal, state or other income or franchise tax benefit or refund of Seller; or any cash of Transferor; or any accounts receivable of Seller; or any interest to any claim of the Transferor.

This transfer is free from all liabilities of Transferor, and Transferor hereby expressly agrees to indemnify and hold harmless Transferee from all debts, liabilities, notes, contracts and commitments of Transferor whatsoever, existing at the time of closing, including income taxes for the current or prior years, and except for such matters excepted by agreement of the parties.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, and it is accordingly understood and agreed that these Articles of Sale and Transfer and CONTINENTAL MOTEL, INC. has caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of said corporate party by its President or Vice President and attested by the Secretary or an Assistant Secretary, as of this 14th day of September, 1983.

ATTEST:

Carol Vogtman, Secretary

CONTINENTAL MOTEL, INC.

By Marion Vogtman, Pres.
Marion Vogtman, President

WITNESS:

Cynthia J. DeMotte

KING ENTERPRISES

By Robert H. King
Robert H. King

Cynthia J. DeMotte

Karen V. King
Karen V. King

THE UNDERSIGNED, President of CONTINENTAL MOTEL, INC., 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

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

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 her knowledge, information and belief, the matters and facts set forth therein with respect to teh approval thereof are true in all material respects, under the penalties of perjury.

Marion Vogtman, Pres
Marion Vogtman, President

THE UNDERSIGNED, ROBERT H. KING and KAREN V. KING, his wife, who executed the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledged and further certified that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Robert H. King
Robert H. King

Karen V. King
Karen V. King

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

# AGREEMENT OF SALE

THIS AGREEMENT OF SALE, Made this 14th day of September, 1983, by and between CONTINENTAL MOTEL, INC., a Maryland Corporation, hereinafter referred to as "Seller", and ROBERT H. KING and KAREN V. KING, his wife, of Allegany County, Maryland, hereinafter referred to individually and collectively as "Buyer".

WHEREAS, the Seller now owns and conducts a restaurant, motel, lounge and liquor store business located on the northerly side of the National Highway, west of LaVale, Allegany County, Maryland, commonly known as "The Continental Motel"; and

WHEREAS, Seller desires to sell and Buyer is willing to buy the business conducted on said premises, including the furniture, fixtures, equipment and merchandise, inventory, stock-in-trade and records; and

WHEREAS, the parties have reached an understaning with respect to the sale of the business and the purchase by the Buyer of all of the assets, business and good will of the Sellers who are engaged in a restaurant, motel, lounge and package store business.

It is therefore agreed:

1. Sale of business. The Sellers shall sell to Buyer, free from all liabilities and encumbrances, the restaurant, motel, lounge and package store business owned and conducted by the Seller at the premises located at RFD #5, Box 393-A, Cumberland, Maryland, commonly known as the Continental Motel, including any leases, if any, to such premises and the keys and all other indicia of possession and ownership, the good will of the business as a going concern, the stock-in-trade, transferable insurance policies, and all other property used by the Seller in such business including all furniture, fixtures and equipment except as specifically set forth and enumerated in the Schedule of Exceptions annexed hereto entitled Exhibit "A".

GERSON AND GERSON
[redacted]TORNEYS AT LAW
[redacted]BERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

2. Purchase Price. The Purchase Price shall be One Million Three Hundred Thousand Dollars ($1,300,000.00) to be allocated according to the attached Exhibit "B".

3. Time and Manner of Payment. The said Purchase Price of One Million Three Hundred Thousand Dollars ($1,300,000.00) shall be payable at closing.

4. Closing. The closing of the sale shall take place at the Law Offices of Gerson and Gerson, Suite 110, Algonquin Hotel, Cumberland, Maryland on the 14th day of September, 1983. At the closing, the Seller shall deliver to the Buyer deeds and bills of sale with covenants of warranty, endorsements, assignments and other good and sufficient instruments of transfer and conveyance as, in the opinion of the Buyer, shall be effective to vest in the Buyer good and marketable title to the assets, real estate and business to be sold as provided in this Agreement. On such closing date, adjustments will be made effective September 14, 1983 on insurance, payroll, payroll taxes, accounts receivable, accounts payable and other transferable costs, the net amount of which adjustments shall either increase or decrease the Purchase Price, as the case may be.

5. Representations and Warranties of Seller. The Seller covenants with the Buyer as follows:

A. The Deed, Bill of Sale and instruments of assignment to be delivered at the closing to the Buyer will transfer all of the assets enumerated in this Agreement, free of all encumbrances and will contain the usual warranties and affidavits of title, including an affidavit as to any creditors as of the date of the closing.

B. Seller is duly qualified under the laws of the State of Maryland to carry on their business as now owned and conducted within RFD #5, Box 393-A, Cumberland, Maryland, and will, at the time of closing, conduct such business in accordance with the rules and regulations of the County, State and Federal Governments.

C. All Social Security withholding, sales and unemployment insurance taxes to the County, State and Federal Governments will be paid or provided for up to the 14th day of September, 1983.

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

D. No judgments or liens will be outstanding at the time of closing against the Seller.

E. Prior to closing, the Seller will not enter into any unusual contract or make any unusual committment effecting the operation of the business beyond the date of closing without consent of the Buyer.

All representations and warranties made by the Seller shall survive the closing.

6. Buyer's Indemnification of Seller. Buyer shall indemnify Seller against any and all claims, demands, losses, costs, obligations, and liabilities that Seller may incur or suffer as a result of Buyer's breach of any Agreement, covenant or warranty in this Agreement. Buyer shall further indemnify Seller against any claim or loss resulting from Buyer's breach of or failure to perform, after the closing date, any duty or obligation of Seller under any contract, lease, loan agreement or other Agreement to which Seller is a party or by which Seller is otherwise bound at the closing date, but only to the extent that Buyer expressly assumes such duties or obligations hereunder.

7. Bulk Sales. Buyer and Seller agree to waive any requirement of the Bulk Transfer Provisions of Title Six of the Commercial Law Article of the Annotated Code of Maryland that may be applicable to this Sale. Seller shall furnish Buyer, at least thirty (30) days before closing, with a schedule of the names and business addresses of all of Seller's creditors, if any. The Seller shall indemnify, hold harmless and defend Buyer against any and all claims made by such creditors of Seller. Seller warrants that title to all property herein conveyed will be free and clear of all liens and encumbrances. This indemnity, representation and warranty shall survive the closing.

7. Assumption of Business Contracts. Buyer shall not be required to assume or become responsible for any existing business contracts of the Seller related to the business herein conveyed; however, Buyer may elect at his option to assume and become responsible for any such business contracts.



GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

8. Expense of Sale. Seller and Buyer shall each pay all costs and expenses incurred or to be incurred by each of them respectively in negotiating and preparing this Agreement, as well as all supporting documents, and in closing and carrying out the transactions contemplated thereby.

9. Binding Effect. All the terms of this Agreement shall be binding upon and inure to the benefit of and be enforceable by, the respective legal representatives, successors and assigns of the Seller and the Buyer.

10. On Entire Agreement. This Agreement contains the final agreement between the parties hereto. No alteration or other modification of this Agreement shall be effective unless such modification shall be in writing and signed by the parties. Neither party shall be bound by any promises or representations prior to the date hereof which are not expressly set forth herein.

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

WITNESS:

Carol C. Vogtman

Carol Vogtman, Secretary

CONTINENTAL MOTEL, INC.

By Marion Vogtman, Pres

Marion Vogtman, President

KING ENTERPRISES

Cynthia J. Kalinetto

By Robert H. King

Robert H. King

Cynthia J. Kalinetto

Karen V. King

Karen V. King

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

EXHIBIT A

ALL that piece or parcel of land situated in Election District No. 24 in Allegany County, Maryland, lying and being on the North side of Maryland Highway, U.S. Route 40, at Red Hill, and being more particularly described as follows: (True meridian courses and horizontal distances used throughout).

BEGINNING for the same at Corner No. 16, said corner being one of the corners of The Maryland Coal and Realty Company First Part Mark Amended Tract and being also the beginning of that land conveyed by the Consolidation Coal Company to Samuel E. Closterman by deed dated August 3, 1927, recorded in Liber No. 156, Folio 624 of the Land Records of Allegany County, Maryland, then running with the 16th line reversed of the Closterman land South 17° 13' West 574.24 feet to a point on the north right of way limits of Maryland Highway U.S. Route 40, then with said right of way North 82° 18' West 299.00 feet to a curve to the right, said curve having a radius of 2459.00 feet and a chord bearing of North 79° 58' West, chord distance of 201.00 feet, then with said curve and in a Northwesterly direction for plus/minus 200.00 feet, then leaving said right of way North 17° 29' East 568.15 feet to Corner No. 18, then South 65° 13' East 215.52 feet to Corner No. 17, then North 84° 40' East 301.03 feet to the Beginning, containing in all 6.17 acres more or less.

SUBJECT, however, to all of the rights and privileges granted by the Maryland Coal and Realty Company unto the State of Maryland for the use of the State Roads Commission of Maryland, its successors and assigns by deed and agreement dated August 24, 1948 and duly recorded among the land records of Allegany County, Maryland, a reference to which said deed is hereby made for a more particular description of the same.

IT BEING the same property conveyed to Continental Motel Incorporated, a Maryland Corporation, by deed of William S. Jenkins, et ux, and Philip J. Jenkins, et ux, dated December 27, 1960 and recorded in Liber 329, Folio 252, one of the Land Records of Allegany County, Maryland.

GE[redacted]N AND GERSON
[redacted]ORNEYS AT LAW
CU[redacted]RLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

EXHIBIT B

All tools, vehicles, equipment, furniture, furnishings, fixtures, linens, supplies, signs and all other tangible personal property of any type or nature now located in, upon or about the Continental Motel, Inc. property at RFD #5, Box 393-A, Cumberland, Maryland 21502.

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

EXHIBIT A

ALL that piece or parcel of land situated in Election District No. 24 in Allegany County, Maryland, lying and being on the North side of Maryland Highway, U.S. Route 40, at Red Hill, and being more particularly described as follows: (True meridian courses and horizontal distances used throughout).

BEGINNING for the same at Corner No. 16, said corner being one of the corners of The Maryland Coal and Realty Company First Part Mark Amended Tract and being also the beginning of that land conveyed by the Consolidation Coal Company to Samuel E. Closterman by deed dated August 3, 1927, recorded in Liber No. 156, Folio 624 of the Land Records of Allegany County, Maryland, then running with the 16th line reversed of the Closterman land South 17° 13' West 574.24 feet to a point on the north right of way limits of Maryland Highway U.S. Route 40, then with said right of way North 82° 18' West 299.00 feet to a curve to the right, said curve having a radius of 2459.00 feet and a chord bearing of North 79° 58' West, chord distance of 201.00 feet, then with said curve and in a Northwesterly direction for plus/minus 200.00 feet, then leaving said right of way North 17° 29' East 568.15 feet to Corner No. 18, then South 65° 13' East 215.52 feet to Corner No. 17, then North 84° 40' East 301.03 feet to the Beginning, containing in all 6.17 acres more or less.

SUBJECT, however, to all of the rights and privileges granted by the Maryland Coal and Realty Company unto the State of Maryland for the use of the State Roads Commission of Maryland, its successors and assigns by deed and agreement dated August 24, 1948 and duly recorded among the land records of Allegany County, Maryland, a reference to which said deed is hereby made for a more particular description of the same.

IT BEING the same property conveyed to Continental Motel Incorporated, a Maryland Corporation, by deed of William S. Jenkins, et ux, and Philip J. Jenkins, et ux, dated December 27, 1960 and recorded in Liber 329, Folio 252, one of the Land Records of Allegany County, Maryland.

[redacted]ON AND GERSON
[redacted]TORNEYS AT LAW
C[redacted]ERLAND, MD 21502
ALGONQUIN HOTEL
301-759-4343

EXHIBIT B

All tools, vehicles, equipment, furniture, furnishings, fixtures, linens, supplies, signs and all other tangible personal property of any type or nature now located in, upon or about the Continental Motel, Inc. property at RFD #5, Box 393-A, Cumberland, Maryland 21502.

GERSON AND GERSON
ATTORNEYS AT LAW
CUMBERLAND, MD 21502

ALGONQUIN HOTEL
301-759-4343

Transferor - Continental Motel, Inc. LIBER 028 PAGE 829

Transferee - Robert H. King and Karen V. King d/b/a
King Enterprises (Per. G. Skidmore O.K. 11/28/83 PCM)

Cert of Transfer

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

| TIME | MO. | DAY | YEAR |
|---|---|---|---|
| 9:00 | 11 | 4 | 83 |

| | | |
|---|---|---|
| 37 | TAX | |
| | TNG | |
| 4 | | CLERK'S FEE |
| 38 | Cert & conveyance - Allegany Co land records | |
| | TOTAL 2 CHECK | APPROVED BY PCM |

29. - Financing Stmt
11. - Financing Stmt
40

Carscaden, Gilchrest & Getty
110 Washington St.
Cumberland, Md 21502

FILED FOR RECORD
MAY 31 1984
1:20 o'clock P. M.
same day Recorded in
Liber No. 028 Folio 830
of the Land Records of Allegany
County, Maryland, and com-

LIBER 028 PAGE 830

ARTICLES OF SALE AND TRANSFER

BETWEEN

CONTINENTAL MOTEL, INC. (MD CORP.) Transferor

AND

ROBERT H. KING AND KAREN V. KING, d/b/a KING ENTERPRISES, (MD individuals)
Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland November 4, 1983 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

17

Recorded in Liber 2617, folio 1780, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

AL-S

Bonus tax paid $ _____ Recording fee paid $ 34.00 Special Fee paid $ _____
Cert. of Conv.-Allegany County-Land 4.00
Records 38.00

rb To the clerk of the circuit Court of Allegany County

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

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

Gal B. Adkins

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

A 149957

LIBER 028 PAGE 831

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT
ALLEGANY COUNTY
Cumberland, MD 21502

Dear Sir:

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

1) The name of each party to the Articles is

CONTINENTAL MOTEL, INC. (MD CORP.) Transferor

REC FEE 3.00
[illegible] C002 R01 [illegible]

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

ROBERT H. KING AND KAREN V. KING, d/b/a KING ENTERPRISES, MD individuals) Transferee

3) The Articles were accepted for record on November 4, 1983, at 9:00 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 28th day of November, 1983.

Paul B. Anderson
Charter Specialist

AT 5-076

LIBER 028 PAGE 832

19

ALLEGANY COMMUNITY COLLEGE FOUNDATION, INC.

ARTICLES OF AMENDMENT

REC FEE 5.20
#----- 0 #
[redacted]
BALANCE 75
[redacted]002 R01 11:3:28
05/31/84

Allegany Community College Foundation, Inc., a Maryland, non-profit corporation, having its office in Allegany County, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by adding a new THIRD Paragraph to provide as follows:

THIRD: Said Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

SECOND: The Charter of the Corporation is hereby amended by changing the number of the former THIRD Paragraph to read "FOURTH".

THIRD: The Charter of the Corporation is hereby amended by deleting the FOURTH Paragraph in its entirety and adding a new FIFTH Paragraph to provide as follows:

[redacted]

33088276

Compared and Mailed Delivered

TO James Arnett, Esq.
One Washington Sq.
Cumberland Md

June 14, 1984

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 above.

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 (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 (or the corresponding provisions of any future United States Internal Revenue Law).

FOURTH: The Charter of the Corporation is hereby amended by adding a new SIXTH Paragraph to provide as follows:

SIXTH: 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 organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

FIFTH: The Charter of the Corporation is hereby amended by changing the number of the former FIFTH Paragraph to read "SEVENTH".

SIXTH: The Charter of the Corporation is hereby amended by changing the number of the former SIXTH Paragraph to read "EIGHTH".

SEVENTH: The Charter of the Corporation is hereby amended by changing the number of the former SEVENTH Paragraph to read "NINTH".

EIGHTH: The Charter of the Corporation is hereby amended by changing the number of the former EIGHTH Paragraph to read "TENTH".

NINTH: The Amendments to the Charter of the Corporation were adopted by a Resolution of a meeting of the members and directors of the Corporation held October 31, 1983, at which time, the members and directors were advised that the Internal Revenue Service had requested that certain provisions be added to the present Articles of Incorporation to clarify and make certain that the Corporation was eligible for exemption from Internal Revenue taxes. The members and directors deemed it advisable to amend the Corporate Charter as requested by the Internal Revenue Service, and the members and directors by unanimous vote approved the Resolution recommending that the changes suggested by the Internal Revenue Service be adopted and the numbering of the other Paragraphs of the Charter be corrected, so as to reflect the proper sequential order. The members of the Corporation duly authorized the directors of the Corporation to take the legal steps necessary to effect the Amendments to the Articles of Incorporation.

IN WITNESS WHEREOF, Allegany Community College Foundation, Inc., has caused these presents to be signed in its name, and on its behalf by its President and Secretary, this 1st day of November, 1983.

ATTEST:

ALLEGANY COMMUNITY COLLEGE FOUNDATION, INC.

_____ By: Bernice Friedland (SEAL)
Secretary President

STATE OF MARYLAND
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY That on this 1st day of November, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared BERNICE FRIEDLAND, President of the Allegany Community College Foundation, Inc., a Maryland, non-profit 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 also personally appeared WILLIAM WALSH, Secretary of said Corporation, and made oath in due form of law that he was the Secretary of the meeting of the members and directors at which the Amendments of the Charter of the Corporation therein set forth were approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information, and belief.

WITNESS My hand and Notarial Seal.

Jean Bixby
Notary Public

My Commission expires: July 1, 1986

FILED FOR RECORD
MAY 31 1984
at 2nd o'clock P M.
and same day Recorded in
Liber No. C.P. Folio
one of the
Records of Allegany
County, Maryland
and compared

LIBER 028 PAGE 837

ARTICLES OF AMENDMENT

OF

ALLEGANY COMMUNITY COLLEGE FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 9, 1983 at 10:15 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2617, folio 3601, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

C-S

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

rb To the clerk of the circuit Court of Allegany County

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

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

Ralph B. Carlson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · SCITO BONÆ VOLVNTATIS TVÆ CORONASTI NOS · OF MARYLAND ·

A 150263

LIBER 028 PAGE 838

QUEEN CITY COOPERATIVE DAIRY, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

Queen City Cooperative Dairy, Inc., a Maryland cooperative association, having its principal office in Cumberland, Maryland (hereinafter referred to as the "Association"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

REC FEE [redacted]
M-----
BALANCE 81.00
#143020 C002 R01 T13:29
05/31/84

FIRST: The Association is hereby dissolved.

SECOND: The name of the Association is as hereinabove set forth and the post office address of the principal office of the Association in the State of Maryland is 804 White Avenue, Cumberland, Maryland.

THIRD: The name and address of a resident agent of the Association who shall serve for one (1) year after dissolution and until the affairs are wound up are: C. William Gilchrist, 110 Washington Street, Cumberland, Maryland 21502.

FOURTH: The name, title and address of each officer and each director of the Association are as follows: Ernest T. Miller, President and director, R.F.D. 3, Meyersdale, Pennsylvania, 15552; J. Granville Shumaker, Vice President and director, Route 6, Box 197, Cumberland, Maryland, 21502; and E. Stuart Delbrook, Secretary-Treasurer and director, Route 1, Box 121, Mt. Savage, Maryland, 21545.

FIFTH: The voluntary dissolution of the Association was approved in the manner by and the vote required by law and by the Charter of the Association by unanimous action of the entire Board of Directors which directed that the proposed voluntary dissolution be submitted to the Stockholders of the Corporation.

3294826?

**Compared and Mailed Delivered**

**TO** Stein Hisey, Esq
110 Washington (Street)
Cumberland, Md
June 14, 19 84

SIXTH: The voluntary dissolution of the Association was approved in the manner and by the vote required by law and by the Charter of the Association in that the voluntary dissolution of the Association was authorized and approved at a special meeting of the Stockholders held on November 14, 1974.

SEVENTH: Notice of the approved dissolution was mailed to all known creditors of the Association on July 15, 1983.

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 Association, 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, Queen City Cooperative Dairy, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 10th day of August, 1983 and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Queen City Cooperative Dairy, 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:

E. Stuart Delbrook
E. STUART DELBROOK, Secretary

QUEEN CITY COOPERATIVE DAIRY, INC.

By Ernest T. Miller
ERNEST T. MILLER, President

LIBER 028 PAGE 840



# ALLEGANY COUNTY TAX OFFICE

PHONE 301-777-5965

COURT HOUSE
CUMBERLAND, MARYLAND 21502

September 1, 1983

RHEBA L. SNYDER
*Business Manager*

JERRY L. FRANTZ
*County Auditor*

TO WHOM IT MAY CONCERN:

According to the records of this office, as of the above date, there are no outstanding taxes due for the QUEEN CITY COOP. DAIRY.

We trust this is the information you desire.

Very truly yours,

Rheba L Snyder

Rheba L. Snyder (Mrs.)
Business Manager

Cumberland taxes paid per Mrs. Hilt per telephone conversation 10-25-83.

LIBER 028 PAGE 841

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

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

QUEEN CITY COOPERATIVE DAIRY INC.

have been paid.

WITNESS my hand and official seal this

6th day of OCTOBER A.D. 1983.

Ellen F. Thompson

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

T.O. Type

LIBER 028 PAGE 842

# Articles of Dissolution

CPO
CRA
CRA

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

| TIME | MO. | DAY | YEAR |
|---|---|---|---|
| 9:05 | 10 | 21 | 83 |

| | | |
|---|---|---|
| 30 | BOOKLET | |
| 20 | RECORDING FEE | |
| | LIMITED PARTNERSHIP FEE | |
| 6 | OTHER / C C | |
| 56 | TOTAL | CASH ☐ CHECK ☑ APPROVED BY arkW |

H. Steven Hiley
Cascaden, Gilchrist & Getty
110 Washington Street
Cumberland, Md 21502

FILED FOR RECORD
MAY 31 1984
at 2:28 o'clock P M.
and same day Recorded in
Liber No. Folio
one of the
Land Records of Allegany
County, Maryland, and com

ARTICLES OF DISSOLUTION

OF

QUEEN CITY CO-OPERATIVE DAIRY, INC.

LIBER 028 PAGE 843

approved and received for record by the State Department of Assessments and Taxation of Maryland October 21, 1983 at 9:05 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2614, folio 2598, 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.

Paul B. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 149364

LIBER 028 PAGE 844

CERTIFICATE OF TRANSFER

CLERK OF THE CIRCUIT COURT
Allegany County
Cumberland, MD 21502

Dear Sir:

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

1) The name of each party to the Articles is _____

COLONIAL APARTMENTS CORPORATION (MD CORP.) Transferor

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

RALPH J. LYBARGER and JANET C. LYBARGER, his wife Transferee

3) The Articles were accepted for record on December 14, 1983, at 11:26 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 19th day of January, 19 84.

Compared and ~~Mailed~~ Delivered

TO Cascaden, Gilchrist & Getty
110 Washington St.
Cumberland, Md. 21502 1984
June 25

Paul B. Anderson
Charter Specialist

T 5-076

CERTIFICATE OF CONVEYANCE LIBER 028 PAGE 845

OF REAL PROPERTY BY ARTICLES OF TRANSFER

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

and the Transferee Corporation(s), Individual(s), Surviving Corporation and the New Corporation in the Consolidation herein named Ralph J. Lybarger and Janet C. Lybarger, his wife,

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

ALL that lot or parcel of ground situated on the northwest side of the National Highway, U.S. Route No. 40 in Narrows Park, Allegany County, Maryland, comprising Lots 5-A, 6-A and part of Lot 7-A in the "Subdivision of Lots 15 to 19 of the Subdivision of Seiss Grove for Howard Buchanan."

Account number 29-8280.

[redacted]
MRS HELEN M RYAN
237 NATIONAL HIGHWAY
LAVALE, MD 21502

Mailing address for receipt tax bills: Name Ralph J. Lybarger, et ux

Address Post Office Box 267

City or County, State and Zip Code Ellerslie MD 21

*NOTE: SUBMIT IN TRIPLICATE

(OVER)

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

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

CONSIDERATION $85,000.00

TRANSFEROR CORPORATION COLONIAL APARTMENTS CORPORATION

SIGNATURE OF OFFICER By Helen M Ryan
HELEN M. RYAN, President

---

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this 14th day of December 1983

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

G.B. Olsen
Charter Specialist

---

RECORDATION TAX PAID: 280.50

TRANSFER TAX PAID: 425.00

TOTAL: 705.50

LIBER 028 PAGE 847 093036

AFFIDAVIT

Please check the applicable boxes;

1. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution, or termination of that corporation?

   _____ YES  _X_ NO

   (If the answer to question 1 is yes, please answer the following questions. If the answer is no, then do not go on and sign the form at the bottom of the page.)

2. Is this real property being transferred to:

   A) a person who was an original shareholder of the corporation?

   _____ YES  _____ NO

   B) a person who is a direct descendant or relative within 2 degrees of a person who was an original shareholder of the corporation?

   _____ YES  _____ NO

   C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?

   _____ YES  _____ NO

   (If the answer to either questions 2A, 2B, or 2C is yes, then answer #3. If the answers to questions 2A, 2B, or 2C are no, then do not continue and sign the form at the bottom of the page.)

3. The full cash value of the property as determined by the Department at the last date of finality is _____.

   (Indicate full cash value for each piece of property. If full cash value is unknown, please write unknown in the above block.)

I hereby affirm under the penalties of perjury that the foregoing statements are true to the best of my knowledge, information and belief.

C. William Gilchrist

C. WILLIAM GILCHRIST, Attorney for Transferor

(SIGNATURE AND TITLE) -
MUST BE OFFICER OR ATTORNEY FOR THE TRANSFEROR

COLONIAL APARTMENTS CORPORATION

(NAME OF CORPORATION)

KENNY'S MARKET, INC.
A Maryland Close Corporation
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

REC FEE 5.00
BALANCE 10.00

ARTICLES OF INCORPORATION

FIRST: We, William M. Kenny, whose post office address is 154 River Road, Westernport, Allegany County, Maryland 21562, Carole Ann Kenny, whose post office address is 154 River Road, Westernport, Allegany County, Maryland 21562, and Geraldine A. Kenny, whose post office address is 46 Main 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 called the "Corporation") is KENNY'S MARKET, INC.

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

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

(a) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products.

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

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

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

(e) To purchase, lease or otherwise acquire, all or any part of the



Compared and Mailed Delivered
Jack Mullen, Esq.
TO 82 Main Street
Westernport, Md
June 25 1984

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 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 46 Main Street, Westernport, Allegany County, Maryland 21562. The name and post office address of the Resident Agent of the Corporation in this State is William M. Kenny, 154 River 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) shares 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: William M. Kenny, whose post office address is 154 River Road, Westernport, Allegany County, Maryland 21562, Carole Ann Kenny, whose post office address is 154 River Road, Westernport, Allegany County, Maryland 21562, and Geraldine A. Kenny, whose post office address is 46 Main Street, Westernport, Allegany County, Maryland 21562.

IN WITNESS WHEREOF, We have signed this Articles of Incorporation this 1st day of November, 1983, and we acknowledge the same to be our act.

William M. Kenny
William M. Kenny

Carole Ann Kenny
Carole Ann Kenny

Geraldine A. Kenny
Geraldine A. Kenny

FILED FOR RECORD
JAN 18 1984
Recd o'clock M.
day Recorded in
Liber No. Folio
of the Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 028 PAGE 851

ARTICLES OF INCORPORATION

OF

KENNY'S MARKET, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 23, 1983 at 10:48 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2625 000462, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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. Kl

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 152189

NJP

# ARTICLES OF INCORPORATION

## DAVE THOMPSON EXCAVATING, INC.

REC FEE 5.00
M-----
BALANCE 15.0
#154293 C002 R01 11
06/1

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, David Alan Thompson, whose post office address is P.O. Box 311, Ellerslie, Maryland and Kimberley Kay Thompson whose post office address is P.O. Box 311, Ellerslie, Maryland and Timothy James Thompson whose address is P.O. Box 107, Corriganville, 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:

DAVE THOMPSON EXCAVATING, INC.

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

(a) To act as a general contractor or a subcontractor for the construction, repairing and remodeling of buildings and property of all kinds and for the improvement of real estate and for the doing of any and all other businesses in contracting incidental thereto or connected therewith; to employ engineers,

Compared and ~~Mailed~~ Delivered
John F. Somerville, Esq.
TO ..71 Prospect St.....
Cumberland, Md
This ..... day of ..... A.D. 19 87.

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

3356819 3

architects, builders and contractors for the purpose of or in connection with the construction, erection, altering, repairing, improving or doing any work in connection with any houses industrial buildings, plants, workshops, factories, schools or other buildings, works or structures of every kind, description whatsoever.

(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 purpose and commercial objectives of the corporation.

FOURTH: The post office address at which the principal office of the corporation in this State will be located is Cumberland, Maryland, and the post office address thereof being 71 Prospect Square, Cumberland, Maryland, 21502. The resident

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

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.

FIFTH: The total authorized stock of the corporation is Thirty Thousand (30,000) shares of the par value of One Dollar ($1.00) per share.

SIXTH: The corporation shall have not less than three nor more than five directors and David Alan Thompson and Kimberley Kay Thompson and Timothy James Thompson 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.

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

(b) The corporation reserves the right to make from time to time any amendments to its charter which may now or

hereafter be authorized by law, including any amendments in terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of two-thirds of all such stock at the time outstanding, by a vote at a meeting, or in writing with or without a meeting.

EIGHTH: The existence of the corporation is perpetual.

IN WITNESS WHEREOF, we have set our hands and seals to these Articles of Incorporation this 1st day of April, 1983.

WITNESS — DAVID ALAN THOMPSON

WITNESS — KIMBERLEY KAY THOMPSON

WITNESS — TIMOTHY JAMES THOMPSON

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this the 1st day of April, 1983, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared David Alan Thompson, Kimberley Kay Thompson and Timothy James Thompson and severally acknowledged the within and foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial seal.

NOTARY PUBLIC

My Commission Expires July 1, 1986.

FILED FOR RECORD
JUN 18 1984
at 2:19 o'clock P.M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Records of Allegany
County, Maryland, and com-

LIBER 028 PAGE 856

ARTICLES OF INCORPORATION

OF

DAVE THOMPSON EXCAVATING, INC.

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

Recorded in Liber 1625, folio 255 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 152154

NJP

002535

LIBER 028 PAGE 857

REC FEE 5.00
BALANCE 25.00
#156310 0002 ROI 07:01
06/

HEALTHCARE INNOVATIONS, INC.

(A Closed Corporation)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Theodore N. Giovanis, whose post office address is 10 Brunswick Court, Cumberland, Maryland 21502, being of full and legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation.

SECOND: That the name of the Corporation is:

HEALTHCARE INNOVATIONS, INC.

THIRD: The corporation shall be a Closed Corporation under Title IV of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) To provide and perform services for physicians and/or health care organizations and any other persons or entities.

(b) To purchase supplies, materials and equipment necessary to carry on said business.

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

(d) To own, hold, lease, convey or dispose of both real and personal property of every class and description or any interest therein necessary or desirable for carrying on the aforesaid business, or for any other purpose.

(e) To purchase, acquire, hold, benefit, sell, invest and deal in real estate wheresoever situated and to construct, equip, operate, lease, rent, hire, and manage buildings of every kind and description.

(f) To borrow money, and for any borrowed, or in exchange or payment of property acquired, or for any other objects and purposes of the corporation or otherwise, in connection with the transaction of any part of

33548286

Compared and ~~Mailed~~ ~~Delivered~~

TO ... Theodore N. Giovanis 10 Brunswick Court Cumberland, Md. ...

..... June 25 1984 ...

its business, to issue its stocks, bonds, debentures, notes and other obligations secured or unsecured, and to mortgage, pledge, or hypothecate any and all of its properties and assets as security therefor.

(g) To apply for, acquire, hold, sell, use, mortgage, license, assign or otherwise dispose of letters patent of the United States or any foreign country and any and all patent rights, licenses, privileges, inventions, improvements, processes and trade-marks, relating to or useful in connection with business carried on by the corporation.

(h) To carry on any business of the same general character as the foregoing, and to do all and everything necessary, suitable and proper for the accomplishment of furtherance of any of the purposes of the attainment of any one or more of the objects herein set forth, either alone or in association with other corporations, firms, or individuals, and to do any and all other act or acts, thing or things, incidental to or appurtenant to or growing out of or connected with the foresaid business or powers or any part of parts thereof, which a corporation may do.

(i) 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 of the corporation.

FIFTH: The post office address is 10 Brunswick Court, Cumberland, Maryland, for the place at which the principal office of the corporation in this State will be located. The Resident Agent is Theodore N. Giovanis, of the same address, who is a citizen of the State of Maryland, and actually resides therein.

SIXTH: The corporation shall have not less than one (1) director, and Theodore N. Giovanis shall act as such until the first annual meeting or until his successor is duly chosen and qualified. The number of directors may be changed in such lawful manner as the By-Laws may from time to time provide.

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

002537

EIGHTH: The following is a description of each class of stock of the corporation with preferences, voting powers, restrictions, and qualifications thereof;

The common stock shall have the sole voting power and shall be non-assessable.

NINTH: The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock whether now or hereafter authorized as may be set forth in the By-Laws of the corporation, such shares to be issued, however, only with the consent of the Board.

TENTH: The Board of Directors shall have the general management and control of all of the business and property of the corporation, and may exercise all of the powers of the corporation except such as are by law or by the certificate of incorporation, or by the By-Laws conferred upon or reserved to the stockholders; and any powers exercised hereunder by the Board of Directors may only be exercised with the unanimous consent of the Board.

IN WITNESS WHEREOF, I have signed this Articles of Incorporation on this 12th day of December, 1983.

THEODORE N. GIOVANIS

STATE OF MARYLAND, COUNTY OF Allegany, to wit:

I HEREBY CERTIFY, that on this 12th day of December, 1983, before me, the subscriber, a Notary Public of the County and State aforesaid, personally appeared Theodore N. Giovanis, and he acknowledged the aforegoing Articles of Incorporation to be his act.

AS WITNESS my hand and seal.

Maxine F. Daughton
NOTARY PUBLIC

My commission expires: July 1, 1986

FILED FOR RECORD
JUN 18 1984
2:07 o'clock P.M.
and same day Recorded in
Liber MA ____ Folio ____
one of the Records of Allegany
County, Maryland and com-
pared by

LIBER 028 PAGE 860

ARTICLES OF INCORPORATION

OF

HEALTHCARE INNOVATIONS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 19, 1983 at 2:07 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2624, folio 093584 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 151980

NJP

COLONIAL APARTMENTS CORPORATION

ARTICLES OF TRANSFER

ARTICLES OF TRANSFER, entered into this 1st day of December, 1983, by and between COLONIAL APARTMENTS CORPORATION, a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and RALPH J. LYBARGER and JANET C. LYBARGER, his wife, of Allegany County, Maryland, (hereinafter sometimes referred to as the "Transferees").

THIS IS TO CERTIFY:

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

SECOND: The names and post office address and principal place of business of Transferees are: Ralph J. Lybarger and Janet C. Lybarger, whose post office address is P.O. Box 261, Ellerslie, Maryland, 21529.

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

Transferor is Colonial Apartments Corporation, a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferees for the property and assets hereby conveyed and transferred to it as set forth in Article SEVENTH herein, is Eighty-Five Thousand Dollars ($85,000.00) to be paid to Transferor at the time of closing.

FIFTH: The principal office of Transferor is 237 National Highway, LaVale, Maryland, 21502. The only County in which Transferor owns property, the title

Compared and Mailed Delivered
Cascade, Gilchrist, Getty
TO ...110 Washington St.....
Cumberland, Md
.....June 25, 1984..

~~33485109~~
33488250

to which could be affected by the recording of an instrument among the Land Records, is Allegany County.

SIXTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, conveyance and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of 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 Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: In consideration of the payment to Transferor of Eighty-Five Thousand Dollars ($85,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, transfer, set over and assign to Transferees, their heirs and assigns, all real property of Transferor, as follows:

All that lot or parcel of ground situated on the northwest side of the National Highway, in Narrows Park, Allegany County, Maryland, comprising Lots 5-A, 6-A, and part of Lot 7-A in the "Subdivision of Lots 15 to 19 of the Subdivision of Seiss Grove for Howard Buchanan", which are more particularly described in a deed from Elizabeth Buchanan to Colonial Apartments Corporation, dated November 23, 1953, and recorded among the Land Records of Allegany County, Maryland, in Deeds Liber No. 255, folio 118; together with the right of way or

easement for access thereto which is more particularly described in a deed of easement from Kathryn Buchanan Nuzum, dated November 23, 1953, and recorded in Deeds Liber No. 255, folio 126 among said Land Records.

EIGHTH: These Articles of Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and by Transferees, and it is accordingly understood and agreed that these Articles of 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, Colonial Apartments Corporation, a party to these Articles of Transfer, has caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of the corporation party by its President and attested by the Secretary, and the Transferees have hereunto set their hands and seals, as of this 1st day of December, 1983.

ATTEST:

Harry A. Holsinger
HARRY A. HOLSINGER, Secretary

COLONIAL APARTMENTS CORPORATION

By Helen M Ryan Pres
HELEN M. RYAN, President

TRANSFEROR

WITNESS:

Ralph J. Lybarger (SEAL)
RALPH J. LYBARGER

Janet C. Lybarger (SEAL)
JANET C. LYBARGER

TRANSFEREES

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that on this 1st day of December, 1983, before me, the undersigned, a Notary Public of the State of Maryland, in and for the County

aforesaid, personally appeared Helen M. Ryan, President of Colonial Apartments Corporation, who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, and acknowledged, in the name and on behalf of said corporation, the foregoing Articles of Transfer to be the corporate act of said corporation and further certified 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.

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

Rosalie A Jones
NOTARY PUBLIC

My Commission Expires:
July 1, 1986

STATE OF MARYLAND,

COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that on this 1st day of December, 1983, before me, the undersigned, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Ralph J. Lybarger and Janet C. Lybarger, and acknowledged the foregoing Articles of Transfer to be their respective act and deed.

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

Rosalie A Jones
NOTARY PUBLIC

My Commission Expires:
July 1, 1986

LIBER 028 PAGE 003

ARTICLES OF TRANSFER

BETWEEN

COLONIAL APARTMENTS CORPORATION (MD CORP.) Transferor

AND

RALPH J. LYBARGER and JANET C. LYBARGER, his wife Transferee

FILED FOR RECORD
JAN 18 1984 19
Rec'd O'clock P M.
and same day Recorded in
Liber No. Folio
of the
and Records of Allegany
County, Maryland, and com-
pared by

approved and received for record by the State Department of Assessments and Taxation of Maryland December 14, 1983 at 11:26 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2624 [illegible] one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ _____ Recording fee paid $ 20.00 Special Fee paid $ _____
Cert. of Conve.-Allegany Co.-Land Records 4.00
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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 152014

# ARTICLES OF INCORPORATION OF

# FEDERAL REPORTING SERVICE, INC.

## ARTICLE I

Incorporator. The undersigned, Travis Vernon, 836 Windsor Road, Cumberland, Maryland 21502, being at least 18 years old or older, does hereby form a corporation under the general laws of the State of Maryland.

## ARTICLE II

Name. The name of the corporation is FEDERAL REPORTING SERVICE, INC.

## ARTICLE III

Purpose. The purposes for which the corporation is formed are:

(a) To engage in the business of buying, selling, trading exporting and importing goods, services and technology, including those in the court reporting field and to engage in all activities related thereto;

(b) To do all things lawful, necessary and incident to the accomplishment of the purpose set forth above; to exercise all lawful powers now possessed by Maryland corporations of similar character; and to engage in any business in which a corporation organized under the laws of Maryland may engage except any business that is required to be specifically set forth in the articles of incorporation:

(c) The objects, powers, and purposes specified in any clause or paragraph hereinabove contained shall be constructed as objects and powers in furtherance and not in limitation of the general laws of the State of Maryland; and it is expressly provided that the foregoing enumeration of specific powers shall in no manner limit or restrict any other power, object or purpose of the corporation, or in any manner affect any general powers of authority of the corporation.

## ARTICLE IV

Principal Office. The address of the principal office is 836 Windsor Road, Cumberland, Maryland 21502.

## ARTICLE V

Resident Agent. The name of the resident agent of the corporation is Travis P. Vernon, whose address is 836 Windsor Road, Cumberland, Maryland, 21502.

## ARTICLE VI

Authorized Shares. The total number of shares of stock of all classes which the corporation has authority to issue is 100. All shares shall be shares of common stock. At all elections of directors of the corporation, each holder of common stock shall be entitled to one vote for each share registered in his name on the books of the corporation. Shares of stock shall be without par value.

Compared and Mailed ~~Delivered~~
TO Travis Vernon 836 Windsor Road Cumberland, Md. June 25 1984

ARTICLE VII

Directors. The number of directors of the corporation shall be ONE. The name of the director who will serve as director until the first annual meeting and until his successor is elected and qualifies is TRAVIS VERNON.

ARTICLE VIII

Period of Existence. The period of existence of the corporation shall be unlimited.

IN WITNESS WHEREOF, I have signed these articles of incorporation and acknowledged same to be my act on this 12th day of December, 1983.

Travis Vernon

TRAVIS VERNON

FILED FOR RECORD
JUN 18 1984
at 2:20 o'clock P. M.
and same day Recorded in
Liber No. ____ Folio ____
one of the ____ Records of Allegany
County, Maryland, and com-
pared by

LIBER 028 PAGE 868

ARTICLES OF INCORPORATION

OF

FEDERAL REPORTING SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 14, 1983 at 12:28 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2624, folio [illegible] 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 151838

NJP

LIBER 028 PAGE 869

001761

ARTICLES OF INCORPORATION OF

FEDERAL TRANSCRIBING SERVICE, INC.

ARTICLE I

Incorporator. The undersigned, Travis Vernon, 836 Windsor Road, Cumberland, Maryland 21502, being at least 18 years old or older, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE II

Name. The name of the corporation is FEDERAL TRANSCRIBING SERVICE, INC.

ARTICLE III

Purpose. The purposes for which the corporation is formed are:

(a) To engage in the business of buying, selling, trading exporting and importing goods, services and technology, including those in the transcribing field and to engage in all activities related thereto;

(b) To do all things lawful, necessary and incident to the accomplishment of the purpose set forth above; to exercise all lawful powers now possessed by Maryland corporations of similar character; and to engage in any business in which a corporation organized under the laws of Maryland may engage except any business that is required to be specifically set forth in the articles of incorporation:

(c) The objects, powers, and purposes specified in any clause or paragraph hereinabove contained shall be constructed as objects and powers in furtherance and not in limitation of the general laws of the State of Maryland; and it is expressly provided that the foregoing enumeration of specific powers shall in no manner limit or restrict any other power, object or purpose of the corporation, or in any manner affect any general powers of authority of the corporation.

ARTICLE IV

Principal Office. The address of the principal office is 836 Windsor Road, Cumberland, Maryland 21502.

ARTICLE V

Resident Agent. The name of the resident agent of the corporation is Travis P. Vernon, whose address is 836 Windsor Road, Cumberland, Maryland, 21502.

ARTICLE VI

Authorized Shares. The total number of shares of stock of all classes which the corporation has authority to issue is 100. All shares shall be shares of common stock. At all elections of directors of the corporation, each holder of common stock shall be entitled to one vote for each share registered in his name on the books of the corporation. Shares of stock shall be without par value.

33488310

Compared and Mailed Delivered
TO Travis Vernon 836 Windsor Road Cumberland, Md. 21502
June 25 19 84

ARTICLE VII

Directors. The number of directors of the corporation shall be ONE. The name of the director who will serve as director until the first annual meeting and until his successor is elected and qualifies is TRAVIS VERNON.

ARTICLE VIII

Period of Existence. The period of existence of the corporation shall be unlimited.

IN WITNESS WHEREOF, I have signed these articles of incorporation and acknowledged same to be my act on this 12th day of December, 1983.

Travis Vernon

TRAVIS VERNON

FILED FOR RECORD
JAN 18 1984
2:20 o'clock P. M.
and same day Recorded in
Liber No. 628 folio 871
of the Records of Allegany
County, Maryland, and com-
pared by
Clerk

LIBER 628 PAGE 871

ARTICLES OF INCORPORATION

OF

FEDERAL TRANSCRIBING SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 14, 1983 at 12:28 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2624 folio 760 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 151839

NJP

ARTICLES OF INCORPORATION

of

J. T. GOLF, INC.

CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, Stephen C. Wilkinson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a corporation.

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

J. T. GOLF, INC.

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

(a) To engage in the manufacture, repair, sales, purchase, acquisition, etc. of golf clubs and items related thereto and such other sporting equipment or accessories as may from time to time be deemed appropriate by the Corporation.

(b) 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. Further, to act as either a general or limited partner in any partnership engaged in the activities as aforesaid.

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

~~3348053~~

3346844G

~~3348015~~

**Compared and Mailed Delivered**

TO ... Stephen Wilkinson 100 South Street Cumberland Md .....

..... June 25 1984 .. WILSON AND WILKINSON
CUMBERLAND, MD.

(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, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

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

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

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district,

colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right ot vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

(k) To carry out all or any part of the aforesaid purposes, and to conduct its bbsiness in all or any of its branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries.

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

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

(a) The Directors of the Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration as said Directors may deem advisable, subject to such

limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation and the laws of the State of Maryland.

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

(c) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders 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 are paid to the stockholders, subject, however, to the provisions of the charter and to direct and determine the use and disposition of the, or any such surplus, or net profits. The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Directors or stockholders shall deem expedient.

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, in their discretion may determine, and at such price as the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, in their discretion, may fix; and any shares which the Directors may determine to offer for subscription to holders of stock may, as said Directors, and as of the

effective date of the election of the Corporation to have no Board of Directors, the stockholders, shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

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

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 110 Wright Street, Frostburg, Maryland 21532. The resident agent of the Corporation is Jeff Jackson, whose post office address is 110 Wright Street, Frostburg, Maryland 21532. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have two (2) Directors who shall be Jeff Jackson and Terry Boggs provided, however, that from and after the Organizational Meeting of the Directors and the issuance of stock at such meeting, that the Corpor-

ation shall elect to have no Board of Directors and that all provisions and duties shall devolve upon the stockholders in accordance with the provisions of the Corporations and Associations Volume of the Annotated Code of Maryland.

SEVENTH: The total amount of the authorized capital of the Corporation is one thousand shares of the par value of One Hundred ($100.00) Dollars each.

EIGHTH: The Corporation elects to be treated as a Close Corporation, and its duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28 day of November, 1983.

WITNESS:

Debra A. Miller

Stephen C. Wilkinson (SEAL)

STATE OF MARYLAND

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 28th day of November, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared Stephen C. Wilkinson, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Debra A. Miller

Notary Public

Debra A. Miller NOTARY PUBLIC Allegany Co.

FILED FOR RECORD
18 1984 19
o'clock M.
same day Recorded in
er No. Folio
of the
d Records of Allegany
nty, Maryland, and com-
ed by

LIBER 028 PAGE 880

ARTICLES OF INCORPORATION

OF

J. T. GOLF, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 12, 1983 at 11:31 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2624 000332, folio , 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 151669

cem

LIBER 028 PAGE 881

002437

ARTICLES OF INCORPORATION

A Close Corporation

of

JASAH, INC

THIS IS TO CERTIFY:

That I, the subscriber, STEPHANIE HECHT, whose post office address is 11612 Twining Lane, Potomac, MD 20584, being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation.

ARTICLE I - NAME

The name of the Corporation (which is hereafter called the Corporation) is JASAH, INC.

ARTICLE II - PURPOSE

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

(1) To own, lease, manage, and operate a domestic help referal service for the purpose of introducing workers to households desiring their work, and to own, lease, manage and operate such other establishments or enterprises as may or might be appropriate or advantageous in connection with the business of the corporation.

To render and charge for services of every kind and character which the corporation may legally perform.

To buy, lease or otherwise acquire so far as may be permitted by law the whole or any part of the business, good will assests of any person, firm, association or corporation, either foreign or domestic, engage in a business of the same general character as that for which this corporation is organized.

To own, buy, sell, or acquire interests in real estate or personal property in the State of Maryland or elsewhere.

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

33438225

Continued...

Compared and Mailed ~~Delivered~~

TO ... Judith W. Ludwic 1101 Fourteenth St. N.W Suite 900 Washington, D.C. .....

..... June 25 19 84.

JUDITH N. LUDWIC
ATTORNEY AT LAW
1101 FOURTEENTH ST., N.W.
SUITE 900
WASHINGTON, D.C.
20005

(202) 223-6060

(2) To enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation; and

(3) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation and which is permitted under the General Corporation Laws of the State of Maryland.

ARTICLE III - ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at 11612 Twining Lane, Potomac, MD 20584, the present post office address is 11612 Twining Lane, Potomac, MD 20584. The resident agent of the Corporation is STEPHANIE HECHT whose post office address is 11612 Twining Lane, Potomac, MD 20584. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV - STATUS OF CORPORATION

The Corporation shall exist as a close corporation until such times as the stockholder or stockholders by unanimous consent shall file Articles of Admendment to change such status.

ARTICLE V - DIRECTORS

The number of directors constituting the initial board of the Corporation is one (1) and the name and adress, including street and number, if any, of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify:

| NAME | ADDRESS |
|---|---|
| STEPHANIE HECHT | 11612 TWINING LANE<br>POTOMAC, MD 20584 |

ARTICLE VI - CAPITAL STOCK

The total amount of the authorized stock of the Corporation is One Hundred Thousand (100,000) shares of common stock having a par value of One Cent ($.01) per share.

The stockholder or stockholders may classify or reclassify any unissued shares of stock of the Corporation of any class now or hereafter authorized by fixing or altering in any one or more respects, from time to time before

Continued...

JUDITH N. LUDWIC
ATTORNEY AT LAW
1101 FOURTEENTH ST., N.W.
SUITE 900
WASHINGTON, D.C.
20005
(202) 223-6060

issuance of such shares, the preferences, rights, voting powers, restrictions, and qualification of the dividends of the times and prices of, redemption of, and the conversion of, such shares.

ARTICLE VII - AMENDMENTS

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

ARTICLE VIII - INDEMNIFICATION

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

(2) The Corporation shall indemnify any 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 be reason or the fact that he is or was such a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defenses 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 to any claim, issue, or matter as to which such person shall have adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only

Continued...

JUD[redacted] N. LUDWIC
AT[redacted]NEY AT LAW
101 [redacted]RTEENTH ST., N.W.
SUITE 900
WASHINGTON, D.C.
20005

(202) 223-6060

to the extent that the court in which such action or suit was brought, or any 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 if fairly and reasonably entitled to indemnify 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 suit, action, or proceeding referred to in paragraphs (1) and (2) of this Article VIII 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 paragrahp (4) of this Article VIII.

(4) Any indemnification under paragrahp (1) or (2) of this Article VIII (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 VIII. Such determination shall be made: (a) by the Board of Directors or 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 quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs by independent legal counsel (who may be regular counsel, for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors is 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 the Article VIII 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

Continued...

UDITH N. LUDWIC
ATTORNEY AT LAW
101 FOURTEENTH ST., N.W.
SUITE 900
WASHINGTON, D.C. 20005
(202) 223-6060

or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE IX - TERM

The term of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 29th day of ~~September~~ November, 1983, and acknowledge the same to be my act.

Stephanie Hecht
STEPHANIE HECHT

WITNESS:

Subscribed and sworn to before me, in my presence, this 29 day of November, 1983, a Notary Public in and for the State of Maryland, Montgomery County.

Gail A Carr

My Commission Expires July 1, 1986

JUD[redacted] N. LUDWIC
ATTORNEY AT LAW
101 FOURTEENTH ST., N.W.
SUITE 900
WASHINGTON, D.C.
20005

(202) 223-6060

FILED FOR RECORD
JUN 18 1984
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 028 PAGE 886

ARTICLES OF INCORPORATION

OF

JASAH, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 9, 1983 at 10:46 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber ~~2623~~ 2644, folio ~~091342~~ 002436 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 151492

LIBER 028 PAGE 887

SACRED HEART HOSPITAL

OF

THE SISTERS OF CHARITY, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

Sacred Heart Hospital of The Sisters of Charity, Inc., a Maryland corporation, having its principal office in Cumberland, Allegany County, Maryland (hereinafter called the "Corporation"), being that corporation which was first incorporated by Order of Fourth Judicial Circuit of the State of Maryland on March 9, 1914 as THE ALLEGANY HOSPITAL OF THE SISTERS OF CHARITY, INCORPORATED, the articles of incorporation then adopted having provided that the object of the new corporation was:

> "...the maintenance and operation of a general hospital in said City of Cumberland for pay and for free patients, and the maintenance and conduct of a training school for nurses.";

said articles of incorporation and Order being then recorded among the records of the State Department of Assessments and Taxation at Liber 7, Folio 678; and being also that corporation which, by amendment, changed its name to SACRED HEART HOSPITAL OF THE SISTERS OF CHARITY, INC., which amendment was approved by the State Tax Commission of Maryland on February 13, 1952 and recorded in Liber 379, Folio 136; and being also that corporation which has filed Articles of Amendment and Restatement with the State Department of Assessments and Taxation on July 21, 1966 and May 10, 1973, which Articles of Amendment and Restatement were approved and recorded in Liber F-553, Folio 41, and Liber F-1071, Folio 298, respectively; hereby certifies to the State Department of Assessments and Taxation, 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.

33358057

Compared and Mailed ~~Delivered~~
TO Ober, Kaler, Grimes & Shriver 1600 Maryland National Bk Bldg Baltimore, Md
June 25 1974

SECOND

The Charter of the Corporation is hereby amended by striking out in their entirety Articles FIRST through SEVENTH, inclusive, and by substituting in lieu thereof the following:

"FIRST: The name of the corporation (which is hereinafter called the "Corporation") is SACRED HEART HOSPITAL OF THE SISTERS OF CHARITY, INC.

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

(a) To establish, maintain, manage and operate exclusively for charitable purposes a non-profit general hospital and medical center for the care and treatment of the sick, infirm, injured or afflicted and those who are in any way in need of hospital or medical care without respect to race, color, sex, creed or national origin;

(b) To establish, maintain, manage and operate schools, programs, and educational facilities for medical staff, interns and resident doctors, nurses, and other professional and non-professional personnel, in order to help educate all persons in the care of the sick, afflicted, infirm or injured; teaching not only care of the sick but also the positive aspects of the prevention of disease, promotion of health, and research methods;

(c) To engage in research, to perform any and all services and functions ancillary to providing hospital and medical care, and to do all such things as may be necessary, expedient or incidental to effect any or all of the purposes for which this Corporation is formed; and

(d) To do anything and everything that the Corporation may be authorized to do under the laws of the State of Maryland which is consistent with the highest moral and ethical standards of professional care and with the charitable and non-profit purposes of the Corporation. Recognizing that the Corporation is sponsored by the Daughters of Charity of St. Vincent de Paul and in its service to the health needs of its patients it is an integral part of the work of the Catholic Church, moral and ethical standards shall be defined by the Trustees from time to time and with reference to particular situations as they may arise.

The foregoing clauses shall be construed as both objects and powers and shall be deemed to be cumulative and none of them shall be deemed to restrict or limit 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. The statement of the aforegoing objects and purposes shall not be deemed to impose any duties or obligations upon the Corporation to achieve such objects and purposes except to the extent permitted by available manpower, facilities and funds as determined by the Trustees in their prudent discretion.

"THIRD: The post office address of the principal office of the Corporation is 900 Seton Drive, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is George T. Tyler, 1600 Maryland National Bank Building, Baltimore, Maryland 21202. Said Resident Agent is an individual actually residing in this State.

"FOURTH: The Corporation shall be without capital stock and will not operate for profit.

"FIFTH: The sole Member of the Corporation shall be Seton Regional Health System, Inc., a Maryland non-stock corporation, (or any successor thereof).

The following powers and responsibilities shall be expressly reserved to the Member of the Corporation who shall retain and exercise such powers in addition to any additional powers and responsibilities as shall be conferred by the laws of the State of Maryland:

(a) Approval of the general objectives, policies, philosophy, and moral and ethical directives established by the Board of Trustees from time to time in the operation of the Corporation;

(b) Election of the Board of Trustees and the President;

(c) Approval of the annual budget;

(d) Approval of borrowing in excess of the amount set from time to time by the Member;

(e) Approval of the purchase, sale, lease, disposition, or pledge of real property;

(f) Approval of construction and individual capital expenditures in excess of the amount set from time to time by the Member;

(g) Approval of any merger or consolidation of the Corporation with another entity;

(h) Approval of any proposed dissolution and/or alienation of assets;

(i) Adoption of amendments to the Bylaws; and

(j) Approval of major program changes, especially those that have new directions.

"SIXTH: The number of the Trustees of the Corporation shall be not less than three (3) nor more than nine (9) individuals, a majority of whom shall always consist of members of the Daughters of Charity of Saint Vincent de Paul of the Emmitsburg (Maryland) Province. The number of the Trustees may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The present Trustees are Sister Cecilia Rose, Sister Agnes Teresa Meany, Sister Mary Agnes McBennett, Sister Cora Anne Signaigo, Sister Alberta Beckwith, Sister Regina Loughlin, Sister Anne William Rickle, Sister Veronia Tinseth, and Sister Marie Yetter.

Any Daughter of Charity serving as a Trustee that ceases to be a member of the religious Community as aforesaid shall, without action by the Member, forfeit and relinquish all rights, powers and duties as and cease to be a Trustee.

"SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Trustees and of the Member:

(a) The Corporation is organized and will be operated exclusively for the non-profit purposes specified in the SECOND article above and its activities shall be conducted in furtherance of the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any Trustee or individual. It shall not be authorized to engage in attempting to influence legislation or carry on any activity which would adversely affect its exemptions from tax under, or which would be in contravention of, the provisions of Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding provision of any subsequent federal tax law, (hereinafter the "Code");

(b) The facilities of the Corporation shall not be restricted to any particular group of physicians and surgeons except to the extent that discretionary authority vested in the Board of Trustees may impose limitations based on their qualifications and the needs of the hospital or upon the size and nature of the facilities available;

(c) In the event of dissolution of the Corporation, the Board of Trustees shall, any paying or making provision for the payment and discharge of all of the liabilities of the Corporation and subject to the approval of the Member, distribute all of the assets of the Corporation exclusively for charitable, scientific, health, educational or religious purposes in any proportion to (a) Sisters of Charity of Saint Joseph's if at the time of distribution it qualifies as an exempt organization under Section 501(c)(3) of the Code; (b) Seton Regional Health System, Inc. if at the time of distribution it qualifies as an exempt organization under

Section 501(c)(3) of the Code; and (c) if at the time of distribution neither Sisters of Charity of Saint Joseph's nor Seton Regional Health System, Inc. qualifies as an exempt organization under Section 501(c)(3) of the Code, to one or more organizations operated exclusively for charitable, scientific, health, educational or religious purposes and qualifying as exempt organizations under Section 501(c)(3) of the Code.

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

THIRD

These Articles of Amendment and Restatement were duly advised by the Trustees of the Corporation and approved unanimously by the Members of the Corporation by consent in writing signed by all of the Trustees and the Members of the Corporation dated July 27, 1983, which unanimous consent is filed in the minute book of the Corporation.

IN WITNESS WHEREOF, SACRED HEART HOSPITAL OF THE SISTERS OF CHARITY, 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 29th day of November, 1983.

ATTEST:

SACRED HEART HOSPITAL OF THE SISTERS OF CHARITY, INC.

Sister Mary Agnes McBennett, Secretary

By: Sister Cecilia Rose (SEAL), President

THE UNDERSIGNED, President of SACRED HEART HOSPITAL OF THE SISTERS OF CHARITY, INC., who executed on behalf of said Corporation the foregoing Articles of Amendment and Restatement, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment and Restatement 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 penalty of perjury.

Sister Cecilia Rose, President

FILED FOR RECORD
JUN 18 1984
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 me
Clerk

LIBER 028 PAGE 892

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

SACRED HEART HOSPITAL OF THE SISTERS OF CHARITY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland Novembder 30, 1983 at 4:15 o'clock P M. as in conformity with law and ordered recorded.

001187

Recorded in Liber 2623, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Allegany County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved 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 151466

ARTICLES OF INCORPORATION

MIDLAND DAY CARE CENTER, INC

ARTICLE 1. Incorporators. The undersigned, Rebecca A. Muir, whose address is 5 Gills Hill, Lonaconing, Maryland, being at least 21 years of age, does hereby form a Corporation under the General Laws of the State of Maryland.

ARTICLE 2. The name of the Corporation shall be, "Midland Day Care Center, Inc."

ARTICLE 3. The purpose for which the corporation is formed is as follows:

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 this coporation is organized in any an all acts amendatory thereof and supplemental thereto. And further to engage in the care of children under the age of 18 (day care) to the general public.

ARTICLE 4. The principal office of the corporation is 5 Gill Hill, Lonaconing, Maryland.

ARTICLE 5. The resident agent of the corporation is Rebecca A. Muir, 5 Gills Hill, Lonaconing, Maryland.

ARTICLE 6. Authorized shares. The total number of shares of stock of all classes that the corporation has authority to issue is 5,000 shares of common stock, with no par value.

ARTICLE 7. Directors. The number of directors of the corporation shall be as follows:

The number of Directors shall be three, as authorized by the Corporations and Associations Article of the Annotated Code of Maryland, which number may be increased or decreased pursuant to the By-Laws of the corporation. Which shall never be less than three. The names of the Directors who shall act until the first meeting or until their successors are chosen to take office are, Rebecca Ann Muir of 5 Gills Hill, Lonaconing, Maryland, Connie Lee Brinegar, Star Route, Barton, Maryland and James W. Muir, 5 Gills Hill, Lonaconing, Maryland.

REC FEE 5 00
0 #
33428156 55 00
#154370 C002 R01 T 2104
06/ 8/84

Compared and Mailed ~~Delivered~~
TO ... Rebecca A Muir 5 Gills Hill Lonaconing Md ...
..... June 25 1984 ...

ARTICLE 8. Duration. The duration of this Corporation shall be perpetual.

IN WITNESS thereof, I, Rebecca A. Muir, having signed these Articles of Incorporation on 1 day of ~~October~~ December, 1983, and I acknowledge the same to be my act.

Rebecca A. Muir
Rebecca A. Muir
Incorporator

FILED FOR RECORD
IN 1 8 1984 19
2:22 o'clock M.
and same day Recorded in
Liber No. Folio
one of the Records of Allegany
County, Maryland and com-
pared by

LIBER 628 PAGE 895

ARTICLES OF INCORPORATION

OF

MIDLAND DAY CARE CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 8, 1983 at 10:52 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 1623 060917, 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.

D. W. Hall

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 151415

NJP

LIBER 028 PAGE 896

HORIZON PRESS, INC.

A Maryland Close Corporation Organized
Pursuant to Title 4

---

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, Sherry Dougherty, whose post office address is 222 Paca Street, Cumberland, Maryland, 21502, and Jan Mellon, whose post office address is Rt. #1, Box 165, 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.

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

HORIZON PRESS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the General Corporation Law of Maryland.

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

(a) To engage in the printing, publishing and advertising businesses generally, and in the printing and/or publishing of books, pamphlets, periodicals, newspapers, posters, circulars and private, commercial or financial material of any kind, as well as prepare, lay-out, design, print, publish, mail, and otherwise distribute all forms of advertising and circulars; and to fabricate, construct, buy, sell and otherwise deal in, paper, material and all types of supplies necessary or useful in such business; and generally to do any and all other business and contracting incidental thereto, or connected therewith.

(b) To do anything permitted by Section 2-103 of the Corporations and Associates 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 is 222 Paca Street, Cumberland, Maryland. 21502. The name and post office address of the Resident Agent of the Corporation in Maryland is Sherry Dougherty, 222 Paca Street, Cumberland, Maryland, 21502. Said Resident Agent is a citizen

33418096

Compared and ~~Mailed~~ Delivered
Robert Paye, Esq.
TO ... 21 Prospect Square ...
Cumberland, Md. ...
June 25 1984 ...

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, having no par value, all of one class.

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 her successor is duly chosen and qualified is Sherry Dougherty.

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

(a) The Corporation and its Stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a close corporation under the Title "Close Corporations" of The Corporations and Associations Article of the Annotated Code of Maryland, as existing on the effective date of these articles, or as the same may be amended from time to time, including without limitation, the authority to enter into one or more stockholders' agreements as authorized by Section 4-401 under such sub-title; but no provision of the Charter or By-laws of the Corporation shall as such constitute a stockholders' agreement specially authorized by Section 4-401 under said Title, unless such provisions specifically states that it shall be deemed to be such a stockholders' agreement.

(b) 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 may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

A stockholder who intends to cumulate his votes shall give written notice of such intention to the Secretary of the Corporation on or before the day preceding the election at which such stockholder intends to cumulate his votes. All stockholders may cumulate their votes if any stockholder gives such notice.



W OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

(c) With respect to:

(1) The amendment of the Charter of the Corporation;

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

(3) The merger of the Corporation into another corporation, or the merger of one or more other corporations into the Corporation;

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

(5) The 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;

(6) 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 a vote of not less than a majority of the shares 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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, acting as Incorporators, and each do acknowledge the same to be our act, this 5th day of December, 1983.

WITNESS:

Sandra K. Twigg — Sherry Dougherty (SEAL)
SHERRY DOUGHERTY

Sandra K. Twigg — Jan Mellon (SEAL)
JAN MELLON

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

FILED FOR RECORD
JUN 18 1984 19
at 12:55 clock M.
and same day Received in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland and com-
pared by
Clerk

LIBER 028 PAGE 899

ARICLES OF INCORPORATION

OF

HORIZON PRESS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 7, 1983 at 10:22 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2623, folio 00-725, 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 151385

cem

LIBER 028 PAGE 900

REC FEE 5.00
M ----
BALANCE 75.00
#154510 CO02 ROI T1 2:05
05/13/84

AMERICAN ROOFING CORPORATION
ARTICLES OF INCORPORATION

FIRST: We Rebecca N. Hancock and John W. Hancock, whose post office address is 109 Potomac 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 AMERICAN ROOFING CORPORATION.

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

A. To operate and maintain a roofing and sheet metal contracting business engaged in the construction, repair and renovation of roofing composed of slate, asphalt, shingles, rubber, tin, monel metals and other materials.

B. To carry on and conduct a general construction business, including the designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work upon buildings, structures, manufacturing plants, and to engage in all kinds of excavation, and working in iron, steel, wood, masonry, glass with mechanical, electrical and earth construction machinery; to make, execute, take or receive any contracts or assignments of contracts relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other materials and supplies connected therewith or required therefor; and to generally carry on a general contracting and construction business.

C. To 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.

33398137

Compared and Mailed Delivered
Jane, Jean Cunningham
TO 210 Saratoga Street
Cumberland, Md.
June 25 1984

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.

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 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 of any nature, and in any manner permitted by law, for money so borrowed or in payment of property purchased, or for any othere 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.

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 109 Potomac St., (P. O. Box 2287), Cumberland, Allegany County, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is James Kevin Cunningham, 210 Saratoga 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: JOHN W. HANCOCK, REBECCA N. HANCOCK, and JAMES K. 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:

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 Articule 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 of 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 corporation representative other than a present or former director or officer, the Corporation my 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 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 Dec, 1983, and I acknowledge the same to be my act.

WITNESS: _____ John W. Hancock

WITNESS: _____ Rebecca N. Hancock

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY That on this 1st. day of December, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared John W. Hancock and Rebecca N. Hancock 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.

Joy L. Cunningham
Notary Public

My commission Expires: _____

JOY L. CUNNINGHAM
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986

FILED FOR RECORD
JUN 18 1984
at 12:25 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 028 PAGE 907

ARTICLES OF INCORPORATION

OF

AMERICAN ROOFING CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland December 5, 1983 at 9:35 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2622, folio 003761, 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 151254

LIBER 028 PAGE 908

SETON EMERGENCY SERVICES, P.A.

REC FEE 5.00
BALANCE 70.00
#154400 C002 A01 T12:05
05/18/84

ARTICLES OF INCORPORATION

FIRST: I, Ragaa Fadl, whose post office address is 805 Bishop Walsh Drive, 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 (hereinafter called "Corporation" is SETON EMERGENCY SERVICES, P.A.

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

(1) To own, maintain, conduct, operate and carry on the practice of emergency medicine, including operating on, healing, prescribing for or otherwise diagnosing or treating any physical, mental or emotional ailment or supposed ailment of another, undertaking by appliance, test, operation or treatment to diagnose, prevent, cure, heal, prescribe for or treat any bodily, mental or emotional ailment or supposed ailment of another, and any other matter or things 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 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 900 Seton Drive, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are Robert S. Paye, 21 Prospect Square, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

33408293

Compared and ~~Mailed~~ Delivered
Gepper, McMullen, Paye & Getty
TO ... 21 Prospect Square ...
Cumberland, Md.
... June 25, 1984 ...

LAW OFFICES
T. McMULLEN,
A. GETTY
MARYLAND
MARYLAND

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 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). The names of the Directors which shall act until the first annual meeting or until their successors are duly chosen and qualified are: Ragaa Fadl, Rogener B. Lacerna, Isaganio O. Laurencio, and Jesus H. Tan.

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 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

LAW [illegible]CES
ERT[illegible]MCMULLEN.
AYE & GETTY
CUMBERLAND
MARYLAND

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

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

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

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

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

NINTH: The Corporation will have at least four (4) stockholders.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of November, 1983, and I acknowledge the same to be my act.

R Fadl

RAGAA FADL

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

Board of Medical Examiners of Maryland
201 West Preston Street
Baltimore, Maryland 21201

(301) 383-2020-21

LIBER 628 PAGE 911

CERTIFICATE OF AUTHORIZATION

In accordance with Sections 5-110 and 5-111 of the Corporations and Associations Article of the Annotated Code of Maryland, the corporate designation

SETON EMERGENCY SERVICES, P.A.

approved by the Medical and Chirurgical Faculty and the Board of Medical Examiners of the State of Maryland, has been authorized on October 17, 1983.

Arthur T. Keefe, Jr., M.D.
Secretary

FILED FOR RECORD
JUN 18 1984 19 at 2:25 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 028 PAGE 912

ARTICLES OF INCORPORATION

OF

SETON EMERGENCY SERVICES, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1983 at 11:12 o'clock AM. as in conformity with law and ordered recorded.

---

Recorded in Liber 2623, folio 000393, 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 TVAE CORONASTI NOS

A 151329

LIBER 623 PAGE 913

REC FEE 5.00
BALANCE 65.00
#154390 C002 R01 T12:05
06/18/84

# Articles of Incorporation of

Western Maryland Rentals, Inc.

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the General laws of the State of Maryland, adopt the following articles of incorporation for such corporation:

FIRST: The name of the corporation is Western Maryland Rentals, Inc.

SECOND: The period of its duration is Perpetual

THIRD: The purpose(s) for which the corporation is organized are: To provide buildings, appartments, or other legal structures for rent as residences or commercial activities, and to transact any other lawful business activity for which this corporation may be incorporated.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is twenty thousand (20,000) of (par value $1.00), common stock, one class no series, for a total authorized capital of $20,000.

FIFTH: The corporation will not commence business until at least ~~one thousand ($1,000)~~ have been received by it as consideration for the issuance of shares.

SIXTH: Cumulative voting of shares of stock is not authorized.

SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None

EIGHTH: Provisions for the regulation of the internal affairs of the corporation are: goverened by the bylaws which shall be adopted by the majority of the directors.

NINTH: The address of the initial registered office of the corporation is: 244 North Centre St, Cumberland, MD 21502

and the name of its initial registered agent at such address is Marvin L. Jones.

TENTH: Address of the principal place of business is 244 North Centre St, Cumberland, MD 21502

ELEVENTH: The number of directors constituting the initial board of directors of the corporation is 2 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| Name | Address |
|---|---|
| Marvin L. Jones | 822 Windsor Road, Cumberland, MD 21502 |
| Reba M. Jones | 822 Windsor Road, Cumberland, MD 21502 |
| | |
| | |

33418147

1020

34

Compared and Mailed ~~Delivered~~
Marvin L. Jones
TO 822 Windsor Road
Cumberland, MD
June 25 1984

060589

LIBER 628 PAGE 914

**The name and address of each incorporator is:**

| Name | Address |
|---|---|
| Marvin L. Jones | 822 Windsor Rd., Cumberland, MD 21502 |
| Reba M. Jones, | 822 Windsor Rd., Cumberland, MD 21502 |
| | |
| | |

**In witness whereof, the incorporator(s) have hereunto set their hands this** 5 **day of** December, **19** 83.

Marvin L. Jones

Reba M. Jones

Mary C. Boyles, Notary

MY COMMISSION EXPIRES
JUNE 1, 1991

FILED FOR RECORD
JUN 18 1984
at 2:25 o'clock P M.
and same day Recorded in
Liber No. 628 folio 915
one of the Land Records of Allegany County, Maryland, and com-
pared by
Raymond L. Mathews Clerk

LIBER 628 PAGE 915

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND RENTALS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 7, 1983 at 9:05 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2623 000587, 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 151363

LIBER 028 PAGE 916

REC FEE 5.00
#----- 0 #
BALANCE 85.00
#152430 CO32 REC 112306
06/19/84

ARTICLES OF INCORPORATION
OF
GRAFF, HODGES & KELLERMEYER, P.A.

FIRST: The undersigned, THOMAS D. GRAFF, 1031 Longwood Avenue, Cumberland, Maryland 21502, W. ROYCE HODGES, III, 328 Sunset Drive, LaVale, Maryland 21502, and WILLIAM F. KELLERMEYER, Route 1, Box 41E, LaVale, Maryland 21502, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, which is hereunder called the Corporation is GRAFF, HODGES & KELLERMEYER, P.A.

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

(1) To carry on and conduct the practice of medicine under the laws of the State of Maryland through individuals authorized by law to render such services as individuals.

(2) Incident to and in furtherance of the above purpose, to invest the corporation's funds in real estate, mortgages, stocks, bonds, or any other type of investments.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1 Box 41E, LaVale, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is William F. Kellermeyer, Route 1 Box 41E, LaVale, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Hundred (500) shares of

3368193

~~3368093~~

Compared and Mailed ~~Delivered~~
TO James Swadley P.O. Box 220 119 West St. Keyser, W. Va.
June 25 1984

the par value of One Hundred ($100.00) Dollars a share, all of one class, and having an aggregate par value of Fifty Thousand ($50,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), but shall never be less than one (1), and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Thomas D. Graff, W. Royce Hodges, III, and William F. Kellermeyer.

SEVENTH: The duration of the Corporation shall be perpetual.

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

Thomas D. Graff

W. Royce Hodges, III

William F. Kellermeyer

STATE OF MARYLAND,

COUNTY OF ALLEGANY, ss:

I HEREBY CERTIFY that on the 16th day of November, 1983, the subscriber, a notary public of the State of Maryland in and for the County of Allegany personally appeared Thomas D. Graff, W. Royce Hodges, III and William F. Kellermeyer, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

My Commission expires:

July 1, 1986

(Affix Notarial Seal)

Notary Public

LIBER 028 PAGE 918

FILED FOR RECORD
JUN 18 1984
at 2:16 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

GRAFF, HODGES & KELLERMEYER, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 1, 1983 at 10:45 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2622, folio 062253, 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 151112