Compared and Mailed Delivered
Barnett & Barnett
TO 234 Baltimore Ave Cumb MD
September 4 ... 1990

LIBER 0136 FOLIO 01

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
4-27-90 at 9:30 a.m.

ARTICLES OF INCORPORATION OF MIDLO-PIZZA, INC.

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

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

FIRST

The name of the Corporation shall be:

MIDLO-PIZZA, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

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:

1. To Introduce, erect, operate, manage, maintain, and carry on a restaurant business; to buy, sell, lease, or otherwise dispose of, and/to operate, conduct, furnish, equip, and manage restaurants, eating houses, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying

LAW OFFICE
OF
BA[redacted]T & BARNETT
234 [redacted]timore Avenue
Cum[redacted]and, Maryland
21502
Telephone 722-2745

[redacted] 01278035

out the aforesaid purposes; to buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved, or otherwise; and to prepare and serve all food, beverages, and other preparations and refreshments of all kinds.

2. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and

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OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company of others.

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

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or government or authority or subdivision or agency thereof.

6. To carry on any business whatsoever that this

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OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Maryland Annotated Code Section C&A 2-103, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

FOURTH

The Post Office Address of the principal office of the corporation in this state is:

Rt.#1, Box 177
Frostburg, Maryland 21532

The Resident Agent of the corporation is:

Rhonda K. Knieriem
Rt.#1, Box 177
Frostburg, Maryland 21532

Said Agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH

LAW OFFICE
OF
ARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

The total number of shares which the Corporation has authority to issue is One Thousand (1000), shares, without par value, all of one class.

SIXTH

The number of directors of the Corporation shall be Three (3) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than (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:

DORIS E. KNIERIEM
Box 611
Midlothian, Maryland 21543

DANIEL R. KNIERIEM
Box 391
Midlothian, Maryland 21543

RHONDA K. KNIERIEM
Rt.#1, Box 177
Frostburg, Maryland 21532

SEVENTH

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 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

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

of this corporation, as they may deem practical, expedient and necessary in the conduct of the corporation business and the advancement of its objectives.

EIGHTH

These Articles of Incorporation may be amended in any particular by a two-thirds (2/3) vote of the entire Board of Directors, provided 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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25th day of April, 1990.

Toni Mullan
WITNESS

Doris E. Knieriem SEAL
DORIS E. KNIERIEM

Toni Mullan
WITNESS

Daniel R. Knieriem SEAL
DANIEL R. KNIERIEM

Toni Mullan
WITNESS

Rhonda K. Knieriem SEAL
RHONDA K. KNIERIEM

AFFIDAVIT

STATE OF MARYLAND
COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that on this 25 day of April, 1990, before me, a Notary Public in and for the State and County aforesaid, personally appeared DORIS E. KNIERIEM, DANIEL R. KNIERIEM and RHONDA K. KNIERIEM, and they did acknowledge the same to be their act and deed.

Carla F. Duckworth
NOTARY PUBLIC

My Commission Expires: 7/1/90

CARLA F. DUCKWORTH NOTARY PUBLIC ALLEGANY COUNTY, MD

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

M.A

LIBER 0336 PAGE 07

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____ Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	22	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
6		Penalty
4		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		____
		____
76		Certificate of Merger/Transfer
		____
		____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
0		Change of P.O., R.A. or R.A.A.
1		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 42

✓ Check ____ Cash

Documents on ____ checks

APPROVED BY: SMH

Name Change
(New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Paul W. Barnett, Esq.

MAIL TO ADDRESS: Barnett & Barnett
234 Baltimore Ave
Cumberland, Md. 21502

NOTE:

3338 2140

LIBER 0336 PAGE 08

FILED FOR RECORD
AUG 30 1990
AT 2:00 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. 0336 FOLIO 08
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
MIDLO-PIZZA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 27, 1990 AT 9:30 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 22.00	$ 20.00	$

D3009883

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BARNETT & BARNETT
ATTN: PAUL W. BARNETT, ESQ.
234 BALTIMORE AVE.
CUMBERLAND MD 21502

215C3031005

A 328047

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3238 2132

Compared and Mailed Delivered

TO Donald S. Goldbloom Esq. 16 N. Liberty St. Cumb. MD

September 4, 19 90

LIBER 036 FOLIO 09

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

CITIZENS FOR RESPONSIBLE WASTE DISPOSAL, INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION

APPROVED FOR PAYMENT

3-2-90 at 8:17 Am

FIRST: I, Donald S. Goldbloom, whose post office address is 16 N. 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 Citizens For Responsible Waste Disposal, 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 educational and charitable purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitations 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,

DONALD S. GOLDBLOOM
ATTORNEY AT LAW
16 N. LIBERTY STREET
CUMBERLAND, MD 21502
301-777-1599

01228091

01228092

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 a manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for such other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(C)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare, can be

DONALD S. GOLDBLOOM
ATTORNEY AT LAW
16 N. LIBERTY STREET
CUMBERLAND, MD 21502
301-777-1599

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:

The education of the citizens located in the western

Maryland area and surrounding states as to techniques for waste management and disposal, the amassing of research of various methods of waste management and disposal, the consultation with experts concerning the best available techniques for waste management and disposal, and the advocacy of responsible waste management and disposal in the western Maryland region.

FOURTH: The post office address of the principal office of the Corporation in this State is 912 Seton Drive, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are Joy Perry, Rt. 2, Box 653, Street Address, Frostburg Road, Frostburg, Maryland 21532. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be nine, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three. The name(s) of the Director(s), who shall act until the first annual meeting or until a successor(s) is/are duly chosen and qualified, is Wayne Spiggle, 912 Seton Drive, Cumberland, Maryland, 21502, Joy Perry, Rt. 2, Box 653, Street Address, Frostburg Road, Frostburg, Maryland 21532, Joseph E. Keatley, 105 Forest Drive, LaVale, Maryland 21502, and Daryl L. Fazenbaker, Vale Summit Road, Midland, Maryland 21542.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or unexpedient 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, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(C)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

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

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

(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 1st day of May, 1990, and I acknowledge same to be my act.

Donald S. Goldbloom, Esq.

m R

LIBER 036 FOLIO 16

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 5-1

_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____ TS

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	13	1 Certified Copy 7
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____
_____

Code _____

ATTENTION: _____
Donald S. Goldbloom Esq.

MAIL TO ADDRESS: _____
16 N. Liberty St.
Cumberland, Md. 21502

TOTAL FEES 53

✓ Check ___ Cash

NOTE: Copy made

1 Documents on 2 checks

APPROVED BY: PCM

3233 2433

FILED FOR RECORD
AUG 30 1990
AT 2:00 O'CLOCK PM 19
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND. AND COM-
PARED BY
CLERK

LIBER 036 PAGE 17

ARTICLES OF INCORPORATION
OF
CITIZENS FOR RESPONSIBLE WASTE DISPOSAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 2, 1990 AT 8:17 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3008208

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DONALD SCOTT GOLDBLOOM, ESQUIRE
16 N. LIBERTY STREET
CUMBERLAND MD 21502

214C3030813

A 327881

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3238 0425
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

Compared and Mailed Delivered
Gregory Getty Esq
TO 21 Prospect Sq. Cumb. MD
September 4 19 90

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
4/30/90 at 8:52a

ARTICLES OF INCORPORATION

FOR

HENDERSON AVENUE SERVICE CENTER, INC.

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

FIRST: I, Gregory H. Getty, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Henderson Avenue Service Center, Inc.

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

(1.) To conduct the business of a service station, which business shall include dealing in gasoline and all other petroleum products, all kinds of oils and products used for motor fuel or lubrication, all manner of accessories and appliances to be used on motor vehicles of every description, and other articles and items useful to or desirable for patrons of such a service station; the washing, polishing and storing of motor vehicles, and such other business as is usual, proper and necessary in such enterprise; and to engage in any other lawful purpose of business.

(2.) To do anything permitted by Section 2-103 of the Corporations and Association Articles 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 85 Henderson Avenue, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in this state is W. Raymond Beall, 222 Fulton 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 1,000 shares of Common Stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which never may be increased or decreased pursuant to the By-Laws of

[redacted]

01283039

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

1990 AUG 30 A 8:56

1990 AUG 31 A 8:58

the Corporation, which 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 (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: W. Raymond Beall, Louise R. Earley, and Maria Carrington.

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

(1) The Board of Directors of the Corporation 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock

(3) 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 demand and receive payment of the face value of the stock.

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

W OFFICES
T. McMULLEN,
E & GETTY
CUMBERLAND
MARYLAND

any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereafter enforced.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of April, 1990, and I acknowledge the same to be my act.

Gregory H. Getty
GREGORY H. GETTY

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

LIBER 0336 PAGE 21

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
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62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
[illegible]3		____ Certified Copy ___
[illegible]6		Penalty
[illegible]4		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
76		Certificate of Merger/Transfer
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
[illegible]70		Change of P.O., R.A. or R.A.A.
[illegible]91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Gregory H. Getty
21 Prospect Square
Cumberland, MD
21502

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: GMH

FILED FOR RECORD
AUG 30 1990
AT 2:00 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

LIBER 036 PAGE 22

ARTICLES OF INCORPORATION
OF
HENDERSON AVENUE SERVICE CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 30, 1990 AT 8:52 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3009974

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GREGORY H. GETTY
21 PROSPECT SQUARE
CUMBERLAND MD 21502

215C3031014

A 328056

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered
TO Seppert, McMullen, Paye & Getty
21 Prospect Sq. Cumb. MD
September 7 19 90

LIBER 036 PAGE 23

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CQ SERVICES, INC.

ARTICLES OF INCORPORATION

APPROVED FOR RECORD 4/18/90 at 2:38 p.m.

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 hereafter referred to as the Corporation) is

CQ SERVICES, INC.

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

(a) To carry on a business of providing labor, services and operations management for construction and construction industry businesses, including furnishing of labor, supervision, management, administration and related equipment and services; and generally to do and perform all other acts and things necessary, proper or convenient for or incidental to the furtherance of carrying out of the purposes hereinabove described.

(b) 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

1990 MAY -2 A 9:46

1990 APR 18 P 2:38

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

012281 23

Code 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 21 Prospect Sq., Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in this State is Robert S. Paye, 21 Prospect Square, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3), 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 S. Paye, Douglas H. Reineke and Twila Anne Louk.

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

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

Corporation and of the Directors and stockholders:

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

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

(3) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporations, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(4) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, howver, 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

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 vote 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 16th day of April, 1990, and do hereby acknowledge the same to be our respective act.

WITNESS:

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

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

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

m.A-

LIBER 0036 FOLIO 28

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	1 Certified Copy 5
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
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22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Goppert, McMullen, Page + Getty
21 Prospect Square
Cumberland, Md. 21502

TOTAL FEES _____

51 Check ___ Cash

Documents on _____ checks

APPROVED BY: A

NOTE:

14 days
copy
made

3237 0013

FILED FOR RECORD
AUG 30 1990
AT 2:40 O'CLOCK P.M. 19
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 29
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 036 PAGE 29

ARTICLES OF INCORPORATION
OF
CQ SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 18, 1990 AT 2:38 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3005832

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
21 PROSPECT SQUARE
CUMBERLAND MD 21502

211C3030284

A 327620

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3237 0012

C.L

Compared and Mailed Delivered

W. Stevens Hidey, Esq.

TO 110 Washington St. Cumberland

September 4 ... 1990

LIBER 0136 PAGE 30

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT.

WELCO AMERICA, INC. 4-30-90 at 9:28 A.M.

9

ARTICLES OF INCORPORATION

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

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 WELCO AMERICA, INC.

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

(1) To lease, purchase, improve, rent, sell, and otherwise deal in real estate; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 909 East Gate Court, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are Robert A. Welk, 909 East Gate Court, Cumberland, Mary-

1990 APR 30 A 9:28

01208325

land, 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, provided that:

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

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

The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is Robert A. Welik.

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 capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of

stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of April, 1990, and I acknowledge the same to be my act.

WITNESS:

Patricia C. Harvey

W. STEVENS HIDEY

LIBER 036 FOLIO 34

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
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84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 145

ATTENTION: W. Stevens Hidey, Esq.

MAIL TO ADDRESS: _____

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: J.M.T

3235 1247

FILED FOR RECORD
AUG 30 1990
AT 2:20 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND. AND EXAMINED
BY
CLERK

LIBER 0336 PAGE 35

ARTICLES OF INCORPORATION
OF
WELCO AMERICA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 30, 1990 AT 9:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3004710

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE & GETTY
ATTN: W. STEVENS HIDEY, ESQ.
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

210C3030110

A 327495

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3275 1239

AT5-060

Compared and Mailed ~~Delivered~~
Lewis R. Shaffer
TO Rt. 2 Box 167-C Cumb. MD
September 4, 1990

0136 36

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT
5-14-90 at 8:48 a.m.

SHAFFER INSURANCE AGENCY, INC.

(a close corporation under Title 4)

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, Lewis R. Shaffer and Ella R. Shaffer whose post office address is Route 2, Box 167-C, Cumberland, Maryland, 21502, both being each 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 hereinafter called the Corporation) is:

SHAFFER INSURANCE AGENCY, INC.

1990 MAY 14 A 8:48

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 said Corporation is formed and the business to be carried on is as follows:

(a) To engage in the business of selling insurance to businesses, individuals and to the general public.

(b) To hire and employ agents, servants and employees, and to enter into agreements of employment, and to act as agent, contractor trustee, factor or otherwise, either alone or in company with others.

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

01358190

(d) To let concession to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(e) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in the General Corporation Law of the State of Maryland, and to have and exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may, at any time, hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as to each object expressed and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 2, Box 167-C, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation is Lewis R. Shaffer, Route 2, Box 167-C, Cumberland, Maryland, 21502. Said resident agent is a citizen of Maryland, and actually resides therein.

SIXTH: Total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares, having no par value, all of one class.

SEVENTH: The Corporation shall have two (2) Directors whose names are Lewis R. Shaffer and Ella R. Shaffer, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

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

(a) The Corporation and its Stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a close corporation under the Title "Close Corporations" of The Corporations and Associations Article of the Annotated Code of Maryland, as existing on the effective date of these articles, or as the same may be amended from time to time, including without limitation, the authority to enter into one or more stockholders' agreements as authorized by Section 4-401 under such sub-title; but no provision of the Charter or By-Laws of the Corporation shall as such constitute a stockholders' agreement specially authorized by Section 4-401 under said Title, unless such provisions specifically states that it shall be deemed to be such a stockholders' agreement.

(b) The stockholders of the Corporation are hereby empowered to authorize, by unanimous action, the issuance, from time to time, of shares of its stock, for such consideration as said stockholders may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation and/or the laws of the State of Maryland.

(c) In the absence of fraud, no contract or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the stockholders of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and any stockholders, individually, or any firm of which any stockholders may be a member, may be a party to, or may be otherwise interested in, and contract, agreement or other transactions of the Corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the stockholders of the Corporation or a majority thereof. Upon such disclosure or the

existence of such knowledge, such stockholder who is so interested, may be counted in determining the existence of a quorum at any meeting of the stockholders at which any such contract or other transaction may be entered into or authorized, and said stockholder may vote at such meeting to enter into or authorize any such contract, agreement or other transaction with the same force and effect as if no such relationship or interest existed.

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

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation, acting as the Incorporators, and we acknowledge the same to be our act on this 11th day of May, 1990.

WITNESS:

Marsha L. Eaton — Lewis R. Shaffer (SEAL)
Lewis R. Shaffer

Marsha L. Eaton — Ella R. Shaffer (SEAL)
Ella R. Shaffer

STATE OF MARYLAND
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 11th day of May, 1990 before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared Lewis R. Shaffer and Ella R. Shaffer, and they acknowledged the aforegoing instrument of writing to be their act and deed.

WITNESS, my hand and Notarial Seal.

Rudy Hitaca
Notary Public

My Commission Expires: July 1, 1990

MA

LIBER 0136 FOLIO 40

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

____ P.A. ____ Religious ✓ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
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66		Rec. Fee (Revival)
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70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Lewis S. Laffer

MAIL TO ADDRESS: Route 2, Box 167-C
Cumberland, Md. 21502

TOTAL FEES 50

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: JMT

FILED FOR RECORD
AUG 3 0 1990
AT 2:00 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 0036 PAGE 41

ARTICLES OF INCORPORATION
OF
SHAFFER INSURANCE AGENCY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 14, 1990 AT 8:48 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3014768

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
LEWIS R. SHAFFER
ROUTE 2, BOX 167-C
CUMBERLAND MD 21502

220C3031645

A 328615

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered
TO Charles Taylor 19 N. Liberty St. Cumb MD
September 4, 1990 LIBER 0136 PAGE 42
(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

5-9-90 at 8:14 a.m.

BOPPS FLOWER SHOP, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 26 day of April, 1990, by and between BOPPS FLOWER SHOP, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor") and CHARLES W. TAYLOR, JR. and DIANA LEE TAYLOR, husband and wife, (hereinafter sometimes referred to as "Taylor") and CWT, INC., a Maryland corporation (hereinafter sometimes referred to as "CWT").

THIS IS TO CERTIFY:

1990 MAY -9 A 8:14

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Taylor and CWT, their heirs, personal representatives, successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferees are: CHARLES W. TAYLOR and DIANA LEE TAYLOR, husband and wife, having their post office address and place of business at 19 North Liberty Street, Cumberland, Maryland, 21502, and CWT, Inc., a Maryland corporation, having its post office address and principal place of business at 19 North Liberty Street, Cumberland, Maryland, 21502.

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

01295181

Transferor is Bopps Flower Shop, Inc., a corporation organized under the laws of the State of Maryland.

CWT, Inc. is a corporation organized under the laws of the State of Maryland.

Taylor is Charles W. Taylor, Jr. and Diana Lee Taylor, husband and wife, and will hold the property as tenants by the entireties under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Taylor and CWT for the property and assets hereby transferred to them as set forth in Article Ninth herein is One Hundred Fifty-nine Thousand Nine Hundred Dollars ($159,900.00) to be paid to Transferor.

FIFTH: The principal office of Transferor is 19 North Liberty Street, Cumberland, Maryland, 21502.

SIXTH: The location of the principal offices of Taylor and CWT in the State of Maryland is 19 North Liberty Street, 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 unanimmous 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 the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the charter of Transferor.

EIGHTH: As to Taylor, the sale, assignment and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved by the individuals purchasing the assets.

As to CWT, the Board of Directors, 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 to be effected pursuant to these Articles of Sale and Transfer is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of CWT 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 CWT.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of CWT entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of CWT, 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 CWT.

NINTH: In consideration of the payment to Transferor of Eighty-four Thousand Nine Hundred Dollars ($84,900.00) by CWT, Inc., Transferor does hereby bargain, sell, transfer, set over and assign to CWT, Inc., its successors and assigns: All equipment, and all inventory, furniture, fixtures and goodwill of the flower shop known as Bopps Flower Shop, 19 North Liberty Street, Cumberland, Maryland, 21502, as well as any right to use the trade name "Bopps Flower Shop", and a covenant by the principle of Transferor not to compete with CWT.

In consideration of the payment to Transferor of the sum of Seventy-five Thousand Dollars ($75,000.00) by Taylor, Transferor does hereby sell, convey, grant and transfer to Taylor the real property known as 19-21-23 North Liberty Street, Cumberland, Allegany County, Maryland, 21502.

This transfer is free from all the liabilities of Transferor and Transferor hereby expressly agrees to indemnify and hold

harmless Taylor and CWT 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 Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Taylor, individually, and CWT, Inc., a Maryland corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, BOPP S FLOWER SHOP, INC., CWT, INC., and CHARLES W. TAYLOR, JR. and DIANA LEE TAYLOR, husband and wife, parties to these Articles of Sale and Transfer have caused these Articles of Sale and Transfer to be signed and acknowledged individually or 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 26 day of APRIL, 1990.

ATTEST: Edwin S. Chase, Jr.

BOPP S FLOWER SHOP, INC.

By Glenn K. Davis
Glenn K. Davis, President

ATTEST:

CWT, INC.

By _____
Charles W. Taylor, Jr.,
President

WITNESS:

_____ (SEAL)
CHARLES W. TAYLOR, JR.

_____ (SEAL)
DIANA LEE TAYLOR

The undersigned, President of Bopp s Flower Shop, 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 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.

_____
GLENN K. DAVIS,
President

The undersigned, President of CWT, 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 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.

_____
CHARLES W. TAYLOR, JR.,
President

The undersigned hereby acknowledges the foregoing Articles of Sale and Transfer to be their act and further certify that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

CHARLES W. TAYLOR, JR.

DIANA LEE TAYLOR

LIBER 0036 FOLIO 49

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 112 BUSINESS CODE _____ COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) Bopps Hauer Shop, Inc. D0065748 D2971851

Surviving (Transferee) CWT, Inc., D2971851 Charles W. Taylor, Jr., and Diana Lee Taylor

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73	4	Certificate of Conveyance Land records Allegany Co
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21	247.50	Recordation Tax
22	375.00	State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 646.50

Name Change (New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code_____

ATTENTION:_____

MAIL TO ADDRESS: Charles Taylor [redacted] 19-21 N. Liberty St. Cumberland Md 21502

✓ Check _____ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: JPS

FILED FOR RECORD
AUG 30 1990
AT 2:22 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 036 PAGE 50

ARTICLES OF TRANSFER
OF

BOPPS FLOWER SHOP, INC. (A MD CORP.) Transferor
AND
CWT, INC. (a MD corp.)
Charles W. Taylor, Jr. & Diana Lee Taylor (Individuals)

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 9, 1990 AT 8:14 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$
CERT. OF CONV.-ALLEGANY COUNTY	4.00	
	$24.00 TOTAL	

D0065748

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CHARLES TAYLOR
19-21 N. LIBERTY ST.
CUMBERLAND MD 21502

219C3031559

A 328527

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

Compared and Mailed Delivered
TO Dane Taylor Esq. 81 Baltimore St. Cumb MD
September 4, 1990

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

LIBER 1036 FOLIO 51

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 8-7-90 at 9:41a m.

ARTICLES OF REVIVAL OF THREE-M ASSOCIATES, INC.

THIS IS TO CERTIFY:

1. These Articles of Revival are being filed for the purpose of reviving the Articles of Incorporation and Charter of Three-M Associates, Inc., a Maryland corporation having its principal office in LaVale, Allegany County, Maryland, (hereinafter called "Corporation").

2. The name of the corporation at the time the charter was forfeited was Three-M Associates, Inc.

3. The name which the corporation will use after revival of its charter is Three-M Associates, Inc.

4. The name and address of the resident agent of the corporation are as follows:

Dane E. Taylor
500 Liberty Trust Building
81 Baltimore Street
Cumberland, Maryland 21502

5. That the Board of Directors of the Corporation at a meeting duly convened and held on April 11th, 1990 advised the Revival of the Articles of Incorporation herein set forth by passing a Resolution declaring that the Revival is advisable, and directed that action be taken thereon at a special meeting of the Corporation to be held at the offices of Walsh, Walsh and Reinhart, 500 Liberty Trust Building, Cumberland, Maryland 21502, on April 11th, 1990.

6. That the special meeting of the corporation described in the preceding paragraph was called by the Board of Directors

of the Corporation and due notice thereof given in the manner provided by law, and the meeting was held at the offices of Walsh, Walsh and Reinhart in Cumberland, Maryland on April 16th, 1990, and the Directors, by unanimous vote duly adopted and approved the Revival of the Articles of Incorporation of the Corporation herein set forth.

IN WITNESS WHEREOF, the President of Three-M Associates, Inc. has hereunto affixed his signature this 16th day of April 1990, attested by the ~~Assistant Secretary-Treasurer,~~ and the President has further acknowledged these Articles of Revival for and on behalf of the Corporation.

ATTEST: THREE-M ASSOCIATES, INC.

James Maltba By Mark A. McCoy (SEAL)
JAMES MALTBA MARK A. McCOY, President

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, that on this 16th day of April, 1990, before me, the undersigned, a Notary Public in and for the State & County aforesaid, personally appeared Mark A. McCoy, President of Three-M Associates, Inc., and on behalf of Three-M Associates, Inc., he acknowledged the aforegoing Articles of Revival as the act and deed of the Corporation and as his act and deed, and he did certify and make oath in due form of law that the matters and facts set forth in the Articles of Revival are true and correct.

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

Janice Bady
NOTARY PUBLIC

My Commission Expires:

LIBER 036 PAGE 53

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, James Maltba, Assistant Secretary-Treasurer of Three-M Associates, Inc.
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has 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.

James Maltba
(print name beneath signature)
JAMES MALTBA

I hereby certify that on May 4th, 1990 before me the
(insert date)

subscriber, a notary public of the State of Maryland, in and for _____
(insert name

Allegany County personally appeared James Maltba
of county for which notary is appointed) (insert name

_____ and made oath under the penalties of perjury that
of person swearing)

the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Mary O. Emerick
(signature of notary public)

My Commission expires July 1, 1990

LIBER 0136 FOLIO 54

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18Q BUSINESS CODE 03 COUNTY 51

D 0576215 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 59

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Dane Taylor
Walsh Walsh
81 Balt St # 500
Cumberland Md 21502

✓ Check ___ Cash

2 Documents on 1 checks

APPROVED BY: JS

NOTE: DET by tele indicated The 90 was filed Copy made JS

3828 1838

FILED FOR RECORD
AUG 30 1990
AT 2:08 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY [illegible]
CLERK

LIBER 0336 PAGE 55

THE ARTICLES OF REVIVAL
OF
THREE-M ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 7, 1990 AT 9:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D0576215

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WALSH, WALSH
ATTN: DANE TAYLOR
81 BALTIMORE ST.
STE. 500
CUMBERLAND MD 21502

216C3031125

A 328173

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered CJ

TO Chambers Development Company Inc. 10700 Frankstown Rd. Pittsburgh PA 15235

September 4 ... 1990

LIBER 0136 PAGE 56

SECRETARY'S CERTIFICATE

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

The undersigned, John G. Rangos, Jr., being the duly elected and acting Secretary of Chambers of Maryland, Inc., (the "Corporation") hereby certifies under the penalties of perjury that to the best of his knowledge, information and belief that at a meeting of the Board of Directors duly called and held on March 9, 1990, the following resolutions were duly adopted and are now in full force and effect:

RESOLVED, that William Walsh, 504 Liberty Trust Building, Baltimore Street, Cumberland, Maryland 21502 be and hereby is designated as Resident Agent of the Corporation in lieu of The Corporation Trust Corporation and that the proper officer of the Corporation is authorized to file a Notice to that effect.

FURTHER RESOLVED, that the principal office of the Corporation in the State of Maryland be and it is hereby changed to 504 Liberty Trust Building, Baltimore Street, Cumberland, Maryland 21502 and that the proper officer of the Corporation is authorized to file a Notice to that effect.

WITNESS my hand and the seal of the Corporation this 16th day of April, 1990.

[CORPORATE SEAL]

John G. Rangos, Jr., Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5-23-90 at 8:31 A.m.

LIBER 036 PAGE 57

CHAMBERS OF MARYLAND, INC.
(a Maryland corporation)

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND RESIDENT AGENT

State Department of Assessments and Taxation
Baltimore, Maryland

Pursuant to the provisions of Section 2-108 of the Maryland General Corporation Law, the undersigned Maryland corporation hereby notifies the State Department of Assessments and Taxation of Maryland:

(1) That under a resolution adopted by the Board of Directors of the corporation on March 9, 1990, a certified copy of which is filed herewith, the resident agent of the corporation in the State of Maryland has been changed to William Walsh, whose post office address is 504 Liberty Trust Building, Baltimore Street, Cumberland, Maryland 21502. The resident agent so designated is an attorney duly licensed to practice in the State of Maryland.

(2) That under a resolution adopted by the Board of Directors of the corporation on March 9, 1990, a certified copy of which is filed herewith, the principal office of the corporation in the State of Maryland has been changed from 32 South Street, Baltimore, Maryland 21202 to 504 Liberty Trust Building, Baltimore Street, Cumberland, Maryland 21502.

CHAMBERS OF MARYLAND, INC.

By: _____
John G. Rangos, Jr., Secretary

Dated: March 9, 1990

01438163

[redacted]

[redacted]

1990 MAY 23 A 8:31

LIBER 0136 FOLIO 58

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Bumer, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 17

D2208700 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

*Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
___	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

_____

_____

___ Change of Name

✓ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

✓ Designation of Resident Agent and Resident Agent's Address

___ Other Change _____

_____

Code _____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: Chanbess Development Company Inc
10700 Frankstown Road
Pittsburgh, Pa. 15235

_____

_____

TOTAL FEES $10.00

_1_ Check _____ Cash

NOTE:

_1_ Documents on _1_ checks

APPROVED BY: RMC

3243 0460

FILED FOR RECORD
AUG 30 1990 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-
CLERK

LIBER 0136 PAGE 59

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
CHAMBERS OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 23, 1990 AT 8:31 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2208700

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CHAMBERS DEVELOPMENT COMPANY, INC
10700 FRANKSTOWN RD.
PITTSBURGH PA 15235

227C3032678

A 329529

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3243 0457

AT5-060

Compared and Mailed Delivered
Dane Taylor, Esq.
TO 81 Baltimore St. Cumb MD
September 4... 1990 LIBER 0336 FACE 66
(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

STATE DEPARTMENT OF ASSESSMENTS

ARTICLES OF REVIVAL OF M.M.M. ASSOCIATES, INC.

APPROVED FOR RECORD

THIS IS TO CERTIFY: 5-7-90 at 9:41a M.

1. These Articles of Revival are being filed for the purpose of reviving the Articles of Incorporation and Charter of M.M.M. Associates, Inc., a Maryland corporation having its principal office in LaVale, Allegany County, Maryland, (hereinafter called "Corporation").

2. The name of the corporation at the time the charter was forfeited was M.M.M. Associates, Inc.

3. The name which the corporation will use after revival of its charter is M.M.M. Associates, Inc.

4. The name and address of the resident agent of the corporation are as follows:

Dane E. Taylor
500 Liberty Trust Building
81 Baltimore Street
Cumberland, Maryland 21502

5. That the Board of Directors of the Corporation at a meeting duly convened and held on April 16th, 1990 advised the Revival of the Articles of Incorporation herein set forth by passing a Resolution declaring that the Revival is advisable, and directed that action be taken thereon at a special meeting of the Corporation to be held at the offices of Walsh, Walsh and Reinhart, 500 Liberty Trust Building, Cumberland, Maryland 21502, on April 16th, 1990.

6. That the special meeting of the corporation described in the preceding paragraph was called by the Board of Directors

012/3280

of the Corporation and due notice thereof given in the manner provided by law, and the meeting was held at the offices of Walsh, Walsh and Reinhart in Cumberland, Maryland on April 16th, 1990, and the Directors, by unanimous vote duly adopted and approved the Revival of the Articles of Incorporation of the Corporation herein set forth.

IN WITNESS WHEREOF, the President of M.M.M. Associates, Inc. has hereunto affixed his signature this 16th day of April 1990, attested by the ~~Assistant Secretary-Treasurer~~ and the President has further acknowledged these Articles of Revival for and on behalf of the Corporation.

ATTEST: M.M.M. ASSOCIATES, INC.

James Maltba
JAMES MALTBA

By Mark A. McCoy (SEAL)
MARK A. McCOY, President

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, that on this 16th day of April, 1990, before me, the undersigned, a Notary Public in and for the State & County aforesaid, personally appeared Mark A. McCoy, President of M.M.M. Associates, Inc., and on behalf of M.M.M. Associates, Inc., he acknowledged the aforegoing Articles of Revival as the act and deed of the Corporation and as his act and deed, and he did certify and make oath in due form of law that the matters and facts set forth in the Articles of Revival are true and correct.

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

Jean Baty
NOTARY PUBLIC

My Commission Expires:

LIBER 0036 FOLIO 62

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, JAMES MALTBA, Assistant Secretary-Treasurer of M.M.M. ASSOCIATES, INC.
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has 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.

James Maltba
(print name beneath signature)
JAMES MALTBA

I hereby certify that on May 4th, 1990 before me the
(insert date)

subscriber, a notary public of the State of Maryland, in and for _____
(insert name

Allegany County personally appeared _____
of county for which notary is appointed) (insert name

James Maltba and made oath under the penalties of perjury that
of person swearing)

the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Mary O. Emerick
(signature of notary public)

My Commission expires July 1, 1990.

LIBER 0036 FOLIO 63

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 188L BUSINESS CODE 03 COUNTY 01

D0793539 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 59

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Diane Taylor
Walsh, Walsh
81 Balt St #500
Cumberland Md 21502

✓ Check ___ Cash

NOTE: Copy made

2 Documents on 1 checks

APPROVED BY: JHS

3239 1933

FILED FOR RECORD
AUG 8 0 1990
AT 2:00 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY
CLERK

LIBER 036 PAGE 64

THE ARTICLES OF REVIVAL OF M. M. M. ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 7, 1990 AT 9:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D0793539

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WALSH, WALSH
ATTN: DANE TAYLOR
81 BALTIMORE ST.
STE. 500
CUMBERLAND MD 21502

216C3031124

A 328172

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3239 1829

Compared and Mailed/Delivered
TO Hidey, Coyle, Selby & Monteleone
110 Washington St. Cumb MD
September 4 19 90 LIBER 0136 FOLIO 65

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
05-07-90 at 9:33 A.m.

HORIZON LAND DEVELOPMENT CORPORATION

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

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

ARTICLES OF INCORPORATION

FIRST: I, Nicholas J. Monteleone, whose post office address is 110 Washington Street, 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 hereinafter called the "Corporation") is Horizon Land Development Corporation.

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 as follows:

(1) To buy, sell, trade, lease, develope and subdivide, mortgage, invest in and otherwise deal in real estate; and to engage in any other lawful purpose and business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 105 South Centre Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the corporation is James Hosken, 105 South Centre 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 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

1990 MAY -7 A 9:33

[redacted]
01438430

until the first annual meeting or until his successor is duly chosen and qualified is **James Hosken.**

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of May, 1990 and I acknowledge the same to be my act.

Nicholas J. Monteleone

Nicholas J. Monteleone

MA

LIBER 036 FOLIO 67

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

[redacted]

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	30	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]3		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____
_____

Code 145

ATTENTION: _____

MAIL TO ADDRESS: _____

[redacted]

TOTAL FEES 78

✓ Check ___ Cash

___ Documents on _____ checks

NOTE: Copy made

APPROVED BY: A.M.T

FILED FOR RECORD
AUG 30 1990
AT 2:00 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COMPARED BY
CLERK

LIBER 036 PAGE 68

ARTICLES OF INCORPORATION
OF
HORIZON LAND DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 7, 1990 AT 9:33 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3021037

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE , GETTY
& MONTELEONE
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

228C3032729

A 329567

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered
Seppert. McMullen. Paye & Getty
TO 21 Prospect Sq. Cumberland MD
September 4 19 90

LIBER 036 FOLIO 69

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION

APPROVED FOR RECORD
4/30/90 at 8:55 a.m.

FOR

TOM HARTMAN'S AMERICAN KARATE ~~SCHOOL, INC.~~

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

FIRST: I, Gregory H. Getty, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Tom Hartman's American Karate School, Inc.

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

(1.) To establish, organize equip, own, operate, manage, control, maintain, carry on, and conduct a karate school or karate schools; to teach, train, and instruct students in the various types, fields, and branches of karate and in related arts; to plan, devise, create, and prescribe techniques, styles, modes, and systems of karate, karate instruction, and related training; and to acquire by construction, purchase, exchange, or other means, and thereafter to own, lease, maintain and carry on, and to sell, transfer, convey, or otherwise dispose of, karate schools and other establishments suitable or proper for the operation and conduct a school or schools devoted to teaching, training, and instruction in the various types, fields and branches of karate and in related arts.

1990 APR 30 A 8:55

(2.) To do anything permitted by Section 2-103 of the Corporations and Association Articles 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 414 Virginia Avenue, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in this state is Cindy G. Johnson, 1026 Weires 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 1,000 shares of Common Stock, without par value.

0120816S

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

SIXTH: The number of Directors of the Corporation shall be three (3) which never may be increased or decreased pursuant to the By-Laws of the Corporation, which 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 (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 W. Hartman, Cindy G. Johnson, and Dawn Wilgus.

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

(1) The Board of Directors of the Corporation 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock

(3) 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 demand and receive payment of the face value of the stock.

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

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 Pennsylvania General Corporation Law now or hereafter enforced.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of April, 1990, and I acknowledge the same to be my act.

Gregory H. Getty

GREGORY H. GETTY

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

LIBER 0036 FOLIO 72

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

M.A

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Geppert, McMullen, Paye & Getty
21 Prospect Square
Cumberland, Md. 21502

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMH

3235 1545

FILED FOR RECORD
AUG 30 1990
AT 2:00 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COMPARED BY
CLERK

LIBER 036 PAGE 73

ARTICLES OF INCORPORATION
OF
TOM HARTMAN'S AMERICAN KARATE SCHOOL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 30, 1990 AT 8:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3005451

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
21 PROSPECT SQUARE
CUMBERLAND MD 21502

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

210C3030184

A 327528

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3235 1542

ATS-060

C.L.

Compared and Mailed Delivered

Western Maryland Chapter

TO P.O. Box 1331 Cumb. MD

September 4, 1990. LIBER 036 PAGE 74

WESTERN MARYLAND
STATION CENTER
Canal Street
Cumberland, MD 21502

PHONE
301 722-2101

WESTERN MARYLAND CHAPTER
NATIONAL RAILWAY HISTORICAL SOCIETY, INC.

P.O. BOX 1331
CUMBERLAND, MARYLAND

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

9 May 1990

Maryland State Dept of Assessments & Taxation
Corporate Charter Division
301 West Preston Street
Baltimore, Maryland 21201

RE: Changing the Resident Agent for the Western Maryland Chap, NRHS, Inc.

Dear Sir or Madam:

The Board of Directors of the Western Maryland Chapter of the National Railway Historical Society, Inc., a corporation organized in the State of Maryland on 26 January 1982, duly approved on 12 April 1990 a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed

from John T. Melvin (former agent)
577 Cromwell Terrace
Cumberland, MD 21502

to Charles J. Soethe (new agent)
401 Columbia Street
Cumberland, MD 21502

I, Richard Kirsch, Secretary of the Board of Directors, certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
5-14-90 at 9:17 A .m.

Respectfully,

Richard Kirsch
0135835 Richard Kirsch
Secretary

Inclosure: filing fee

LIBER 036 FOLIO 75

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 51

D1370576 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

*Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
[redacted]	_____	For. Supplemental Cert.
[redacted]	_____	Foreign Resolution
[redacted]	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
[redacted]	_____	Amend/Cancellation, For. Limited Part.
[redacted]	_____	Other _____
[redacted]	_____	Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____
_____

Code _____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: Western Maryland
Chapter N.S.D.A.R. Inc
P.O. Box 1331
Cumberland, Md.

_____

_____

TOTAL FEES $10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

FILED FOR RECORD
AUG 30 1990
AT 2:00 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 76
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COMP
CLERK

LIBER 036 PAGE 76

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
WESTERN MARYLAND CHAPTER, NATIONAL RAILWAY
HISTORICAL SOCIETY INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 14, 1990 AT 9:17 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D1370576

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WESTERN MARYLAND CHAPTER
N.R.H.S., INC.
P. O. BOX 1331
CUMBERLAND MD 21502

222C3031937

A 328873

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

C.J.
Compared and Mailed Delivered
TO William J. Trozzo, Esq.
75 Greene St. Cumberland, MD
September 4 19 90

LIBER 0136 FOLIO 77

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
5-09-90 at 8:58 Am.

ZIM'S TIRE SHOP, INC.

ARTICLES OF INCORPORATION

FIRST: I, **WILLIAM J. TROZZO, ESQ.**, whose post office address is 75 Greene Street, Cumberland, Maryland being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") **"ZIM'S TIRE SHOP, INC.**

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

1. To engage in the buying and selling, at wholesale and retail, of new and recapped automobile tires of all kinds and descriptions and the conducting of the general business of vulcanizing, reinforcing, rebuilding, and repairing automobile tires of all kinds and descriptions, and such other and further objects as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for the business and the buying, leasing, holding, releasing, selling, and conveying the real estate necessary or proper in connection with the business.

1990 MAY -9 A 8:58

2. To buy, sell, and deal generally in automotive parts and accessories including petroleum products; to wash and wax motor vehicles; to repair motor vehicles; and to carry on generally such other and incidental business as may be appropriate to the above-mentioned activities.

01298056

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1309 Virginia Avenue, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is **PATRICIA DYKE**, 1311 Virginia 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 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 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 elected and qualify are **MARSHALL W. HOUDERSHELDT and DAVID A. ZEMBOWER.**

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 hereater 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) 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 demand and receive payment of the face value of his stock.

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 Maryland General Corporation Law now or hereafter in force.

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

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

LIBER 036 PAGE 81

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of May, 1990, and I acknowledge the same to be my act.

WILLIAM J. TROZZO, ESQ.

M.H.

LIBER 036 PAGE 82

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____ Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

Name Change
(New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Wm. J. Trozzo, Esq.

MAIL TO ADDRESS: 25 Greene Street
Cumberland, Md. 21502

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: JMT

23-0 015

FILED FOR RECORD
AUG 8 0 1990
AT 3:00 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 036 PAGE 83

ARTICLES OF INCORPORATION
OF
ZIM'S TIRE SHOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 9, 1990 AT 8:58 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3012200

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILLIAM J. TROZZO, ESQ.
CUMBERLAND MD 21502

218C3031356

A 328345

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3240 0145

Compared and Mailed Delivered
TO C. Barry Hanna, Esq.
September 4, 1990 LIBER 0336 FOLIO 84

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
05-21-90 at 9:22 a.m.

FROSTBURG CHURCH OF THE BRETHREN

ARTICLES OF INCORPORATION

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

FIRST: The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Members (as hereinafter definded) of the congregation of the Frostburg Church of the Brethren (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 Assessments and Taxation of Maryland as follows:

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is the Frostburg Church of the Brethren.

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

(a) The Corporation is organized exclusively for religious, 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 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

1990 MAY 21 A 9:22

01418299

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 an 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 of 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 Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of

the Annotated Code of Maryland for 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 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 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 its

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 by the "charitable organizations" mean corporations, trusts, funds foundations, or community chests created or organized in the United State or in any of its states, territories, possession, 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 and publishing or distributing of statements), in any political campaign on behalf of any candidates for public office;

(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) 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 comp0lied 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 1 Beall Street, Frostburg, Allegany County, Maryland 21532. The name and address of the Resident Agent of the Religious Corporation is G. Gary Hanna, 101 Summit Place, Frostburg, MD 21532. Said resident agent is a citizen of the State of Maryland and actually resides herein.

SIXTH: The initial number of Trustees of the Religious Corporation is five (5), 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: John W. Logue, 89 Victoria Land, Frostburg, MD 21532; William W. Nightingale, 187 McCulloh Street, Frostburg, MD 21532; Harry R. Chaney, 238 Centennial Street, Frostburg, MD 21532; Bernard D. Coleman, Hawthorne Drive, Frostburg, MD 21532; and Kitty Taylor, Frostburg, MD 21532.

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 16 day of May, 1970, and we acknowledged the same to be our acts.

WITNESS:

John W Sague

Wm. W. Nightingale

Harry R. Chaney

Bernard D. Coleman

Margaret A (Kitty) Taylor

LIBER 036 PAGE 92

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 16 COUNTY 51

#_____ ___ P.A. ✓ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
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23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

✓ Check ___ Cash

Documents on _____ checks

APPROVED BY: J.M.T

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code_____

ATTENTION: G. Gary Hanna, Esq

MAIL TO ADDRESS: 71 Prospect Square
Cumberland, Md. 21502

NOTE:

FILED FOR RECORD
AUG 30 1990 AT 3:00 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 0336 PAGE 93

ARTICLES OF INCORPORATION
OF
FROSTBURG CHURCH OF THE BRETHREN

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 21, 1990 AT 9:22 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3018751

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
G. GARY HANNA, ESQ.
71 PROSPECT SQUARE
CUMBERLAND MD 21502

224C3032299

A 329168

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered
TO Charles W. Taylor
19-21 N. Liberty St. Cumbmd
September 17, 1990

FILED FOR RECORD
AUG 30 1990
2:00 O'CLOCK P.M.
SAME DAY RECORDED IN
LIBER NO. 590 FOLIO 136
OF THE RECORDS OF ALLEGANY
CO. MARYLAND, AND COM-
PARED BY

LIBER 0590 PAGE 136 LIBER 036 PAGE 94

CERTIFICATE OF [ ] MERGER
[X] TRANSFER
[ ] CONSOLIDATION
[ ] SHARE EXCHANGE

(Filed and Recorded August 30, 1990 @ 2:00 P.M.)

TO: [X] Clerk of the Circuit Court for Allegany Co. (Land Records)

[ ] _____ Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of Transfer have been filed in this office on May 9, 1990 at 8:14 A.M.

1) The name of each party to the Articles is

BOPPS FLOWER SHOP, INC. (A MD CORP.) - TRANSFEROR
CWT, INC. (A MD CORP.), CHARLES W. TAYLOR, JR. AND DIANA LEE TAYLOR (INDIVIDUALS) - TRANSFEREES.

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

CWT, INC. (A MD CORP.), CHARLES W. TAYLOR, JR. AND DIANA LEE TAYLOR (INDIVIDUALS) - TRANSFEREES.

As Witness my hand and the Official seal of the said Department at Baltimore this 23rd day of May, 1990.

Nancy Grueninger
Administrative Officer

3241 2434

AT 5-076

LIBER 036 PAGE 95 LIBER 0590 PAGE 137

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 _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

   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 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 $71,590.00.

   (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.

BOPP S FLOWER SHOP, INC.

By Glenn K. Davis
(SIGNATURE AND TITLE) -
MUST BE OFFICER OR ATTORNEY FOR THE TRANSFEROR
GLENN K. DAVIS, President

BOPP S FLOWER SHOP, INC.
(NAME OF CORPORATION)

3241 3433

LIBER 0536 PAGE 96

CERTIFICATE OF CONVEYANCE LIBER 0590 PAGE 138

PART I .1. LOCATION OF LAND BEING CONVEYED (Insert County or Baltimore City)
Allegany County Account No. 16-006807

2. TRANSFEROR Bopps Flower Shop, Inc.

3. TRANSFEREE Charles W. Taylor and Diana Lee Taylor

4. CERTIFICATE OF CONVEYANCE ACCOMPANYING: (PLEASE CHECK APPROPRIATE BOX)
X ARTICLES OF TRANSFER
_____ ARTICLES OF MERGER
_____ ARTICLES OF CONSOLIDATION
_____ DOCUMENT EVIDENCING MERGER OR CONSOLIDATION OF FOREIGN CORPORATIONS OR FOREIGN LIMITED PARTNERSHIPS

5. INTEREST IN LAND AFFECTED: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.) Lot No. 2, Division of Stover property, part of Town Lot No. 251 k/a 19-21-23 North Liberty Street, Cumberland, Maryland Deeds Liber 452, folio 838 and Deeds Liber 479, folio 624

6. MAILING ADDRESS FOR RECEIPT OF TAX BILL: NAME Charles W. Taylor, et. ux. c/o Bopps Flower Shop, ADDRESS 19-21 N. Liberty Street Cumberland, Maryland zip code 21502

PART II 1. Is this a transfer of real property subject to agricultural transfer tax?
(_____)YES (X)NO

PART III Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code or under Section 371 through Section 374 of the Internal Revenue Code? (_____)YES (X)NO

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV, AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

PART IV FOR USE WHERE PROPERTY IS BEING CONVEYED BY MERGER OR CONSOLIDATION. (PLEASE CHECK APPLICABLE BOXES.)

1. Is this a merger where a limited partnership is a party to the merger?
(_____)YES (_____)NO

NOTE: IF THE ANSWER TO QUESTION 1. IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI. IF THE ANSWER IS NO, GO ON THE QUESTIONS 2, 3, AND 4.

2. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property?
(_____)YES (_____)NO

3. Is this a merger of a parent corporation into its subsidiary corporation?
(_____)YES (_____)NO

4. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A) previously owned real property? (_____ YES _____ NO)
B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (_____ YES _____ NO)
C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (_____ YES _____ NO)

NOTE: IF ALL ANSWERS TO QUESTIONS 2 THROUGH 4 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B,C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION, IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

PART V FOR USE WHERE REAL PROPERTY IS BEING CONVEYED BY ARTICLES OF TRANSFER.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes?
(X)YES (_____)NO

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3 AND 4. GO ON TO PART VI.

(OVER)

2. 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

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE BEGINNING WITH 2A.

Is this real property being transferred to:

2A) a person who was an original shareholder of the corporation?
(____)YES (____)NO

2B) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation?
(____)YES (____)NO

2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?
(____)YES (____)NO

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or between 2 or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation, or subsidiary corporations, or became a stockholder of the subsidiary corporation or subsidiary corporations for no consideration nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (____)YES (X)NO

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

4A) previously owned the real property? (____)YES (X)NO

4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (____)YES (X)NO

4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (____)YES (X)NO

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B OR 4C IS YES; OR (2.) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B, OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTIONS IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON THE PART VI.

PART VI COMPLETE SECTIONS A, B, C, & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A.) CONSIDERATION FOR REAL PROPERTY CONVEYED $ 75,000.00

B.) VALUE OF REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. $ 71,590.00

C.) ALL PUBLIC TAXES, ASSESSMENTS AND CHARGES DUE ON THE REAL PROPERTY X HAVE ____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
ALL PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED X HAVE ____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)

D.) I HEREBY ACKNOWLEDGE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING REPRESENTATIONS ARE TRUE.

BOPPS FLOWER SHOP, INC.
(NAME OF CORPORATION)
* Gorman E. Getty, III
Attorney for Seller

HIDEY, COYLE, GETTY & MONTELEONE
BY * (SIGNATURE AND TITLE) **
(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

FOR OFFICE USE ONLY

MARYLAND RECORDATION TAX PAID:	247.50
MARYLAND TRANSFER TAX PAID:	375.00
LOCAL TRANSFER TAX PAID:	
( )	
TOTAL:	622.50

APPROVED FOR RECORD 5-9-90

BY [redacted]
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

3241 2437

Compared and Mailed Delivered
Jerome Rafats
TO P.O. Box 597 Beltsville, MD 20705
September 17 19 90

LIBER 0036 FACE 98 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF DISSOLUTION APPROVED FOR RECORD

3/21/90 at 9:59 .m.

FIRST: The name of the corporation is Trailsyde Country Inn, Inc.

SECOND: The address of the principal office of the corporation is RD#2, Box 73A, Grantsville, Maryland 21536.

THIRD: The name and address of a resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up are Jerome Rafats.

FOURTH: The name and address of each of the directors is as follows:

NAME	ADDRESS
Thelma M. Rafats	RD #2, Box, 73A, Grantsville, Maryland 21536
Jerome M. Rafats	RD #2, Box, 73A, Grantsville, Maryland 21536

FIFTH: The name, title, and post office address of each of the officers is as follows:

NAME	TITLE	ADDRESS
Thelma M. Rafats,	President,	RD #2, Box 73A, Grantsville, MD. 21536
Jerome M. Rafats,	Treasurer,	RD #2, Box 73A, Grantsville, MD. 21536
Jerome M. Rafats,	Secretary,	RD #2, Box 73A, Grantsville, MD. 21536

SIXTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the board of directors and stockholders of the corporation.

SEVENTH: Notice of approved dissolution was mailed to all known creditors of the corporation on September 30, 1990.

EIGHTH: The corporation of Trailsydes, Country Inn, Inc. is herein dissolved.

NINTH: The undersigned (president, vice president, secretary or assistant secretary) certify under the penalties of perjury that to the best of my knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

RECEIVED
'90 JUN 4 AM 9 50
ASSESSMENTS & TAXATION
STATE DEPT. OF

ATTEST:

01558377

[redacted]

J. M. Rafats
Secretary of Corporation

Thelma M. Rafats
President of Corporation

Notary: Kenneth Ray Stanchff (3/6/9)
My commission expires July 1, 1990

LIBER 0336 PAGE 99

ALLEGANY COUNTY TAX AND UTILITY OFFICE

COURT HOUSE
30 WASHINGTON STREET
CUMBERLAND, MARYLAND 21502
(301) 777-5965

March 12, 1990

TO WHOM IT MAY CONCERN:

This is to certify that the Corporation Personal Property Taxes in the name of TRAILSYDE COUNTY INN, INC., ID #D2022424 are paid in full thru June 30., 1989, according to the records of this Office.

I trust this is the information you desire. If you have any questions concerning this matter, please feel free to contact me.

Sincerely,

Rheba L. Snyder

Rheba L. Snyder
Supervisor

STATE OF MARYLAND LIBER 0036 PAGE 100

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, CPA, DIRECTOR

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

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

TRAILSYDE COUNTRY INN

have been paid.

WITNESS my hand and official seal this

24TH day of MAY A.D. 1990 .

J. Basil Wisner
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

M.A.

LIBER 0:36 PAGE 101

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 51

D2022424 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
[redacted]		Foreign Resolution
		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
[redacted]		Other _____
		Other _____
TOTAL FEES		

Name Change
(New Name) _____

___ Change of Name
✓ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Jerome Rafuse
PO Box 697
Beltsville, MD 20705

50 Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: A

7247 2551

LIBER 036 PAGE 102

FILED FOR RECORD
SEP 10 1990
AT 9:22 CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY

THE ARTICLES OF DISSOLUTION OF TRAILSYDE COUNTRY INN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 21, 1990 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D2022424

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JEROME RAFATS
P. O. BOX 697
BELTSVILLE MD 20705

239C3031249

A 330666

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3247 259

TS-060

Compared and Mailed Delivered C.L
Michael J. Lawson
TO Rt. 4 Box 9 Cumb. MD.
September 17, 1990

LIBER 036 PAGE 103 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CLASS GLASS & PERFORMANCE, INC.

ARTICLES OF INCORPORATION

APPROVED FOR PAYMENT
06-06-90 at 11:11Am.

FIRST: The undersigned, **Robert M. Vollmerhausen, Jr. and Michael J. Lawson,** whose Post Office addresses are

Robert M. Vollmerhausen, Jr.
Rt 1, Box 105 Heavner Estates
Ridgeley, WV 26753

Michael J. Lawson
Rt 4, Box 9
Cumberland, MD 21502

being at least eighteen years of age, do hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as "Corporation") is **CLASS GLASS & PERFORMANCE, INC.**

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

1. Manufacture fiberglass reinforced plastic automotive bodies and body components, chasis and related hardware for early model and special interest vehicles. Distribute and sell bodies and components manufactured by the Corporation and others.
2. Invest corporate funds, so as maximize the available return on invested funds - any conventional financial investment vehicles are permitted including founding and private stock of new business ventures.
3. To do such acts and carry on such business as may be 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 Maryland is **CLASS GLASS & PERFORMANCE, INC.; 101 Winston Rd; Cumberland, MD 21502.** The name and post office address of the resident agent of the Corporation in Maryland are

Michael J. Lawson
Rt 4, Box 9
Cumberland, MD 21502

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 five (5), which number may be increased or decreased pursuant to the BY-LAWS of the Corporation, and so long as there are less than six (6) stockholders, the number of directors may be less than six (6) but no less than the number of stockholders. The name of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are

Robert M. Vollmerhausen, Jr. 01578405 Michael J. Lawson

SEVENTH: The provisions for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors will be specified in the BY-LAWS of the Corporation.

7246 2690

CLASS GLASS & PERFORMANCE, INC.

ARTICLES OF INCORPORATION (Continued)

EIGHT:

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

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

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with 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 subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, and 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 any duly constituted meeting of the majority of the Board of Directors who were not parties to the proceeding; (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these **ARTICLES OF INCORPORATION** on _____, 1990, and severally acknowledge the same to be our act.

WITNESS: Janet B. Lawson Robert M. Vollmerhausen Jr.

Robert M. Vollmerhausen, Jr.

WITNESS: Linda K Vollmerhausen Michael J. Lawson

Michael J. Lawson

3246 259

MA

LIBER 036 PAGE 105

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	~~20~~	Organ. & Capitalization
61	~~20~~	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2
56		Penalty
54		For. Supplemental Cert.
[redacted]		Foreign Resolution
[redacted]		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
[redacted]		Other _____
[redacted]		Other _____

TOTAL FEES 48

✓ Check ___ Cash

___ Documents on _____ checks

APPROVED BY: J.M.T.

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

Michael J. Lawson

MAIL TO ADDRESS: _____

Rt. 4, Box 9
Cumberland, Md.
21502

NOTE:

3246 2582

FILED FOR RECORD
SEP 10 1990
AT 9:00 O'CLOCK A M
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 0036 PAGE 106

ARTICLES OF INCORPORATION
OF
CLASS GLASS & PERFORMANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 6, 1990 AT 11:11 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3029790

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MICHAEL J. LAWSON
RT. 4, BOX 9
CUMBERLAND MD 21502

237C3030933

A 330760

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3246 2699

Compared and Mailed ~~Delivered~~
David McLaughlin
TO 110 S. Centre St. Cumb MD
September 17, 1990.

LIBER 0036 PAGE 107

110 S. Centre Street
Cumberland, MD 21502
May 31, 1990

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

RE: Hunter Homes, Inc.

Gentlemen:

I hereby resign effective immediately as resident agent for Hunter Homes, Inc. Please remove my name as resident agent from the State's records. Enclosed is the related $10 filing fee.

The corporation has been duly notified of my resignation.

Sincerely yours,

David C. McLaughlin

DCM/mvt

encl.
cc: Hunter Homes, Inc.

01593291

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
6/8/90 at 9:34A.m.

1990 JUN -8 A 9:34

3247 0067

LIBER 036 FOLIO 108

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burnor, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 51

D2253433 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
---	---	Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: David C. McLaughlin
110 South Centre Street
Cumberland, Md. 21502

TOTAL FEES $10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

3347 0033

APPROVED BY: RMC

FILED FOR RECORD
SEP 10 1990
AT 9:00 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. 0236 FOLIO 109
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM—
PARED BY

LIBER 0236 PAGE 109

RESIGNATION OF RESIDENT AGENT OF HUNTER HOMES INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 8, 1990 AT 9:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2253433

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DAVID MCLAUGHLIN
110 S. CENTRE ST.
CUMBERLAND MD 21502

237C3030973

A 330798

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3247 0066

C.J.

Compared and ~~Mailed~~ Delivered

TO David J. Powell, Esq. 115 S. Centre St. Cumb. MD

September 17, 1990

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORDING

05-24-90 at 8:39 a.m.

LIBER 0136 PAGE 110

ARTICLES OF INCORPORATION

FIRST

I, JIN HO KIM, whose post office address is 418 Washington 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 hereafter referred to as the "Corporation") is KUMHO, INC.

THIRD

The purpose for which the Corporation is formed are:

1. To engage in operating a restaurant; and

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

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

FOURTH

The post office address of the principal office of the Corporation in this State is Kumho, Inc., Country Club Mall, Winchester and Vocke Roads, LaVale, Allegany County, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Mrs. Jin Ho Kim, 418 Washington Street, Cumberland, Allegany County, Maryland. Said Resident Agent is an individual actually residing in this State.

01448026

ARTICLES OF INCORPORATION
Page Two of Three

FIFTH

The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5000) shares of common stock, without par value.

SIXTH

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

(a) if there is no stock outstanding, the number of directors may be less than two (2) but not less than one (1); and

(b) if there is stock outstanding and so long as there are less than two stockholders, the number of directors may be less than two but not less than the number of stockholders.

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

JIN HO KIM
KUMHO PRODEY

SEVENTH

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

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

ARTICLES OF INCORPORATION
Page Three of Three

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

The 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 18 day of May, 1990, and I acknowledge the same to be my act.

JIN HO KIM

MA

LIBER 0336 FAGE 113

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

[redacted]

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
[redacted]		Other _____

TOTAL FEES 49

✓ Check ___ Cash

Documents on _____ checks

APPROVED BY: JmT

Name Change
(New Name)_____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

_____

Code_____

ATTENTION: _____
Dixie L. Pownall, Esq.

MAIL TO ADDRESS: _____
115 S. Centre St.
Cumberland, Md. 21502

NOTE: Copy made

FILED FOR RECORD
SEP 10 1990 AT 9:20 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. 0136 FOLIO 114
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 0136 FOLIO 114

ARTICLES OF INCORPORATION
OF
KUMHO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 24, 1990 AT 8:39 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3021706

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DIXIE L. POWNALL, ESQ.
115 S. CENTRE STREET
CUMBERLAND MD 21502

229C3032841

A 329655

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

7244 0234

Compared and Mailed Delivered
Lee Klavans, Esq.
TO Ste. 200 315 N. Charles St.
Baltimore, MD 21201
September 17, 1990.

LIBER 0036 FOLIO 115

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
6/12/90 at 9:25a.m.

RECEIVED
'90 JUN 12 AM 9 25
STATE DEPT. OF
ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

OF

RAILROAD TRANSPORTATION, INC.

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

FIRST: That I, the subscriber, Glen M. Lee, 129 Winslow Street, Cumberland, Maryland 21502, being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby execute and file these Articles with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the Corporation, is: RAILROAD TRANSPORTATION, INC.

THIRD: The Corporation elects to be a close corporation as authorized by Title 4, Section 4-201 of the Annotated Code of Maryland, Corporations and Associations Article.

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

a. to own, lease or operate taxicabs, limousines, vans and conduct a general transportation and communication business.

b. to subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes or other evidences of indebtedness of any corporation, stock company or associations now

LEE KLAVANS
ATTORNEY AT LAW
[redacted] 200
[redacted] CHARLES ST.
[redacted], MARYLAND
21201-4385

01648107

or hereafter existing, and whether created by or under the laws of the State of Maryland, or otherwise, and while the owners of said shares of stock, or bonds, or other property, to exercise all of the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

c. to purchase, hold, sell and reissue the shares of its own capital stock.

d. to buy, lease or otherwise acquire so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm associated or corporation (either foreign or domestic) engaged in any business.

e. to engage in any other business of any kind or character whatsoever and to that end, acquire, hold and dispense of any and all property, assets, bonds and rights of any kind.

f. without any particular limiting of any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to do all things, hereinbefore mentioned and also to issue or exchange stocks, bonds or other liabilities in payment of property purchased or acquired by it, or for any other object in or about its business to borrow money without limit, to mortgage or pledge its franchises, real or personal income or profits accruing to it, any stocks, bonds or other obligations or any property which may be acquired by it issued or incurred.

g. to carry on any other business whatsoever which the Corporation may deem proper and/or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly,

LEE KLAVANS
ATTORNEY AT LAW
SUITE 200
5 NORTH CHARLES ST.
ALTIMORE, MARYLAND
21201-4365

to promote the interest of the Corporation or to enhance the value of its property, to conduct its business in this state or other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Maryland, and to have and to exercise all the powers conferred by the laws of Maryland upon corporations; formed under the act pursuant to and under which this Corporation is formed.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 129 Winslow Street, Cumberland, Maryland 21502, the Resident Agent of the Corporation is Glen M. Lee, whose post office address is 129 Winslow Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: The Corporation shall have one director, Glen M. Lee, who shall serve until such time as the organization meeting and the issue of stock has been completed after which time the Corporation elects to dispense with a Board of Directors pursuant to Section 4-302 of the Annotated Code of Maryland; Corporations and Associations Article.

SEVENTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One Thousand (1,000) shares at the par value of One Hundred Dollars ($100.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

EIGHTH: All issued shares of Capital Stock of this Corporation shall be deemed fully paid and non-assessable and the holders of such shares shall not be liable to this Corporation or its creditors.

LEE KLAVANS
ATTORNEY AT LAW
SUITE 200
5 NORTH CHARLES ST.
ALTIMORE, MARYLAND
21201-4585

NINTH: Both the Stockholders and Directors of the Corporation may hold their meetings and the Corporation may have an office or offices outside the State of Maryland, except as otherwise provided by law.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter prescribed by statute, and all rights conferred on Stockholders herein are granted subject to this reservation.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 11th day of June, 1990 and acknowledged the same to be my act.

Glen M. Lee
GLEN M. LEE

STATE OF MARYLAND

to wit:

County OF BALTIMORE

I HEREBY CERTIFY, That on this 11th day of June, 1990, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared GLEN M. LEE, and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS My hand and notarial seal.

Lee Klavans
Notary Public LEE KLAVANS
Notary Public
Baltimore Co., MD
My Commission expires: My Comm. Exps. July 1, 1990

LEE KLAVANS
ATTORNEY AT LAW
SUITE 200
NORTH CHARLES ST.
ALTIMORE, MARYLAND
21201-4385

Liber 0036 Folio 119

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DWS

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	10	1 Certified Copy 4pgs.
56	____	Penalty
54	____	For. Supplemental Cert.
[redacted]	____	Foreign Resolution
[redacted]	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
[redacted]	____	Other _____
[redacted]	____	Other _____

TOTAL FEES 100

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Lee KIAVANS, ESQ
Suite 200
315 NORTH CHARLES ST.
BALTO. MD 21201-4385

✓ Check ___ Cash

Documents on _____ checks

APPROVED BY: SMH

NOTE:

CERTIFIED COPY MADE

FILED FOR RECORD
SEP 10 1990
AT 2:00 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE
LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
CLERK

LIBER 036 FOL 120

ARTICLES OF INCORPORATION
OF
RAILROAD TRANSPORATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 12, 1990 AT 9:25 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3031895

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
LEE KLAVANS, ESQ.
STE. 200, 315 NORTH CHARLES ST.
BALTIMORE MD 21201 4385

240C3031278

A 331030

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered C.J.
Dixie L. Powell, Esq.
TO 115 S. Centre St. Cumb. MD
September 17 19 90

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
06-13-90 at 9:37 Am.

LIBER 036 FOLIO 121

ARTICLES OF INCORPORATION

FIRST

*I, **JANE A. FISCUS**, whose post office address is 727 National Highway, 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 hereafter referred to as the "Corporation") is **DOUBLE STRAND RANCH, LIMITED.***

THIRD

The purposes for which the Corporation is formed are:

1. *To engage in the operation of farming; and*
2. *To raise and breed livestock; and*
3. *To engage in any other lawful purpose and/or business; and*
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.*

1990 JUN 13 AM 9:37 0164833

FOURTH

The post office address of the principal office of the Corporation in this State is 727 National Highway, LaVale, Allegany County, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are Jane A. Fiscus, 727 National Highway, LaVale, Allegany County, Maryland. Said Resident Agent is an individual actually residing in this State.

ARTICLES OF INCORPORATION
Page Two of Three

FIFTH

The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) shares of common stock, without par value.

SIXTH

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

(a) if there is no stock outstanding, the number of directors may be less than two (2) but not less than one (1); and

(b) if there is stock outstanding and so long as there are less than two stockholders, the number of directors may be less than two but not less than the number of stockholders.

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

JANE A. FISCUS
W. GUY FISCUS

SEVENTH

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

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

ARTICLES OF INCORPORATION
Page Three of Three

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

The 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 12th *day of* June, *1990, and I acknowledge the same to be my act.*

Jane A. Fiscus

JANE A. FISCUS

MA

LIBER 0036 FOLIO 124

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3 pgs
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 49

✓ Check ___ Cash

Documents on _____ checks

APPROVED BY: SMH

Name Change
(New Name)_____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____
_____

Code_____

ATTENTION: Dixie L. Powell, Esq.

MAIL TO ADDRESS: 115 S. Centre St.
Cumberland, Md. 21502

NOTE: Copy made

FILED FOR RECORD
SEP 10 1990
AT 2:00 O'CLOCK PM
AND SAME DAY RECORDED IN
LIBER NO. 0136 FOLIO 125
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY W. Walker
CLERK

LIBER 0136 FOLIO 125

ARTICLES OF INCORPORATION
OF
DOUBLE STRAND RANCH, LIMITED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 13, 1990 AT 9:37 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3032273

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DIXIE L. POWNALL, ESQ.
115 S. CENTRE ST.
CUMBERLAND MD 21502

240C3031316

A 331059

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3249 0502

Compared and Mailed ~~Delivered~~
David McLaughlin
TO 110 S. Centre St. Cumb. MD
September 17 1990

LIBER 0036 FOLIO 126

110 S. Centre Street
Cumberland, MD 21502
May 31, 1990

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

RE: Tuscan Development, Inc.

Gentlemen:

I hereby resign effective immediately as resident agent for Tuscan Development, Inc. Please remove my name as resident agent from the State's records. Enclosed is the related $10 filing fee.

The corporation has been duly notified of my resignation.

Sincerely yours,

David C McLaughlin

David C. McLaughlin

DCM/mvt

encl.
cc: Tuscan Development, Inc.

01598290

JUN -8 A 9:33 1990

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
6-8-90 at 9:33 A.m.

LIBER 0036 FOLIO 127

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Bumor, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 51

D2240604 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
[redacted]	_____	Penalty
[redacted]	_____	For. Supplemental Cert.
[redacted]	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties
[redacted]	$10.00	Change of P.O., R.A. or R.A.A.
[redacted]	_____	Amend/Cancellation, For. Limited Part.
___	_____	Other _____
	_____	Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
__✓__ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____
_____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
David C. McLaughlin
110 S. Centre St.
Cumberland, Md. 21502

TOTAL FEES $10.00

__1__ Check _____ Cash

NOTE:

__1__ Documents on __1__ checks

APPROVED BY: RMC

FILED FOR RECORD
SEP 10 1990
AT [illegible] O'CLOCK [illegible] M
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

LIBER 036 PAGE 128

RESIGNATION OF RESIDENT AGENT
OF
TUSCAN DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 8, 1990 AT 9:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2240604

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DAVID MCLAUGHLIN
110 S. CENTRE ST.
CUMBERLAND MD 21502

237C3030974

A 330799

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered

TO MD Ave. Sunoco 400 MD Ave. Cumb. MD

September 17 19 90 0:36 am 129

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

MARYLAND AVENUE SUNOCO, INC. 06-04-90 at 9:20A.

Articles of Incorporation

FIRST: The undersigned, John Raymond Smyth, Sr., whose address is 301 Edgevale Avenue, Cumberland, Maryland, John Raymond Smyth, Jr., whose address is 400 Washington Street, Cumberland, Maryland, being at least 18 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 herein called the corporation) is Maryland Avenue Sunoco, Inc.

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

1. To form a business entity with which to conduct business as a retail gasoline and service outlet. The products and services are to include sale of gasoline to the public, repairs on automobiles and small trucks, sales of auto related parts.

FOURTH: The post office address of the principal office of the corporation is 400 Maryland Avenue, Cumberland, Maryland, Allegany County, 21502. Name of post office address of the resident agent of the corporation in Maryland are, John R. Smyth, Jr., 400 Washington Street, Cumberland, Maryland 21502.

FIFTH: Total number of shares which the corporation has authority to issue is 1000 shares, no par value, all of one class.

SIXTH: 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, and so long as there are less than three (3) stockholders number of the directors may be less than three (3) but not less than the number of the stockholders, and the names of the directors who shall act until the first meeting or until the successors are duly chosen and qualified are; John R. Smyth, Sr., John R. Smyth, Jr.

SEVENTH: The corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on May 28, 1990 and severally acknowledge the same to be our act.

01558470

John R. Smyth, Sr.

John R. Smyth, Jr.

MA

LIBER 0036 FOLIO 130

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name)_____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____
_____

Code_____

ATTENTION:_____

_____

_____

MAIL TO ADDRESS:_____

Maryland Ave.-Sunoco
400 Maryland Ave.-
Cumberland, Md.
21502

_____

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: SMS

LIBER 036 FOLIO 131

FILED FOR RECORD
SEP 10 1990
AT 2:00 O'CLOCK P M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
MARYLAND AVENUE SUNOCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 4, 1990 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3028255

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MARYLAND AVE. SUNOCO
400 MARYLAND AVE.
CUMBERLAND MD 21502

236C3030779

A 330546

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ATS-060

Compared and Mailed Delivered

TO Hidey, Coyle & Getty, Esq.
10 Washington St. Cumberland MD

September 17, 1990.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

06-25-90 at 9:00 A.m.

LIBER 0036 FOLIO 132

ARTICLES OF INCORPORATION

OF

GRANTSVILLE INN, INC.

THIS IS TO CERTIFY:

FIRST: I, Gorman E. Getty, III, whose post office address is 110 Washington Street, Post Office Box 839, 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:

GRANTSVILLE INN, INC.

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

(1) To carry on a hotel and restaurant business, 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 110 Washington Street, Cumberland, Maryland

01758210

21502. The name and post office address of the Resident Agent of the Corporation in this State are Gorman E. Getty, III, 110 Washington Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the 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 not less than the number of stockholders.

The name of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are: Gorman E. Getty, III.

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

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the 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 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 cause 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 no 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 19th day of June, 1990, and I acknowledge the same to be my act.

WITNESS:

Vicki A. Shockey _____ (SEAL)
GORMAN E. GETTY, III

STATE OF MARYLAND,

ALLEGANY COUNTO, TO-WIT:

I HEREBY CERTIFY, That on this 19th day of June, 1990, 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 within and aforegoing Articles of Incorporation to be his act and deed.

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

Vicki A Shockey
NOTARY PUBLIC

My Commission Expires:
July 1, 1990

P.A.

LIBER 0036 FOLIO 138

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	12	1 Certified Copy 6 pgs.
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 145

ATTENTION: _____
Garman E. Getty, III, Esq.

MAIL TO ADDRESS: _____

TOTAL FEES 52

✓ Check ___ Cash

NOTE: Copy made

_____ Documents on _____ checks

APPROVED BY: SMH

FILED FOR RECORD
SEP 10 1990
AT 2:00 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. 0136 FOLIO 139
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
Raymond W. Harper

LIBER 0136 PAGE 139

ARTICLES OF INCORPORATION
OF
GRANTSVILLE INN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 25, 1990 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3039245

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE , GETTY
& MONTELEONE
110 WASHINGTON STREET
CUMBERLAND MD 21501

249C3032428

A 332047

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed ~~Delivered~~
Clarence Rohrbaugh
TO 531 Cumb. St. Cumb. MD.
September 17 19 90

STATE DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR RECORD
06-14-90 at 9:22 .m.

LIBER 0836 FOLIO 140

ARTICLES OF INCORPORATION
OF

ROHRBAUGH ENTERPRISES, INC

ARTICLE I

NAME: The name of the corporation shall be Rohrbaugh Enterprises, Inc.,

ARTICLE II

PURPOSE: The purposes for which this corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Maryland, as they may be amended from time to time.

FEB JUN -2 PM 3:55

ARTICLE III

INITIAL BUSINESS: The corporation initially intends to engage in the business of all activities involved with porcelain doll making to include classes and retail and wholesale of supplies.

with its principal office situated at 50A Greene Street in the City of Cumberland, the State of Maryland - zip - 21502

ARTICLE IV

BOARD OF DIRECTORS AND INCORPORATORS: The initial Board of Directors shall consist of the Directors who are the incorporators. The names and post office addresses of the incorporators and the persons who are to serve as directors until the first annual meeting of the Stockholders, or until their successors are elected and qualified, are:

(name)	(address)	(city/state/zip)
Clarence C. Rohrbaugh	531 Cumberland Street	Cumberland, MD 21502
Miriam L. Rohrbaugh	531 Cumberland Street	Cumberland, MD 21502
David A. Rohrbaugh	531 Cumberland Street	Cumberland, MD 21502

Each of the Three Above named incorporators must be and are over the age of eighteen years old.

© 1979, ALPHA ENTERPRISES — P.O. BOX 26326 — TUCSON, AZ 85726

FORM 3001

0170824

ARTICLE V

NUMBER OF DIRECTORS: The number of persons to serve on the Board of Directors shall be fixed by the Bylaws, but in no case shall the number be less than two or more than eight. The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting to be held on the first monday of January each year, or such other day as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

ARTICLE VI

PRIVATE PROPERTY: The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS: The corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators against expenses reasonably incurred by him or here in connection with any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, a Director or Officer of the corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgements, penalties or fines rendered or levied against such officer or director and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation.

LIBER 036 PAGE 142

ARTICLE VIII

CAPITAL STOCK: The corporation shall have the authority to issue one hundred Shares of Common Stock, each share to have No Par Value. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors.

ARTICLE IX

STATUTORY AGENT: The name and post office address of the initial Statutory Agent for the corporation is: Clarence C. Rohrbaugh 531 Cumberland Street, Cumberland, MD 21502

ARTICLE X

FISCAL YEAR: The fiscal year of the corporation shall be from January 1 to December 31 of each year.

IN WITNESS WHEREOF, we have set our hands this 11 day of June, 1990.

David A. Rohrbaugh

Clarence C. Rohrbaugh

Miriam L Rohrbaugh

STATE OF Maryland)
) SS
COUNTY OF Allegany)

ON THIS the 11th day of June, 1990, before me, the undersigned Notary Public, personally appeared The above Persons -

known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledge that they execute the same for the purposes therein contained.

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

Margaret H Bucy
Notary Public

MY COMMISSION EXPIRES:

July 1, 1990

© 1979, ALPHA ENTERPRISES — P.O. BOX 26326 — TUCSON, AZ 85726

mn 036 143

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
[redacted]		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Clarence Lohrbaugh
531 Cumberland St
Cumberland Md.
21502

[redacted] TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

FILED FOR RECORD
SEP 10 1990
AT 2:20 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY COUNTY, MARYLAND AND COMPARED BY
CLERK

LIBER 0336 PAGE 144

ARTICLES OF INCORPORATION
OF
ROHRBAUGH ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 14, 1990 AT 9:22 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3035896

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CALRENCE ROHRBAUGH
531 CUMBERLAND ST.
CUMBERLAND MD 21502

245C3031884

A 331552

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

T5-060

Compared and Mailed Delivered C.J.
Karen Twigg
TO 512 Industrial Blvd Cumb MD
September 17, 1990.

LIBER 0336 PAGE 145 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

"ARTICLES OF INCORPORATION"

APPROVED FOR RECORD

6/15/90 at 9:00 a.m.

FIRST: The undersigned, Sara J. Twigg & Karen S. Twigg, whose physical address is Rt. #4, Mexico Farms Rd., Cumberland, MD 21502 (there is no house #). Both of which are 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 Body Beautiful Incorporated.

THIRD: The purpose for which the corporation is formed are as follows: Toning the body for fitness and health. Future endeavors hope to include tanning.

FOURTH: The post office address of the principal office of the corporation in Maryland is 512 Industrial Boulevard, Cumberland, Maryland, Allegany County, 21502. The name and post office address of the resident agent of the Corporation in Maryland are Sara J. Twigg and Karen S. Twigg Route #4, Box 155, Cumberland, Maryland, Allegany County, 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) Karen S. Twigg and Sara J. Twigg.

01668289

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 members.

EIGHTH: The duration of the Corporation shall be perpetual.

In witness whereof, We have signed these Articles of Incorporation on May 19, 1990 and severally acknowledged the same to be our act.

Karen S. Twigg

Sara Jane Twigg

2430

LIBER 036 FOLIO 146

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
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22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____

Karen Twigg
512 Industrial Blvd
Cumberland Md.
21502

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: SMH

FILED FOR RECORD
SEP 10 1990
AT 9:00 O'CLOCK M.
AND SAME DAY RECORDED IN
LIBER NO. 236 FOLIO
ONE OF THE
LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY:

LIBER 0336 PAGE 147

ARTICLES OF INCORPORATION
OF
BODY BEAUTIFUL INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 15, 1990 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3035128

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
KAREN TWIGG
512 INDUSTRIAL BOULEVARD
CUMBERLAND MD 21502

244C3031807

A 331492

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND · SCUTO BONAE VOLUNTATIS TVE CORONASTI 1632

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

C.L.

Compared and Mailed Delivered

Kathryn K. Hoskins

TO 23 S. Charles St. Baltimore MD

September 17, 1990

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

LIBER 0036 FOLIO 148 06-24-90 at 9:30 A.m.

ARTICLES OF INCORPORATION OF NEUMANN EARLY CHILDHOOD CENTER, INC.

We, the undersigned, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

FIRST: The name of the Corporation (which is hereafter called the "Corporation" or "Center") is NEUMANN EARLY CHILDHOOD CENTER, INC.

SECOND: The Corporation is formed for religious and educational purposes as follows:

> To establish and maintain a child care center and educational programs for children in accordance with and subject to the standards, guidelines, and discipline of the Roman Catholic Archdiocese of Baltimore.

THIRD: (A) The Corporation is organized exclusively for religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious and educational purposes, all for the public welfare, and for no other purposes, and all subject to the standards, guidelines and disciplines of the Roman Catholic Archdiocese of Baltimore, and to that end:

1. 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 or value, except such limitations, if any, as may be imposed by law;

2. 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;

3. 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 power contained in the trust instrument under which the

01758080

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 is 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 TENTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended;

4. 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 purposes as set forth in Article THIRD, or some of them;

5. in general to have, enjoy and exercise all of the rights, powers, and privileges which are now or which hereafter may be conferred by the laws of Maryland upon a non-stock corporation organized for educational and religious purposes, all for the public welfare, 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.

(C) No substantial part of the activities of the Corporation shall consist of 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.

(D) Notwithstanding any other provision of these Articles, the Corporation shall neither have nor exercise any power, nor shall engage directly or indirectly in activities that would adversely affect its tax exempt status as an organization described in §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or as an organization to which contributions are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(E) The Corporation may not at any time be controlled directly or indirectly by one or more disqualified persons as defined in section 4946(a) of the Internal Revenue Code.

FOURTH: The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors; provided, however, that the following powers shall be reserved to the Roman Catholic Archbishop of Baltimore, a corporation sole, in accordance with the discipline and governance of the Roman Catholic Church, and shall require specific authorization, in writing, by the Archbishop of Baltimore or his appointed designee:

1. Sale, mortgage, or long-term leasing of the real property;

2. Any significant change in character or size or nature of the Center;

3. Closing of the Center;

4. Any significant change in the physical structure of the School;

5. Dissolution, liquidation, winding up or abandonment of the Corporation.

FIFTH: The post office address of the principal office of the Corporation in this State is 209 N. Centre Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are Kathryn Kelley Hoskins, 218 N. Charles Street, Suite 400, Baltimore, Maryland 21201. Said Resident Agent is an individual actually residing in this State.

SIXTH: The Corporation shall have no capital stock and shall not be authorized to issue capital stock. The Corporation shall not operate for the purpose of carrying on business for profit.

SEVENTH: The Corporation's Board of Directors shall consist of not fewer than 3 and not more than 11 members, which number may be increased or decreased pursuant to the Corporation's Bylaws. The Directors shall be appointed or elected in the manner specified in the corporate bylaws. The names of the Directors, who shall act until the first annual meeting and until their successors are duly chosen and qualified, are: Sr. Corinne Gmuer, Louise Elliott, and Sr. Dolores Hudson.

EIGHTH: All of the property and assets of the Corporation of every kind whatsoever are irrevocably dedicated to religious

and educational purposes. Upon the liquidation, dissolution, or winding up of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, after paying or adequately providing for the debts or obligations of the Corporation, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to one or more charitable organizations, in such manner as determined by the Board and in accordance with the canons and regulations of the Roman Catholic Church.

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

TENTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trust funds, foundations, or community chests created or organized in the United States of 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, described in section 170(b)(1)(A) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent federal tax laws, qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent federal tax laws.

(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 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 11 day of June, 1990, and acknowledge the same to be our acts.

Sister Corinne Gmuer, S.S.N.D.
Sr. Corinne Gmuer, S.S.N.D.
209 N. Centre Street
Cumberland, Maryland 21502

Louise Elliott
Louise Elliott
209 N. Centre Street
Cumberland, Maryland 21502

Sister Dolores Hudson, O.S.U.
Sr. Dolores Hudson, O.S.U.
Fayette and Smallwood Streets
Cumberland, Maryland 21502

0117:KKH
6/5/90

M.A.

LIBER 036 FOLIO 153

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

[redacted]

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name)_____

_____

_____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change_____

Code 027

ATTENTION: Kathryn Kelley Haskins

MAIL TO ADDRESS: _____

[redacted] TAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMH

LIBER 0036 PAGE 154

FILED FOR RECORD
SEP 10 1990
AT 2:00 CLOCK PM
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
NEUMANN EARLY CHILDHOOD CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 24, 1990 AT 9:30 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3039294

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GALLAGHER, EVELIUS & JONES
ATTN:KATHRYN KELLEY HOSKINS
218 N. CHARLES ST. SUITE 400
BALTIMORE MD 21201

249C3032433

A 332052

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

Compared and Mailed Delivered CJ
Marie, Carney, Ryan & Lattanzi
TO 4111 E. Joppa Rd Baltimore MD
September 17 19 90

LIBER 036 FOLIO 155

ARTICLES OF INCORPORATION
OF
INFINITY CONSTRUCTION COMPANY, INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
06-22-90 at 2:05 p.m.

THIS IS TO CERTIFY:

FIRST: That I, JUDITH L. HARCLERODE, the subscriber, whose post office address is 4111 East Joppa Road, Suite 201, Baltimore, Maryland, 21236, being at least twenty-one (21) years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation, do hereby form a corporation by the execution and filing of these Articles.

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

INFINITY CONSTRUCTION COMPANY, INC.

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

A. To engage in the business of and to act as general contractors and to engage in all activities, render all services, and handle and deal in all materials, supplies, and products incidental or related to or connected with the building and construction trades; to construct, build, develop and improve and to alter, raze, tear down, rebuild and repair buildings and all other structures of every kind and description.

B. To engage in and carry on any other lawful business or purpose which a corporation is permitted to engage in or carry on, and to perform all other acts permitted by law.

FOURTH: The post office address of the principal office of the Corporation in this state is Corner of Quebec and Blackiston Avenues, Cumberland, Maryland 21502. The resident agent of the Corporation is CYNTHIA M. LAPP. The resident agent's address is 35 Hardwood Street, Cumberland , Maryland 21501, The resident agent is a citizen of and resides in the State of Maryland. The principal office is located in Allegany County, Maryland.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is 5,000 shares all of one class, without par value.

SIXTH: A. The Corporation shall have at least three (3) directors at all times, provided that:

01758026

RECEIVED
'90 JUN 22 PM 2 05
STATE DEPT. OF
ASSESSMENTS & TAXATION

01758025

(i) If there is no stock outstanding, the Corporation may have less than three (3) directors, but not less than one (1) director; and

(ii) If there is stock outstanding, and so long as there are less than three (3) stockholders, the number of directors of the Corporation may be less than three (3), but not less than the number of stockholders. The number of directors may be increased pursuant to the bylaws of the corporation.

B. The names of the directors who shall act until the first Annual Meeting, or until their successors are duly chosen and qualified, are: CYNTHIA M. LAPP and JUDITH L. HARCLERODE.

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

A. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of additional shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value of amount of such considerations, but subject to such limitations and restrictions if any, as may be set forth in the Bylaws of the Corporation.

B. The Board of Directors shall have power, subject to any limitation or restrictions herein set forth or imposed by law, to classify or reclassify any unissued 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 and voting powers, restrictions and qualifications of, the dividends on, the terms and conditions of redemption of, and the prices of such shares.

C. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

D. The Board of Directors shall have the right, in its absolute discretion, to determine which portion or portions or earnings and surplus, including paid-in surplus as well as earned surplus, shall be used for dividends and what portion shall be retained for working capital.

LIBER 0336 PAGE 157

EIGHTH:

A. As used in this Article Eighth, any word or words which are defined in Section 2-418 of the Corporations Article, as amended from time to time, (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

B. The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

NINTH: To the fullest extent permitted by Maryland law, as it may be amended or interpreted from time to time, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for any money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this article in respect to any act or omission that occurred prior to the amendment or repeal.

TENTH: The duration of the Corporation shall be perpetual.

I have signed these Articles of Incorporation and acknowledged the same to be my act on this 22nd day of June, 1990.

Judith L. Harclerode
JUDITH L. HARCLERODE

LIBER 0036 FOLIO 158

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	~~20~~ 39	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	6	1 Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
		Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
___	_____	Other _____
	_____	Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 141

ATTENTION: R. E. Carney, Jr.

MAIL TO ADDRESS: _____

67873
6/22/90

TOTAL FEES ~~40~~ 85

✓ Check ___ Cash

1 Documents on 2 checks

APPROVED BY: J.M.T.

NOTE:
ack-mail.

SEP 10 FILED FOR RECORD
AT 2:05 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 0036 PAGE 159

ARTICLES OF INCORPORATION
OF
INFINITY CONSTRUCTION COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 22, 1990 AT 2:05 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3038668

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MOORE, CARNEY, RYAN AND
LATTANZI
SUITE 201
4111 E. JOPPA ROAD
BALTIMORE MD 21236

248C3032349

A 331970

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered
Semmes, Bowen & Semmes
TO 250 W. Pratt St. Baltimore MD
September 17 19 90

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
06-26-90 at 3:02 p.m.

LIBER 0036 FOLIO 160

TIMBROOK PONTIAC-CADILLAC, INC.

ARTICLES OF INCORPORATION

RECEIVED
'90 JUN 26 PM 3 02
STATE DEPT. OF ASSESSMENTS & TAXATION

FIRST: The undersigned, Charles C. Shelton, whose address is 250 West Pratt Street, Baltimore, Maryland 21201 being at least eighteen years of age, acting as incorporator, 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:

TIMBROOK PONTIAC-CADILLAC, INC.

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

(1) To engage in the business of acquiring, owning and operating automobile dealerships and franchises and any and all other business entities relating to the sale, lease, maintenance and repair of automobiles, trucks and other vehicles of every nature, kind and description whatsoever, and to engage in any and all additional activities necessary and proper in connection therewith.

(2) To engage in and perform any activities or functions which may lawfully be performed by a business corporation organized under the laws of the State of Maryland.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article

01788157

of the Charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in the State of Maryland is Route 36, Corriganville Road, Cumberland, Maryland 21502, Attention: Fred E. Timbrook.

FIFTH: The name and address of the resident agent of the Corporation in the State of Maryland are Charles C. Shelton, Esquire, 250 West Pratt Street, Baltimore, Maryland 21201. Said resident agent is a citizen and resident of the State of Maryland.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Million (10,000,000) shares of one class of common stock of a par value of One Cent ($.01) per share, divided into Five Million (5,000,000) shares of Voting Common Stock and Five Million (5,000,000) shares of Non-Voting Common Stock, amounting in the aggregate to One Hundred Thousand Dollars ($100,000.00).

All shares of both the Voting Common Stock and the Non-Voting Common Stock shall be identical in all respects and neither the Voting nor the Non-Voting Common Stock shall have any preferential rights with respect to dividends, redemption, liquidation, dissolution and any and all other distributions or any other rights of stockholders whatsoever, except that the

holders of shares of the Corporation's Voting Common Stock shall have the sole right to vote on any and all matters requiring stockholder approval; the holders of Non-Voting Common Stock shall have no right either to vote such shares whatsoever or to receive notice of meetings of the Corporation's stockholders, unless otherwise expressly required by applicable law.

SEVENTH: The Board of Directors shall manage the business and affairs of the Corporation and may exercise all of the powers of the Corporation except those conferred on, or reserved to, the stockholders by law. The number of Directors of the Corporation shall be that established by the By-laws of the Corporation, but shall never be less than three (3), unless there are less than three (3) stockholders in which case the number of Directors may be less than three (3) but not less than the number of stockholders. Each Director shall hold office until the next annual meeting of the Corporation's stockholders and until his successor shall have been elected and qualified. The name of the sole Director who will serve until the first annual meeting and until his successors are elected and qualified is as follows:

Fred E. Timbrook

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

(1) The Board of Directors shall have power from time to time and in its sole discretion (a) to determine in accordance with sound accounting practice what constitutes annual or other

net profits, earnings, surplus or net assets in excess of capital or liabilities; (b) to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; (c) to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purposes as it shall determine and to abolish or redesignate any such reserve or any part thereof; (d) to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and (e) to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-laws of the Corporation, and, except as so provided, no stockholder shall have the right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(2) A contract or other transaction between the Corporation and any of its Directors or between the Corporation and any other corporation, firm, or other entity in which any of its Directors is a director or has a material financial interest is not void solely because of any one or more of the following: (a) the common directorship or interest; (b) the presence of the Director at the meeting of the Board or a committee of the Board

which authorizes, approves or ratifies the contract or transaction; or (c) the counting of the vote of the Director for the authorization, approval, or ratification of the contract or transaction; provided that (i) the fact of the common directorship or interest is disclosed or known to the Board of Directors or its committee, and the Board or committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested Directors, even if the disinterested Directors constitute less than a quorum; (ii) the fact of the common directorship or interest is disclosed or known to the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested Director or corporation, firm, or other entity; or (iii) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at the meeting of the Board of Directors or a committee of the Board or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this paragraph, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable

to the Corporation at the time it was authorized, approved or ratified.

(3) The liability of the Directors and Officers of the Corporation for money damages shall be limited to the fullest extent permitted under the General Laws of the State of Maryland now or hereafter in force, including Section 2-405.2(A) of the Maryland General Corporation Law, or any successor provision of law of similar import. Any amendment, modification or repeal of the foregoing sentence by the stockholders of the Corporation shall be prospective in operation and effect only and shall not adversely affect any right or protection of a Director or Officer of the Corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

(4) The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of related expenses. Upon authorization by the Board of Directors, the Corporation may indemnify other employees and/or agents to the same extent provided herein for Directors and Officers.

(5) No holders of stock of the Corporation of whatever class shall have any preemptive rights or 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 rights, 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 authorize for issuance, may 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, as the Board may determine.

(6) The Board of Directors of the Corporation shall have the power in its sole discretion and without limitation, subject only to any restrictions imposed by law, to authorize the issuance from time to time of shares of the Corporation's stock, with or without par value, of any class, and of securities convertible into shares of the Corporation's stock, with or without par value, of any class, for such consideration (irrespective of the value or amount of such consideration) and in such manner and by such means as said Board of Directors may deem advisable.

(7) The Board of Directors shall have the power in its sole discretion and without limitation, subject only to any restrictions imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by setting, altering or eliminating in any one or more respects, from time to time before the issuance of such shares, any feature of such shares, including but not limited to the designation, par value, preferences, conversion or other rights, voting powers, qualifications, and terms and conditions of redemption of, and limitations as to dividends and any restrictions on, such shares.

(8) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or

hereafter be authorized by law, including any amendments changing the terms of contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise.

The enumeration and definition of particular powers 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: The duration of the Corporation's existence shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act on this 26th day of June, 1990.

WITNESS:

Frank S. Jones, Jr. Charles C. Shelton

Charles C. Shelton

Articles
12020-1

LIBER 0036 FOLIO 168

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 0210 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties _____
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 054

ATTENTION: Sharon S. Phillips

MAIL TO ADDRESS: _____

TOTAL FEES 70

✓ Check ___ Cash

_____ Documents on _____ checks

NOTE: ck-Mill

APPROVED BY: J.M.T

FILED FOR RECORD
SEP 10 1990
AT 2:20 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 169
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY
CLERK

LIBER 036 PAGE 169

ARTICLES OF INCORPORATION
OF
TIMBROOK PONTIAC-CADILLAC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 26, 1990 AT 3:02 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3039641

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SEMMES, BOWEN & SEMMES
ATTN: SHARON S. PHILLIPS
250 WEST PRATT STREET
BALTIMORE MD 21201

249C3032468

A 332083

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered C.J.
TO Gregory Getty, Esq., Prospect Sq., Cumb. MD
September 17 1990 0036 170

ARTICLES OF AMENDMENT

OF

DAY BREAK MINISTRIES, INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
6-14-90 at 9:19 a.m.

Day Break Ministries, Inc., a Maryland non-profit corporation, having its principal office at 913 National Highway, P.O. Box 3039, LaVale, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (the "Department") that:

FIRST: The charter of the Corporation is hereby amended by striking original paragraph Third from the Articles of Incorporation. New paragraph Thirds as follows:

"THIRD:

A. Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the caring 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. Not withstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a cororation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or a corresponding provision of any United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

01658157

under Section 170(c)(2) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law)."

SECOND: These Articles of Amendment have been duly authorized by the Board of Directors of the Corporation. There are no voting members of this non-stock corporation other than the Directors.

IN WITNESS WHEREOF, Day Break Ministries, 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 13th day of June, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Day Break Ministries, 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.

DAY BREAK MINISTRIES, INC.

By Carlos R Reyes
Carlos R. Reyes, President

Attest:

Margie Ellen Sutherland
Secretary

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

MA LIBER 036 FOLIO 172

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 51

D2277317 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

*Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 2p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

_____

Code _____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: _____

Gregory Getty
21 Prospect Square
Cumberland, Md 21502

_____

_____

TOTAL FEES 29

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JP

FILED FOR RECORD
SEP 10 1990
AT 2:00 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. 0236 FOLIO 173
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 0236 PAGE 173

ARTICLES OF AMENDMENT
OF
DAY BREAK MINISTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 14, 1990 AT 9:19 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2277317

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GREGORY GETTY
21 PROSPECT SQUARE
CUMBERLAND MD 21502

241C3031548

A 331264

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered
TO Robert Bernhart, Esq.
31 Baltimore St, Cumb. MD
September 17 1990.

LIBER 036 FOLIO 174

CUMBERLAND MACARONI MANUFACTURING CO., INC.
(A Close Corporation)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY: 6-1-90 at 11:55a

1. That we, the subscribers, Edward Nevy, whose Post Office Address is 30 Wempe Drive, Cumberland, Maryland 21502, and Dolores N. McMullen, whose Post Office address is 818 Buckingham 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 incorporators with the intention of forming a corporation.

2. The name of the corporation which is hereinafter called the Corporation is:

CUMBERLAND MACARONI MANUFACTURING CO., INC.

3. The Corporation shall be a Close Corporation.

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

(a) To engage in, operate and carry on the business of producing, manufacturing, selling and distributing macaroni and pasta products of all kinds.

(b) To purchase for resale macaroni and pasta products manufactured by others.

RECD FOR RECORD JUN -1 A 11:55
01638203

RHR/jb
5/25/90

(c) To take, buy, exchange, lease or otherwise acquire and deal in real property and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop said proeprty 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 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 the 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 objectives, the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms or individuals, either as principal or agent, and to do every other act or acts, incidental or appurtenant to, growing out of or connected with the above-mentioned objectives, purposes or powers.

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

5. The Post Office address of the place at which the principal office of the Corporation in this State will be located is 31-39 Thomas Street, Cumberland, Maryland 21502.

6. The Resident Agent of the Corporation is Edward Nevy, whose address is 30 Wempe Drive, Cumberland, Maryland 21502. The Resident Agent is a resident of the State of Maryland and actually resides therein.

7. After 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 five Directors, whose names are Edward Nevy and Dolores N. McMullen, Alice McGuire, Eugene Nevy, Jr., and Carol Jean Wartzack.

8. The total number of shares of stock which the Corporation has authority to issue is 5000 shares, all of which stock shall be common stock without par value. No distinction shall exist between the shares of the Corporation or between the holders thereof.

9. Each stockholder shall be entitled to one (1) vote for every share of stock standing in his or her name on the records of the Corporation at the time a vote on any matter requiring stockholder approval is taken.

10. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 25th day of May, 1990.

WITNESS:

Robert H. Reinhart — ROBERT H. REINHART

Edward Nevy — EDWARD NEVY (SEAL)

Robert H. Reinhart — ROBERT H. REINHART

Dolores N. McMullen — DOLORES N. McMULLEN (SEAL)

LIBER 036 PAGE 177

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

I HEREBY CERTIFY, that on this 25th day of May, 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared EDWARD NEVY & DOLORES N. McMULLEN, known to me, or satisfactorily proven, to be the persons whose names are subscribed to the foregoing 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.

Jean Bochy
JEAN BOCHY, Notary Public

JEAN BOCHY NOTARY PUBLIC ALLEGANY COUNTY, MD.

My Commission Expires
July 1, 1990

MA

LIBER 1036 FOLIO 178

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 01

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

Name Change
(New Name)_____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

_____

Code_____

ATTENTION:_____

_____

_____

MAIL TO ADDRESS:_____

Robert Reinhart
81 Baltimore St
500
Cumberland Md 21502

_____

✓ Check ___ Cash

NOTE: Copy made

Documents on _____ checks

APPROVED BY: JS

FILED FOR RECORD
SEP 1 9 1990
AT 1:20 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. 0 FOLIO
OF THE RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
Department of Assessments
CLERK

LIBER 0336 PAGE 179

ARTICLES OF INCORPORATION
OF
CUMBERLAND MACARONI MANUFACTURING CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 1, 1990 AT 11:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3032372

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBET REINHART
81 BALTIMORE ST., #500
CUMBERLAND MD 21502

240C3031326

A 331068

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed ~~Delivered~~
H. Gregory Skidmore
100 S. Liberty St. Cumb. MD
October 1, 1990

LIBER 036 FOLIO 180

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

GOLDSMIT-BLACK, INC. OF MARYLAND

ARTICLES OF AMENDMENT

APPROVED FOR RECORD
1-19-90 at 9:13 A.M.

Goldsmit-Black, Inc. of Maryland ("Corporation"), a Maryland corporation having its principal office at 112 South Wineow Street, Cumberland, Allegany County, Maryland, hereby certifies to the State Department of Assessments & Taxation of Maryland, that:

FIRST: The Certificate of Incorporation is hereby amended by striking out Paragraph Fourth of the Certificate of Incorporation and inserting in lieu thereof the following:

Fourth: The post office address of the place at which the principal office of the Corporation in this State will be located at 112 South Wineow Street, Cumberland, Maryland 21502.

1990 JUL 19 A 9:12

1990 JUL -9 A 9:51

The resident agent of the Corporation is H. Gregory Skidmore, whose post office address is 100 South Liberty Street, Cumberland, Maryland 21501-1379. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

02008209

[redacted]

02008210

SKIDMORE & WILKINSON
CUMBERLAND, MD.

Sixth: The total amount of authorized capital stock of the Corporation is One Million Dollars ($1,000,000.00) par value, divided into ten thousand (10,000) shares of the par value of One Hundred Dollars ($100.00) each.

THIRD: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized and the number and par value of the shares of authorized capital stock is Two Hundred Thousand Dollars ($200,000.00) divided into two thousand (2,000) shares of the par value of One Hundred Dollars ($100.00) each.

(b) The total number of shares of all classes of stock of the Corporation as increased and the number and par value of said stock is set forth in Paragraph SECOND of these Articles of Amendment.

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the 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, Goldsmit-Black, Inc. of Maryland has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 1ST day of May, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Goldsmit-Black, Inc. of Maryland, 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:

JoAnn Brotemarkle, Secretary

GOLDSMIT-BLACK, INC. OF MARYLAND

By: David M. Brotemarkle
DAVID M. BROTEMARKLE,
President

SKIDMORE & WILKINSON
CUMBERLAND, MD.

LIBER 0336 FOLIO 183

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 009 BUSINESS CODE 03 COUNTY 51

D 0110742 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

[redacted]

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	160	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
✓ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: H Gregory Skidmore
PO Box 1379
Cumberland Md 21501-1379

[redacted]TAL FEES 180

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: JRS

FILED FOR RECORD
SEP 24 1990
AT 2:00 O'CLOCK PM 19
AND SAME DAY RECORDED IN
LIBER NO. 236 FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY
CLERK

LIBER 0236 PAGE 184

ARTICLES OF AMENDMENT
OF
GOLDSMIT-BLACK, INC. OF MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 19, 1990 AT 9:13 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 160.00	$ 20.00	$

D0110742

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
H GREGORY SKIDMORE
P.O. BOX 1379
CUMBERLAND MD 21501 1379

019C3042389

A 335569

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

S-060

Compared and Mailed Delivered
William J. Trozzo, Esq.
TO 75 Greene St. Cumb. MD.
October 1 19 90

LIBER 0336 PAGE 185

THE COSNER CORPORATION, INC.

ARTICLES OF INCORPORATION

FIRST: I, **WILLIAM J. TROZZO, ESQ.**, whose post office address is 75 Greene Street, Cumberland, Maryland being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") **"THE COSNER CORPORATION, INC.**

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

1. To engage in the buying and selling, at wholesale and retail, of new and recapped automobile tires of all kinds and descriptions and the conducting of the general business of vulcanizing, reinforcing, rebuilding, and repairing automobile tires of all kinds and descriptions, and such other and further objects as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for the business and the buying, leasing, holding, releasing, selling, and conveying the real estate necessary or proper in connection with the business.

2. To buy, sell, and deal generally in automotive parts and accessories including petroleum products; to wash and wax motor vehicles; to repair motor vehicles; and to carry on generally such other and incidental business as may be appropriate to the above-mentioned activities

APPROVED FOR RECORD
7-19-90 at 8:56 a.m.

1990 JUL 19 A 8:56

02008203

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 220, Maryland Route 135, Westernport, Maryland 21562. The name and post office address of the Resident Agent of the Corporation in this State is **PATRICIA DYKE**, 1311 Virginia 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 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 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 elected and qualify are **DALE E. COSNER, E. KAY COSNER and TAMMY S. ZEMBOWER.**

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 hereater 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) 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 demand and receive payment of the face value of his stock.

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 Maryland General Corporation Law now or hereafter in force.

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

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17 day of July, 1990, and I acknowledge the same to be my act.

WILLIAM J. TROZZO, ESQ.

LIBER 0036 FOLIO 190

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 502 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties _____
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

Gillian J. Troxell

MAIL TO ADDRESS: _____

75 Greene St
Cumberland, Md
21502

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DME

FILED FOR RECORD
SEP 24 1990
AT 11:11 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 191
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY
CLERK

LIBER 036 PAGE 191

ARTICLES OF INCORPORATION
OF
THE COSNER CORPORATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 19, 1990 AT 8:56 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3051836

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILLIAM J. TROZZO
75 GREENE ST.
CUMBERLAND MD 21502

015C3041743

A 335155

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ATS-060

C.L

Compared and Mailed Delivered
Robert O. Hazary, Esq.
TO 127 Greene St. Cumb. MD
October 1 1990

LIBER 0036 FOLIO 192

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
7/25/90 at 8:23 a.m.

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1990.

*** ***** ***

ARTICLES OF INCORPORATION

OF

QUEEN CITY LAUNDRY, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, ROBERT G. GRAY, being at least eighteen (18) years of age, hereby form a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, and in general to 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:

QUEEN CITY LAUNDRY, INC.

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

1990 JUL 25 A 8:23

02068075

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, 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 31 Front Street, Cumberland, Maryland 21502. The Resident Agent of the Corporation is Robert G. Gary, whose post office address is 926 Center Street, LaVale, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

OBE[redacted]O. KAZARY
ATTO[redacted]EY AT LAW
127 GREENE ST.
UMBERLAND, MD
21502

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 G. Gray, Dortha L. Gray and Steven Wayne Gray, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, 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, subject, however, to the restrictions upon issuance of securities as set forth in Corporations and Associations Article of the Annotated Code of Maryland Section 4-502.

B. The Board of Directors shall have power, from time to time to

OBERT O. KAZARY
TTORNEY AT LAW
127 GREENE ST.
UMBERLAND, MD
21502

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 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.

ROBERT O. KAZARY
ATTORNEY AT LAW
12[redacted] GREENE ST.
CUM[redacted]RLAND, MD
[redacted]502

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 any 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 unanimous asset of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting as required under Corporations and Associations Article of

BERT O. KAZARY
TORNEY AT LAW
27 GREENE ST.
MBERLAND, MD
21502

the Annotated Code of Maryland Section 4-504.

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

otherwise provided in this charter.

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; 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 Corporaton 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 auhorize 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:

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TORNEY AT LAW
27 GREENE ST.
UMBERLAND, MD
21502

(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 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 enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with

OBERT O. KAZARY
ITTORNEY AT LAW
12[redacted]EENE ST.
CUM[redacted]LAND, MD
502

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 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

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TORNEY AT LAW
27 GREENE ST.
MBERLAND, MD
21502

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.

(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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
[redacted]1502

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 23rd day of July, 1990.

WITNESS:

Anne M Becker — Robert G Gray (SEAL)
ROBERT G. GRAY

STATE OF MARYLAND
ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 23rd day of July, 1990, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT G. GRAY 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.

Anne Marie Becker
NOTARY PUBLIC

My Commission Expires: 10-1-91

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

LIBER 0336 FOLIO 203

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
[redacted]3	____	Certificate of Conveyance
76	____	Certificate of Merger/Transfer
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Robert O. Kagarey

MAIL TO ADDRESS:
Attorney at Law
One Olmstead Court
127 Greene Street
Cumberland, MD 21502

[redacted]OTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY J.M.T.

FILED FOR RECORD
SEP 24 1990 O'CLOCK M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE AND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY
CLERK

LIBER 0:36 PAGE 204

ARTICLES OF INCORPORATION
OF
QUEEN CITY LAUNDRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 25, 1990 AT 8:23 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3055548

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT O. KAZARY, ATTORNEY AT LAW
ONE PLUM COURT
127 GREENE STREET
CUMBERLAND MD 21502

019C3042329

A 335516

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
DOMUS BONE VOLUNTATIS TUA CORONASTI NOS 1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

SEP 1990

AT5-060

C.J.

Compared and Mailed Delivered
Bill Hyde Ministries, Inc.
TO P.O. Box 311, Cumb. MD.
October 1, 1990

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LIBER 0136 PAGE 205

APPROVED FOR RECORD
7-20-90 at 8:51 A .m.

BILL HYDE MINISTRIES INCORPORATED

ARTICLES OF AMENDMENT

Bill Hyde Ministries Incorporated, a Maryland corporation having it's 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 2, paragraph 1, "THE NAME OF THE CORPORATION IS: BILL HYDE MINISTRIES INCORPORATED." and inserting in lieu thereof the following: THE NAME OF THE CORPORATION IS: LIVING WATER MINISTRIES INCORPORATED.

SECOND: The foregoing amendment was duly advised by the trustees and approved by the members of the religious corporation.

We the undersigned trustees who approved the resolution advising the foregoing amendment, acknowledge, in the name and on behalf of said Corporation, the foregoing amendment to be the corporate act of said Corporation.

Robert W. Hyde
Robert W. Hyde

Carolynn J. Hyde
Carolynn J. Hyde

Lynnda S. Coleman
Lynnda S. Coleman

Filed 9:51 A & 51

The undersigned, Chairman of the meeting of the members, certify to the best of my knowledge, information and belief, the matters and facts set forth herein with respect to approval thereof are in all material respect, under the penalties of perjury.

Robert W. Hyde, President
Robert W. Hyde, President

02018098

LIBER 0136 FOLIO 206

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE $ 09A BUSINESS CODE _____ COUNTY 51

D2241222 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	____	Organ. & Capitalization
61	____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	____ Certified Copy ____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
76	____	Certificate of Merger/Transfer
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
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22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	____ Limited Part. Good Standing
71	____	Financial
600	____	____ Personal Property Reports and ____ late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other ____
	____	Other ____

Name Change
(New Name) LIVING WATER MINISTERIES INCORPORATED

- ✓ Change of Name
- ____ Change of Principal Office
- ____ Change of Resident Agent
- ____ Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Bill Hyde Ministries, Inc.
P.O. Box 811
Cumberland, md
21502

TOTAL FEES 20

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JMS

LIBER 0036 PAGE 207

FILED FOR RECORD
SEP 24 1990
AT 9:00 O'CLOCK A M 19
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE
LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF AMENDMENT
OF
BILL HYDE MINISTRIES INCORPORATED
CHANGING ITS NAME TO:
LIVING WATER MINISTRIES INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 20, 1990 AT 8:51 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2241222

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BILL HYDE MINISTRIES, INC.
P.O. BOX 811
CUMBERLAND MD 21502

019C3042361

A 335546

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

Compared and Mailed ~~Delivered~~
Marshall Wayland
TO 12003 Mulberry Ave, Cumb MD
October 1 19 90

P1 of 2

LIBER 0136 FOLIO 208

Wayland Inc.

FIRST:
The undersigned (Marshall Wayland) whose post office address is 14312 Amcelle St. Cresaptown, Md. 21502, being at least eighteen years of age, does (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 (Wayland Inc.)

THIRD:
The purpose(s) for which the Corporation is formed are as follows: To start a Cajun Joe's Restaurant which features chicken prepared using proprietary spices and an assortment of complimenting biscuits, corn muffins, beans, rice, corn and other side dishes on a take-out or eat-in basis.

FOURTH:
The post office address of the principal office of the corporation in Maryland is (14312 Amcelle St. Cresaptown, Md. Allegany County 21502.) The name and post office address of the resident agent of the Corporation in Maryland are (Marshall Wayland, 14312 Amcelle St. Cresaptown, Md. Allegany County 21502.)

FIFTH:
The total number of shares of stock which the Corporation has authority to issue is (1,000) shares of no par stock.

SIXTH:
The number of directors of the Corporation shall be (1) which number may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is (are) (Marshall Wayland.)

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: (optional - insert any such lawful provisions desired)

EIGHTH:
The duration of the Corporation shall be perpetual.

1990 JUL -9 A 9:52

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
7/9/90 at 9:52 P.M.

01948090

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on (July 2, 1990), and severally acknowledge the same to be my act.

Marshall Wayland

Marshall Wayland

LIBER 0036 PAGE 210

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
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31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES _____

40 Check ___ Cash

___ Documents on _____ checks

APPROVED BY: A

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Marshall R. Wayland
13003 Mulberry Ave.
Cumberland, MD. 21502

NOTE:
14 days

LIBER 0336 PAGE 211

FILED FOR RECORD
SEP 4, 1990
AT 9:00 O'CLOCK A.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

ARTICLES OF INCORPORATION
OF
WAYLAND INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 9, 1990 AT 9:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3049376

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MARSHALL WAYLAND
12003 MULBERRY AVE.
CUMBERLAND MD 21502

013C3041381

A 334815

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

Compared and Mailed Delivered

Randall C. Hillegas

TO 1032 Harding Ave. Cumbmd

October 1, RECEIVED 1990

'90 JUL 2 PM 12 52

STATE DEPT. OF
ASSESSMENTS & TAXATION

LIBER 0036 FOLIO 212

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

7/2/90 at 12:52 .m.

ARTICLES OF INCORPORATION

OF

HILLEGAS CONSTRUCTION, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Randall C. Hillegas, whose post office address is 1032 Harding Avenue, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, do hereby identify myself as an 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 HILLEGAS CONSTRUCTION, INC.

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

The purposes are for carrying on a business to build, construct, remodel, and improve buildings.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, 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,

01848081

and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 1032 Harding Avenue, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation in this State is Randall C. Hillegas, 1032 Harding Avenue, Cumberland, Maryland, 21502. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of no par value.

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 name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Randall C. Hillegas.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of June, 1990.

WITNESS:

Mary Lynn Keller

Randall C. Hillegas (SEAL)
RANDALL C. HILLEGAS

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 29th day of June, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RANDALL C. HILLEGAS, and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act.

WITNESS my hand and Notarial Seal.

Mary Lynn Keller
NOTARY PUBLIC

My Commission Expires: 4-1-93.

LIBER 0036 PAGE 215

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

[redacted]

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code_____

ATTENTION:_____

MAIL TO ADDRESS:
Randall Hillegas
1032 Harding Ave
Cumberland MD
21502

[redacted] TOTAL FEES 70

✓ Check ___ Cash

_____ Documents on _____ checks

NOTE:
ack-Rec'd.

APPROVED BY: PCM

LIBER 0036 PAGE 216

FILED FOR RECORD
SEP 21 1990 O'CLOCK 19
AT 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
HILLEGAS CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 2, 1990 AT 12:52 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3041555

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RANDALL C. HILLEGAS
1032 HARDING AVENUE
CUMBERLAND MD 21502

003C3040180

A 332417

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ATS-060

Compared and Mailed Delivered C.L.
Computerized Bookkeeping Services
TO Dept. 343 Braddock Sq.
LaVale, MD
October 1 1990

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LIBER 0136 PAGE 217 APPROVED FOR PAYMENT

06-29-90 at 9:28A.m.

COMPUTERIZED BOOKKEEPING, INC.
COMPANY NAME

ARTICLES OF INCORPORATION

FIRST: I, DELOS M. CARPENTER, whose post office address is DEEP CREEK DR BOX 19, MCHENRY, MD. 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 COMPUTERIZED BOOKKEEPING, INC._.

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

(1) To own and operate a computerized bookkeeping service ; and to engage in any other lawful purpose and business.

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

1990 JUN 29 A 9:28

FOURTH: The post office address of the principal office of the Corporation in this State is Dept 343 Braddock Square, LaVale, Md. 21502. The name and post office address of the Resident Agent of the Corporation in this State is Delos M. Carpenter, Deep Creek Dr. Box 19 , McHenry, Md. 21541 . Said Resident Agent is an individual actually residing in this State.

0180809C

[redacted]

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 four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

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

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporations 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 capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

LIBER 0336 PAGE 220

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of May, 1990 and I acknowledge the same to be my act.

WITNESS:

Carol S. Richard

D M Carpenter

MA LIBER 0136 PAGE 221

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

[redacted]

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]3		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name)_____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

_____

Code_____

ATTENTION:_____

_____

_____

MAIL TO ADDRESS: Computerized Bookkeeping Service
Dept. 343
8 Braddock Square
La Vale, Md. 21502

_____

[redacted]OTAL FEES 50

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

LIBER 036 PAGE 222

FILED FOR RECORD
SEP 21 1990 19
AT 2:20 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

ARTICLES OF INCORPORATION
OF
COMPUTERIZED BOOKKEEPING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 29, 1990 AT 9:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3044542

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
COMPUTERIZED BOOKKEEPING SERVICE
DEPT. 343 BRADDOCK SQUARE
LAVALE MD 21502

007C3040701

A 332902

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • 1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed ~~Delivered~~
Mary C. Miltonberger
TO Rt. 2 Box 605 Cumb. MD
October 1 1990

LIBER 0136 PAGE 223 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION APPROVED FOR PAYMENT

OF 06-27-90 at 8:30 Am.

THE INFORMER, INC.

THIS IS TO CERTIFY:

FIRST: That we the subscribers, Mary Coffey Miltenberger, whose postoffice address is Rt. #2, Box 605, Cumberland, Maryland, 21502, and Thomas Frederick Conlon, whose postoffice address is 531 Avirett Avenue, Cumberland, Maryland, 21502, and Mildred Virginia Rosenbaum, whose postoffice address is RD #2, Box 584 Frostburg, Maryland, 21532, all being at least twenty one years and under and by virtue of the general laws of the state of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation is:

THE INFORMER, INC.

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

A. To engage in the printing and publishing of a newspaper or newspapers at such place or places as the Corporation may deem advisable.

B. To conduct, operate, and in any way deal in the advertising, publishing, promotions, sales, arts and in all of its phases.

C. To buy, sell, improve, develop, lease, mortgage, finance and in any way and manner in and with real estate and all interests therein.

D. To carry on any other business and businesses which may be deemed by the Corporation 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.

JUN 27 A 8:30 1990 C1788130

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 and business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The postoffice address of the principal office of the Corporation in this state is Rt. #2, Box 605, Cumberland, Maryland, 21502. The resident agent of the Corporation is Mary Coffey Miltenberger, whose postoffice address is Rt. #2, Box 605, 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 the stock which the Corporation has authority to issue is 100 shares of the par value of $1.00, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having a par value is $100.00.

SIXTH: The Corporation shall have three directors and the following shall serve as such until the first annual stockholders meeting or until their successors are duly chosen and qualified: Mary Coffey Miltenberger, Thomas Frederick Conlon and Mildred Virginia Rosenbaum.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 6th day of June, 1990.

Attest:

Evagene L. Cessna — Mary Coffey Miltenberger

Evagene L. Cessna — Thomas Frederick Conlon

Mildred Virginia Rosenbaum

LIBER 0336 PAGE 225

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

THIS IS TO CERTIFY, that on this 6th day of June, 1990, before me, the subscriber, a Notary Public of the state and county aforesaid, personally appeared Mary Coffey Miltenberger, Thomas Frederick Conlon and Mildred Virginia Rosenbaum, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

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

John C. Sullivan
Notary Public

My commission expires July 1, 1990

JOHN C. SULLIVAN ALLEGANY CO. NOTARY PUBLIC

M.A. LIBER 0036 FOLIO 226

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and _____ late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

TOTAL FEES 40

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____

Mary C. Miltonberger
Rt. #2, Box 605
Cumberland, Md.
21502

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3252 0543

LIBER 0036 PAGE 227

FILED FOR RECORD
SEP 24 1990
AT 9:00 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
THE INFORMER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 27, 1990 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3042413

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MARY C. MILTONBERGER
RT. #2, BOX 605
CUMBERLAND MD 21502

004C3040333

A 332553

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632 SCVTO BONÆ VOLVNTATIS TVÆ CORONASTI NOS

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ATF-060

Compared and Mailed Delivered CJ
Paul Barnett, Esq.
TO 234 Baltimore Ave. Cumb. MD
October 1 1990

LIBER 0336 PAGE 228

ARTICLES OF INCORPORATION STATE DEPARTMENT OF ASSESSMENT AND TAXATION

OF

APPROVED FOR PAYMENT

ALLEGANY COUNTY TECHNICAL EDUCATION 08-13-90 at 9:03A

FOUNDATION, INC.

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

THIS IS TO CERTIFY:

FIRST: That the subscriber, R. Thomas Elliott, 108 Washington Street, Cumberland, Maryland, does hereby declare the intention of forming a corporation under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations. Said incorporator being an adult over eighteen (18) years of age.

SECOND: The name of the Corporation is Allegany County Technical Education Foundation, Inc.

THIRD: The purpose or purposes for which the Corporation is organized are exclusively for, and the Corporation will be operated exclusively for, educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder (as the same now exist or as they may be hereeafter amended from time to time), more particularly, to promote and advance the interest of vocational technical education in the schools of Allegany County, Maryland.

FOURTH: The post office address of the principal office of the corporation in Maryland c/o: Mr. Joseph Tome, 2 Harwood Street, Cumberland, Maryland 21502.

The resident agent of the Corporation is David Bennett,

AUG 1 1990 D of R

02258295

LAW OFFICE
OF
ARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

address P.O. Box 36, Main Street, Oldtown, Maryland 21550. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The initial number of Directors of the Corpration shall be eleven (11), 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 and addresses of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are as follows:

Mr. Joseph Tome, Chairman
2 Harwood Street
Cumberland, Md 21502

Mr. Benjamin Elkins
855 Camden Avenue
Cumberland, MD 21502

Mr. Marvin Kesler
3-5 Marion Court
Rawlings, MD 21557

Mr. Dave Bennett
P.O. Box 36
Oldtown, MD 21554

Mr. Craig Hartsock
Route 3
Clearville, PA 15535

Luanne Rowe
P.O. Box 5273
Cresaptown, MD 21502

Mr. Dave Matthews
61-K Stoneybrook Lane
LaVale, MD 21502

Mr. Brian Malloy
P.O. Box 304
Corrigansville, MD 21524

Mr. Ron Wilson
Rt. 1 Box 495
Frostburg, MD 21532

LAW OFFICE
OF
NETT & BARNETT
Baltimore Avenue
berland, Maryland
502
722-2745

Mr. Greg Uhl
John's Lane
LaVale, MD 21502

Mr. Dale Crabtree
72 Greene Street
Cumberland, MD 21502

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

LAW OFFICE
OF
RNETT & BARNETT
34 Baltimore Avenue
umberland, Maryland
21502
Telephone 722-2745

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.

NINTH: 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, exclusively for the purpose within those set forth in Article THIRD of this certificate and within the intendment of Section 501 (c)(3) 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.)

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 27 day of July, 1990.

R Thomas Elliott
R. THOMAS ELLIOTT

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

LIBER 036 PAGE 232

STATE OF MARYLAND

COUNTY OF ALLEGANY

I HEREBY CERTIFY, that on this 27 day of July, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared R. THOMAS ELLIOT, who acknowledged himself to be the Subscriber of ALLEGANY COUNTY TECHNICAL EDUCATION FOUNDATION, a Maryland corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Subscriber.

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

Geneen L. Robertson
NOTARY PUBLIC

My commission expires: 7/6/94

Geneen L. Robertson
Notary Public
Allegany County, Maryland

LAW OFFICE
OF
NETT & BARNETT
4 Baltimore Avenue
mberland, Maryland
21502
elephone 722-2745

MA

LIBER 0336 PAGE 233

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

[redacted]

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	____ Certified Copy ____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
[redacted]	____	Certificate of Conveyance
76	____	Certificate of Merger/Transfer
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	____ Limited Part. Good Standing
71	____	Financial
600	____	____ Personal Property Reports and ____ late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other ____
___	____	Other ____

Name Change
(New Name)_____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change_____

Code_____

ATTENTION: Paul W. Barnett, Esq.

MAIL TO ADDRESS: Barnett + Barnett
234 Baltimore Ave
Cumberland, Md 21502

[redacted] OTAL EES 40

✓ Check ____ Cash

____ Documents on ____ checks

NOTE:

APPROVED BY: SMH

LIBER 0036 PAGE 234

FILED FOR RECORD
SEP 27 1990
AT 9:30 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
ALLEGANY COUNTY TECHNICAL EDUCATION FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 13, 1990 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3065661

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BARNETT & BARNETT
ATTN:PAUL W. BARNETT, ESQ.
234 BALTIMORE AVE.
CUMBERLAND MD 21502

033C3040375

A 334366

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

Compared and Mailed Delivered
Thomas M. McCartin, Esq.
TO 51 Monroe St, Rockville MD 20850
October 1 19 90

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

LIBER 0136 PAGE 235 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF AMENDMENT APPROVED FOR PAYMENT

OF 09-30-90 at 9:43A.m.

MARYLAND SHERIFFS' BOYS RANCH, INC.

Maryland Sheriffs' Boys Ranch, Inc. (hereinafter "the Corporation"), a corporation organized under and by virtue of the laws of the State of Maryland, does hereby certify:

1. That the name of the Corporation set forth in its Articles of Incorporation is hereby changed from Maryland Sheriffs' Boys Ranch, Inc., to Maryland Sheriffs' Youth Ranch, Inc.

2. At a regular meeting of the Board of Directors of the Corporation, held on April 16, 1987, in Frederick, Maryland, pursuant to Section 2-603(c) of the Corporations and Associations Article of the Annotated Code of Maryland, a majority of the entire Board of Directors of the Corporation duly approved said amendment to the Articles of Incorporation.

3. That the Corporation is a non-profit corporation without members and with no outstanding stock entitled to be voted on the matter or subscribed for at the time of approval.

In Witness Whereof, the Corporation has caused these Articles of Amendment to be signed by its President and its corporate seal hereunto affixed and attested by its Secretary, this 23 day of July, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Maryland Sheriffs' Boys Ranch, Inc., and under the penalties of perjury, the matters and facts set forth herein with respect to approval are true in all material respects to the best of his knowledge, information and belief.

Attest:
Shirley Shanton
Shirley Shanton, Secretary

Maryland Sheriffs' Boys Ranch, Inc.
By Henry P. Laughlin (Seal)
Henry P. Laughlin, President

02118365

MA

LIBER 036 FOLIO 236

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 51

D0542183 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	____	Organ. & Capitalization
61	____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and _____ late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change (New Name) Maryland Sheriffs' Youth Ranch, Inc.

_____

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

_____

Code _____

ATTENTION: _____

Thomas M. McCartin, Esq.

MAIL TO ADDRESS: _____

Ste. 1407
One Metro Square
51 Monroe St.
Rockville, Md. 20850

_____

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMJ

LIBER 0036 PAGE 237

FILED FOR RECORD
SEP 27 1990
AT 2:30 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]
CLERK

ARTICLES OF AMENDMENT
OF
MARYLAND SHERIFFS' BOYS' RANCH, INC.
CHANGING ITS NAME TO:
MARYLAND SHERIFFS' YOUTH RANCH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 30, 1990 AT 9:43 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0542183

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
THMOAS M. MECARTIN, ESQ.
ONE METRO SQUARE
51 MONROE STREET
ROCKVILLE MD 20850

026C3040490

A 333719

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3260 0953

ATT-060

CJ.

Compared and Mailed Delivered
William Francis Xavier Becker
TO 16225 Dude Dr. Ste. Rockville, MD 20850
October 1 19 90

LIBER 0136 PAGE 238
(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

RESOLUTION OF THE SHAREHOLDERS AND DIRECTORS OF WARRIOR MOUNTAIN TREE FARM, INC.

PLEASE note that the following Resolution was unanimously passed at a Combined Meeting of the Shareholders and Directors of WARRIOR MOUNTAIN TREE FARM, INC. held on the 28th of August 1989.

RESOLVED: That the address of the Resident Agent of WARRIOR MOUNTAIN TREE FARM, INC. be and is hereby changed from 25119 Applecross Terrace, Damascus, Maryland 20872 to Route 2, Box 167 A, Flinstone, Maryland 21530 and that the principal office of the Corporation be changed from 25119 Applecross Terrace, Damascus, Maryland 20872 to Route 2, Box 167 A, Flinstone, Maryland 21530.

Counsel for the Corporation is authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this Resolution with the Maryland Department of Assessments and Taxation and to do and perform any and all other necessary and proper acts incidental thereto.

ATTEST;

Connie L. Capacchione
Secretary

[CORPORATE SEAL]

WARRIOR MOUNTAIN TREE FARM, INC.

Glenn Capacchione
President

I, Connie L. Capacchione certify under the penalties of perjury and to the best of my knowledge, information and belief that the foregoing Resolution is true in all material respects.

Connie L. Capacchione

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
8-23-90 at 8:41 P.m.

1990 AUG 23 A 8:41

02358275

3266 0103

LIBER 0336 PAGE 239

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 51

D2543353 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
[redacted]		____ Certified Copy ____
[redacted]		Penalty
[redacted]		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
[redacted]		Property Reports and late filing penalties
	10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
_✓_ Change of Principal Office
___ Change of Resident Agent
_✓_ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: William Francis Xavier Becker
1682 East Gude Dr.
Suite 201
Rockville, MD
20850

TOTAL FEES 10.00

_1_ Check ____ Cash

NOTE:

_1_ Documents on _1_ checks

3266 0104

APPROVED BY: _____

FILED FOR RECORD
SEP 27 1990
2:30 O'CLOCK P. M.
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 240
OF THE
AND RECORDS OF ALLEGANY
CO., MARYLAND, AND COM-
PARED BY

LIBER 036 PAGE 240

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
WARRIOR MOUNTAIN TREE FARM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 23, 1990 AT 8:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2543353

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILLIAM FRANCIS XAVIER BECKER
1682 EAST GUDE DR., STE. 201
ROCKVILLE MD 20850

041C3041926

A 336776

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3266 0102

Compared and Mailed Delivered
TO Seppert. McMullen. Paye & Getty
21 Prospect Sq. Cumb. MD. LIBER 0136 PAGE 241
October 1 19 90.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION APPROVED FOR PAYMENT

FOR 08/16/90 at 1:49 p.m.

JOHN D. DUCKWORTH COAL, INC.

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

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

FIRST: I, Gregory H. Getty, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502, be at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is JOHN D. DUCKWORTH COAL, INC.

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

(1) To carry on a general coal mining business including, but not limited 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; and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

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

FOURTH: The post office address of the principal office of the Corporation in this state is Route #3, Box 422, Frostburg, Maryland 21532. The name and post office address of resident agent of the Corporation in this state is John D. Duckworth, Route #3, Box 422, Frostburg, Maryland 21532. Said resident agent is an individual actually residing in this state.

3264 2573

02288412

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

FIFTH: Total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of Common Stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which never may be increased or decreased pursuant to the By-Laws of the Corporation, which shall never be less thant 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: John D. Duckworth, Richard David Duckworth, and Elizabeth Ann Burke.

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

(1) The Board of Directors of the Corporation 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 or any class or classes, whether or not hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) 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 substanially adversely affected shall not be entitled to demand and receive payment of the face value of the stock.

3264 2574

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 Maryland General Corporation Law now or hereafter enforced.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this ___ day of August, 1990, and I acknowledge the same to be my act.

Gregory H. Getty

GREGORY H. GETTY

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

3264 2575

LIBER 0336 PAGE 244

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Gregory H. Getty

MAIL TO ADDRESS: Gossett, Holker, Boyd Getty
31 Prospect Square
Cumberland, MD. 21502

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMI

3264 2576

FILED FOR RECORD
SEP 27 1990
AT 9:30 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 245
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 036 PAGE 245

ARTICLES OF INCORPORATION
OF
JOHN D. DUCKWORTH COAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 16, 1990 AT 1:49 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3069960

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
21 PROSPECT SQUARE
CUMBERLAND MD 21502

037C3041452

A 336207

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3264 257?
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and ~~Mailed~~ Delivered
Seppert, McMullen, Paye & Getty
TO 21 Prospect Sq. Cumb. MD
October 2, 1990 LIBER 0336 PAGE 246

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION APPROVED FOR PAYMENT

FOR 08-13-90 at 8:36 am

GOODWILL VOLUNTEER FIRE COMPANY NUMBER 1

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

FIRST: I, Gregory H. Getty, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Goodwill Volunteer Fire Company No. 1.

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

(1.) 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such 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

0212815

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(2.) No part of the net earnings of the Corporation shall inure to the benefit or be distributed to the 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 1986 or the corresponding provision of any future United

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 107(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(3.) 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 protect lives and property of the people of Lonaconing, Maryland, and the surrounding area in Allegany County, Maryland, from loss or damage by fire or other catastrophe; to promote social and fraternal intercourse among members of the Corporation; to purchase, acquire, hold, mortgage, pledge, sell, transfer and in any manner encumber or dispose of personal property and equipment of any kind; to purchase, lease, or other acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property; to borrow, or raise money for any purpose of the Corporation which is permitted by law and to issue notes or other obligations in any manner permitted by law for the money so borrowed or in payment for property purchased, and to secure 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.

FOURTH: The post office address of the principal office of the Corporation in this state is 6 Douglas Avenue, Lonaconing, Maryland 21539. The name and post office addresses of the resident agents of the Corporation in this state are Gerald J. Cook, 12 Florida Way, Lonaconing, Maryland 21539. 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 never may be increased or decreased pursuant to the By-Laws of

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CUMBERLAND
MARYLAND

the Corporation, which 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 (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of Stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert T. Hadley, 4 Sunnyside Drive, Lonaconing, Maryland 21539, Alan Hutcheson, Route #36 North, Box 33, Lonaconing, Maryland 21539, and Gerald S. Cook, 12 E. Florida Way, Lonaconing, Maryland 21539.

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,

(1.) 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

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PAYE & GETTY
CUMBERLAND
MARYLAND

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 1986, as now in force of afterwards amended.

(2.) 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 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a.) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, 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 1986, 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 1986, 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 1986, or corresponding provisions of any subsequent federal tax laws.

(e.) The Corporation shall not make any taxable expenditures as

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PAYE & GETTY
CUMBERLAND
MARYLAND

defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of July, 1990, and I acknowledge the same to be my act.

Gregory H. Getty

GREGORY H. GETTY

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

MA

LIBER 0136 PAGE 252

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	22	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Geppert, McMullen, Paye + Getty, P.A.
21 Prospect Sq.
Cumberland, Md. 21502

TOTAL FEES 42

✓ Check ___ Cash

NOTE: 777-1515

_____ Documents on _____ checks

APPROVED BY: J.M.T.

FILED FOR RECORD
SEP 27 1990
AT 2:32 O'CLOCK PM
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 253
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
Raymond K. Mueller CLERK

LIBER 036 PAGE 253

ARTICLES OF INCORPORATION
OF
GOODWILL VOLUNTEER FIRE COMPANY NO. 1

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 13, 1990 AT 8:36 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 22.00	$

D3066503

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
21 PROSPECT SQUARE
CUMBERLAND MD 21502

03403040459

A 334440

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3263 0377

AT5-060

Compared and Mailed Delivered
Michael A. Noonan, Esq.
TO 37 Greene St. Cumbld
October 2, 1990

LIBER 0136 PAGE 254

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

9/26/90 at 9:28 a.m.

ARTICLES OF INCORPORATION

OF

SPRING GAP ENTERPRISES, INC.

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Lawrence David Robinson, whose address is Route 1, Box 186, Old Oldtown Road, Oldtown, Maryland 21555, being at least eighteen (18) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Spring Gap Enterprises, Inc.

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

The purpose is for the operation of any and all activities associated with the construction of commercial and residential properties, vehicle maintenance and the operation of a timber business.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

1990 AUG -6 A 9:28

92188357

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.

FOURTH: The resident agent of the Corporation is Lawrence David Robinson. The resident agent's address and the principal office of the Corporation are located at Route 1, Box 186, Old Oldtown Road, Oldtown, Maryland 21555. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of no par value.

SIXTH: The number of directors if 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 name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Lawrence David Robinson.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of July, 1990.

WITNESS:

Michael W. Shay — Lawrence David Robinson (SEAL)
LAWRENCE DAVID ROBINSON

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 25th day of July, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lawrence David Robinsosn, and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act.

WITNESS my hand and Notarial Seal.

Michael W. Shay
NOTARY PUBLIC

My Commission Expires: 10/1/94.

LIBER 0036 FACE 257

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	___	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	___	Rec. Fee (Amendment)
63	___	Rec. Fee (Merger or Consolidation)
64	___	Rec. Fee (Transfer)
65	___	Rec. Fee (Dissolution)
66	___	Rec. Fee (Revival)
52	___	Foreign Qualification
50	___	Cert. of Qual. or Reg.
51	___	Foreign Name Registration
13	10	1 Certified Copy 3
56	___	Penalty
54	___	For. Supplemental Cert.
53	___	Foreign Resolution
[redacted]	___	Certificate of Conveyance
76	___	Certificate of Merger/Transfer
75	___	Special Fee
80	___	For. Limited Partnership
83	___	Cert. Limited Partnership
84	___	Amendment to Limited Partnership
85	___	Termination of Limited Partnership
21	___	Recordation Tax
22	___	State Transfer Tax
23	___	Local Transfer Tax
31	___	_____ Corp. Good Standing
NA	___	Foreign Corp. Registration
87	___	_____ Limited Part. Good Standing
71	___	Financial
600	___	_____ Personal Property Reports and late filing penalties
70	___	Change of P.O., R.A. or R.A.A.
91	___	Amend/Cancellation, For. Limited Part.
___	___	Other _____
[redacted]	___	Other _____

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code_____

ATTENTION: Michael A. Nowak

MAIL TO ADDRESS: 37 Sheetz Street
Cumberland, MD. 21502

[redacted]TAL FEES 50

✓ Check ___ Cash

NOTE: Copy made

_____ Documents on _____ checks

APPROVED BY: J.M.T.

FILED FOR RECORD
SEP 27 1990
AT 9:30 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 0036 PAGE 258

ARTICLES OF INCORPORATION
OF
SPRING GAP ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 6, 1990 AT 9:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3064581

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MICHAEL A. NOONAN
37 GREENE STREET
CUMBERLAND MD 21502

031C3040165

A 334202

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3262 0981

Compared and Mailed ~~Delivered~~ SL

TO Willa Norton 36 S. Charles St. Baltimore, MD

October 2 1990

LIBER 0036 PAGE 259

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

MARYLAND ASSOCIATION OF NURSE ANESTHETISTS, INC.

ARTICLES OF AMENDMENT

The MARYLAND ASSOCIATION OF NURSE ANESTHETISTS, INC., a Maryland corporation, having its principal office in Montgomery County, Maryland (which is 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 as follows:

The FIRST Article of the Charter is amended in its entirety to read as follows:

> FIRST: The object and purposes of the Corporation are to provide an organization to federate and bring into one compact society the profession of nurse anesthetists in Maryland; to advance and elevate the standard of practice and to secure the enactment of just laws relating the practice of anesthesia; to elevate the standard of education of nurse anesthetists; to generally increase the quality and availability of anesthesia services to the general public; and to provide ethical guidance for members of the organization practicing anesthesia in Maryland. These purposes shall be unrestricted by any consideration of national origin, race, creed, color or sex. The Corporation shall not be organized for profit and no part of its earnings shall inure to the benefit of any member, within said general purposes. The Corporation shall have the following powers:
>
> (a) To promote high standards in anesthesia services and facilitate through appropriate means;
>
> (b) To accept as members of that Corporation individuals, partnerships, or corporations as shall be provided by By-laws;

RECEIVED '90 JUL 25 PM 12 35 STATE DEPT. OF ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

7/25/90 at 12:35 p.m.

[redacted] 3264 0738

0228391

8854P:07/19/90

(c) To promote legislation or governmental action to further the corporate purposes in its service to the public;

(d) To acquire by gift, device, bequest, purchase, lease or in any other manner any real or personal property and to sell, convey, assign, rent, lease, mortgage, pledge, or otherwise encumber or deal with such properties;

(e) To borrow money for any lawful purposes of the Corporation and to make, accept, and endorse promissory notes or other obligations or evidence of indebtedness and contracts of any nature;

(f) To accept and administer grants or funds from whatever source derived in furtherance of the corporate purposes;

(g) To establish and maintain corporate offices and employees sufficient to carry out the corporate purposes;

(h) To do any and all things necessary and convenient to carry out the purposes of the Corporation or incidental thereto.

The foregoing enumeration of powers is in furtherance and not in limitation of powers conferred upon the Corporation by law and is not intended by the mention of any power in any manner to limit or restrict the generality of any other powers.

SECOND: The foregoing amendment to the Charter of the Corporation has been duly authorized by the Board of Directors of the Corporation. There are no voting members of the Corporation other than the Directors of the Corporation.

3264 0739

8854P:08/10/90
1-6

IN WITNESS WHEREOF, the MARYLAND ASSOCIATION OF NURSE ANESTHETISTS, INC. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on July 21, 1990.

WITNESS:

MARYLAND ASSOCIATION OF NURSE ANESTHETISTS, INC.

John Connelly
Secretary

By _____
President

THE UNDERSIGNED, President of the MARYLAND ASSOCIATION OF NURSE ANESTHETISTS, INC., who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

President
Maryland Association of Nurse Anesthetists, Inc.

LIBER 0336 FOLIO 262

STATE OF MARYLAND

State Department of Assessments and Taxation

MA

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 51

D0502484 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
___	_____	Other _____
	_____	Other _____

TOTAL FEES 20

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 048

ATTENTION: _____

Willie NORTON

MAIL TO ADDRESS: _____

___ Check ✓ Cash

_____ Documents on _____ checks

APPROVED BY: SMS

NOTE: Cash receipt no. 11986

3264 0741

FILED FOR RECORD
SEP 27 1990
AT 2:30 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 263
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 036 PAGE 263

ARTICLES OF AMENDMENT
OF
MARYLAND ASSOCIATION OF NURSE ANESTHETISTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 25, 1990 AT 12:35 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0502484

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
PIPER & MARBURY
ATTN: WILLIE NORTON
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

036C3040880

A 336096

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER 3264 FOLIO 0737.

ATS-060

Compared and Mailed Delivered
TO David L. Doyle, Esq.
115 S. Centre St. Cumb. MD
October 2, 1990

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 036 PAGE 264

APPROVED FOR PAYMENT

PINGS, INC. 07-31-90 at 8:32A.m.

Articles of Sale and Transfer

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

Articles of Sale and Transfer entered into this 1 day of JUNE, 1990, by and between Pings, Inc., a Maryland Corporation, (hereinafter sometimes referred to as the "Transferor") and Jin H. Kim, (hereinafter sometimes referred to as the "Transferee" or "Kim.")

THIS IS TO CERTIFY:

FIRST: *Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to the Transferee, her successors and assigns as herewith set forth.*

SECOND: *The name and post office address of the principal place of business of the Transferee are Jin H. Kim, Country Club Mall, LaVale, Allegany County, Maryland 21502.*

THIRD: *The name and state of incorporation of each corporate party to these Articles of Sale and Transfer are as follows: Transferor is Pings, Inc., a Corporation organized under the laws of the State of Maryland and the Transferee is not a Corporation.*

FOURTH: *The nature and amount of the consideration to be paid by the Transferee for the property and assets hereby transferred as set forth in Article Ninth herein is One Hundred Thousand Dollars ($100,000.00) to be paid to the Transferor in accordance with the terms and conditions as set forth in the Agreement between the parties dated* JUNE 1 *, 1990, which Agreement is incorporated by reference herein.*

FIFTH: *The principal office of the Transferor is in Cumberland, Allegany County, Maryland. The only County which the Transferor owns property 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 the Transferee in the State of Maryland is Country Club Mall, LaVale, Allegany County, Maryland 21502.*

SEVENTH: *The Board of Directors of the Transferor by unanimous written informal action signed by all of the members thereof and filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring the sale, assignment and transfer substantially all of the assets of the Transferor as herein set forth, advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by unanimous written action all in a manner and by the vote required by the Corporation and Associations Article of the Annotated Code of Maryland and the Charter of the Transferor.*

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all stockholders of the Transferor entitled to vote thereon and such

02258592

3263 2331

unanimous, written informal action is filed with the minutes of the proceeding of the stockholders of the Transferor all in the manner and by vote required by the Corporation and Associations Article of the Annotated Code of Maryland and the Charter of the Transferor.

EIGHTH: *As to the Transferee she is in full capacity to accept transfer of these assets.*

NINTH: *In consideration of this payment to the Transferor of the sum of One Hundred Thousand Dollars ($100,000.00) in accordance with the terms and conditions of the Agreement, the Transferor does hereby bargain, sell, grant, convey, transfer and assign to the Transferee, her successors and assigns those assets and leasehold improvements as listed on Schedule A of the Agreement between the parties dated* JUNE 1, *1990.*

TENTH: *These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by the Transferor, a Maryland Corporation, and the Transferee, a private 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 in the State of Maryland.*

IN WITNESS WHEREOF, *Pings, Inc. and Jin H. Kim, parties to these Articles of Sale and Transfer have caused these Articles of Sale and Transfer to be signed and acknowledged and the name of each of them, and as to Pings, Inc., on behalf of the Corporation and by its President and attested by the Secretary, as of this* 1 *day of* JUNE, *1990.*

PINGS, INC.

ATTEST:

BY: Ping Evans
PING EVANS, PRESIDENT

Thomas L. Evans
SECRETARY

Jin Hkim
JIN H. KIM

3263 2332

THE UNDERSIGNED, President of Pings, Inc., who executed on behalf of the Corporation the aforegoing Articles of Sale and Transfer of which a certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the aforegoing 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 in therein and with respect to the approval thereof are true in all material respects under the penalties of perjury.

PING EVANS, PRESIDENT

THE UNDERSIGNED, Jin H. Kim, who executed the aforegoing Articles of Sale and Transfer on behalf of herself certifies that to the best of her knowledge, information and belief, the matters and facts set forth therein are true in all material respects under the penalties of perjury.

JIN H. KIM

MA

LIBER 0136 PAGE 267

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

~~Merging~~
(Transferor) _____

[redacted] Ping's Inc.

D1896687

~~Surviving~~
(Transferee) _____

Jin H. Kim

(individual)

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	____	Organ. & Capitalization
61	____	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
[redacted]	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and _____ late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____
_____ ___

Code _____

ATTENTION: _____

Dixie L. Pownall, Esq

MAIL TO ADDRESS: _____

115 S. Centre St.

Cumberland Md. 21502

[redacted] OTAL FEES 20

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMH

3263 2334

FILED FOR RECORD
SEP 27 1990
AT 9:30 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 0036 PAGE 268

ARTICLES OF TRANSFER
OF
PING'S INC.
(A MD CORP.) TRANSFEROR
AND
JIN H. KIM
(AN INDIVIDUAL) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 31, 1990 AT 8:37 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D1896687

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DIXIE L. POWNALL
115 S. CENTRE ST.
CUMBERLAND MD 21502

035C3040676

A 335926

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3263 2330

Compared and Mailed ~~Delivered~~
Riggleman, Smyth & Assoc.
TO 301 Washington St. Cumb MD
October 2 1990

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

LIBER 0136 PAGE 269

FINANCIAL ASSET PLANNING, INC.

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
9/22/90 at 8:18 a.m.

FIRST: The undersigned, John Smyth, Jr. AND Gerald D. Riggleman whose post office address is 301 Washington Street, Cumberland, Maryland 21502 being at least 18 years of age due 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 Financial Asset Planning, Inc.

THIRD: The purpose for which the corporation is formed is as follows:

1. This corporation will do business as a investment brokerage firm. The company will provide services to the public, corporations, trust's, and retirement plan entities. The company will not own assets that it sells but will receive commissions and/or fees for services rendered.

FOURTH: The post office address of the principal office of the corporation in Maryland is 301 Washington Street, Cumberland, Allegany County, Maryland 21502. The name and post office address of the resident agent of the corporation in Maryland are John R. Smyth, Jr., 400 Washington Street, Cumberland, Allegany County, Maryland 21502.

FIFTH: The total number of shares of stock, which the corporation has authority issue is 1,000 of no par stock, all of one class, and having no par value.

SIXTH: The number of directors of the corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the corporation, and so long as there are less than three (3) shareholders the number of directors may be less than three (3) but not less than the number of stockholders, and the names of the directors shall act until the first meeting or until their successors are duly chosen and qualified are; John R. Smyth, Jr., Gerald D. Riggleman.

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 directors and stockholders of the corporation shall not have the right to acquire assets, incur debt, acquire additional stock in the corporation or dispose of stock in the corporation without the unanimous consent of all directors and stockholders.

EIGHTH: The duration of the corporation shall be perpetual.

3265 2139

02348089

AND WITNESS WHEREOF, we have signed these Articles of Incorporation on July 20, 1990 and severally acknowledge the same to be our act.

7/19/90
Date

John R. Smyth, Jr.

7-20-90
Date

Gerald D. Riggleman

LIBER 0336 PAGE 271

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

B DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

[redacted]

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	____ Certified Copy ____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
[redacted]	____	Certificate of Conveyance
76	____	Certificate of Merger/Transfer
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	____ Limited Part. Good Standing
71	____	Financial
600	____	____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other ____
[redacted]	____	Other ____

Name Change
(New Name)_____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change_____

Code_____

ATTENTION:_____

MAIL TO ADDRESS: Piggeman, Smyth & Associates
36 Washington Street
Cumberland, Md. 21502

[redacted] TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: SMS

3265 2141

FILED FOR RECORD
SEP 27 1990
AT 9:30 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY
Raymond W. Walker
CLERK

LIBER 0036 PAGE 272

ARTICLES OF INCORPORATION
OF
FINANCIAL ASSET PLANNING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 22, 1990 AT 8:18 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3071537

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RIGGLEMAN, SMYTH & ASSOCIATES
301 WASHINGTON STREET
CUMBERLAND MD 21502

040C3041777

A 336391

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3265 2138

Compared and Mailed Delivered cz
Geppert, McMullen Paye & Getty
TO 21 Prospect Sq. Cumb. MD
October 2 ..... 19 90

LIBER 0336 PAGE 273

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
8/22/90 8:21 a.m.

ARTICLES OF INCORPORATION

FOR

ALLEGANY SKIN CARE, INC.

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

FIRST: I, Gregory H. Getty, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Allegany Skin Care, Inc.

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

(1.) To market, distribute, receive, advertise and sell skin and hair care products, and to do whatever is necessary and expedient in the operation of such business.

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

1990 AUG 22 A 8:21

FOURTH: The post office address of the principal office of the Corporation in this state is First Federal Building, Apartment One, Baltimore Street, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in this state is W. Guy Fiscus, First Federal Building, Apartment One, Baltimore 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 1,000 shares of Common Stock, without par value.

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

1990 JUN 22 A 8:25

02348107

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

(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: W. Guy Fiscus, Josephine R. Arias, and Barbara Webster.

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

(1) The Board of Directors of the Corporation 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) 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 demand and receive payment of the face value of the stock.

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 Maryland General Corporation Law now or hereafter enforced.

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any share of stock of the Corporation of any class now or hereafter authorized, or any securities exchangable 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 21st day of August, 1990, and I acknowledge the same to be my act.

Gregory H. Getty

GREGORY H. GETTY

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

3265 2149

LIBER 0336 PAGE 276

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 5I

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
76	____	Certificate of Merger/Transfer
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Hoppert, McHulse, Gaye & Getty
11 Prospect Square
Cumberland, Md. 21502

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3265 2149

FILED FOR RECORD
SEP 27 1990
AT 9:30 O'CLOCK A M
AND SAME DAY RECORDED IN
LIBER NO. 0336 FOLIO 277
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY Sharon M. Mayberry CLERK

LIBER 0336 PAGE 277

ARTICLES OF INCORPORATION
OF
ALLEGANY SKIN CARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 22, 1990 AT 8:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3071552

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYNE & GETTY
21 PROSPECT SQUARE
CUMBERLAND MD 21502

040C3041779

A 336393

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3265 2145

Compared and Mailed Delivered

TO Kevin Kelly Esq 201 Washington St Cumb MD

October 2 ..... 1990 LIBER 0136 FOLIO 278

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
9/26/90 at 8:41 A.M.

220 GOLF, 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: That the undersigned, KEVIN KELLY, whose post office address is 201 Washington Street, Cumberland, Allegany County, Maryland 21502, being at least Eighteen (18) years of age, does hereby form a Corporation under and by virtue of the general laws of the State of Maryland.

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

220 GOLF, INC.

THIRD: That the Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(A) To operate a golf driving range and related business of every nature and description which may be conveniently or advantageously handled in conjunction with the aforegoing enterprise.

(B) To enter into such contracts or agreements as may be advisable, to bring before the public by advertisement or in any other manner of the advantage which may be secured by the services rendered by the Corporation.

(C) To purchase, to receive by way of gift, grant or loan, subscribe for, invest in, and 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,

LAW OFFICE OF
Kevin Kelly
201 WASHINGTON ST
CUMBERLAND, MD 21502
PHONE 301-724-7000

9/26/90 A 8:41

02188050

personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, chose in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or 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 aforegoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation; and to do all things 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 along or in connection with other persons, firms, associations or corporations.

FIFTH: That the post office address of the principal office of the Corporation is Route 5, Box 323-K, Cumberland, Allegany County, Maryland 21502. That the name and post office address of the Resident Agent of the Corporation is Michael J. Yoder, Route 5, Box 323-K, Cumberland, Allegany County, Maryland 21502. Said Resident Agent is an individual actually residing in the State of Maryland.

SIXTH: That 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: That the Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) Directors, whose names are Michael J. Yoder and David W. Yoder.

LAW OFFICE OF
Kevin Kelly
201 WASHINGTON ST
CUMBERLAND, MD 21502
PHONE 301-724-7000

LIBER 036 PAGE 280

IN WITNESS WHEREOF, I have signed these Articles of the Incorporation this 3rd day of August, 1990, and I acknowledge the same to be may act and deed.

WITNESS:

Jeanne A Owens

KEVIN KELLY

LAW OFFICE OF
Kevin Kelly
201 WASHINGTON ST
CUMBERLAND, MD 21502
PHONE 301-724-7000

LIBER 0336 FOLIO 281

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	20	Expedited Fee
20		Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code_____

ATTENTION: Kevin Kelly

MAIL TO ADDRESS: 301 Washington Street Cumberland, Md. 21502

[redacted] TOTAL FEES 49

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMG

FILED FOR RECORD
SEP 27 1990
AT 2:30 O'CLOCK PM
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 282
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 036 PAGE 282

ARTICLES OF INCORPORATION
OF
220 GOLF, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 6, 1990 AT 8:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3063161

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
KENVIN KELLY
201 WASHINGTON STREET
CUMBERLAND MD 21502

029C3040133

A 333968

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • 1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed ~~Delivered~~ CL
Archway Station Inc.
TO 121 Memorial Ave, Cumb. MD
October 2 19 90

LIBER 0836 PAGE 283

Administrative and
Residential Offices
408 N. Centre Street
Cumberland, MD 21502
(301) 777-1700

ARCHWAY STATION INC.

Rehabilitation Program
121 Memorial Avenue
Cumberland, MD 21502
(301) 724-CLUB
Open Every Day

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

CHANGING ARCHWAY'S

RESIDENT AGENT REGISTERED

WITH THE MARYLAND STATE DEPARTMENT

OF ASSESSMENTS AND TAXATION

March 20, 1990

The Board of Directors of Archway Station, Inc., a corporation organized in Maryland on April 4, 1980, duly approves this resolution:

Resolved: That the resident agent of the corporation is changed to Louis H. Van Hollen.

I, Peter J. Ervin, President of the Archway Station, Inc. Board of Directors, certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

1990 AUG -3 R 3:07

Peter J. Ervin

5/17/90
Date

02158247

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

8-3-90 at 3:01 P.m.

ILLIAM DONALD SCHAEFER
overnor

OYD W. JONES
ector

UL B. ANDERSON
ministrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 51

LIBER 036 PAGE 284

D1128891 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties _____
70	$10.00	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
___	_____	Other _____
	_____	Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____
_____

Code _____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: _____
Archway Station, Inc
12 Memorial Avenue
Cumberland, Md 21502

_____

_____

TOTAL FEES $10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: ___ RMC

LIBER 0136 PAGE 285

FILED FOR RECORD
SEP 27 1990
AT 9:30 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE [illegible] RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY
Clerk

CHANGE OF RESIDENT AGENT
OF
ARCHWAY STATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 3, 1990 AT 3:07 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D1128891

TO THE CLERK OF THE COURT OF ALLEGANY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ARCHWAY STATION, INC.
121 MEMORIAL AVENUE
CUMBERLAND MD 21502

026C3040456

A 279365

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered CJ
R. Steven Friend, Esq.
TO 201 Washington St. Cumb, MD
October 2 ..... 1990.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
LIBER 0336 PAGE 286
APPROVED FOR PAYMENT
08/06/90 at 9:34 a.m.
Mitca, Inc.

1990 AUG 6 A 9:33

ARTICLES OF INCORPORATION

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

FIRST: I, R. STEVEN FRIEND, whose post office address is 201 Washington 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 hereinafter referred to as the "Corporation") is Mitca, Inc.

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

(1) The design, sales, installation, repairs and maintenance of residential, commercial and industrial heating, ventilating and air conditioning systems including all electrical, plumbing and any other construction necessary or convenient to the accomplishment of same.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 426 Fairmont Lane, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is James K. Cunningham, 426 Fairmont Lane, 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 Forty (40) shares of common stock, without par value.

SIXTH: The number of the 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:

FRIEND AND KELLY
ATTORNEYS AT LAW
201 WASHINGTON STREET
CUMBERLAND, MD 21502

0218 0351

(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: Harold E. Appel, Robert R. Mitter, Jr. 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:

(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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) 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 demand and receive payment of the face value of his stock.

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

FRIEND AND KELLY
ATTORNEYS AT LAW
201 WASHINGTON STREET
CUMBERLAND, MD 21502

to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of July, 1990, and I acknowledge the same to be my act.

R. STEVEN FRIEND

FRIEND AND KELLY
ATTORNEYS AT LAW
201 WASHINGTON STREET
CUMBERLAND, MD 21502

LIBER 0136 PAGE 289

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

BB DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

[redacted]

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
___		Other _____

Name Change
(New Name)_____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

_____

Code_____

ATTENTION: _____

B. Steven Friend

_____

MAIL TO ADDRESS: _____

Friend & Kelly

201 Washington Street

Cumberland, MD. 21502

_____

_____

[redacted]TAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMY

LIBER 036 PAGE 290

FILED FOR RECORD
SEP 27 1990
AT 8:30 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
MITCA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 6, 1990 AT 9:34 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3062304

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
R. STEVEN FRIEND
FRIEND & KELLY
201 WASHINGTON STREET
CUMBERLAND MD 21502

027C3040619

A 333839

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS 1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3260 2527
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and ~~Mailed~~ Delivered
William J. Mazzo, Esq.
TO 75 Greene St. Cumberland
October 2 1990

LIBER 0136 PAGE 291

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

MOON-GLO ROLLER RINK, INC.

**A Maryland Close Corporation
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland**

ARTICLES OF AMENDMENT

Moon-Glo Roller Rink, Inc., a Maryland Corporation, having its principal office at Bedford Road, Route No. 3, P.O. Box 169, Cumberland, Maryland 21502 (Hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (The "Department") that:

FIRST: The Corporation desires to amend its Charter that is currently in effect as hereinafter provided.

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article SEVENTH thereof, and by substituting in lieu thereof the following:

"SEVENTH: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended."

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 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.

1990 AUG -2 A 9:28

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
08/02/90 at 9:28 a.m.

02148257

IN WITNESS WHEREOF, Moon-Glo Roller Rink, Inc., has caused these presence 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 October, 1989, and its president acknowledges that these Articles of Amendment and Restatement are the act and deed of Moon-Glo Roller Rink, 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 her knowledge, information and beliefs.

ATTEST:

MOON-GLO ROLLER RINK, INC.

Debbie A. Kerns
Secretary

Virginia B. Ferguson
By: Virginia B. Ferguson, Pres.

LIBER 0336 PAGE 293

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

BB DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 51

#D 0272310 ___ P.A. ___ Religious ✓ Close ___ Stock ___ Nonstock

*Merging (Transferor) _____ Surviving (Transferee) _____

[redacted]

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
[redacted]	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
___	_____	Other _____
___	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

William J. Troppo

MAIL TO ADDRESS: _____

75 Greene Street
Cumberland, MD. 21502

[redacted] TOTAL FEES 20

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

NOTE: Change to close corp

FILED FOR RECORD
SEP 4 1990
AT 9:30 O'CLOCK A M
AND SAME DAY RECORDED IN
LIBER NO. 0336 FOLIO 294
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND. AND COM-
PARED BY
Maynard W. Mauldin CLERK

LIBER 0336 PAGE 294

ARTICLES OF AMENDMENT
OF
MOON GLO ROLLER RINK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 2, 1990 AT 9:28 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0272310

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILLIAM J. TROZZO
75 GREEN STREET
CUMBERLAND MD 21502

028C3040107

A 333948

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed ~~Delivered~~
TO The MD Salem Children's Trust, Inc
Lower New Germany Rd., Frostburg MD
October 2 19 90

LIBER 036 PAGE 295

The Maryland Salem Children's Trust, Inc.

Meadow Mountain Farm

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

(Filed and Recorded September 27, 1990 @ 9:30 A.M.)

THE MARYLAND SALEM CHILDREN'S TRUST, INC.

RESOLUTION

The Board of Directors of The Maryland Salem Children's Trust, Inc., a corporation organized in Maryland on January 22, 1979, duly approved a resolution on June 12, 1990, as follows:

RESOLVED: That the resident agent of the corporation is changed to Louise S. Richards.

I, Ralph Burnett, President, certify under the penalties of perjury that to the best of my knowledge, information and belief the foregoing Resolution is true in all material respects.

Ralph M Burnett, President The Maryland Salem Children's Trust, Inc.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

8-9-90 at 8:30 A.m.

LIBER 0336 PAGE 296

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 51

D0990515 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: the Maryland Salem Children's Trust, Inc
Lower New Germany Road
Star Route Box 60
Frostburg, Maryland
21532

TOTAL FEES 10.00

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: SH

LIBER 036 PAGE 297

FILED FOR RECORD
SEP 21 1990
AT 2:30 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 297
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

CHANGE OF RESIDENT AGENT
OF
THE MARYLAND SALEM CHILDREN'S TRUST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 9, 1990 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D0990515

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
THE MARYLAND SALEM CHILDREN'S
TRUST, INC.
LOWER NEW GERMANY RD.
STAR ROUTE BOX 60C
FROSTBURG MD 21532

030C3040120

A 334156

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

0262 0740

Compared and Mailed Delivered CL
S. Gary Hanna, Esq.
71 Prospect Sq. Cumberland
October 22, 1990.

LIBER 0136 PAGE 298
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
09-10-90 at 8:47 .m.

3344

JIM'S SALES AND SERVICE OF CRESAPTOWN, INC.

ARTICLES OF AMENDMENT

(Filed and Recorded October 19, 1990 @ 10:00 A.M.)

WHEREAS, Jim's Sales and Service of Cresaptown, Inc., has organized primarily in Allegany County, Maryland; and

WHEREAS, the Stockholders of such corporation, Board of Directors of such corporation, and officers of such corporation desire to change the name of the corporation; and

WHEREAS, said shareholders, officers, and members of the Board of Directors of the corporation have voted on the proposed amendment and have adopted the proposed amendment in the manner prescribed in Section 5-308 of the Corporations and Associations Article of the Annotated Code of Maryland; and

WHEREAS, the following paragraphs of the Article of Incorporation have been amended as follows:

Second: That the name of the corporation, hereinafter called the "Corporation", shall be:

POTOMAC VALLEY INDUSTRIAL SUPPLY, INC.

Fourth: The post office address at which the principal office of the corporation in this State will be located is 13410 McMullen Highway, Cumberland, Maryland 21502. Said Resident Agent of the corporation will be G. Gary Hanna, 71 Prospect Square, Cumberland, Maryland 21502.

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

02638051

1990 SEP 20 A 8:52

1990 SEP 10 A 8:47

3272 1442

WITNESSETH the Hands and Seals of the sole Stockholders and the officers and members of the Board of Directors of the corporation.

Robert L Hess (SEAL)
PRESIDENT, BOARD OF DIRECTORS
MEMBER, SOLE STOCKHOLDER

Janet L Thompson (SEAL)
VICE-PRESIDENT, BOARD OF DIRECTORS
MEMBER

Billy A Shaffer (SEAL)
SECRETARY

Billy A Shaffer (SEAL)
TREASURER

G Gary Hanna (SEAL)
MEMBER OF BOARD OF DIRECTORS

LAW OFFICES
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND, MD 21502
[redacted]ND (301) 759-2777
FRO[redacted]RG (301) 689-2421

I, Robert L Hess, hereby acknowledge on

behalf of Jim's Sales and Service of Cresaptown, Inc. that the foregoing Articles of Amendment are the corporate acto f said corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

Billy A. Shaffer

SECRETARY

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

LIBER 0336 PAGE 301

STATE OF MARYLAND

State Department of Assessments and Taxation

m-A

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE 03 COUNTY 51

#D09987826 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor)	Surviving (Transferee)
[redacted]	

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
[redacted]		Other _____
TOTAL FEES	20	

Name Change
(New Name) Potomac Valley Industrial Supply, Inc

- ✓ Change of Name
- ___ Change of Principal Office
- ✓ Change of Resident Agent
- ✓ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: G. Gary Hanna
71 Prospect Sq.
Cumberland, Md
21502

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: J.M.T.

3272 1445

FILED FOR RECORD
OCT 19 1990
AT 10:20 CLOCK A M
AND SAME DAY RECORDED IN
LIBER NO. 0036 FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
BY [illegible] CLERK

LIBER 0036 PAGE 302

ARTICLES OF AMENDMENT
OF
JIMS SALES AND SERVICE OF CRESAPTOWN, INC.
CHANGING ITS NAME TO:
POTOMAC VALLEY INDUSTRIAL SUPPLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 10, 1990 AT 8:47 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0987826

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND MD 21502

061C3041895

A 337828

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3272 1441
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered

TO Weinberg & Green 100 S. Charles St. Baltimore MD 21201

October 22, 1990

4999:08/13/90
6HB81

LIBER 0036 FOLIO 303

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION APPROVED FOR RECORD

OF 8-27-90 at 3:15 p.m.

SKIDMORE ENTERPRISES, INC.

THIS IS TO CERTIFY THAT: (Filed and Recorded October 19, 1990 @ 10:00 A.M.)

FIRST: I, Mark M. Tomaino, whose post office address is c/o Weinberg and Green, 100 South Charles Street, 16th Floor, Baltimore, Maryland 21201, being at least eighteen (18) years of age, hereby form a corporation under the Maryland General Corporation Law.

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

SKIDMORE ENTERPRISES, INC.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is 185 Park Avenue, Frostburg, Maryland 21532. The name and address of the resident agent of the Corporation are Mark M. Tomaino, c/o Weinberg and Green, 100 South Charles Street, 16th Floor, Baltimore, Maryland 21201.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is $1.00 and the aggregate par value of all the shares of the Common Stock is $100,000.00.

SIXTH: The number of Directors of the Corporation shall be four, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are D. Douglas Skidmore, Victoria Skidmore, Erika A. Skidmore and Marcia J. Skidmore.

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by the Maryland General Corporation Law, all persons who at any time were or are directors or officers of the Corporation. The Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final

3266 2822

02408059

disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, the Maryland General Corporation Law. The Corporation may indemnify any other persons permitted but not required to be indemnified by the Maryland General Corporation Law, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the Board of Directors, the stockholders or special legal counsel appointed by the Board. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified.

I acknowledge these Articles of Incorporation to be my act this 27th day of August, 1990.

Mark M. Tomaino

3266 2823

LIBER 0036 FOLIO 305

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 802 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code B65

ATTENTION: Gail Williams

MAIL TO ADDRESS:_____

TOTAL FEES 40

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

3266 2824

LIBER 0336 PAGE 306

FILED FOR RECORD
OCT 19 1990
AT 2:00 CLOCK P.M.
AND SAME DAY RECORDED
LIBER NO. [illegible]
ONE OF THE LAND RECORDS
COUNTY, MARYLAND.
RECORDED BY
CLERK

ARTICLES OF INCORPORATION
OF
SKIDMORE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 27, 1990 AT 3:15 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3074903

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WEINBERG & GREEN
ATT:GAIL WILLIAMS
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

044C3042237

A 337048

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3266 2821

Compared and Mailed Delivered
Hidey, Coyle, Setty & Mortelecone
TO 110 Washington St. Cumb. MD
October 22 1990

LIBER 0036 PAGE 307

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
9-21-90 at 8:39 A.m.

1990 SEP 21 A 8:39

ARTICLES OF INCORPORATION

WELREY, INC.

(Filed and Recorded October 19, 1990 @ 10:00 A.M.)

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 WELREY, INC.

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

(1) To buy, contract, own, operate, and maintain a business for the engine-tuning, servicing and repairing of motor vehicles; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 909 East Gate Court, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are Robert Welik, 909 East Gate Court, 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.

0264805 3372 0504

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 Welik and Francisco Reyes.

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 capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of September, 1990, and I acknowledge the same to be my act.

WITNESS:

Tracey A. Goldsworthy

W. STEVENS HIDEY (SEAL)

3272 0506

Liber 0036 Folio 310

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 145

ATTENTION: _____

J. Stevens Hiday

MAIL TO ADDRESS: _____

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: PCM

3272 0507

FILED FOR RECORD
OCT 19 1990
AT 10:09 O'CLOCK A. M.
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 311
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

LIBER 036 PAGE 311

ARTICLES OF INCORPORATION
OF
WELREY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 21, 1990 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3087178

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE , GETTY
& MONTELEONE
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

060C3041701

A 337655

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3272 0503
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ATS-060

Compared and Mailed/Delivered
Blum, Yumkas, Mailman, Gutman & Orick, P.A.
TO: 20 Mercantile Bank & Trust Bldg.
2 Hopkins Plaza, Baltimore, MD 21201
.....October 22 19 90

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 0036 PAGE 312

APPROVED FOR PAYMENT
9/20/90 at 2:38 .m.

ARTICLES OF INCORPORATION RECEIVED

OF '90 SEP 20 PM 2 [illegible]

TAMIL FOUNDATION, INC. STATE DEPT. OF ASSESSMENTS & TAXATION

(A Nonstock Corporation Pursuant to Maryland General Corporation Law)

(Filed and Recorded October 19, 1990 @ 10:00 A.M.)

FIRST: I, Nagaratnam A. Ranjithan, whose post office address is 906 Weires Avenue, Maryland 21502, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the Maryland General Corporation Law authorizing the formation of corporations.

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

TAMIL FOUNDATION, INC.

THIRD: The Corporation is organized as a non-stock corporation under Subtitle 2 of Title 5 of the Corporations and Associations Article of the Annotated Code of Maryland (The Maryland General Corporation Law). The Corporation shall have no capital stock and the members hereof shall consist of the members of the Board of Directors and those persons who are elected from time to time to act therefor.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, as hereinafter defined in Article SIXTH,

(i) to receive, accept, hold, invest, reinvest, accumulate, administer and distribute property exclusively for educational or charitable purposes;

(ii) to accept gifts, grants, devises, bequests of property, real, personal or mixed, which may from time to time be made to the Corporation, but no such gift, grant, devise, bequest or trust 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, as hereinafter defined in Article SIXTH, or for other than educational or charitable purposes, 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 1986;

3272 1616

0264 120

(iii) 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 educational or charitable purpose, without any limitation except such limitation, if any, as may be contained in the instrument under which such property is received;

(iv) 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 educational or charitable purposes, and to exercise any, all and every general power which a corporation, organized under the provisions of the Annotated Code of Maryland exclusively for educational or charitable purposes, can be authorized by law to exercise, but only to the extent the exercise of such powers is in furtherance of the Corporation's exempt purposes, does not prevent the Corporation from qualifying for exemption from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code, and does not cause the Corporation to lose its income tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

(b) The educational and charitable purposes for which the Corporation is organized include, in particular, the assistance of economically disadvantaged, Tamil-speaking persons, in the United States, in eastern and northern Sri Lanka, and in southern India. By way of illustration, and not by way of limitation, such educational and charitable purposes may be furthered through the provision of educational and medical supplies, equipment, food and financial support to schools, hospitals, orphanages and shelters for displaced persons, or through the establishment and funding of employment skills programs, including the establishment and support of employment skills training facilities.

FIFTH: The following limitations shall apply to the Corporation:

(a) 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 FOURTH. 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 (or in opposition to) any candidate for public office. The Corporation shall not engage in any business for profit or for the benefit of the incorporators, members, directors, or any individual. 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 or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(b) In addition to the general limitations of paragraph (a) above, the following specific limitations shall apply:

(i) 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.

(ii) The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code.

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

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.

(v) The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code.

SIXTH: In these Articles of Incorporation, the following definitions shall apply:

(a) The term "charitable organizations" shall 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 candidate for public office. It is intended that the organization described in this paragraph shall be entitled to exemption from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

(b) The term "charitable purposes" shall be limited to and shall include only educational or charitable purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code, 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.

(c) Any reference to a Section of the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, or any corresponding provision of the tax laws of the United States from time to time in effect.

SEVENTH: Upon the dissolution of the Corporation, the assets of the Corporation, remaining after provision for the payment of all liabilities, shall be paid over and distributed to a charitable organization or organizations, as defined in Article SIX (b) above.

EIGHTH: The post office address of the principal office of the Corporation in this State is 517 Old Town Road, Cumberland, Maryland 21502. The resident agent of the Corporation is John A. Cogar whose post office address is 1200 Mercantile Bank & Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201. Said resident agent is a citizen of the State of Maryland over the age of twenty-one (21) years and actually resides therein.

NINTH: The management of the affairs of the Corporation shall be vested in a Board of two (2) Directors, which number may be increased or decrease from time to time in accordance with the By-Laws of the Corporation, but shall never be less than two (2). Nagaratnam A. Ranjithan and Vimala A. Ranjithan shall be the initial Directors and shall act as such until the first annual meeting of Members and/or until their successors are chosen and qualified. The Corporation may, by its By-Laws, make any other provisions or requirements for the conduct of the business of the Corporation, provided that such By-Laws are not inconsistent with these Articles, nor contrary to the laws of the State of Maryland or of the United States.

TENTH: The following provisions shall apply regarding the indemnification of corporate representatives:

(a) As used in this Article, any word or words defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

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

(c) With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of September 1990 and acknowledged the same to be my act.

Nagaratnam A. Ranjithan

G:09404002.C1
JAC091490

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 LIBER 0036 PAGE 317 BUSINESS CODE 04 COUNTY 51

_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
76	____	Certificate of Merger/Transfer
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code 004

ATTENTION: Paul C. Cross, Jr.

MAIL TO ADDRESS: 2 Hopkins Plaza
Baltimore, MD 21201

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3272 1621

FILED FOR RECORD
OCT 19 1990 19
AT 11:00 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. 0336 FOLIO 318
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PUTED BY
CLERK

LIBER 0336 PAGE 318

ARTICLES OF INCORPORATION
OF
TAMIL FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 20, 1990 AT 2:38 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3088374

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BLUM, YUMKAS, MAILMAN, GUTMAN
& DENICK, P.A.
1200 MERCANTILE BANK & TRUST BLDG
2 HOPKINS PLAZA
BALTIMORE MD 21201

062C3041937

A 337864

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3272 1615
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered
Skidmore & Wilkinson
TO 100 S. Liberty St, Cumb. MD
October 22, 1990

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LIBER 0036 PAGE 319

APPROVED FOR PAYMENT
09-07-90 at 9:44 Am.

ARTICLES OF INCORPORATION

OF

MAGAL AND ASSOCIATES, INC.

(Filed and Recorded October 19, 1990 @ 10:00 A.M.)

FIRST: I, H. GREGORY SKIDMORE, whose post office address is 100 South Liberty Street, Cumberland, Maryland 21501-1379, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland, including the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation ("Corporation") is MAGAL AND ASSOCIATES, INC.

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

(1) To engage in the business of health care consultation, planning and management.

(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 317 Skyview Drive, LaVale, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is H. Gregory Skidmore, 100 South Liberty Street, Cumberland, Maryland 21501-1379. Said resident agent is a citizen of Maryland and actually resides in Maryland.

9:44 OCT 7 1990

02508369 1547

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 one (1) 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 director who shall act until the first annual meeting or until her successors are duly chosen and qualified is: Helen Stamatacos.

SEVENTH: Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class 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 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of August, 1990, and I acknowledge same to be my act.

WITNESS:

Cynthia J. Cross

H. GREGORY SKIDMORE

3270 1549

LIBER 0136 FOLIO 322

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	27	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

H. Gregory Skidmore, Esq.

MAIL TO ADDRESS: _____

Skidmore & Wilkinson
100 S. Liberty St
P.O. Box 879
Cumberland Md.
21501-1379

TOTAL FEES 50

✓ Check _____ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: PCH

3270 1550

FILED FOR RECORD
OCT 19 1990
AT 10:22 O'CLOCK A M.
AND SAME DAY RECORDED IN
LIBER NO. 1336 FOLIO 323
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
Raymond L. Wilcox CLERK

LIBER 1336 PAGE 323

ARTICLES OF INCORPORATION
OF
MAGAL AND ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 7, 1990 AT 9:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 21.00	$ 20.00	$

D3083516

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SKIDMORE & WILKINSON
ATTN:H. GREGORY SKIDMORE, ESQ.
100 S. LIBERTY STREET
P.O.BOX 1379
CUMBERLAND MD 21501 1379

055C3041153

A 339637

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3270 1546

Compared and Mailed Delivered
S & L Contracting Inc.
TO 12003 Mulberry Ave, Cumb MD
October 22, 1990

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LIBER 0336 PAGE 324 APPROVED FOR PAYMENT

08-30-90 at 9:10 A.M.

ARTICLES OF INCORPORATION

S & L Contracting, Inc. (Filed and Recorded October 19, 1990 @ 10:00 A.M.)

FIRST:
The undersigned (Stacy Brick) whose post office address is 12003 Mulberry Ave. Cumberland, Md. 21502, being at least eighteen years of age, does (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 (S & L Contracting, Inc.,)

THIRD:
The purpose(s) for which the Corporation is formed are as follows: To start a contracting company which will perform all types of general contracting work. Such as home improvements, masonry, landscaping and commercial contracting.

FOURTH:
The post office address of the principal office of the corporation in Maryland is (12003 Mulberry Ave. Cumberland, Md. Allegany County 21502.) The name and post office address of the resident agent of the Corporation in Maryland are (Stacy Brick, 12003 Mulberry Ave. Cumberland, Md. Allegany County 21502.)

FIFTH:
The total number of shares of stock which the Corporation has authority to issue is (1,000) shares of no par stock.

SIXTH:
The number of directors of the Corporation shall be (1) which number may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is (are) (Stacy Brick.)

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: (optional - insert any such lawful provisions desired)

EIGHTH:
The duration of the Corporation shall be perpetual.

0242824

3267 1785

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on (Aug. 21, 1990), and severally acknowledge the same to be my act.

Stacy Brick

LIBER 1036 PAGE 326

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
S + L Contracting Inc.
12003 Mulberry Ave.
Cumberland, Md 21502

TOTAL FEES 40

✓ ___ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

3267 1787

FILED FOR RECORD
OCT 19 1990
AT 10:00 CLOCK A M
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 327
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
Raymond H. Mac
CLERK

LIBER 036 PAGE 327

ARTICLES OF INCORPORATION
OF
S & L CONTRACTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 30, 1990 AT 9:10 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3076304

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
S & L CONTRACTING, IC.
12003 MULBERRY AVE.
CUMBERLAND MD 21502

046C3040037

A 338651

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3267 1784

Compared and Mailed Delivered
C.J.
David L. Fournall, Esq.
TO 115 S. Centre St. Cumb. MD
December 13 19 96

1136 328

09-17-90 at 9:00 m.

ARTICLES OF INCORPORATION

FIRST

I, JACK W. CHENEY, JR., whose post office address is P.O. Box 150, 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 hereafter referred to as the "Corporation") is ***K.M.C. ENTERPRISES, INC.***

THIRD

The purposes for which the Corporation is formed are:

1. To engage in the development of real estate; and

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

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

1990 SEP 25 A 8:42

FOURTH

The post office address of the principal office of the Corporation in this State is 475 Willowbrook Road, Cumberland, Allegany County, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are Jack W. Cheney, Jr., 475 Willowbrook Road, Cumberland, Allegany County, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

3273 1354

02688071

ARTICLES OF INCORPORATION
Page Two of Three

FIFTH

The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) shares of common stock, without par value.

SIXTH

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

(a) if there is no stock outstanding, the number of directors may be less than two (2) but not less than one (1); and

(b) if there is stock outstanding and so long as there are less than 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:

JACK W. CHENEY, JR.
HARRY KESECKER
CHARLES MAY

SEVENTH

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

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

ARTICLES OF INCORPORATION
Page Three of Three

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

The 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 14th day of September, 1990, and I acknowledge the same to be my act.*

Jack W. Cheney

JACK W. CHENEY, JR.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0239 LOCK 036 331 BUSINESS CODE 03 COUNTY 51

[redacted] ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

[redacted]ging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	___	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	___	Rec. Fee (Amendment)
63	___	Rec. Fee (Merger or Consolidation)
64	___	Rec. Fee (Transfer)
65	___	Rec. Fee (Dissolution)
66	___	Rec. Fee (Revival)
52	___	Foreign Qualification
50	___	Cert. of Qual. or Reg.
[redacted]	9	Foreign Name Registration 1 Certified Copy 3
[redacted]	___	Penalty
54	___	For. Supplemental Cert.
53	___	Foreign Resolution
73	___	Certificate of Conveyance
		_____
		_____
76	___	Certificate of Merger/Transfer
		_____
		_____
75	___	Special Fee
80	___	For. Limited Partnership
83	___	Cert. Limited Partnership
84	___	Amendment to Limited Partnership
85	___	Termination of Limited Partnership
21	___	Recordation Tax
22	___	State Transfer Tax
23	___	Local Transfer Tax
31	___	_____ Corp. Good Standing
NA	___	Foreign Corp. Registration
87	___	_____ Limited Part. Good Standing
71	___	Financial
600	___	_____ Personal Property Reports and _____ late filing penalties
[redacted]	___	Change of P.O., R.A. or R.A.A.
[redacted]	___	Amend/Cancellation, For. Limited Part.
___	___	Other _____
	___	Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

_____

Code _____

ATTENTION: _____
Dixie L. Pownall, ESQ.

MAIL TO ADDRESS: _____
115 S. Centre St.
Cumberland, Md. 21502

TOTAL FEES 49

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

3272 1257

APPROVED BY: J.M.T

LIBER 0036 PAGE 332

FILED FOR RECORD
DEC 12 1990
AT 9:00 CLOCK A.M. 19
AND SAME DAY RECORDED IN
LIBER NO. 0036 FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
K.M.C. ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 17, 1990 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3090636

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DIXIE L. POWNALL
115 S. CENTRE STREET
CUMBERLAND MD 21502

065C3040045

A 338214

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3273 1353

Compared and Mailed Delivered C.L.

V. Duane Parker
TO 826 W. Benfield Rd. Severna Park MD 21146

December 13, 1990

1036 333

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
9-28-90 at 8:36 A

SHAWMAR INTERNATIONAL MARKETING, 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, Spencer Brozozog, II, whose post office address is 449 Pennsylvania Avenue, 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 hereafter called the "Corporation") is Shawmar International Marketing, 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.

8:36 A 28 SEP 90

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

1. To engage in the sale and distribution of water and air purification products and equipment to the public and private, commercial and non-commercial markets, in the United States and abroad, and to take any and all action necessary to effectuate said sale and distribution as may be incidental or related thereto;

2. To acquire said water and air purification products and equipment from those manufacturers deemed acceptable and appropriate by the Corporation;

3. To invest its funds in financial institutions, real estate, mortgages, stocks, bonds or any other type of investment vehicle, or to own personal or real property incidental to the rendering of services set forth in (1) above; and

4. 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 in this State is 449 Pennsylvania Avenue, Cumberland, MD 21502. The name and post office address of the Resident Agent of the Corporation in this State is Spencer Brozozog, II, 449 Pennsylvania Avenue, Cumberland, MD 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 (5000) shares of common stock, without par value.

027815

LAW OFFICES
V. DUANE PARKER, P.A.

EASTON OFFICE
Chapel Road
P.O. Box 2266
Easton, MD 21601
(301) 822-1554

SEVERNA PARK OFFICE
826 West Benfield Road
Severna Park, MD 21146
(301) 987-3395

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 Spencer Brozozog, II.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9 day of September, 1990, and I acknowledge the same to be my act.

/s/ Spencer Brozozog, II

SPENCER BROZOZOG, II

d/corp/a:shawmar

LAW OFFICES
V. DUANE PARKER, P.A.

EASTON OFFICE
Chapel Road
P.O. Box 2266
Easton, MD 21601
(301) 822-1554

SEVERNA PARK OFFICE
826 West Benfield Road
Severna Park, MD 21146
(301) 987-3395

BYRON WESTON CO LINEN RECORD 1993

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY that I am a duly commissioned, qualified, and authorized Notary Public in and for said State, and that the Subscriber in the foregoing Articles of Incorporation, Spencer Brozozog, II, who is personally known to me (or satisfactorily proven), appeared before me this day and executed said instrument acknowledging same to be his act.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 9 day of September, 1990.

NOTARY PUBLIC
My Commission Expires: 03-01-94

LAW OFFICES
V. DUANE PARKER, P.A.

EASTON OFFICE
Chapel Road
P.O. Box 2266
Easton, MD 21601
(301) 822-1554

SEVERNA PARK OFFICE
826 West Benfield Road
Severna Park, MD 21146
(301) 987-3395

0036 0336

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY [redacted]51

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code_____

ATTENTION:_____

MAIL TO ADDRESS:
V. Duane Parker
826 W. Benfield Rd
Severna Park, Md
21146

TOTAL FEES 49

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: JMT

3274 0455

LIBER 0036 PAGE 337

FILED FOR RECORD
DEC 12 1990
AT 9:02 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY: [signature]

ARTICLES OF INCORPORATION
OF
SHAWMAR INTERNATIONAL MARKETING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 28, 1990 AT 8:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3091618

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HA BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
V. DUANE PARKER
826 W. BENFEILD RD.
SEVERNA PARK MD 21146

Compared and Mailed Delivered CL
Mike & Tammy Nau
TO P.O.Box 334 Cumb. MD
December 13 90

LIBER 1036 FOLIO 338

STATE DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR RECORD
9-28-90 at 11:38 A.m.

Harvestime Ministries, Inc.

Articles of Incorporation

First: Michael Scott Nau, Sr. whose post office address is 103 Race Street, Cumberland, Maryland 21502, and Tammy Lynn Nau whose address is the same, both being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

Second: The name of the corporation (which is hereafter called the "corporation") is Harvestime Ministries, Inc.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Fourth: The post office address of the principle office of the Corporation in this state is 103 Race Street, Cumberland, Maryland 21502. The name of the post office address of the resident agent in Maryland is : Michael S. Nau, Sr., 103 Race Street, Cumberland, Maryland 21502

Fifth: The Corporation shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

Sixth: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors, who shall act until the first meeting or until their successors are duly chosen and are qualified are:

1. Michael Scott Nau, Sr.
   103 Race Street
   Cumberland, Maryland 21502

2. Tammy Lynn Nau
   103 Race Street
   Cumberland, Maryland 21502

3. Galen Charles McGregor
   1121 Virginia Avenue
   Cumberland, Maryland 21502

4. Philip Craig Bartlet
   Route 2 Box 470
   Ridgeley, West Virginia 26753

5. Tracey Ann Wharton
   3 Robinhood Drive
   LaVale, Maryland 21502

0271CA 3274 0287

Seventh: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 for 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 canidate 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 of 1954 (or coresponding 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 coresponding provisions of any future United States Internal Revenue Law).

Eighth: Under dissoluton of the Corporation the board of trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the board of trustees shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle officers of the Corporation is then located, is exclusively for such purposes of such organization or organizations, as said court shall determine, which are organized or operate exclusively for such purposes.

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

Tenth: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as to not 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 law.

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

(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 law.

(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 law.

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

Eleventh: The duration of the Corporation shall be perpetual.

In witnesses whereof, I (we) have signed these Articles of Incorporation this 13th day of September, 1990, and I (we) acknowledge the same to be my (our) act.

Patricia A McCormick
witness

Michael Scott Nau
Michael Scott Nau, Sr.

Patricia A McCormick
witness

Tammy Lynn Nau
Tammy Lynn Nau

I, Norman L Jenkins, a Notary Public, in and for Allegany County, in the State of Maryland, herby certify that Michael Scott Nau, Sr. and Tammy Lynn Nau signed to the foregoing Articles of Incorporation, this day personally appeared before me in my said county and acknowledged their signatures.

My commission expires 3/1/93

Norman L Jenkins
(Notary Public)

Articles of Incorporation were prepared by Michael Scott Nau, Sr. Whose mailing address is 103 Race Street, Cumberland, Maryland 21502.

BYRON WESTON CO LINEN RECORD 1989

3274 0339

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0239 0036 0341 BUSINESS CODE 04 COUNTY 57

_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	20	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

_____

Code _____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: _____

Mike & Tammy Pau

P.O. Box 334

LIBER 036 PAGE 342

FILED FOR RECORD
DEC 28 1990 O'CLOCK A M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM
RED BY

ARTICLES OF INCORPORATION
OF
HARVESTIME MINISTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 28, 1990 AT 11:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3091329

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MIKE & TAMMEY NAU
P.O. BOX 334
CUMBERLAND MD 21502

066C3040114

A 339785

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • 1633

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3274 0286

C.L.

Compared and ~~Mailed~~ Delivered

TO Robert O. Kazary Esq. 127 Greene St. Cumb MD

December 13 1990

LIBER 0336 FOLIO 343

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION * Filed this _____ day of

APPROVED FOR RECORD * _____, 1989.

10-01-90 at 9:36 a.m. ***** ***

ARTICLES OF INCORPORATION

OF

IMPERIAL PROPERTIES FUND, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, ROBERT O. KAZARY, 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:

IMPERIAL PROPERTIES FUND, INC.

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

RECEIVED
'90 OCT 9 AM 9 36
STATE DEPT. OF
ASSESSMENTS & TAXATION

~~2279 0405~~
3276 0389

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, 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 127 Greene Street, Cumberland, Maryland 21502. The Resident Agent of the Corporation is Robert O. Kazary, whose post office address is 127 Greene Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall be authorized to issue two classes of stock. That is to say:

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

A. 1,000,000 shares of Class A stock having a par value of $1.00 each; such stock shall be non-voting and in the event of liquidation or distribution of the assets of the corporation such stock shall be entitled to 80% of any such liquidation or distribution.

B. 2,000 shares of Class B common stock having no par value; such stock shall carry full voting rights in the corporation and the holders of such stock shall be the voting stockholders as that term is hereafter defined and used; such Class B stock shall be entitled to 20% of any such distribution.

SIXTH: The Corporation shall have three (3) directors, namely, Robert O. Kazary, Debra Dent Wendt and Shannon Lee Bishop, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

D. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock 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 any 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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.

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.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

BYRON WESTON CO. LINEN-RECORD 1936

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

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; 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 Corporaton 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

to auhorize 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 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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.

(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.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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

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

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 10 day of September, 1990.

WITNESS:

Anne M Becker

(SEAL)
ROBERT O. KAZARY

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

STATE OF MARYLAND
ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 20 day of September, 1990, 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.

Anne Marie Beebe
NOTARY PUBLIC

ANNE MARIE BEEBER NOTARY PUBLIC ALLEGANY COUNTY

My Commission Expires: 10-1-91

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

BYRON
WESTON CO
LINEN RECORD
1985

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MM LIBER 036 FOLIO 355 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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20	210	Organ. & Capitalization
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63		Rec. Fee (Merger or Consolidation)
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87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties

Name Change
(New Name)_____

_____

_____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change_____
_____

Code_____

ATTENTION: Robert A. Kazary

MAIL TO ADDRESS: One Plum Ct
10 Bruce St.

LIBER 0336 PAGE 356

FILED FOR RECORD
DEC 12 1990
AT 9:00 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY [illegible]
CLERK

ARTICLES OF INCORPORATION
OF
IMPERIAL PROPERTIES FUND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 1, 1990 AT 9:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 210.00	$ 20.00	$

D3096229

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT O. KAZARY
ONE PLUM CT.
127 GREENE ST.
CUMBERLAND MD 21502

071C3041003

A 340277

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3276 0388

ATS-060

Compared and Mailed Delivered CL
Marie Patts-Deakin
TO 11 Columbia St, Cumb MD 0036 357
DeCember 13 90

Cumberland Area Health Education Center, Inc.
Articles of Amendment

10-3-90 8:38a

JP

Cumberland Area Health Education Center, 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: a) That Charter of the Corporation is hereby amended by striking out:

(section SECOND, page 1)
SECOND The name of the corporation (which is hereinafter called the "Corporation") is

CUMBERLAND AREA
HEALTH EDUCATION CENTER, INC.

and inserting in lieu thereof the following:

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

WESTERN MARYLAND AREA
HEALTH EDUCATION CENTER, INC. ✓

b) The Charter of the Corporation is hereby amended by striking out:

(section THIRD, subsection B, ninth line, on page 2)
"health services delivery system of Cumberland, Maryland, and for"

D 838

and inserting in lieu thereof the following:

"health services delivery system of the Western Maryland Region, and for"

0276 ~~0015~~

c) The Charter of the Corporation is hereby amended by striking out:

(section FOURTH, page 5)
"FOURTH: The Post Office address of the principal office of the Corporation is:

Algonquin Motor Inn
Baltimore and Greene Streets
Cumberland, Maryland 21502

The name and Post Office address of the resident agent of the Corporation is:

W. Timothy Finan
504 Liberty Trust Building
Cumberland, Maryland 21502

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

and inserting in lieu thereof the following:

"FOURTH: The Post Office address of the principal office of the Corporation is:

The Columbia Building
11 Columbia Street
Cumberland, Maryland 21502

"The name and Post Office address of the resident agent of the Corporation is:

Barbara Boyd Roque
612 Crest Drive
Cumberland, MD 21502

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

SECOND: The amendments of the Charter of the Corporation as hereinabove set forth have been duly approved by the Board of Directors.

IN WITNESS WHEREOF Cumberland Area Health Education Center, Inc., has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary on 27 September, 1990.

Attest: Cumberland Area Health Education Center, Inc.

A Bollino M D
Anthony Bollino, M.D.
President and Chairman
Board of Directors

Gail Mazzocco
Gail Mazzocco, Ed.D., R.N.
Secretary
Board of Directors

THE UNDERSIGNED, President of Cumberland Area Health Education Center, who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and acts set forth therein with respect the approval thereof are true in all material respects, under the penalties of perjury.

A Bollino
Anthony Bollino, M.D.
President and Chairman
Board of Directors

[redacted]

1275 3436

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 9A3J DEPT. 036 ACCT. 360 BUSINESS CODE 04 COUNTY 51

D1124429 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 20

Name Change
(New Name) Western Maryland Area Health Education Center, Inc.

- ✓ Change of Name
- ✓ Change of Principal Office
- ✓ Change of Resident Agent
- ✓ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Marie Potts - Deakin
Columbia Bldg
11 Columbia St
Cumberland, Md 21502

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: RD

LIBER 0336 FOLIO 361

DEC 12 1990 AT 2:00 O'CLOCK P.M. AND SAME DAY RECORDED IN LIBER NO. FOLIO. OF THE LAND RECORDS OF ALLEGANY COUNTY, MARYLAND, AND COMPARED BY

CLERK

ARTICLES OF AMENDMENT
OF
CUMBERLAND AREA HEALTH EDUCATION CENTER, INC.
CHANGING ITS NAME TO:
WESTERN MARYLAND AREA HEALTH EDUCATION CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 3, 1990 AT 8:38 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D1124429

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MARIE PATTS-DEAKIN
COLUMBIA BUILDING
11 COLUMBIA ST.
CUMBERLAND MD 21502

CL

Compared and ~~Mailed~~ Delivered

David F. McMullen Esq.
TO 23 Washington St. Cumberland

December 13, 1990

036 362

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

10-03-90 at 9:26A

TWO-WAY RADIO SERVICE, INC.

ARTICLES OF AMENDMENT

TWO-WAY RADIO SERVICE, INC., a Maryland corporation, having its principal office at 117-119 Valley Street, Cumberland, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby 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 ten thousand (10,000) shares of common stock, without par value."

Immediately before this amendment, the Corporation had authority to issue five thousand (5,000) shares of common stock, without par value.

Immediately before this amendment, the Corporation had no other class of stock.

SECOND: By formal action taken by a majority of the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the aforegoing amendment and by formal action unanimously taken by the

[redacted]

0276392

[redacted]

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, TWO-WAY RADIO SERVICE, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 21st day of September, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of TWO-WAY RADIO SERVICE, 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: TWO-WAY RADIO SERVICE, INC.

Sally L. Weiner
Secretary

By: Jeffrey Hutter
President

SEAL 1983 MARYLAND

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

MA

LIBER 0036 FOLIO 364

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 51

D1529395 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstoc[redacted]

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____
Daniel F. McMullen Jr.
ESQ

MAIL TO ADDRESS: _____
23 Washington St.
Cumberland, Md.
2150[redacted]

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DMF

LIBER 0036 PAGE 365

FILED FOR RECORD
DEC 2 1990 AT 2:00 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF AMENDMENT
OF
TWO-WAY RADIO SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 3, 1990 AT 9:26 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D1529395

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

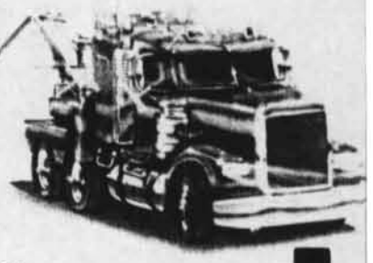
RETURN TO:
DANIEL F. MCMULLEN, JR., ESQ.
23 WASHINGTON ST.
CUMBERLAND MD 21502

0036 · 366

Truck-n-Tire Services, Inc.

P.O. Box 147
Flintstone, MD 21530
Phone (301) 777-3276

Compared and Mailed ~~Delivered~~ C.J.
Truck-N-Tire Services, Inc.
TO P.O. Box 147, Flintstone MD
December 13 1990



10/5/90 9:04

October 1, 1990

Truck-N-Tire Services, 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 Second paragraph and inserting in lieu thereof the following:

The name of the corporation is Mountainside Towing and Repair, Inc.

SECOND: 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: Truck-N-Tire Services, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on October 1, 1990.

ATTEST: Truck-N-Tire Services, Inc.

Roger Kevin Shipway
Roger Kevin Shipway, Pres

Malinda G Shipway
Malinda G. Shipway, Sec.

THE UNDERSIGNED, President of Truck-N-Tire Services, Inc., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part of, 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.

1990 OCT -5 A9:04

Roger Kevin Shipway
10-1-90

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A3.9 LIBER 0336 FOLIO 367 BUSINESS CODE _____ COUNTY _____

D2093615 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	____	Organ. & Capitalization
61	____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	____ Certified Copy ____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties

Name Change
(New Name) Mountainside Towing and Repair, Inc.

- ✓ Change of Name
- ____ Change of Principal Office
- ____ Change of Resident Agent
- ____ Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change _____

Code _____

ATTENTION: Truck-N-Tire Services, Inc.

MAIL TO ADDRESS: P.O. Box 147
Flintstone, MD

LIBER 0036 PAGE 368

FILED FOR RECORD
DEC 12 1990 AT 9 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

ARTICLES OF AMENDMENT
OF
TRUCK-N-TIRE SERVICES, INC.
CHANGING ITS NAME TO:
MOUNTAINSIDE TOWING AND REPAIR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 5, 1990 AT 9:04 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2093615

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
TRUCK-N-TIRE SERIVES, INC.
P.O. BOX 147
FLINTSTONE MD 21530

071C3041074

A 340328

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

~~3276 0784~~
3276 0767

Compared and ~~Mailed~~ Delivered
TO Robert S. Paye, Esq. 21 Prospect Sq. Cumb. MD
December 17, 1936 : 369

WINCHESTER GARDENS, INC.

ARTICLES OF INCORPORATION

FIRST: That the undersigned, Robert S. Paye, whose post office address is 21 Prospect Square, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

WINCHESTER GARDENS, INC.

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

(a) To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements and any other real property of any kind or any interest therein to sell, convey, lease, mortgage and otherwise deal in real property or interests in real property to improve and develop real property; and generally to do and perform all other acts and things necessary, proper or convenient for or incidental to the furtherance or carrying out of the purposes herein above described.

Rec'd Oct 9 A.D. 3:

(b) 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

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
10-9-36 at 8:34 a.m.

not limited to, anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code 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 21 Prospect Square, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation is 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 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 (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 S. Paye, Twila Anne Louk and Dale W. Louk.

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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

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

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

(3) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporations, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

(4) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any

corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and t[redacted] secure the payment of principal, interest or sinking fund in respect thereo[redacted] by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

EIGHTH: (1) As used in this Article EIGHTH, any work 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 presen[redacted] 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

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 vote 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 August, 1990, and I do hereby acknowledge the same to be my act.

WITNESS:

_____ _____ (SEAL)
ROBERT S. PAYE

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0239 LIBER 036 FOLIO 374 BUSINESS CODE 03 COUNTY 51

___ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	___	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	___	Rec. Fee (Amendment)
63	___	Rec. Fee (Merger or Consolidation)
64	___	Rec. Fee (Transfer)
65	___	Rec. Fee (Dissolution)
66	___	Rec. Fee (Revival)
52	___	Foreign Qualification
50	___	Cert. of Qual. or Reg.
51	11	Foreign Name Registration
13		1 Certified Copy 5p
56	___	Penalty
54	___	For. Supplemental Cert.
53	___	Foreign Resolution
73	___	Certificate of Conveyance
76	___	Certificate of Merger/Transfer
75	___	Special Fee
80	___	For. Limited Partnership
83	___	Cert. Limited Partnership
84	___	Amendment to Limited Partnership
85	___	Termination of Limited Partnership
21	___	Recordation Tax
22	___	State Transfer Tax
23	___	Local Transfer Tax
31	___	_____ Corp. Good Standing
NA	___	Foreign Corp. Registration
87	___	_____ Limited Part. Good Standing
71	___	Financial
600	___	_____ Personal Property Reports and late filing penalties
70	___	Change of P.O., R.A. or R.A.A.
91	___	Amend/Cancellation, For. Limited Part.
___	___	Other _____
	___	Other _____

TOTAL FEES 51

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

Robert S. Paye, Esq.

MAIL TO ADDRESS: Law Offices of Geppert, McMullen, Paye & Getty, 21 Prospect Square, Cumberland, Md. 21502

✓ Check ___ Cash

NOTE: Copy made

___ Documents on ___ checks

APPROVED BY: SMH

LIBER 036 PAGE 375

FILED FOR RECORD
DEC 12 1990 19 AT 2:02 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
WINCHESTER GARDENS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 9, 1990 AT 8:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3097169

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
ATTN: ROBERT S. PAYE
21 PROSPECT SQUARE
CUMBERLAND MD 21502

CL

Compared and ~~Mailed~~ Delivered

James Braskey, Esq.

TO Main St. Frostburg, MD

December 13 19 90

LIBER 0036 FOLIO 376

ARTICLES OF AMENDMENT

OF

GANDALF'S, INC. 10-9-90 8:39a

Gandalf's, Inc., a Maryland corporation, having its principal office at Frostburg, Maryland, hereinafter referred to as the Corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland, hereinafter referred to as the Department, that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article THIRD, FOURTH, FIFTH, SIXTH and SEVENTH and by substituting in lieu thereof the following:

THIRD: The post office address of the Corporation in this state is 16 West Main Street, Frostburg, Maryland 21532.

FOURTH: The name and address of the resident agent for the Corporation is James F. Braskey, 68 East Main Street, Frostburg, Maryland 21532.

FIFTH: In addition to the purposes set forth in the original Articles of Incorporation, there is added the right to operate a motel and other rental properties.

SIXTH: The Corporation shall have three directors, and William I. Scott, Brent L. Ritchie and John D. McBride

BRASKEY LAW OFFICES P.A.
GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

1990 OCT -9 A 8:39

shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total amount of authorized stock of the Corporation is 10,000 shares of common stock of no par value. The stock shall be issued in the following manner:

William I. Scott 90% for a total of 9,000 shares

Brent L. Ritchie 10% for a total of 1,000 shares

Each holder of the said stock shall be entitled to one vote for each share of such stock held by such stockholder.

SECOND: That the amendment was advised by the board of directors and approved by the stockholders.

THIRD: That the amendment was approved by a majority of the entire board of directors.

FOURTH: No stock entitled to be voted on the matter was outstanding or subscribed for at the time of approval.

FIFTH: The Board of Directors and shareholders by a duly convened meeting held on the 26th day of September, 1990, in accordance with Subsection 2-603 and 607 of the Corporations and Associations Article of the Annotated Code of Maryland, duly advised and approved the foregoing amendment unanimously.

IN WITNESS WHEREOF, GANDALF'S, INC., has caused these presents to be signed in its name and on behalf by its

RASKEY LAW OFFICES P.A.
GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

President and its corporate seal to be hereunder affixed and attested by its Secretary on this ____ day of _____, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of GANDALF'S, INC., and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true and all material respects to the best of his knowledge, information and belief.

ATTEST:

Brent L. Ratchford
Secretary

GANDALF'S, INC.

By William I. Scott
WILLIAM I. SCOTT
President

BYRON WESTON CO
LINEN RECORD
1989

RASKEY LAW OFFICES P.A.
GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 098 BUSINESS CODE 0036 379 COUNTY 51

#D3005519 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	____	Organ. & Capitalization
61	____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties

Name Change
(New Name) _____

_____

_____

___ Change of Name
__✓__ Change of Principal Office
__✓__ Change of Resident Agent
__✓__ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

_____

Code _____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: _____

James Braskey

PO Box 360

LIBER 0336 PAGE 380

FILED FOR RECORD
DEC 18 1990
AT 2:00 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE
LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF AMENDMENT
OF
GANDALF'S, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 9, 1990 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D3005519

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JAMES BRASKEY
P. O. BOX 360
GRANTSVILLE MD 21536

073C3041349

A 340491

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3276 1435

AT5-060

Compared and ~~Mailed~~ Delivered CJ.
Robert O. Kazary, Esq.
TO 127 Greene St. Cumberland
December 13 19 90

FOLIO 036 381

ARTICLES OF AMENDMENT

10-12-90 8:42a

Penn Avenue Grocery and Sports Shop of Cumberland, Inc., a Maryland corporation, having its principal office at 401 Pennsylvania Avenue, Cumberland, Allegany County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to provide for an amendment to Section Second and Section Fourth and after the date of the acceptance of these Articles of Amendment by the Department an additional provision shall be made a part of the said Articles as set forth in the Charter and shall provide:

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is: PENN AVE. SPORTS SHOP, INC.

FOURTH: That the resident agent shall be David Michael Lancaster, whose post office address is 403 Pennsylvania Avenue, Cumberland, Maryland 21502. Said Resident Agent is a resident of the State of Maryland and actually resides therein.

1990 OCT 12 A 8:42

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 Corporation 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.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

IN WITNESS WHEREOF, Penn Avenue Grocery and Sports Shop of Cumberland, 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 the 10th day of October, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Penn Avenue Grocery and Sports Shop, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true and in all material respects to the best of her knowledge, information and belief.

ATTEST:

SECRETARY

PENN AVENUE GROCERTY AND SPORTS SHOP, INC.

BY: Carol Jean Lancaster (SEAL)
CAROL JEAN LANCASTER, President

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 9A NA LIBER 0036 FOLIO 383 BUSINESS CODE _____ COUNTY 51

D0977074 P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties

Name Change
(New Name) Penn ave.
Sports Shop, Inc.

- ✓ Change of Name
- ___ Change of Principal Office
- ✓ Change of Resident Agent
- ✓ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Robert Kazary
127 Greene St

LIBER 0036 FOLIO 384

FILED FOR RECORD
DEC 12 1990
AT 9:00 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. 0036 FOLIO 384
ONE OF THE LAND RECORDS OF ALLEGANY COUNTY, MARYLAND, AND COMPARED BY

ARTICLES OF AMENDMENT
OF
PENN AVENUE GROCERY AND SPORTS SHOP OF CUMBERLAND, INC.
CHANGING ITS NAME TO:
PENN AVE. SPORTS SHOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 12, 1990 AT 8:42 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0977074

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT KAZARY
127 GREENE STREET
CUMBERLAND MD 21502

078C3042099

A 341150

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3278 2130

CL

Compared and ~~Mailed~~ Delivered
Walsh Walsh * Reinhart
TO Liberty Trust Bldg. Cumb MD
December 13 19 90

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

036 385

APPROVED FOR RECORD
10-12-90 at 8:43 a.m.

F. DANIEL JACKSON, M. D., P. A.

ARTICLES
OF INCORPORATION

1. That I, the subscriber, William Walsh, whose Post Office address is Suite 500, Liberty Trust Building, 81 Baltimore Street, Cumberland, Maryland 21502, being of full legal age, do, under and by virtue of the laws of the State of Maryland, authorizing the formation of corporations, and in particular pursuant to the Maryland Professional Service Corporation Act, hereby act as incorporator with the intention of forming a corporation.

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

F. DANIEL JACKSON, M. D., P. A.

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

To engage in the business of the practice of medicine, including the practice of radiology, and in connection therewith to do everything now or hereafter permitted by the Maryland Professional Service Corporation Act.

4. The Post Office address of the principal office of the Corporation in this State is 50 Pershing Street, Cumberland, Maryland 21502. The Resident Agent of the Corporation is F. Daniel Jackson, whose Post Office address is 50 Pershing Street, Cumberland, Maryland 21502. The Resident Agent is a resident of the State of Maryland and actually resides therein.

5. The total number of shares of stock which the Corporation shall have the authority to issue is 100 shares of common stock without par value, all of one class.

6. The number of directors of the Corporation shall be one, which number may be increased or later decreased pursuant to the Bylaws of the Corporation. At no time shall there be less than one director. The name of the director who shall act unti the first annual meeting or until his successor is duly chosen and qualified is F. Daniel Jackson.

WW/jb
10/11/90

1990 OCT 12 A 8:42

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of October, 1990.

WITNESS:

William Walsh (SEAL)
WILLIAM WALSH

Jean Bochy
JEAN BOCHY

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

I HEREBY CERTIFY, that on this 11th day of October, 1990, 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 Articles of Incorporation, 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

JEAN BOCHY NOTARY PUBLIC ALLEGANY

My Commission Expires
November 1, 1991

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0239 LIBER 0136 FOLIO 387 BUSINESS CODE 06 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	8	___/ Certified Copy 2p
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Law Offices
Walsh, Walsh & Reinhart
Suite 500, Liberty

LIBER 0136 FOL. 388

FILED FOR RECORD
DEC 18 1990 19 AT 9:00 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO [illegible]
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COMPARED BY
[signature] CLERK

ARTICLES OF INCORPORATION
OF
F. DANIEL JACKSON, M. D., P. A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 12, 1990 AT 8:43 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3098654

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WALSH, WALSH & REINHART
LIBERTY TRUST BLDG, STE. 500
81 BALTIMORE STREET
CUMBERLAND MD 21502

074C3041460

A 340588

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3275 2775

ATT: DEP

C.L.

Compared and Mailed ~~Delivered~~

Cumberland Area Community LIBER 0136 FOLIO 389

TO 19 Frederick St, Cumb. MD

December 13, 1990

ARTICLES OF REVIVAL 10-12-90 9:00a

FOR

Cumberland Area Community Housing Resource Board, Inc.

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

FIRST: The name of the corporation at the time the charter was forfeited was

Cumberland Area Community Housing Resource Board, Inc.

SECOND: The name which the corporation will use after revival is

Cumberland Area Community Housing Resource Board, Inc.

THIRD: The address of the principal office in this state is

19 Frederick Street,
Cumberland, Maryland 21502

CHR

FOURTH: The name and address of the resident agent is Mr. Joseph F. Bender

19 Frederick Street, Cumberland, Maryland 21502

CHR

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: 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.

(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Last Acting President
Richard M. Harris

Last Acting Secretary
Joseph F. Bender

(Use if A cannot be signed/acknowledged)

B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

(Use if A and B cannot be signed/acknowledged)

C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director

Director

Director

LIBER 0036 FOLIO 391

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Richard M. Harris, President of Cumberland Area Community Housing Resource Board, Inc.
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has 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.

(print name beneath signature)
Richard M. Harris

I hereby certify that on this 8th day of October, 1990 before me the
(insert date)

subscriber, a notary public of the State of Maryland, in and for _____
(insert name

Allegany County, Maryland personally appeared Richard M. Harris
of county for which notary is appointed) (insert name

_____ and made oath under the penalties of perjury that
of person swearing)

the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

(signature of notary public)

My Commission expires 11/1/94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

MA 030 . 392

DOCUMENT CODE 18 BUSINESS CODE 04 COUNTY 51

D1598911 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75	10	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 30

Name Change
(New Name) _____

___ Change of Name
✓ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Cumberland Area Community Housing Resource Board Inc.
19 Frederick St
Cumberland Md 21502

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JS

LIBER 0336 PAGE 393

FILED FOR RECORD
AT 9:00 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
OFFICE OF THE
LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

THE ARTICLES OF REVIVAL
OF
CUMBERLAND AREA COMMUNITY HOUSING RESOURCE
BOARD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 12, 1990 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 10.00

D1598911

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CUMBERLAND AREA COMMUNITY
HOUSING RESOURCE BOARD, INC.
19 FREDERICK STREET
CUMBERLAND MD 21502

Compared and Mailed ~~Delivered~~ CJ.
Lessans and Tate
TO P.O. BOX 1330 Glen Burnie MD 21061-3592
December 13, 1990 10-17-90 10:07a
RECEIVED

'90 OCT 17 AM 10 07

STATE DEPT. OF
ASSESSMENTS & TAXATION

BEA DISTRIBUTORS, INC.
A MARYLAND CLOSE CORPORATION
ARTICLES OF INCORPORATION

FEE 036 394

FIRST: I, Bruce J. Seifarth, whose post office address is 805-C Camden Avenue, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under an[redacted] 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 **BEA DISTRIBUTORS, 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 own, operate, and maintain and to construct, acquire by purchase, lease, or otherwise railroads, railways, truck lines, bus lines, pipe lines, shipping lines, and airlines, and any other means of transportation now or hereafter in use fo[redacted] the transportation of passengers, freight, mail, express, baggage, goods, wares, merchandise, and other property of every kind and nature, and to conduct, engage in, and carry on the business of transportation of property of every class and description and of persons and by any means of transportation now or hereafter in use; and to own, operate, maintain, hold and use, purchase, construct, establish, lease, or otherwise acquire, mortgage, create security interests in, and sell, or otherwise dispose of or deal with terminal properties and depots, freight and passenger station houses, storage facilities, machine and repair shops, freight, stock and repair yards, facilities of communication by telegraph, telephone, radio, television, or otherwise, power plants and power houses, grain and othe[redacted] elevators, wharves, docks, airports, laboratories, cars,

LAW OFFICES
LESSANS & TATE
7419 BALTIMORE
ANNAPOLIS BOULEVARD
POST OFFICE BOX 1330
GLEN BURNIE, MD 21061
(301) 760-5000

locomotives, rolling stock, motors, buses, trucks, automobiles, ships and vessels, aircraft, and all structures, tools, machinery, appliances, and appurtenances and any and all other property, real, personal, or mixed, and wheresoever situated, whether or not similar to any property above described, which may be necessary or useful in connection with the business of the Corporation.

(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: 805-C Camden Avenue, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Bruce J. Seifarth, 805-C Camden Avenue, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of 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. After the completion of the organization meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director, whose name is Bruce J. Seifarth.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15 day of October, 1990, and I acknowledge the same to be my act.

WITNESS:

Margaret Trumbo

Bruce J. Seifarth (SEAL)
BRUCE J. SEIFARTH

LAW OFFICES
LESSANS & TATE
7410 BALTIMORE
ANNAPOLIS BOULEVARD
POST OFFICE BOX 1330
GLEN BURNIE, MD 21061
(301) 760-5000

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

I HEREBY CERTIFY that on this 15 day of October, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared **BRUCE J. SEIFARTH** who acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and notarial seal.



Margaret Trimble
NOTARY PUBLIC

My Commission expires: 3-1-95

STATE OF MARYLAND

LIBER 0036 FOLIO 398

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02Z.9 BUSINESS CODE 03 COUNTY 51

_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	38	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
_		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

_____

Code 146

ATTENTION: _____

Atwood B. Tate

_____

MAIL TO ADDRESS: _____

_____

_____

_____

_____

TOTAL FEES 100

✓ Check 80.00 ✓ Cash 20.00

NOTE:

Documents on _____ checks

APPROVED BY: BMH

CERTIFIED COPY MAIL

LIBER 0336 FOLIO 399

FILED FOR RECORD
DEC 12 1990
AT 2:00 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. 0336 FOLIO 399
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY:

ARTICLES OF INCORPORATION
OF
BEA DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 17, 1990 AT 10:07 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3101 250

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
LESSANS AND TATE
ATTN: ATWOOD B. TATE
POST OFFICE BOX 1330
GLEN BURNIE MD 21061 3592

Compared and Mailed ~~Delivered~~
Patrick Thompson
TO Rt. 2, Box 522B Grasonville MD 21638 TELE 0361 400
Del'd 11.13. 1990 10-19-90 9:28a

WORLDWIDE FURBEARER CONFERENCE, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

WORLDWIDE FURBEARER CONFERENCE, INC., a Maryland corporation, having its principal office in Frostburg, 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 Frostburg State College, Gunter Hill , 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 are wound up are Bernard F. Halla, R.D. 3, Box 150, Governor's Way North, Queenstown, Maryland 21658.

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

Bernard F. Halla
R. D. 3, Box 150
Governor's Way North
Queenstown, Maryland 21658

Duane Pursley
2015 Foley Avenue
Parkersburg, West Virginia 26101

Joseph A. Chapman
1985 N. 1600 East
Logan, Utah 84321

Rene Atkinson
114 Santa Fe Street
LaVale, Maryland 21052

Glen L. Bowers
221 Mountain Road
Dillsburg, Pennsylvania 17019

RECEIVED
'90 OCT 19 AM 9 28
STATE DEPT. OF
ASSESSMENTS & TAXATION

PATRICK E. THOMPSON
ATTORNEY AT LAW
ROUTE 2, BOX 522 B
GRASONVILLE, MD 21638

1990 OCT -9 A 9:09

3287 2476

BYRON WESTON CO LINEN RECORD 1989

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

President: Glenn L. Bowers
221 Mountain Road
Dillsburg, Pennsylvania 17019

Vice-President: Bernard F. Halla
R. D. 3, Box 150
Governor's Way North
Queenstown, Maryland 21658

Secretary/Treasurer: Joseph A. Chapman
1985 N. 1600 East
Logan, Utah 84321

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. The Corporation has no capital stock.

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.

PATRICK E. THOMPSON
ATTORNEY AT LAW
ROUTE 2, BOX 522 B
GRASONVILLE, MD 21638

3283 2437

IN WITNESS WHEREOF, WORLDWIDE FURBEARER CONFERENCE, 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 11th day of June, 1990, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Worldwide Furbearer Conference, 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: WORLDWIDE FURBEARER CONFERENCE, INC.

Joseph A. Chapman,
Secretary

Glen L. Bowers,
President

bbs - 13A-B

PATRICK E. THOMPSON
ATTORNEY AT LAW
ROUTE 2, BOX 522 B
GRASONVILLE, MD 21638

3283 2439

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER
GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, CPA, DIRECTOR
LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

[redacted]

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

WORLDWIDE FURBEARER CONFERENCE

have been paid.

WITNESS my hand and official seal this

20TH day of SEPTEMBER A.D. 19 90 .

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

[redacted]

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

328PS 409

AN EQUAL OPPORTUNITY EMPLOYER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

M.A

DOCUMENT CODE 19 BUSINESS CODE 0336 : 404 COUNTY 51

D0843045 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	____	Organ. & Capitalization
61	____	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
76	____	Certificate of Merger/Transfer
75	30	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Patrick Thompson
Rt 2, Box 522B
Grasonville Md
21638

TOTAL FEES 50

✓ Check ____ Cash

NOTE: 89,90 filed

____ Documents on ____ checks

APPROVED BY: JP

3283 2440

LIBER 0036 PAGE 405

DEC 12 1990
AT 2:00 O'CLOCK P.M.
AND SAME DAY RECORDED
LIBER NO. 0036 FOLIO
ONE OF THE
LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

THE ARTICLES OF DISSOLUTION OF WORLDWIDE FURBEARER CONFERENCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 19, 1990 AT 9:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D0843045

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
PATRICK THOMPSON
RT. 2, BOX 522B
GRASONVILLE MD 21638

Compared and Mailed Delivered
Howard A. Buchanan
TO P.O. Box 89 Cumb. Md.
December 13 19 90

0036 406

ARTICLES OF INCORPORATION
OF
FORT CUMBERLAND WASHINGTON MEMORIAL, INC. 10/22/90 8:24

First: The undersigned, Howard A. Buchanan, whose address is 549 North Centre 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 ("the Corporation") is Fort Cumberland Washington Memorial, Inc.

Third: The purpose of the Corporation is the erection and maintanence of a public memorial recognizing the site of Fort Cumberland as the first command of General George Washington. To this end, the Corporation is organized exclusively for charitible purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code including the the receipt of contirubutions. The Corporation is organized exclusively as a non-profit non-stock corporation under the laws of the State of Maryland. Furthermore, the Corporation shall be entitled to do all things proper, incidental, and conducive to the accomplishment of the foregoing purpose. The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privilieges granted to, or conferred upon corporations organized under the provisions of Maryland law, as same is now in force and may be hereinafter amended. Nothing herein contained, however, shall be construed as authorizing the Corporation to exercise any of the powers, functions or privileges of a public service corporation.

Fourth: The post office address of the principal office of the Corporation in Maryland is 549 North Centre Street, Cumberland, Maryland 21502. The name and address of the resident agent of the Corporation in Maryland are Howard A. Buchanan, 549 North Centre Street, Cumberland, Maryland 21502.

Fifth: The Corporation is organized as a non-stock corporation under the laws of the State of Maryland.

Sixth: The number of the directors of the Corporation shall be eight (8) which such number may be increased or decreased pursuant to the Bylaws of the Corporation and the names of the persons who are to serve as the initial directors are the following: Howard A. Buchanan whose address is 549 North Centre Street, Cumberland, MD 21502; John E. deKowzan whose address is 6001 Chinquapin Parkway, Baltimore, MD 21239; Jack J. Basil whose address is 11413 Empire Lane, North Bethesda, MD 20852; James Keefer whose address is 4403 Holly Hill Road, University Park, MD 20782; Herman Frankel whose address is 416 Eisner Street, Silver Spring, MD 20901; Otis deLong, Jr., whose address is 11727 Kingtree Street, Silver Spring, MD 20902; Lewis M. Helm whose address is 7000 Millwood Road, Bethesda, MD 20817; and Nate Gruze whose address is 5817 Merville Avenue, Baltimore, MD 21215.

1990 OCT 22 A 8:24

Seventh: 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Eighth: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local governemnt, for a public purpose. 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: The duration of the Corporation shall be perpetual.

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

INCORPORATOR: ADDRESS:

Howard A. Buchanan
Howard A Buchanan

549 North Centre Street
Cumberland, MD 21502

Subsribed to and sworn to before me this 10th day of ~~June~~ July 1990.

NOTARY PUBLIC

My commission expires on March 1, 1995

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0281 LIBER 0036 FOLIO 408 BUSINESS CODE 04 COUNTY 1 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and _____ late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

TOTAL FEES 40

✓ Check ____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

Name Change
(New Name)_____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____
_____

Code_____

ATTENTION: Howard A. Buchanan

MAIL TO ADDRESS: P.O. Box 89
Cumberland, Md
21502

NOTE:

LIBER 0:36 PAGE 409

FILED FOR RECORD
DEC 12 1990
AT 3:00 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY:
CLERK

ARTICLES OF INCORPORATION
OF
FORT CUMBERLAND WASHINGTON MEMORIAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 22, 1990 AT 8:24 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3104098

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HOWARD A. BUCHANAN
P.O. BOX 89
CUMBERLAND MD 21502

C.J.

Compared and Mailed Delivered
Robert O. Kazary, Esq.
TO 127 Greene St, Lumb. MD
December 13, 1990

1136 - 410

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
10/22/90 at 8:29 A.M.

*

* Filed this _____ day of

* _____, 1990.

*** ***** ***

ARTICLES OF INCORPORATION

OF

NATIONAL LOGGING AND LUMBER, INCORPORATED

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, ROBERT O. KAZARY, being at least eighteen (18) years of age, hereby form a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, and in general to 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:

NATIONAL LOGGING AND LUMBER, INCORPORATED

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

1990 OCT 22 A 8:29

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, 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, Schoenadel Drive, LaVale, Maryland 21502. The Resident Agent of the Corporation is David Schoenadel whose post office address is Route 1, Schoenadel Drive, LaVale, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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 O. Kazary, Debra D. Wendt and Shannon L. Bishop, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, 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, subject, however, to the restrictions upon issuance of securities as set forth in Corporations and Associations Article of the Annotated Code of Maryland Section 4-502.

B. The Board of Directors shall have power, from time to time to

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

LINEN RECORD
BYRON WESTON CO
1989

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 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.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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 any 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 unanimous asset of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting as required under Corporations and Associations Article of

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

the Annotated Code of Maryland Section 4-504.

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

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CUMBERLAND, MD
21502

otherwise provided in this charter.

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; 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 Corporaton 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 auhorize 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:

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(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 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 enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with

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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 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

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1989

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.

(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

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21502

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 19 day of October, 1990.

WITNESS:

Anne M Becker

ROBERT O. KAZARY (SEAL)

STATE OF MARYLAND
ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 16th day of October, 1990, 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.

Anne Marie Becker
NOTARY PUBLIC

My Commission Expires: 10-1-91

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STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

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#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and _____

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code_____

ATTENTION: Robert O. Kazay Esq

MAIL TO ADDRESS: One Plum Court
127 Greene Street

LIBER 0036 PAGE 422

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ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
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ARTICLES OF INCORPORATION
OF
NATIONAL LOGGING AND LUMBER, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 22, 1990 AT 8:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3103801

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT O. KAZAVY
ONE PLUM COURT
127 GREENE STREET
CUMBERLAND MD 21502

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Hogan & Hartson 555 Thirteenth St, N.W.
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December 13 1990

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Received 9/24/90 at 10 58a

AGREEMENT AND PLAN OF MERGER

BETWEEN

WM BANCORP

AND

POTOMAC BANCORP, INC.

June 8, 1989

3273 0914

TABLE OF CONTENTS

		PAGE
RECITALS		
ARTICLE ONE - THE MERGER		2
§ 1.1	The Merger of WM and Potomac	2
§ 1.2	Conversion of Potomac Common Stock	3
§ 1.3	Exchange of Certificates	7
§ 1.4	No Fractional Shares	8
§ 1.5	Shareholders' Meetings	9
§ 1.6	Cooperation; Regulatory Approvals	10
§ 1.7	Closing	10
§ 1.8	The Effective Time of the Merger	11
§ 1.9	Certain Undertakings	11
ARTICLE TWO - REPRESENTATIONS AND WARRANTIES OF POTOMAC		14
§ 2.1	Organization and Standing	14
§ 2.2	Authority	15
§ 2.3	Absence of Conflicts	15
§ 2.4	Capitalization and Ownership	16
§ 2.5	Reports and Financial Statements	17
§ 2.6	Tax Matters	18
§ 2.7	Insurance	20
§ 2.8	Legal Proceedings	21
§ 2.9	Compliance with Law	21
§ 2.10	Brokers	22
§ 2.11	Governmental Authorizations	23
§ 2.12	Supervisory Matters	23
§ 2.13	Rights and Licenses	24
§ 2.14	Material Contracts	24
§ 2.15	Properties	25
§ 2.16	Employees Benefit Plans	25
§ 2.17	Absence of Certain Changes or Events	28
§ 2.18	Books of Account; Corporate Records	28
§ 2.19	Proxy Statement and S-4 Registration Statement	28

WESTON CO
LINEN RECORD
1989

7277 0915

TABLE OF CONTENTS (cont'd)

		PAGE
§ 2.20	Securities Reports	28
§ 2.21	Ownership of WM Common Stock	29
§ 2.22	Representations and Warranties true on and as of Mailing Date and Closing Date	29
ARTICLE THREE -	REPRESENTATIONS AND WARRANTIES OF WM	29
§ 3.1	Organization and Standing	29
§ 3.2	Authority	30
§ 3.3	Absence of Conflicts	30
§ 3.4	Capitalization and Ownership	31
§ 3.5	Reports and Financial Statements	32
§ 3.6	Tax Matters	33
§ 3.7	Insurance	35
§ 3.8	Legal Proceedings	35
§ 3.9	Compliance with Law	36
§ 3.10	Governmental Authorizations	37
§ 3.11	Supervisory Matters	37
§ 3.12	Rights and Licenses	38
§ 3.13	Properties	38
§ 3.14	Absence of Certain Changes or Events	38
§ 3.15	Proxy Statement and S-4 Registration Statement	39
§ 3.16	Securities Reports	39
§ 3.17	Representations and Warranties true on and as of Mailing Date and Closing Date	39
ARTICLE FOUR -	COVENANTS AND AGREEMENTS	39
§ 4.1	Pre-Merger Conduct of Business by Potomac and the Potomac Subs	39
§ 4.2	Access and Information	43
§ 4.3	Proxy Statement	44
§ 4.4	Furnishing of Information	44
§ 4.5	Filing for All Regulatory Approvals	45
§ 4.6	Increase in Authorized Shares	46
§ 4.7	No Control of Potomac by WM	46
§ 4.8	Potomac Stock Options	46

7273 0915

WESTON CO
LINEN RECORD
1980

TABLE OF CONTENTS (cont'd)

PAGE

§ 4.9 Agreements to Use Best Efforts..... 46
§ 4.10 Press Releases and Public Information..... 47
§ 4.11 Updating of the Schedules..... 47
§ 4.12 Mailing Date..... 47

ARTICLE FIVE - CONDITIONS PRECEDENT TO OBLIGATION TO CLOSE..... 51

§ 5.1 Conditions to Both Parties' Obligation to Close..... 51
§ 5.1(a) Government Approvals..... 51
§ 5.1(b) Shareholder Approval..... 52
§ 5.1(c) Fairness Opinion..... 52

§ 5.2 Conditions to Potomac's Obligation to Close..... 52
§ 5.2(a) Accuracy of Representations and Warranties..... 53
§ 5.2(b) Performance of Covenants and Agreements..... 53
§ 5.2(c) No Material Change..... 53
§ 5.2(d) Opinion of Counsel..... 53
§ 5.2(e) Undated WM Schedule..... 54
§ 5.2(f) Tax Treatment..... 54

§ 5.3 Conditions to WM's Obligation to Close..... 55
§ 5.3(a) Accuracy of Representations and Warranties..... 55
§ 5.3(b) Performance of Covenants and Agreements..... 55
§ 5.3(c) Consent of Other Persons..... 55
§ 5.3(d) Securities Laws..... 55
§ 5.3(e) No Material Change..... 56
§ 5.3(f) Legal Opinion of Potomac's Counsel... 56
§ 5.3(g) Letter of Certified Public Accountant..... 58
§ 5.3(h) Tax Loss Carryforward..... 58
§ 5.3(i) Updated Potomac Schedules..... 58
§ 5.3(j) Outstanding Shares..... 58

3273 0917

BYRON
WESTON CO
LINEN RECORD
1980

TABLE OF CONTENTS (cont'd)

		PAGE
§ 5.3(k)	Resignations of Directors.....	59
§ 5.3(l)	Other Information and Actions.....	59
ARTICLE SIX - TERMINATION.....		59
§ 6.1	Termination.....	59
§ 6.2	Effect of Termination.....	60
ARTICLE SEVEN - MISCELLANEOUS.....		60
§ 7.1	WM, Potomac and Keyser Boards of Directors.....	60
§ 7.2	Expenses.....	61
§ 7.3	Entire Agreement; Amendment.....	61
§ 7.4	Waiver.....	61
§ 7.5	Governing Law.....	61
§ 7.6	Governmental Agencies.....	62
§ 7.7	Specific Performance.....	62
§ 7.8	Notices.....	62
§ 7.9	Not Third Party Beneficiaries.....	63
§ 7.10	No Assignment.....	63
§ 7.11	Headings.....	63
§ 7.12	Termination of Representations and Warranties.....	64
§ 7.13	Counterparts.....	64

Exhibit 1 - _____ Form of Legal Opinion
Exhibit 2 - Hogan & Hartson Form of Legal Opinion
Exhibit 3 - Potomac Directors to Serve on WM Board

3273 0919

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of June 8, 1989 between WM BANCORP, a Maryland corporation having its principal place of business in Cumberland, Maryland ("WM"), and POTOMAC BANCORP, INC., a West Virginia corporation having its principal place of business in Keyser, West Virginia ("Potomac").

WHEREAS, WM, a registered bank holding company under the Bank Holding Company Act of 1956, as amended (the "Act"), is the owner of all of the issued and outstanding shares of common stock of Garrett National Bank, a national banking association located in Oakland, Maryland ("Garrett"), Liberty Bank of Maryland, a Maryland banking corporation located in Cumberland, Maryland ("Liberty") (Garrett and Liberty being hereinafter collectively referred to as the "WM Banks"), Community Finance, Inc., a Maryland nonbank corporation ("Finance"), and WM Data Center, Inc., a Maryland nonbank corporation ("Data") (the WM Banks, Finance, and Data being hereinafter collectively referred to as the "WM Subs"); and

WHEREAS, Potomac, a registered bank holding company under the Act, is the owner of all of the issued and outstanding shares of common stock of The National Bank of Keyser, a national banking association located in Keyser, West Virginia ("Keyser"), and Eastern Servicecenter, Inc., a West Virginia nonbank corporation ("Eastern") (Keyser and Eastern being hereinafter collectively referred to as the "Potomac Subs"); and

WHEREAS, the parties hereto deem it desirable for Keyser to be acquired by WM through the merger of Potomac with and into WM pursuant to the applicable laws of the United States, Maryland, and West Virginia and in accordance with the provisions of this Agreement (the "Merger"); and

WHEREAS, the parties hereto desire to enter into this Agreement for the purpose of setting forth certain representations, warranties, agreements, covenants, conditions, and other provisions with respect to the Merger;

NOW, THEREFORE, in consideration of the mutual agreements, covenants, and other provisions herein contained, and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1990 SEP 24 A 10:58 3273 0919

ARTICLE ONE

THE MERGER

§ 1.1 The Merger of WM and Potomac. Subject to the adoption and approval by the respective shareholders of WM and Potomac of this Agreement, and subject to the other terms and conditions contained herein, at the Effective Time of the Merger (as defined in Section 1.8 hereof), Potomac shall be merged with and into WM, which shall be the resulting or surviving corporation (the "Surviving Corporation"). At the Effective Time of the Merger, the outstanding shares of common stock of Potomac, $1.00 par value per share, ("Potomac Common Stock") shall be converted into shares of common stock of WM, $2.50 par value per share, ("WM Common Stock") as described in Section 1.2 hereof. The Articles of Incorporation and Bylaws of WM as in effect immediately prior to the Effective Time of the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation with no amendment being made as a result of the Merger. From and after the Effective Time of the Merger, the separate existence of Potomac shall cease; Potomac shall be merged into WM; and WM, without further action, shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of Potomac; and all and singular the rights, privileges, powers, and franchises of Potomac and all property, real, personal, and mixed, and all debts due to Potomac on whatever account, for stock subscriptions as well as for all other choses in action or belonging to Potomac, shall be vested in WM as effectually as they were vested in Potomac; and all property, rights, privileges, powers, and franchises and all and every other interest shall be thereafter as effectually the property of WM as they were of Potomac; and the title to any real estate vested by deed or otherwise in WM or Potomac shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of Potomac shall be preserved unimpaired; and all debts, liabilities, and duties of Potomac shall attach to WM and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by WM. From and after the Effective Time of the Merger, each of the Potomac Subs and the WM Subs shall be a subsidiary of the Surviving Corporation. At any time, or from time to time, after the Effective Time of the Merger, the officers of WM may, in the name of Potomac, execute all such deeds, assignments, and other instruments and take or cause to be taken, in the name of Potomac, all such further or other action as WM may deem necessary or desirable in order to

vest, perfect, or confirm WM's title to and possession of all of Potomac's property, rights, privileges, powers, and franchises and otherwise to carry out the purposes of this Agreement.

§ 1.2 Conversion of Potomac Common Stock. At the Effective Time of the Merger, by virtue of the Merger and without the necessity of any action on the part of WM, Potomac, or the shareholders of Potomac, all of the outstanding shares of Potomac Common Stock shall be converted into shares of WM Common Stock as follows:

§ 1.2 (a) Except as provided in paragraphs (b) and (c) of this Section 1.2, as of the Effective Time of the Merger, all holders of record of shares of Potomac Common Stock (each such holder as of such Time being hereinafter sometimes referred to as an "Eligible Potomac Shareholder") shall be entitled to receive, in exchange for each share of Potomac Common Stock, a number of shares of WM Common Stock having an aggregate Fair Market Value (as defined below) equal to 2.01 times the Potomac Book Value (as defined below) of each share of Potomac Common Stock (the "Exchange Ratio"), and each such share shall be converted into WM Common Stock in accordance with the Exchange Ratio as hereinafter set forth. Notwithstanding the preceding sentence, in the event that, between the date of this Agreement and the Closing, WM subdivides its outstanding shares of WM Common Stock into a greater number of shares by means of a stock split or stock dividend or effects a reclassification of its common stock (such stock split, stock dividend, or reclassification being hereinafter referred to as a "Stock Event"), then the Exchange Ratio shall be adjusted so that, at the Effective Time of the Merger, each Eligible Potomac Shareholder (other than a dissenting shareholder who perfects statutory dissenters' rights as set forth in paragraph (b) of this Section 1.2) shall be entitled to receive, in exchange for each share of Potomac Common Stock, a number of shares of WM Common Stock (in the manner hereinafter set forth) equal to what such Eligible Potomac Shareholder would have received if the shares of WM Common Stock issuable hereunder had been issued immediately prior to the Stock Event.

For the purposes of the exchange contemplated in the preceding paragraph, (i) the Fair Market Value per share of WM Common Stock shall be the median sales price (rounded to the nearest 1/16th per share) of prices at which such WM Common Stock shall be sold by Folger Nolan Fleming Douglas Incorporated (or such other securities firm as the parties

3273 0921

hereto may agree upon in writing) in the over-the-counter market in the period of thirty (30) calendar days (A) most closely preceding the month end prior to the Closing Date (as defined in Section 1.7 hereof), which 30-day period shall have ended at least ten (10) calendar days prior to the Closing Date, and (B) during which at least five (5) trades of WM Common Stock took place, provided, however, that in the event the Fair Market Value as so determined shall be (x) less than Twenty-Nine Dollars ($29.00) per share of WM Common Stock, WM may, at its option and without penalty, terminate this Agreement unless Potomac agrees to accept a Fair Market Value of Twenty-Nine Dollars ($29.00) per share of WM Common Stock, or (y) more than Thirty-Three Dollars ($33.00) per share of WM Common Stock, Potomac may, at its option and without penalty, terminate this Agreement unless WM agrees to accept a Fair Market Value of Thirty-Three Dollars ($33.00) per share of WM Common Stock; and (ii) subject to the provisions of Section 1.2(d) hereof, the Potomac Book Value per share of Potomac Common Stock shall be determined as of the month-end date (the "Valuation Date") most proximate to 180 days subsequent to the date of this Agreement by the independent, certified public accountants for Potomac, C.R. Snodgrass & Company ("Snodgrass"), in accordance with the following procedures:

(A) On a date no later than two (2) days after the Valuation Date (such date being hereinafter referred to as the "Computation Date"), Potomac shall cause to be prepared by Snodgrass a report detailing the computation of the Potomac Book Value as of the Valuation Date (the "Potomac Book Value Report"). The Potomac Book Value shall be determined from Potomac financial statements prepared in accordance with generally accepted accounting principles ("GAAP"), applied on a consistent basis with all prior periods, subject to the following understandings or adjustments:

(1) All liabilities and expenses incurred or to be incurred by or on behalf of Potomac for legal, accounting, investment banking, brokerage, or other consultant services related to the Merger shall be deducted from the Potomac Book Value, and all other

liabilities and expenses shall be recorded and all accruals shall be made as of the Valuation Date;

(2) All casual overdrafts over 10 days old, all stale items over 10 days old on reconciliations, and all holdover and suspense accounts shall be charged off;

(3) Accrued interest receivable on loans with either interest or principal past due for 90 days or more as of the Valuation Date or on loans with respect to which either principal or interest became 90 days past due between the Valuation Date and the Computation Date shall be written off as of the Valuation Date;

(4) Any gains from sales of real estate and sales of securities between December 5, 1988 and the Computation Date shall be excluded;

(5) Dividends (including dividends declared but not yet paid) to Potomac shareholders shall be excluded; and

(6) The loan loss allowance of Keyser shall be set on the Valuation Date at a percentage of loans outstanding, which percentage shall be not less than a ratio of loan loss reserves to loans outstanding of 1.16; provided, however, that under no circumstances may the loan loss allowance of Keyser be less than the amount deemed by Snodgrass and Potomac's management to be required in accordance with GAAP.

(B) Potomac shall cause the Potomac Book Value Report to be delivered to WM on a date not later than fifteen (15) days after the Computation Date. In the event WM takes exception to the values in the Potomac Book Value Report, WM shall notify Potomac in writing within fifteen (15) days after receipt of such Potomac Book Value Report,

such notice to be accompanied by a statement of the nature and amounts in dispute and the reasons therefor and shall include a revised report which WM believes to be correct (the "Revised Potomac Book Value Report").

Within five (5) days after receipt of WM's notice and the Revised Potomac Book Value Report, Potomac shall advise WM whether or not Potomac and Snodgrass agree with the proposed revisions. If Potomac and Snodgrass agree with such revisions, Potomac shall cause the Revised Potomac Book Value Report to be delivered to WM. If Potomac and Snodgrass do not agree with WM's proposed revisions, representatives of Potomac and WM shall, within two (2) days after Potomac has advised WM of Potomac's and Snodgrass' disagreement with the Revised Potomac Book Value Report, meet and attempt to resolve the differences. If within five (5) days after the meeting contemplated in the preceding sentence, representatives of Potomac and WM have not reached agreement on the Potomac Book Value Report, Potomac and WM shall submit the Potomac Book Value Report, WM's statement detailing the nature of and amounts in dispute, the Revised Potomac Book Value Report, and all supporting documentation to a firm of independent certified public accountants of recognized standing to be agreed upon by Potomac and WM. A determination of the Potomac Book Value shall be made by such independent certified public accountants and delivered to each of Potomac and WM on a date not later than 70 days after the Computation Date. The parties hereto agree to be bound by such determination.

§ 1.2 (b) Any shareholder of Potomac who, before the taking of the vote of Potomac shareholders to approve the Merger and adopt this Agreement as described in Section 1.5 hereof, shall have delivered a written notice to Potomac objecting to the Merger, shall have refrained from voting his shares in approval of the Merger, and shall have demanded payment for the fair value of such shares, all in accordance with Section 31-1-123(a) of the West Virginia Corporation Act

("WVCA"), shall not be entitled to receive any shares of WM Common Stock pursuant to paragraph (a) of this Section 1.2, to vote such shares for any purpose, to receive any dividends or other distributions payable to holders thereof, or to exercise any other right with respect to such shares except as provided by Section 31-1-123(b) of the WVCA.

§ 1.2 (c) Any shares of Potomac Common Stock which, immediately prior to the Effective Time of the Merger, are owned or held directly or indirectly by WM, and any shares of Potomac Common Stock which, immediately prior to the Effective Time of the Merger, are held in Potomac's treasury shall, at the Effective Time of the Merger, be cancelled and cease to exist. Any certificates for such shares shall, as promptly as practicable following the Effective Time of the Merger, be cancelled, and no WM Common Stock shall be issued or delivered in respect of such shares.

§ 1.2(d) It is the intention of the parties that the Potomac Book Value shall be determined as of a date approximately 90 days prior to the Closing Date. Accordingly, the parties hereto agree that if the Valuation Date is not approximately 90 days prior to the Closing Date, the Potomac Book Value shall be determined or, if necessary, redetermined, in a manner consistent with that set forth in Section 1.2(a)(ii)(A) hereof, as of a date which WM estimates in good faith to be 90 days prior to the Closing Date. Each of Potomac and WM agrees to use its best efforts to expedite such a determination or redetermination of the Potomac Book Value.

§ 1.3 Exchange of Certificates.

§ 1.3(a) After the Effective Time of the Merger, holders of certificates theretofore evidencing outstanding shares of Potomac Common Stock, upon surrender of such certificates to such agent or agents as shall be appointed by WM (the "Exchange Agent"), shall be entitled to receive certificates representing the number of whole shares of WM Common Stock into which shares of Potomac Common Stock theretofore represented by such surrendered certificates shall have been converted, as provided in Section 1.2(a) hereof, and cash payments in lieu of fractional shares, if any, as provided in Section 1.4 hereof. As soon as practicable after the Effective Time of the Merger, the Exchange Agent will send a notice and transmittal form to each Potomac shareholder of record as of the Effective Time of the Merger whose stock shall have been converted into WM Common Stock advising such shareholder of the effectiveness of the Merger and the

procedure for surrender to the Exchange Agent (which may appoint forwarding agents) of outstanding certificates formerly evidencing Potomac Common Stock in exchange for new certificates for WM Common Stock. Upon surrender, each certificate evidencing Potomac Common Stock shall be cancelled.

§ 1.3(b) Until surrendered as provided in Section 1.3(a) hereof, each outstanding certificate which prior to the Effective Time of the Merger represented Potomac Common Stock (other than shares referred to in Sections 1.2(b) and (c) hereof) will be deemed for all corporate purposes to evidence ownership of the number of whole shares of WM Common Stock into which the shares of Potomac Common Stock formerly represented thereby were converted in the Merger. Until such outstanding certificates formerly representing Potomac Common Stock are so surrendered, no dividend payable to holders of record of WM Common Stock shall be paid to any holder of such outstanding certificates. However, upon surrender of such outstanding certificates by such holder there shall be paid to such holder, without interest, the amount of: (i) any cash dividends, which had a record date occurring on or subsequent to the Effective Time of the Merger, theretofore paid with respect to such whole shares of WM Common Stock; and (ii) any cash payable to such holder in lieu of fractional shares pursuant to Section 1.4 hereof. At the close of business on the last business day immediately preceding the Closing (as defined in Section 1.7 hereof), the stock transfer books of Potomac shall be closed, and no transfer of shares of Potomac Common Stock shall thereafter be made.

§ 1.3(c) If any new certificate for WM Common Stock is to be issued in a name other than that in which the certificates surrendered in exchange therefor is registered, it shall be a condition of the issuance thereof that the certificate surrendered in exchange shall be properly endorsed and otherwise in proper form for transfer. The person requesting any such transfer shall pay to the Exchange Agent any transfer or other taxes required by reason of the issuance of a new certificate for shares of WM Common Stock in any name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of the Exchange Agent that such tax has been paid or is not payable.

§ 1.4 No Fractional Shares. Notwithstanding any term or provision hereof, no fractional shares of WM Common Stock, and no certificate or scrip therefor or other evidence of ownership thereof, will be issued in exchange for any shares of Potomac Common Stock; no dividend or distribution with respect

to WM Common Stock shall be payable on or with respect to any fractional share interest; and no such fractional share interest shall entitle the owner thereof to vote or to any other rights of a shareholder of WM. In lieu of such fractional share interest, any holder of Potomac Common Stock who would otherwise be entitled to receive, as a result of the Merger, a fractional share of WM Common Stock will, upon surrender of his certificate or certificates representing Potomac Common Stock outstanding immediately prior to the Effective Time of the Merger, be paid the cash value of such fractional share interest, which shall be equal to the product of the fraction of one share of WM Common Stock multiplied by the Fair Market Value per share of WM Common Stock. For the purposes of determining any such fractional share interests, all shares of Potomac Common Stock owned by a Potomac shareholder shall be combined so as to calculate the maximum number of whole shares of WM Common Stock issuable to such Potomac shareholder.

§ 1.5 Shareholders' Meetings.

§ 1.5(a) Potomac shall call a meeting of its shareholders in accordance with the applicable provisions of West Virginia law for the purpose of considering and voting on this Agreement and the transactions contemplated hereby (the "Potomac Shareholders' Meeting"). The Potomac Shareholders' Meeting shall be held as soon as practicable, but in no event later than October 1, 1989. The board of directors of Potomac, consistent with its fiduciary duties and to the extent permitted by law, shall use its best efforts to solicit the requisite vote for approval of the Merger by the shareholders of Potomac and shall recommend to such shareholders that they approve the Merger and adopt and approve this Agreement. The affirmative vote of the holders of at least two-thirds of the outstanding shares of Potomac Common Stock eligible to vote at the Potomac Shareholders' Meeting shall be required for such approval.

§ 1.5(b) WM shall call a meeting of its shareholders in accordance with the applicable provisions of Maryland law for the purpose of (i) considering and voting on the issuance of new shares of WM Common Stock as necessary to consummate the Merger and (ii) considering and voting on this Agreement (the "WM Shareholders' Meeting"), to be held as soon as practicable, but in no event later than October 1, 1989. The board of directors of WM, consistent with its fiduciary duties and to the extent permitted by law, shall use its best efforts to

solicit the requisite vote for approval by the shareholders of WM of the matters properly before them at the WM Shareholders' Meeting.

§ 1.6 Cooperation; Regulatory Approvals. WM and Potomac shall cooperate, and shall cause each of their subsidiaries to cooperate, in the preparation and submission by WM and Potomac, as promptly as reasonably practicable, of such applications, petitions, and other documents and materials as any of them may reasonably deem necessary or desirable to the Securities and Exchange Commission (the "SEC"), the Board of Governors of the Federal Reserve System (the "FRB"), the regulatory authorities of Maryland and West Virginia, the respective shareholders of WM and Potomac, and any other persons for the purpose of obtaining any approvals or consents necessary to consummate the transactions contemplated by this Agreement. Prior to the making of any such filings with any regulatory authority or the making of any written disclosures with respect to the transactions contemplated hereby to shareholders or to any third person (such as mailings to shareholders or press releases), the parties shall submit to each other the materials to be filed, mailed, or released. Any such materials shall be reasonably acceptable to all parties prior to the filings with any regulatory authorities or the disclosures to shareholders or to any third person, except to the extent that any person is legally required to proceed prior to obtaining the approvals of the other parties.

§ 1.7 Closing. Not later than 90 days following satisfaction (or waiver, if permitted hereunder) of the closing conditions set forth in Article Five hereof, and subject to the other terms and conditions of this Agreement, the closing for the consummation of the Merger and other transactions contemplated hereby shall take place at the offices of Hogan & Hartson, 555 13th Street, N.W., Washington, D.C. at 10:00 a.m., local time, or at such other time or place as the parties hereto may mutually agree upon in writing (the "Closing"). At the Closing, (i) Potomac shall be furnished with a certificate signed by the Chairman of the Board of WM as to the fulfillment of the conditions contained in Section 5.2, (ii) WM shall be furnished with a certificate signed by the Chairman of the Board of Potomac as to the fulfillment of the conditions contained in Section 5.3(a), (b) and (e), (iii) the various deliveries of documents provided for in Sections 5.2 and 5.3 shall occur, and (iv) WM and Potomac shall execute all instruments and documents in such form as required by and in accordance with the relevant provisions of applicable state and federal law in order to consummate the Merger and other

transactions contemplated hereby. The date on which the Closing is completed shall be hereinafter referred to as the "Closing Date."

§ 1.8 The Effective Time of the Merger. Immediately following the Closing, in order to consummate the Merger, the parties shall cause the filing with the Secretary of State of West Virginia and with the Maryland Department of Assessments and Taxation of all necessary instruments and documents in such form as required by and in accordance with the relevant provisions of applicable West Virginia and Maryland law. The "Effective Time of the Merger" shall be 5:00 p.m. on the Closing Date or such other time as of which the Merger shall have become effective in accordance with the applicable provisions of the laws of both the State of West Virginia and the State of Maryland.

§ 1.9 Certain Undertakings.

§ 1.9(a) Undertakings of Potomac. Potomac undertakes and agrees:

(i) To adopt through action of its board of directors this Agreement and to join with WM in executing and delivering the same.

(ii) To prepare or cause to be prepared, as soon as practicable after the date of this Agreement, a proxy statement (the "Proxy Statement"), a notice of meeting, and a form of proxy to be used in connection with the Potomac Shareholders' Meeting, to share the Proxy Statement (including preliminary drafts thereof) with WM, and to cooperate with WM in finalizing and distributing such proxy material in furtherance of the purposes set forth in Section 1.5 hereof.

(iii) To use its best efforts and to take any and all necessary or appropriate actions (including the payment of all required filing fees, other than filing fees required to be paid by WM), and to cause its officers, directors, employees, agents, and representatives to use their best efforts and to take all steps in good faith within their power, to cause to be fulfilled those of the conditions precedent to its or to WM's (or their respective subsidiaries') obligations to consummate the Merger which are dependent upon its or their actions, including but not limited to (A) requesting the delivery of appropriate opinions and letters from its counsel and (B) obtaining any consents, approvals, or waivers required to be obtained from other parties to loan agreements or other contracts material to its business or Keyser's business.

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(iv) To join with WM, upon the fulfillment of the conditions precedent to Potomac's obligations to consummate the Merger, in executing and delivering such documents and making such filings as shall cause the consummation of the Merger.

(v) To keep WM closely advised of all material developments relevant to the consummation of the Merger, to give prompt written notice to WM upon becoming aware of any impending or threatened occurrence of any event that would cause or constitute a breach of any of the representations and warranties of Potomac contained or referred to in this Agreement, and to use its best efforts to prevent or promptly to remedy the same.

(vi) To maintain, and to cause its officers, directors, employees, agents, and representatives (including Keyser and its officers, directors, employees, agents, and representatives) to maintain, in accordance with the provisions of Section 4.2(b) hereof, the confidentiality of all confidential information, abstracts and derivatives thereof, furnished to it or them by WM or any WM Sub concerning its business, assets, and financial condition; and not to use, and to cause its officers, directors, employees, agents, and representatives (including Keyser and its officers, directors, employees, agents, and representatives) not to use, such information for a period of five years except in furtherance of the transactions contemplated by this Agreement; and to return, and to cause its officers, directors, employees, agents, and representatives (including Keyser and its officers, directors, employees, agents, and representatives) to return, if this Agreement is terminated, all documents and copies of confidential information, abstracts and derivatives thereof, received from WM or any WM Sub.

(vii) To furnish WM with all information concerning Potomac and the Potomac Subs reasonably required for (A) inclusion in the S-4 Registration Statement to be filed with the SEC for the purpose of registering a number of shares of WM Common Stock to be exchanged for shares of Potomac Common Stock in the Merger (the "S-4 Registration Statement") and (B) any application made by WM to any governmental or regulatory body in connection with the transactions contemplated by this Agreement.

§ 1.9(b) Undertakings of WM. WM undertakes and agrees:

(i) To adopt through action of its board of directors this Agreement and to join with Potomac in executing and delivering the same.

(ii) To prepare or cause to be prepared, as soon as practicable after the date of this Agreement, a draft of the S-4 Registration Statement, to share such draft with Potomac, and to cooperate with Potomac in finalizing such S-4 Registration Statement (and any amendments thereto) and to use its best efforts to cause the S-4 Registration Statement to become effective as soon as practicable.

(iii) To use its best efforts and to take all steps in good faith within its power, and to cause its officers, directors, employees, agents, and representatives to use their best efforts and to take all steps in good faith within their power, to cause to be fulfilled those of the conditions precedent to its or Potomac's (or their respective subsidiaries') obligations to consummate the Merger which are dependent upon its or their actions, including but not limited to (A) requesting the delivery of appropriate opinions and letters from its counsel and (B) obtaining any consents, approvals, or waivers required to be obtained from other parties to loan agreements or other contracts material to its business or the business of any of the WM Subs.

(iv) To join with Potomac, upon the fulfillment of the conditions precedent to WM's obligations to consummate the Merger, in executing and delivering such documents and making such filings as shall cause the consummation of the Merger.

(v) To keep Potomac closely advised of all material developments relevant to the consummation of the Merger, to give prompt written notice to Potomac upon becoming aware of any impending or threatened occurrence of any event that would cause or constitute a breach of any of the representations and warranties of WM contained or referred to in this Agreement, and to use its best efforts to prevent or promptly to remedy the same.

(vi) To maintain, and to cause its officers, directors, employees, agents, and representatives (including the WM Subs and their officers, directors, employees, agents, and representatives) to maintain, in accordance with the provisions of Section 4.2(b) hereof, the confidentiality of all confidential information, abstracts and derivatives thereof, furnished to it or them by Potomac or any Potomac Sub

concerning its business, assets, and financial condition; and not to use, and to cause its officers, directors, employees, agents, and representatives (including the WM Subs and their officers, directors, employees, agents, and representatives) not to use, such information for a period of five years except in furtherance of the transactions contemplated by this Agreement; and to return, and to cause its officers, directors, employees, agents, and representatives (including the WM Subs and their officers, directors, employees, agents, and representatives) to return, if this Agreement is terminated, all documents and copies of confidential information, abstracts and derivatives thereof, received from Potomac and the Potomac Subs.

(vii) To furnish all information about its business and condition necessary for Potomac to prepare the Proxy Statement.

ARTICLE TWO

REPRESENTATIONS AND WARRANTIES OF POTOMAC

Potomac represents and warrants to WM, on its own behalf and on behalf of the Potomac Subs, as follows:

§ 2.1 Organization and Standing. Potomac and Eastern are corporations duly incorporated, validly existing, and in good standing under the laws of the State of West Virginia. Keyser is a national banking association duly incorporated, validly existing, and in good standing under the laws of the United States. Each of Potomac, Keyser, and Eastern has all necessary corporate power and authority to own or lease its properties and assets and to conduct its business as it is now being conducted, and is duly qualified to do business and is in good standing in every jurisdiction in which the nature of the business conducted by it or the character or location of the properties owned or leased by it makes such qualification necessary, except to the extent that any failure to so qualify would not, in the aggregate, have a material adverse effect on the business, financial condition or results of operations of Potomac and the Potomac Subs, taken as a whole. Set forth in Schedule A hereto is a list of the jurisdictions in which each of Potomac and the Potomac Subs is qualified to do business as a foreign corporation. The deposit accounts of Keyser are insured by the Federal Deposit Insurance Corporation (the "FDIC") to the full extent permitted under applicable law and the rules and regulations of the FDIC. The Articles of Incorporation and Bylaws of each of Potomac and Eastern and the

Articles of Association and Bylaws of Keyser and all amendments thereto to the date hereof (true, correct, and complete copies of which have been previously delivered to WM and are attached hereto as Schedule B) are in full force and effect as of the date of this Agreement. Potomac and Keyser have taken such action and executed and filed such documents and notices as may be necessary to enable Keyser to exercise the powers conferred on national banking associations.

§ 2.2 Authority. The execution and delivery of this Agreement, and consummation of the transactions contemplated hereby, has been approved by Potomac's board of directors and by all necessary action on the part of Potomac, duly and validly authorized subject only to adoption and approval of this Agreement by the shareholders of Potomac. When this Agreement is approved by such shareholders, it shall constitute a valid and binding obligation of Potomac, enforceable in accordance with its terms, except as limited by applicable bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights generally and except that the availability of equitable remedies (including, without limitation, specific performance) is within the discretion of the appropriate court. No authorization, consent, or approval by any public body or authority or any other party is necessary to the performance by Potomac of its obligations called for herein, except that the approvals of the FRB, the Secretary of State of West Virginia, and the West Virginia Board of Banking and Financial Institutions are necessary to consummation of the transactions contemplated by this Agreement. The board of directors of Potomac has authorized its officers to take all action necessary to consummate the transactions contemplated by this Agreement and has directed that any action requiring shareholder approval be submitted to the shareholders of Potomac for approval.

§ 2.3 Absence of Conflicts. The execution, delivery and performance of this Agreement by Potomac and the consummation of the transactions contemplated hereby will not constitute a breach, violation, or default, or create a lien, charge, or encumbrance of any nature whatsoever, or give any rights of acceleration to any person, under the Articles of Incorporation or Bylaws of Potomac or Eastern or the Articles of Association or Bylaws of Keyser or under any law, rule, regulation, judgment, decree, order, governmental permit, license, agreement, indenture or instrument of Potomac or any Potomac Sub or to which Potomac, any Potomac Sub, or the assets of any of them are subject.

§ 2.4 Capitalization and Ownership.

§ 2.4 (a) The authorized capital stock of Potomac consists solely of 1,000,000 shares of Potomac Common Stock, par value $1.00 per share, of which, as of the date of this Agreement, 239,490 shares are issued and outstanding, fully paid and nonassessable, and have not been issued in violation of the preemptive rights of any person. As of the date hereof, no shares are held by Potomac as treasury stock. As of the Effective Time of the Merger, there will be no more than 239,490 shares of common stock of Potomac issued or outstanding. The authorized capital stock of Keyser consists solely of 1,000,000 shares of common stock, par value $1.00 per share, of which, as of the date of this Agreement, 239,490 shares are issued and outstanding, fully paid and nonassessable (except to the extent that capital stock of a national banking association is assessable under the national banking laws), wholly-owned by Potomac, and have not been issued in violation of the preemptive rights of any person. The authorized capital stock of Eastern consists solely of 100 shares of common stock, par value $5.00 per share, of which, as of the date of this Agreement, 100 shares are issued and outstanding, fully paid and nonassessable, wholly-owned by Potomac, and have not been issued in violation of the preemptive rights of any person. All of the outstanding shares of common stock of the Potomac Subs owned beneficially and of record by Potomac are free and clear of any security interest, lien, claim, charge, restriction or encumbrance. Other than as set forth in this paragraph, Potomac does not own directly or indirectly, beneficially or of record, more than five percent (5%) of the outstanding stock of any other corporation and does otherwise not "control" any "company" or "bank" (as those terms are defined in the Act). Schedule C hereto sets forth a listing of all owners of record of 5% or more of Potomac Common Stock.

§ 2.4 (b) Except as previously disclosed to WM in writing, as of the date of this Agreement, there are not, and as of the Closing Date and thereafter, there will not be, outstanding securities convertible into, or exercisable or exchangeable for, Potomac Common Stock or the common stock of any of the Potomac Subs, or any outstanding options, rights (preemptive or otherwise), or warrants to purchase or to subscribe for any shares of Potomac Common Stock or the common stock of the Potomac Subs or any other securities of Potomac or the Potomac Subs. Except as previously disclosed to WM in writing, as of the date of this Agreement there are, and as of the Closing Date and thereafter there will be, no outstanding agreements, arrangements, commitments, or understandings of any

kind to which Potomac or a Potomac Sub or, to the knowledge of management of Potomac, any "associate" or "affiliate" of Potomac or a Potomac Sub (as those terms are defined in the rules and regulations promulgated under the Securities Act of 1933, as amended (the "Securities Act")), is a party affecting or relating to the voting, issuance, purchase, redemption, repurchase, or transfer of Potomac's Common Stock, or any other securities of Potomac, or any shares of the capital stock of any of the Potomac Subs.

§ 2.5 Reports and Financial Statements.

§ 2.5 (a) Potomac has furnished WM with true and complete copies of (i) Potomac's Annual Reports on Form 10-K (including exhibits) filed with the SEC for each of the fiscal years ended December 31, 1986 and 1987, as the same may have been amended, (ii) Potomac's Quarterly Reports on Form 10-Q (including exhibits) filed with the SEC for each of the fiscal quarters ended June 30, 1988, September 30, 1988, and March 31, 1989, and the Form 10-K for December 31, 1988 (collectively the "Potomac Financial Statements"); and (iii) Potomac's unaudited consolidated statement of income and statement of changes in financial position for the year ended March 31, 1989 (the "Potomac Interim Financial Statement"); (iv) Keyser's audited consolidated statements of financial condition as of December 31, 1987 and December 31, 1988 and Keyser's audited consolidated statements of income and consolidated statements of changes in financial condition for each of the three years in the period ending December 31, 1988 (collectively the "Keyser Financial Statements").

§ 2.5 (b) All of the documents referred to in paragraph (a) of this Section 2.5, as finally amended, and all such documents hereafter filed by Potomac or Keyser with the appropriate regulatory authorities prior to the Effective Time of the Merger, as finally amended, complied and will comply in all material respects with applicable requirements of law and, as of their respective dates or the dates as amended, did not and will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading. Except to the extent stated therein, the Potomac Financial Statements and the Keyser Financial Statements and other schedules included in the documents referred to in paragraph (a) of this Section 2.5 or to be included in such documents hereafter filed by Potomac or Keyser with the appropriate regulatory authorities prior to the Effective Time

of the Merger, and the Potomac Interim Financial Statement and any other such financial statements provided by Potomac or Keyser to WM prior to the Effective Time of the Merger, (i) were prepared, and will be prepared, in accordance with GAAP, applied on a consistent basis with all prior periods, and (ii) fairly present, and will fairly present, the financial position of each of Potomac and Keyser and the results of operations and changes in financial positions for each of Potomac and Keyser at the dates and for the periods referred to therein in conformity with GAAP applied on a consistent basis throughout the periods involved. All material liabilities of Potomac and Keyser, actual or contingent, which in accordance with GAAP, consistently applied, were required to be reflected or reserved against the consolidated balance sheet or deducted from gross revenues in a consolidated income statement for the periods covered in the Potomac Financial Statements and the Keyser Financial Statements are disclosed therein.

§ 2.5 (e) Except for doing payroll services for three companies, Eastern has not engaged in the conduct of any business since the date of its incorporation, and will not engage in the conduct of any business between the date of this Agreement and the Effective Time of the Merger.

§ 2.6 Tax Matters. Except as set forth in Schedule D heretofore delivered by Potomac to WM:

§ 2.6 (a) Potomac and the Potomac Subs have or, in the case of returns becoming due after the date hereof and on or before the Effective Time of the Merger, will have prior to the Effective Time of the Merger duly filed with the appropriate governmental agencies all federal, state, local, and foreign tax returns, reports, and declarations of estimated tax with respect to income, sales and all other applicable taxes, and all other tax returns and reports, the filing of which is required by applicable law (without regard to extensions of time permitted by law, regulation, or otherwise) on or before the Effective Time of the Merger (the "Potomac and Potomac Sub Tax Returns") (including, without limitation, income, profit, franchise, sales, use, real property, personal property, ad valorem, excise, employment, social security, and wage withholding taxes of every kind, character, or description imposed by any governmental or quasi-governmental authority). All of the Potomac and Potomac Sub Tax Returns are (or, in the case of returns becoming due after the date hereof and on or before the Effective Time of the Merger, will be) accurate and complete in all material respects.

§ 2.6 (b) Potomac and the Potomac Subs have collected and withheld all taxes which they are or have been required to collect or withhold and have timely submitted all such collected and withheld amounts to the appropriate authorities. Potomac and the Potomac Subs are in compliance with the back-up withholding and information reporting requirements under the Internal Revenue Code of 1986, as amended (the "Code"), and the rules and regulations of the Internal Revenue Service ("IRS") thereunder.

§ 2.6 (c) All federal, state, local, and foreign taxes due and payable pursuant to the Potomac and Potomac Sub Tax Returns, or pursuant to any installments of estimated taxes and all other taxes, assessments, deficiencies, levies, imposts, duties, license fees, registration fees, withholding, or other similar governmental charges, and any penalties, or interest, or additions to tax imposed thereon or in connection therewith due or claimed to be due by any taxing authority, have been accrued or paid.

§ 2.6 (d) The reserves for taxes contained in the Potomac Financial Statements, the Potomac Interim Financial Statement, and the Keyser Financial Statements are adequate to cover the payment of their respective liabilities for federal, state, local, and foreign taxes (including installments of estimated taxes and all other taxes, assessments, deficiencies, levies, imposts, duties, license fees, registration fees, withholding, or other similar governmental charges, and any penalties, interest, or additions to tax imposed thereon or in connection therewith (collectively "Taxes")) due or claimed to be due by any taxing authority in connection with any of the Potomac and Potomac Sub Tax Returns of Potomac and Keyser for all periods up to and including December 31, 1988. As of December 31, 1988, Potomac had no net operating loss carryforward (for federal or state income tax purposes), and Keyser had no net operating loss carryforward (for federal or state income tax purposes). The reserves for taxes in all of the subsequent financial statements of Potomac and Keyser will be adequate to cover their respective liabilities for taxes for all periods up to and including the dates of such financial statements.

§ 2.6 (e) Neither Potomac nor any of the Potomac Subs has received any notice of deficiency or assessment or proposed deficiency or assessment by the IRS or any other taxing authority in connection with the Potomac and Potomac Sub Tax Returns. All federal income tax returns of Potomac and the Potomac Subs have been examined by the IRS, or closed without

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audit by the applicable statute, for all taxable years prior to and including the taxable year ended December 31, 1984. There is no action, suit, proceeding, audit, examination, investigation, or claim pending, or to the knowledge of Potomac, threatened, in respect of any Taxes for which Potomac or any of the Potomac Subs is or may become liable if such action, suit, proceeding, audit, examination, investigation, or claim were to be resolved, in whole or in part, adversely to Potomac or any of the Potomac Subs.

§ 2.6 (f) Neither Potomac nor any of the Potomac Subs has waived any law or regulation fixing, or consented to the extension of, any period of time with respect to the assessment or collection of any Taxes, and no power of attorney granted by Potomac or any of the Potomac Subs with respect to any tax matters is currently in force.

§ 2.6 (g) Neither Potomac nor any of the Potomac Subs has made an election under Section 341(f) of the Code.

§ 2.6 (h) Potomac and the Potomac Subs have provided, and until the Effective Time of the Merger will continue to provide, to WM complete and correct copies of their income tax returns and all material correspondence and documents, if any, in their possession relating directly or indirectly to Taxes for each taxable year of Potomac and the Potomac Subs for all years as to which the applicable statute of limitations has not run on the date hereof. For this purpose, "correspondence and documents" include amended tax returns, claims for refund, notices from taxing authorities of proposed changes or adjustments to taxes or tax returns, consents to assessment or collection of taxes, acceptances of proposed adjustments, closing agreements, rulings and determination letters and requests therefor, and all other written communications to or from taxing authorities relating to any material tax liability of Potomac or any of the Potomac Subs.

§ 2.7 Insurance. Schedule E hereto lists all insurance policies presently carried by Potomac and each of the Potomac Subs or currently in force with respect to their business and properties, including without limitation title insurance policies on real property owned (exclusive of foreclosed property). The existing insurance carried by Potomac and the Potomac Subs is and will continue to be with reputable insurers and, in respect of the nature of the risks insured against and the amount of coverage provided, not less than that customarily carried by parties similarly situated who own properties and engage in businesses substantially similar

to that of Potomac and the Potomac Subs, and such insurance is and will continue to be sufficient for compliance by Potomac and the Potomac Subs with all material requirements of law and agreements to which Potomac or either of the Potomac Subs is a party. Except as noted in Schedule E, neither Potomac nor any of the Potomac Subs is in default in the payment of any premium, currently has outstanding any claim with respect to such insurance coverage, or has received notification of, or has knowledge of, the existence of any grounds for the cancellation or proposed cancellation of any such policies or bonds.

§ 2.8 Legal Proceedings. Except as set forth in Schedule F heretofore delivered by Potomac to WM, there are no judicial or administrative proceedings of any kind or nature now pending or, to the knowledge of Potomac, threatened against Potomac or any Potomac Sub before any court or arbitral tribunal or before or by any governmental department, agency, or instrumentality in any manner involving Potomac or any of the Potomac Subs or any of its or their properties or capital stock or the transactions contemplated by this Agreement. Except as set forth in Schedule F, (i) there is, to the best of Potomac's knowledge, no basis for any action, suit, investigation, or proceeding against Potomac or a Potomac Sub before any court or arbitral tribunal or before or by any governmental department, agency, or instrumentality, which, if determined adversely to Potomac or any Potomac Sub, would have a material adverse effect on the assets, business, employees, revenue, income, prospects, condition (financial or otherwise), liabilities, net worth, or results of operations of Potomac or any Potomac Sub, (ii) there are no actions, suits, or proceedings pending or, to the knowledge of Potomac, threatened by or against any officer, director, agent, or employee of Potomac or of any Potomac Sub in connection with the business, properties, affairs, or prospects of Potomac or any Potomac Sub. To the knowledge of Potomac, neither Potomac nor any Potomac Sub is in default with respect to any judgment, order, writ, injunction, decree, award, rule, or regulation of any court, arbitrator, or governmental department, agency or instrumentality.

§ 2.9 Compliance with Law. Other than as set forth in Schedule G hereto, to the knowledge of Potomac, (i) Potomac and the Potomac Subs are in full compliance with the back-up withholding requirements of section 3406 of the Code and the Treasury Regulations promulgated thereunder; (ii) Potomac and the Potomac Subs are in full compliance with the reporting and other requirements of the Bank Secrecy Act (including the

3273 0939

Currency and Foreign Transaction Reporting Act), and the regulations promulgated thereunder by the Department of the Treasury; (iii) Potomac and the Potomac Subs are in compliance with the provisions of all other applicable federal, state, and local statutes, and all rules, regulations, or orders of, or understandings or agreements with, governmental agencies having jurisdiction over the assets, business, properties, operations, employees, revenue, income, prospects, condition (financial or otherwise), liabilities, net worth, or results of operations of Potomac and the Potomac Subs; and (iv) neither Potomac nor any of the Potomac Subs is subject to or has been threatened with any material fine, penalty, liability, or legal disability to the assets, business, operations, revenue, income, prospects, condition (financial or otherwise), liabilities, net worth, or results of operations of Potomac and the Potomac Subs as the result of the failure of Potomac or a Potomac Sub to comply with any requirement of any governmental body or agency having jurisdiction over them, the conduct of their business, the use of their assets and properties, or any premises occupied by them. Potomac and the Potomac Subs have filed, and until the Effective Time of the Merger will continue to file, all reports required to be filed by it with any regulatory agency on or prior to the date such reports were due, and all such reports, as finally amended, complied and will comply in all material respects with applicable requirements of law and, as of their respective date or the date as amended, did not and will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading. Except to the extent stated therein, all financial statements and schedules included and to be included in such reports were and will be prepared in accordance with GAAP or such other regulatory accounting requirements as were applicable thereto, applied on a consistent basis with prior periods, and fairly presented and will fairly present the information purported to be shown therein.

§ 2.10 Brokers. Except as previously disclosed by Potomac to WM in writing, no agent, broker, finder, investment banker, person, or firm acting on behalf or under authority of Potomac or a Potomac Sub is or will be entitled to any broker's or finder's fee or any other commission or similar fee incurred directly or indirectly by or on behalf of Potomac or a Potomac Sub in connection with the transactions contemplated by this Agreement. The directors of Potomac hereby agree to indemnify WM for, and hold WM harmless against, any claim asserted by any person or entity for any undisclosed broker's or finder's fee

or any other commission or similar fee incurred or alleged to have been incurred directly or indirectly by or on behalf of Potomac or a Potomac Sub in connection with the transactions contemplated by this Agreement.

§ 2.11 Governmental Authorizations. Each of Potomac and each Potomac Sub have all licenses, permits, approvals, and other authorizations from all federal, state, and local authorities as are necessary for the conduct of its business and operations and all such licenses, franchises, permits, approvals, and other authorizations are in full force and effect and are not subject to any condition, qualification, or limitation. Neither Potomac nor any of the Potomac Subs has received any notification from any agency, department, or instrumentality of federal, state, or local government or the staff asserting noncompliance with any of the laws, rules, regulations, or orders that such governmental authority enforces or threatening to revoke any license, franchise, permit, or governmental authorization.

§ 2.12 Supervisory Matters. Potomac and Keyser have provided, and will continue to provide, to WM for inspection originals or complete and correct copies of (i) all examination reports by the Office of the Comptroller of the Currency (the "OCC") or the FRB forwarded to Keyser or Potomac during the period commencing January 1, 1985 through the Effective Time of the Merger, (ii) any correspondence between Keyser, Potomac, or any of their representatives and such authorities relating to such examination reports during such periods, and (iii) any written agreements, arrangements, or understandings between Keyser or Potomac and such authorities entered into as a result of matters raised in such examination reports or correspondence. The last examinations of Keyser by the staff of the OCC prior to the date of this Agreement was performed as of October 31, 1981, and there has been no examination of Potomac by the staff of the FRB. If Keyser was notified of any deficiencies as a result of such examination or any prior examinations, each such deficiency has been corrected to the satisfaction of the appropriate agency, and if any changes in operating methods or organization were required by reason of such examination or such other examinations, such changes have been made. Keyser's reserve for loan losses has been calculated in accordance with GAAP applied on a consistent basis, as the same are applied to comparable banking institutions, and in accordance with all applicable rules and regulations. The reserves for loan losses set forth in the Keyser Financial Statements are adequate in all respects to provide for all losses, net of recoveries relating to loans

ILLINOIS RECORD 1989

previously charged off, on loans outstanding as of the dates thereof. The loan portfolios of Keyser as such dates in excess of such reserves are, to the best knowledge and belief of Potomac and Keyser, collectible. Further, Keyser has not been notified in writing that such reserves violated any minimum requirements or that the independent auditors of Keyser believe such reserves to be inadequate or inconsistent with historical loan loss experience.

§ 2.13 Rights and Licenses. Set forth in Schedule H hereto is a list and description of all trademarks, trademark rights, trade names, and licenses owned and/or used by Potomac and the Potomac Subs. To the knowledge of Potomac, neither Potomac nor any of the Potomac Subs is subject to any material disability to conduct its business as currently conducted or liability by reason of its failure to own or possess the rights to use any other trademark, trademark right, trade name, trade name right, or license. Each of Potomac and each Potomac Sub has full right and authority to own and use all the trademarks, trade names, and licenses listed in Schedule H. Neither Potomac nor any of the Potomac Subs has been held liable for, and no actions, suits or proceedings are pending or, to the knowledge of Potomac, threatened against Potomac or any Potomac Sub, alleging that Potomac or a Potomac Sub is liable for infringement of any trademark, trademark right, trade name, trade name right, or license owned and/or used by any other person or entity.

§ 2.14 Material Contracts. Except as set forth in Schedule I heretofore delivered by Potomac to WM, neither Potomac nor any of the Potomac Subs is a party to or bound by any (i) employment contract which is not terminable by Potomac or the Potomac Sub on 60 or fewer days' notice; (ii) bonus, stock option, deferred compensation or profit sharing, pension, or retirement plan or arrangements; (iii) material lease or license with respect to any property, real or personal, whether as landlord, tenant, licensor, or licensee, which cannot be terminated without substantial penalty and on notice of not more than 30 days; (iv) contract or commitment for capital expenditures in excess of $5,000 for any one project or $25,000 in the aggregate; (v) material contract or commitment, whether or not made in the ordinary course of business, for the purchase of materials or supplies or for the performance of services over a period of more than 60 days from the date of this Agreement and which cannot be terminated without substantial penalty and on notice of not more than 30 days; (vi) agreement or instrument or charter or other restriction which materially and adversely affects or in the future may

materially or adversely affect the business, operations, prospects, properties, assets, or financial condition of Potomac or any Potomac Sub; (vii) contract or option to purchase or sell any real or personal property otherwise than in the ordinary course of business which cannot be terminated without substantial penalty and on notice of not more than 30 days; or (viii) material contract, other than the foregoing, not made in the ordinary course of business, which cannot be terminated without substantial penalty and on notice of not more than 30 days. Each of Potomac and each Potomac Sub has in all material respects performed all obligations required to be performed by it to date and is not in default under, and no event has occurred which with the lapse of time or action by a third party could result in default under, any outstanding indenture, mortgage, contract, lease, or other agreement to which Potomac or any Potomac Sub is a party or by which Potomac or any Potomac Sub is bound, or under the provisions of its Articles of Incorporation or Articles of Association or Bylaws. Keyser is not subject to any agreement or written understanding with the FDIC, the OCC, or any other governmental agency with respect to its assets or business.

§ 2.15 Properties. Each of Potomac and each Potomac Sub has good and marketable title to all of its assets and properties, including all real, personal, and intangible properties, and such properties and assets are subject to no liens, mortgages, security interests, encumbrances, or charges of any kind except (a) as noted in the Financial Statements described in Section 2.5, (b) statutory liens not yet delinquent, and (c) minor defects and irregularities in title and encumbrances which do not materially impair the value or use thereof for the purposes for which they are held.

§ 2.16 Employee Benefit Plans. Schedule J heretofore delivered by Potomac to WM lists each "employee pension benefit plan" (as defined in Section 3(2) of the Employee Retirement Income Security Act of 1974, as amended, and regulations thereunder ("ERISA")) ("Pension Plan"), each "employee welfare benefit plan" (as defined in Section 3(1) of ERISA) ("Welfare Plan"), and each deferred compensation, bonus, stock option, stock purchase, or other employee benefit plan, agreement, commitment, or arrangement ("Other Plan") which is or has at any time been established, sponsored, maintained, or contributed to by Potomac, Keyser, or any Affiliate (as defined below). Except as set out in Schedule J, none of Potomac, Keyser, or any Affiliate (as defined below) has at any time (i) established, sponsored, maintained, or made any contribution to any Pension Plan; (ii) been a party to any collective

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bargaining agreement, contract, or other arrangement, or been subject to any statute, rule, or regulation, which required Potomac, Keyser, or any Affiliate to establish, maintain, sponsor, or make any contribution to any Pension Plan; (iii) established, sponsored, maintained, or made any contribution to any Welfare Plan; (iv) been a party to any collective bargaining agreement, contract, or other arrangement, or been subject to any statute, rule, or regulation, which required Potomac, Keyser, or any Affiliate to establish, sponsor, maintain, or make any contribution to any Welfare Plan; or (v) established, sponsored, maintained, been a party to, or incurred any obligation or liability under any Other Plan. Potomac, Keyser, and their Affiliates have no obligations or liabilities (whether accrued, absolute, contingent, or unliquidated, whether or not known or whether or not due or to become due) with respect to any "employee benefit plan" (as defined in Section 3(3) of ERISA) or Other Plan which is not listed in Schedule J. For the purposes of this Section 2.16, the term "Affiliate" shall include all persons under common control with Potomac or Keyser within the meaning of Sections 4001(a)(14) or (b)(1) of ERISA or any regulations promulgated thereunder, or Sections 414(b) or (c) of the Code.

Potomac has delivered to WM a copy of each plan or arrangement listed in Schedule J and any related trust agreements, insurance contracts, and other documents pursuant to which benefits under such plan or arrangements are funded or paid, including all amendments, modifications, and supplements thereto, all of which (except as otherwise indicated in Schedule J) are legally valid and binding and in full force and effect.

Potomac has delivered to WM copies of (i) the annual report and actuarial report for each plan or arrangement listed in Schedule J for the most recent plan year and the four preceding plan years, if applicable; (ii) all IRS determination letters and rulings, together with all amendments, modifications, or supplements thereto, if applicable, with respect to each such plan and each amendment, modification, or supplement thereto; (iii) all Department of Labor prohibited transaction exemption letters and determinations with respect to each such plan or arrangement; and (iv) all Pension Benefit Guaranty Corporation determinations and notices with respect to each such plan or arrangement.

As of the date of this Agreement and as of the Effective Time of the Merger, in the case of each plan or arrangement listed in Schedule J which is a defined benefit

plan (within the meaning of Section 3(35) of ERISA), the net fair market value of the assets held to fund such plan or arrangement will equal or exceed the present value of all accrued benefits thereunder, both vested and nonvested, as determined in accordance with an actuarial costs method acceptable under Section 3(31) of ERISA.

On a timely basis, Potomac, Keyser, and their Affiliates have made all contributions or payments to or under each plan or arrangement listed in Schedule J as required pursuant to each such plan or arrangement, any collective bargaining agreements or other agreements, ERISA, or other applicable laws, and have made adequate provision for reserves to meet contributions and payments under such plans or arrangements which have not been made because they are not yet due.

Each Pension Plan listed in Schedule J has been determined to be qualified under Section 401(a) and, if applicable, Section 401(k) of the Code by the IRS, and nothing [(including, without limitation, the termination of the Terminated Plan)] has occurred or been omitted since the date of the last such determination which resulted or will result in the revocation of such determination.

Each plan or arrangement listed in Schedule J (and any related trust, insurance contract, or other vehicle pursuant to which benefits under such plan or arrangement are funded or paid) has been administered in all respects in full compliance with its terms and in both form and operation is in full compliance with applicable provisions of ERISA, the Code, the Consolidated Omnibus Budget Reconciliation Act of 1986 and regulations promulgated thereunder ("COBRA"), and other applicable law. Without limiting the generality of the foregoing, none of Potomac, Keyser, or any Affiliate has (i) incurred any liability for tax under Section 4971 of the Code on account of any accumulated funding deficiency and no plan or arrangement listed in Schedule J has incurred any accumulated funding deficiency within the meaning of Sections 412 or 418(B) of the Code; (ii) applied for or obtained a waiver by the IRS of any minimum funding requirement under Section 412 of the Code; (iii) become subject to any disallowance of deductions under Sections 419 or 419(A) of the Code; (iv) incurred any liability for excise tax under Sections 4972, 4975, or 4976 of the Code or any liability under Section 406 of ERISA; (v) incurred any liability to the Pension Benefit Guaranty Corporation; (vi)had a reportable event (within the meaning of

Section 4043 of ERISA); or (vii) breached any of the duties or failed to perform any of the obligations imposed upon the fiduciaries or plan administrators under Title I of ERISA.

§ 2.17 Absence of Certain Changes or Events. Since December 31, 1988, neither Potomac nor any of the Potomac Subs has, except as set forth in Schedule K heretofore delivered by Potomac to WM, (i) incurred any material liability, except in the ordinary course of business, consistent with its past practice; (ii) suffered any material adverse change in its business, operations, assets, or condition (financial or other); (iii) made any material change in its mode of management or operation or method of accounting; or (iv) failed to operate its business in all material respects in the ordinary course consistent with its past practice.

§ 2.18 Books of Account; Corporate Records. The Books of Account of Potomac and each Potomac Sub are maintained in substantial compliance with all applicable legal and accounting requirements. The minutes of meetings maintained by Potomac and each Potomac Sub contain complete and accurate records in all material respects of the corporate actions of its shareholders and Board of Directors and all committees thereof.

§ 2.19 Proxy Statement and S-4 Registration Statement. When the S-4 Registration Statement or any post-effective amendment thereto shall become effective, and when the Proxy Statement to be distributed to Potomac's shareholders shall first be mailed to such shareholders (the "Mailing Date"), and at all times subsequent to such effective date or Mailing Date up to the meeting date of such shareholders, the information with respect to Potomac and the Potomac Subs set forth in the S-4 Registration Statement and in the Proxy Statement and in all amendments and supplements thereto: (a) will comply in all material respects with the provisions of the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the General Rules and Regulations of the SEC thereunder; and (b) will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading.

§ 2.20 Securities Reports. Potomac has filed all reports, registrations, and statements, together with any amendments required to be made under the Exchange Act, all of which as of their respective dates, were in full compliance with the rules and regulations of the SEC.

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§ 2.21 Ownership of WM Common Stock. Except as previously disclosed in writing by Potomac to WM, no shares of WM Common Stock are beneficially owned (as defined in Rule 13d-3 under the Exchange Act) by Potomac, any Potomac Sub, or any officer or director of Potomac or of any Potomac Sub.

§ 2.22 Representations and Warranties true on and as of Mailing Date and Closing Date. All the representations and warranties of Potomac, on behalf of itself and the Potomac Subs, contained in this Agreement will be materially true on and as of the Mailing Date and the Closing Date, except to the extent affected (i) by the transactions contemplated hereby, (ii) by the operations of Potomac and the Potomac Subs as permitted by the provisions of Section 4.1 hereof, (iii) by transactions to which WM's written consent is obtained, and (iv) by circumstances disclosed to WM occurring subsequent to the date hereof which in the aggregate are not materially adverse to Potomac or any Potomac Sub.

ARTICLE THREE

REPRESENTATIONS AND WARRANTIES OF WM

WM represents and warrants to Potomac, on its own behalf and on behalf of the WM Subs, as follows:

3.1 Organization and Standing. WM, Finance, and Data are corporations duly incorporated, validly existing and in good standing under the laws of the State of Maryland. Garrett is a national banking association, duly incorporated, validly existing and in good standing under the laws of the United States. Liberty is a state banking corporation, duly incorporated, validly existing and in good standing under the laws of the State of Maryland. Each of WM and each WM Sub has all necessary corporate power and authority to own or lease its properties and to conduct its business as it is now being conducted, and is duly qualified to do business and is in good standing in every jurisdiction in which the nature of the business conducted by it or the character or location of the properties owned or leased by it makes such qualification necessary, except to the extent that any failure to so qualify would not, in the aggregate, have a material adverse effect on the business, financial condition or results of operations of WM and the WM Subs, taken as a whole. The deposit accounts of the WM Banks are insured by the FDIC to the full extent permitted under applicable law and the rules and regulations of the FDIC. The Articles of Incorporation and Bylaws of each of WM, Finance, and Data, and the Articles of Association or

Incorporation and Bylaws of each of the WM Banks and all amendments thereto to the date hereof (true, correct and complete copies of which are attached hereto as Schedule L) are in full force and effect as of the date of this Agreement. WM and the WM Banks have taken such action and executed and filed such documents and notices as may be necessary to enable Garrett to exercise the powers conferred on national banking associations and to enable Liberty to exercise the powers conferred on Maryland banking corporations.

§ 3.2 Authority. The execution and delivery of this Agreement, and consummation of the transactions contemplated hereby, by WM has been approved by the board of directors and duly and validly authorized by all necessary action on the part of WM, subject only to adoption and approval of this Agreement by the shareholders of WM. When this Agreement is approved by such shareholders, it shall constitute a valid and binding obligation of WM, enforceable in accordance with its terms, except as limited by applicable bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights generally and except that the availability of equitable remedies (including, without limitation, specific performance) is within the discretion of the appropriate court. No authorization, consent, or approval by any public body or authority or any other party is necessary to the performance by WM of its obligations called for herein, other than the approvals of the SEC, the FRB, the Maryland State Department of Assessments and Taxation, the Maryland Bank Commissioner, and the West Virginia Board of Banking and Financial Institutions. The board of directors of WM has authorized its officers to take all action necessary to consummate the transactions contemplated by this Agreement and has directed that any action requiring shareholder approval be submitted to the shareholders of WM for approval.

§ 3.3 Absence of Conflicts. The execution, delivery, and performance of this Agreement by WM and the consummation of the transactions contemplated hereby will not constitute a breach, violation, or default, or create a lien, charge, or encumbrance of any nature whatsoever, or give any rights of acceleration to any person, under the Articles of Incorporation or Bylaws of WM, Finance, or Data or the Articles of Association or Charter or Bylaws of the WM Banks or under any law, rule, regulation, judgment, decree, order, governmental permit, license, agreement, indenture, or instrument of WM or any WM Sub or to which WM, and WM Sub, or the assets of any of them are subject.

§ 3.4 Capitalization and Ownership.

§ 3.4 (a) The authorized capital stock of WM consists solely of 10,000,000 shares of WM Common Stock, par value $2.50 per share, of which, as of the date of this Agreement, 918,225 shares are issued and outstanding. All such shares are, and shares to be issued in connection with the Merger will be, validly issued and outstanding, fully paid and nonassessable, and have not been issued in violation of the preemptive rights of any person. As of the date hereof, no shares are held by WM as treasury stock. The authorized capital stock of Garrett consists solely of 1,000,000 shares of common stock, par value $2.50 per share, of which, as of the date of this Agreement, 381,754 shares are issued and outstanding, fully paid and nonassessable (except to the extent that capital stock of a national banking association is assessable under the national banking laws), wholly-owned by WM, and have not been issued in violation of the preemptive rights of any person. The authorized capital stock of Liberty consists solely of 2,316,600 shares of common stock, par value $10.00 per share, of which, as of the date of this Agreement, 226,767 shares are issued and outstanding, fully paid and nonassessable, wholly-owned by WM, and have not been issued in violation of the preemptive rights of any person. The authorized capital stock of Finance consists solely of 100,000 shares of common stock, par value $10.00 per share, of which, as of the date of this Agreement, 100,000 shares are issued and outstanding, fully paid and nonassessable, wholly-owned by WM, and have not been issued in violation of the preemptive rights of any person. The authorized capital stock of Data consists solely of 2,500 shares of common stock, par value $100.00 per share, of which, as of the date of this Agreement, 2,500 shares are issued and outstanding, fully paid and nonassessable, wholly-owned by WM, and have not been issued in violation of the preemptive rights of any person. All of the outstanding shares of common stock of the WM Subs owned beneficially and of record by WM are free and clear of any security interest, lien, claim, charge, restriction, or encumbrance. Other than as set forth in this paragraph, WM does not own directly or indirectly, beneficially or of record, more than five percent (5%) of the outstanding stock of any other corporation and does not otherwise "control" any "company" or "bank" (as those terms are defined in the Act). Schedule M hereto sets forth a listing of all owners of record of 5% or more of WM Common Stock.

§ 3.4 (b) Except as disclosed to Potomac by WM in writing, as of the date of this Agreement, there are not, and as of the Closing Date and thereafter, there will not be,

outstanding securities convertible into, or exercisable or exchangeable for, WM Common Stock or the common stock of any of the WM Subs, or any outstanding options, rights (preemptive or otherwise), or warrants to purchase or to subscribe for any shares of WM Common Stock or the common stock of any of the WM Subs, or any other securities of WM or the WM Subs. Except as disclosed to Potomac by WM in writing, as of the date of this Agreement there are, and as of the Closing Date and thereafter there will be, no outstanding agreements, arrangements, commitments, or understandings of any kind to which WM or a WM Sub or, to the knowledge of management of WM, any "associate" or "affiliate" of WM or a WM Sub (as those terms are defined in the rules and regulations promulgated under the Securities Act), is a party affecting or relating to the voting, issuance, purchase, redemption, repurchase, or transfer of WM's Common Stock, or any other securities of WM, or any shares of the capital stock of any of the WM Subs.

§ 3.5 Reports and Financial Statements .

§ 3.5 (a) WM has furnished Potomac with true and complete copies of (i) WM's Annual Reports on Form 10-K (including exhibits) filed with the SEC for each of the fiscal years ended December 31, 1986 and December 31, 1987, as the same may have been amended, and (ii) WM's Quarterly Reports on Form 10-Q (including exhibits) filed with the SEC for each of the fiscal quarters ended June 30, 1988, September 30, 1988, and March 31, 1989, and the Form 10-K for December 31, 1988 (collectively, the "WM Financial Statements").

§ 3.5 (b) All of the documents referred to in paragraph (a) of this Section 3.5, as finally amended, and all such documents hereafter filed by WM or the WM Banks with the appropriate regulatory authorities prior to the Effective Time of the Merger, as finally amended, complied and will comply in all material respects with applicable requirements of law and, as of their respective dates or the dates as amended, did not and will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading. Except to the extent stated therein, the WM Financial Statements and other schedules included in the documents referred to in paragraph (a) of this Section 3.5 or to be included in such documents hereafter filed by WM or the WM Banks with the appropriate regulatory authorities prior to the Effective Time of the Merger, and any other such financial statements provided by WM or the WM Banks to Potomac prior to

the Effective Time of the Merger, (i) were prepared, and will be prepared, in accordance with GAAP, applied on a consistent basis with all prior periods, and (ii) fairly present, and will fairly present, the financial position of WM and the WM Banks and the results of operations and changes in financial positions for WM and the WM Banks at the dates and for the periods referred to therein in conformity with GAAP applied on a consistent basis throughout the periods involved. All material liabilities of WM and the WM Banks, actual or contingent, which, in accordance with GAAP, consistently applied, were required to be reflected or reserved against the consolidated balance sheet or deducted from gross revenues in a consolidated income statement for the periods covered in the WM Financial Statements are disclosed therein.

§ 3.6 Tax Matters. Except as set forth in Schedule N hereto:

§ 3.6 (a) WM and the WM Subs have or, in the case of returns becoming due after the date hereof and at or before the Effective Time of the Merger, will have prior to the Effective Time of the Merger, duly filed with the appropriate governmental agencies all federal, state, local, and foreign tax returns, reports, and declarations of estimated tax with respect to income, sales and all other applicable taxes, and all other tax returns and reports, the filing of which is required by applicable law (without regard to extensions of time permitted by law, regulation, or otherwise) at or before the Effective Time of the Merger (the "WM and WM Subs Tax Returns") (including, without limitation, income, profit, franchise, sales, use, real property, ad valorem, excise, personal property, employment, social security, and wage withholding taxes of every kind, character, or description imposed by any governmental or quasi-governmental authority). All of the WM and WM Subs Tax Returns are (or, in the case of returns becoming due after the date hereof and at or before the Effective Time of the Merger, will be) accurate and complete in all material respects.

§ 3.6 (b) WM and the WM Subs have collected and withheld all taxes which they are or have been required to collect or withhold and have timely submitted all such collected and withheld amounts to the appropriate authorities. WM and the WM Subs are in compliance with the back-up withholding and information reporting requirements under the Internal Revenue Code of 1986, as amended (the "Code"), and the rules and regulations of the Internal Revenue Service ("IRS") thereunder.

§ 3.6 (c) All federal, state, local, and foreign taxes due and payable pursuant to the WM and WM Subs Tax Returns, or pursuant to any installments of estimated taxes and all other taxes, assessments, deficiencies, levies, imposts, duties, license fees, registration fees, withholding, or other similar governmental charges, and any penalties, interest, or additions to tax imposed thereon or in connection therewith, due or claimed to be due by any taxing authority, have been accrued or paid.

§ 3.6 (d) The reserves for taxes contained in the WM Financial Statements are adequate to cover the payment of their respective liabilities for federal, state, local, and foreign taxes (including installments of estimated taxes and all other taxes, assessments, deficiencies, levies, imposts, duties, license fees, registration fees, withholding, or other similar governmental charges, and any penalties, interest, or additions to tax imposed thereon or in connection therewith (collectively "Taxes")) due or claimed to be due by any taxing authority in connection with any of the WM and WM Subs Tax Returns. As of December 31, 1988, WM had no net operating loss carryforward for federal income tax purposes and a net operating loss carryforward of $23,600.00 for Maryland income tax purposes, and none of the WM Banks had a net operating loss carryforward (for federal or state income tax purposes). The reserves for taxes in all of the subsequent financial statements of WM and the WM Banks will be adequate to cover their respective liabilities for taxes for all periods up to and including the dates of such financial statements.

§ 3.6 (e) Neither WM nor any of the WM Subs has received any notice of deficiency or assessment or proposed deficiency or assessment by the IRS or any other taxing authority in connection with the WM and WM Subs Tax Returns. All federal income tax returns of WM and the WM Subs have been examined by the IRS, or closed without audit by the applicable statute, for all taxable years prior to and including the taxable year ended December 31, 1984. There is no action, suit, proceeding, audit, examination, investigation, or claim pending, or to the knowledge of WM, threatened, in respect of any Taxes for which WM or any WM Sub is or may become liable if such action, suit, proceeding, audit, examination, investigation, or claim were to be resolved, in whole or in part, adversely to WM or any of the WM Subs.

§ 3.6 (f) Neither WM nor any of the WM Subs has waived any law or regulation fixing, or consented to the extension of, any period of time with respect to assessment or collection of any Taxes, and no power of attorney granted by WM or any WM Sub with respect to any tax matters is currently in force.

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§ 3.6 (g) Neither WM nor any of the WM Subs has made an election under Section 341(f) of the Code.

§ 3.6 (h) WM and the WM Subs have provided, and until the Effective Time of the Merger will continue to provide, to Potomac complete and correct copies of their income tax returns and all material correspondence and documents, if any, in their possession relating directly or indirectly to Taxes for each taxable year of WM and the WM Subs for all years as to which the applicable statute of limitations has not run on the date hereof. For this purpose, "correspondence and documents" include amended tax returns, claims for refund, notices from taxing authorities of proposed changes or adjustments to taxes or tax returns, consents to assessment or collection of taxes, acceptances of proposed adjustments, closing agreements, rulings and determination letters and requests therefor, and all other written communications to or from taxing authorities relating to any material tax liability of WM or any of the WM Subs.

§ 3.7 Insurance. Schedule O hereto lists all insurance policies presently carried by WM and each of the WM Subs or currently in force with respect to their business and properties, including without limitation title insurance policies on real property owned (exclusive of foreclosed property). The existing insurance carried by WM and the WM Subs is and will continue to be with reputable insurers and, in respect of the nature of the risks insured against and the amount of coverage provided, not less than that customarily carried by parties similarly situated who own properties and engage in businesses substantially similar to that of WM and the WM Subs, and such insurance is and will continue to be sufficient for compliance by WM and the WM Subs with all material requirements of law and agreements to which either WM or any of the WM Subs is a party. Except as noted in Schedule O, neither WM nor any of the WM Subs is in default in the payment of any premium, currently has outstanding any claim with respect to such insurance coverage, or has received notification of, or has knowledge of, the existence of any grounds for the cancellation or proposed cancellation of any such policies or bonds.

§ 3.8 Legal Proceedings. Except as set forth in Schedule P hereto, there are no judicial or administrative proceedings of any kind or nature pending or, to the knowledge of WM, threatened against WM or any WM Sub before any court or arbitral tribunal or before or by any governmental department, agency, or instrumentality in any manner involving WM or any of

the WM Subs or any of its or their properties or capital stock or the transactions contemplated by this Agreement. Except as set forth in Schedule P, (i) there is, to the best of WM's knowledge, no basis for any action, suit, investigation, or proceeding against WM or a WM Sub before any court or arbitral tribunal or before or by any governmental department, agency, or instrumentality, which, if determined adversely to WM or any WM Sub, would have a material adverse effect on the assets, business, employees, revenue, income, prospects, condition (financial or otherwise), liabilities, net worth, or results of operations of WM or any WM Sub, (ii) there are no actions, suits, or proceedings pending or, to the knowledge of WM, threatened by or against any officer, director, agent, or employee of WM or of any WM Sub in connection with the business, properties, affairs, or prospects of WM or any WM Sub. To the knowledge of WM, neither WM nor any WM Sub is in default with respect to any judgment, order, writ, injunction, decree, award, rule, or regulation of any court, arbitrator, or governmental department, agency, or instrumentality.

§ 3.9 Compliance with Law. Other than as set forth in Schedule Q hereto, to the knowledge of WM, (i) WM and the WM Subs are in full compliance with the back-up withholding requirements of section 3406 of the Code and the Treasury Regulations promulgated thereunder; (ii) WM and the WM Subs are in full compliance with the reporting and other requirements of the Bank Secrecy Act (including the Currency and Foreign Transaction Reporting Act) and the regulations promulgated thereunder by the Department of the Treasury; (iii) WM and the WM Subs are in compliance with the provisions of all other applicable federal, state, and local statutes, and all rules, regulations, or orders of, or understandings or agreements with, governmental agencies having jurisdiction over the assets, business, properties, operations, employees, revenue, income, prospects, condition (financial or otherwise), liabilities, net worth, or results of operations of WM and the WM Subs; and (iv) neither WM nor any of the WM Subs is subject to or has been threatened with any material fine, penalty, liability, or legal disability to the assets, business, operations, revenue, income, prospects, condition (financial or otherwise), liabilities, net worth, or results of operations of WM and the WM Subs as the result of the failure of WM or a WM Sub to comply with any requirement of any governmental body or agency having jurisdiction over them, the conduct of their business, the use of their assets and properties, or any premises occupied by them. WM and the WM Subs have filed, and until the Effective Time of the Merger will continue to file, all reports required to be filed by it or them with any

regulatory agency on or prior to the date such reports were due, and all such reports, as finally amended, complied and will comply in all material respects with applicable requirements of law and, as of their respective dates or the dates as amended, did not and will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading. Except to the extent stated therein, all financial statements and schedules included and to be included in such reports were and will be prepared in accordance with GAAP or such other regulatory accounting requirements as were applicable thereto, applied on a consistent basis with prior periods, and fairly presented and will fairly present the information purported to be shown therein.

§ 3.10 Governmental Authorizations. Each of WM and each WM Sub has all licenses, permits, approvals and other authorizations from all federal, state, and local authorities as are necessary for the conduct of its business and operations, and all such licenses, franchises, permits, approvals, and other authorizations are in full force and effect and are not subject to any condition, qualification, or limitation. Neither WM nor any WM Sub has received any notification from any agency, department, or instrumentality (or the staff thereof) of federal, state, or local government asserting noncompliance with any of the laws, rules, regulations, or orders that such governmental authority enforces or threatening to revoke any license, franchise, permit, or governmental authorization.

§ 3.11 Supervisory Matters. Except as otherwise disclosed by WM to Potomac in writing, there are no written agreements, arrangements, or understandings between any of the WM Banks or WM and any federal or state banking authorities entered into as a result of matters raised in examination reports or correspondence relating to WM or any of the WM Banks. The reserve for loan losses of each of the WM Banks has been calculated in accordance with GAAP applied on a consistent basis, as the same are applied to comparable banking institutions, and in accordance with all applicable rules and regulations. The reserves for loan losses set forth in the WM Banks Financial Statements are adequate in all respects to provide for all losses, net of recoveries relating to loans previously charged off, on loans outstanding as of the dates thereof. The loan portfolios of the WM Banks as such dates in excess of such reserves are, to the best knowledge and belief

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of WM, collectible. Further, neither of the WM Banks has been notified in writing that such reserves violated any minimum requirements or that the independent auditors of any WM Bank believe such reserves to be inadequate or inconsistent with historical loan loss experience.

§ 3.12 Rights and Licenses. Set forth in Schedule R hereto is a list and description of all trademarks, trademark rights, trade names, and licenses owned and/or used by WM and the WM Subs. To the knowledge of WM, neither WM nor any of the WM Subs is subject to any material disability to conduct its business as currently conducted or liability by reason of its failure to own or possess the rights to use any other trademark, trademark right, trade name, trade name right, or license. Each of WM and each WM Sub has full right and authority to own and use all the trademarks, trade names, and licenses listed in Schedule R. Neither WM nor any of the WM Subs has been held liable for, and no actions, suits, or proceedings are pending or, to the knowledge of WM, threatened against WM or any WM Sub, alleging that WM or any WM Sub is liable for infringement of any trademark, trademark right, trade name, trade name right, or license owned and/or used by any other person or entity.

§ 3.13 Properties. Each of WM and each WM Sub has good and marketable title to all of its assets and properties, including all real, personal, and intangible properties, and such properties and assets are subject to no liens, mortgages, security interests, encumbrances, or charges of any kind except (a) as noted in the Financial Statements described in Section 3.5, (b) statutory liens not yet delinquent, and (c) minor defects and irregularities in title and encumbrances which do not materially impair the value or use thereof for the purposes for which they are held.

§ 3.14 Absence of Certain Changes or Events. Since December 31, 1988, neither WM nor any of the WM Subs has, except as set forth in Schedule S heretofore delivered by WM to Potomac, (i) incurred any material liability, except in the ordinary course of business, consistent with its past practice; (ii) suffered any material adverse change in its business, operations, assets, or condition (financial or other); (iii) made any material change in its mode of management or operation or method of accounting; or (iv) failed to operate its business in all material respects in the ordinary course consistent with its past practice.

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§ 3.15 Proxy Statement and S-4 Registration Statement. When the S-4 Registration Statement or any post-effective amendment thereto shall become effective, on the Mailing Date and at all times subsequent to such effective date or Mailing Date up to the meeting date of WM's shareholders to consider and vote upon the transactions contemplated by this Agreement, the information with respect to WM and the WM Subs set forth in the S-4 Registration Statement and in the Proxy Statement and in all amendments and supplements thereto: (a) will comply in all material respects with the provisions of the Securities Act and the Exchange Act and the General Rules and Regulations of the SEC thereunder; and (b) will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading.

§ 3.16 Securities Reports. Since the WM Common Stock became registered under the Exchange Act, WM has filed all reports, registrations, and statements, together with any amendments required to be made thereto, all of which as of their respective dates, were in full compliance with the rules and regulations of the SEC.

§ 3.17 Representations and Warranties true on and as of Mailing Date and Closing Date. All the representations and warranties of WM, on behalf of itself and the WM Subs, contained in this Agreement will be materially true on and as of the Mailing Date and the Closing Date, except to the extent affected (i) by the transactions contemplated hereby, and (ii) by circumstances disclosed to Potomac occurring subsequent to the date hereof which in the aggregate are not materially adverse to WM or any WM Sub.

ARTICLE FOUR

COVENANTS AND AGREEMENTS

§ 4.1 Pre-Merger Conduct of Business by Potomac and the Potomac Subs. Potomac covenants and agrees, on its own behalf and on behalf of the Potomac Subs, that from the date hereof until the Effective Time of the Merger, unless WM shall otherwise specifically agree in writing or as otherwise specifically authorized herein:

§ 4.1 (a) The business of Potomac and each of the Potomac Subs shall be conducted only in the ordinary course and in substantially the same manner as heretofore conducted, and,

to the extent consistent with such business, Potomac shall use all reasonable efforts to preserve, and shall cause each of the Potomac Subs to preserve, intact its business organization, to keep available the service of its officers and employees, and to preserve its relationships with customers, suppliers, and others having business with Potomac to the end that its goodwill and continuing business shall be unaffected in all material respects at the Effective Time of the Merger. Without limiting the generality of the foregoing, Keyser shall not enter into or become bound by any contract, plan, commitment, or instrument described in Section 2.14 hereof or enter into any transaction (whether or not described in Section 2.14 hereof) involving the expenditure, commitment, or lending of money or credit in excess of its legal lending limit.

§ 4.1 (b) Neither Potomac nor any Potomac Sub shall (i) issue any shares of capital stock, except for shares to be issued prior to the Effective Time of the Merger in connection with the exercise of options or warrants outstanding on the date hereof and disclosed to WM pursuant to Section 2.4(b) hereof; (ii) declare, set aside, or pay any dividend or other distribution payable in cash, stock, or property with respect to shares of its outstanding capital stock, provided, however, that, subject to Section 1.2(a)(ii)(A)(5) hereof, WM hereby consents to the payment by Potomac of dividends during calendar year 1989 consistent with Potomac's past practice, except that in no event shall the amount of such dividends paid in 1989 exceed the lesser of $153,273.00 and 26.84% of Potomac's 1989 earnings and profits, provided further that if the amount excluded, pursuant to Section 1.2(a)(ii)(A)(5) hereof, from the Potomac Book Value with respect to 1989 dividends is less than the amount of such dividends actually paid, WM shall have the right to alter the amount of the Exchange Ratio on a pro rata basis with respect to the WM Common Stock to be exchanged for Potomac Common Stock in the Merger; (iii) make any change in its capital stock by split, reverse split, reclassification, reorganization, subdivision, or otherwise; (iv) acquire any shares of its capital stock by tender, redemption, or otherwise; (v) amend its Articles of Incorporation or Articles of Association (whichever is applicable) or Bylaws; or (vi) merge or consolidate with or into, or permit the merger into it of, any other association, corporation, trust, or entity or change the character of its business.

§ 4.1 (c) Neither Potomac nor any Potomac Sub shall grant any stock options, warrants, rights, or other securities convertible into, or exercisable or exchangeable for, shares of its capital stock.

§ 4.1 (d) Neither Potomac nor any Potomac Sub shall incur any obligations, commitments or liabilities, whether primarily or by way of guaranty, in excess of its legal lending limit or having a maturity of more than one year from the date of its creation, other than in the ordinary course of business consistent with past practice.

§ 4.1 (e) Neither Potomac nor any Potomac Sub shall make any capital expenditures of more than $5,000 individually or $25,000 in the aggregate.

§ 4.1 (f) Neither Potomac nor any Potomac Sub shall enter into any supply contracts, leases, or other agreements which cannot be terminated without substantial penalty and/or notice of not more than 30 days.

§ 4.1 (g) Except as required by law, neither Potomac nor any Potomac Sub shall change any loan, investment, or management policies or make any material alteration in the manner of keeping its books, accounts, and records.

§ 4.1 (h) Neither Potomac nor any Potomac Sub shall grant any salary increase (other than as required by any existing contract) or enter into any new employment or employee benefit contract or arrangement, provided that the specific written consent of WM shall not be unreasonably withheld in connection with any salary increase or new employment or employee benefit contract or arrangement which is consistent with the past practice of Potomac or any Potomac Sub, as the case may be.

§ 4.1 (i) Neither Potomac nor any Potomac Sub shall sell or otherwise dispose of, or agree to sell or otherwise dispose of, any assets other than in the ordinary course of business.

§ 4.1 (j) Neither Potomac nor any Potomac Sub shall take any action which would in any manner adversely affect the ability of any party hereto to obtain the approvals of any governmental authorities required for consummation of the transactions contemplated hereby or otherwise interfere with, impede, delay, or make more costly the consummation of the transactions contemplated hereby.

§ 4.1 (k) Neither Potomac nor any Potomac Sub shall authorize or permit any officer, director, employee, investment banker, financial consultant, attorney, accountant, or other agent or representative of Potomac, directly or indirectly, to

3277 0959

initiate contact with any person or entity in an effort to solicit, initiate or encourage any "Takeover Proposal" (as such term is defined below). In addition, except as the fiduciary duties of the board of directors of Potomac or a Potomac Sub may otherwise require (as evidenced by a reasoned opinion of counsel received prior thereto, with a copy promptly furnished to WM) with respect to an unsolicited, bona fide, written Takeover Proposal, neither Potomac nor any Potomac Sub shall authorize or permit any officer, director, employee, investment banker, financial consultant, attorney, accountant or other agent or representative of Potomac or a Potomac Sub, directly or indirectly, (i) to cooperate with, or furnish or cause to be furnished any non-public information concerning the assets, operations, business, properties, prospects, or condition (financial or otherwise), of Potomac or any Potomac Sub to any person or entity in connection with any Takeover Proposal; (ii) to negotiate any Takeover Proposal with any person or entity; or (iii) to enter into any agreement or agreement in principle as to any Takeover Proposal. Potomac or one of the Potomac Subs will promptly give notice to WM upon becoming aware of any Takeover Proposal. As used in this Agreement, "Takeover Proposal" shall mean any proposal, other than as contemplated by this Agreement, for a merger or other business combination involving Potomac or a Potomac Sub or for the acquisition of a substantial equity interest in Potomac or a Potomac Sub, or for the acquisition of a substantial portion of the assets of Potomac or a Potomac Sub.

§ 4.1 (l) Potomac shall not take, and shall cause each of the Potomac Subs not to take, any action or fail to take any action which would cause any of the representations or warranties made by Potomac on its own behalf or on behalf of any Potomac Sub in this Agreement to be or become untrue. Potomac shall promptly notify WM in writing of the existence or happening of any fact, event, or occurrence which alters, will alter or may be expected to alter, in an important or potentially important respect, the accuracy or completeness of any representation or warranty by Potomac contained in this Agreement.

§ 4.1 (m) Neither Potomac nor any Potomac Sub shall extend credit or accept any deposit or engage in any similar transaction other than on substantially the same terms (including, without limitation, interest rates and collateral) as those prevailing at the time for comparable transactions by other banks in the same geographic market.

§ 4.2 Access and Information.

§ 4.2 (a) Access. Potomac and the Potomac Subs shall afford to WM, and WM and the WM Subs shall afford to Potomac, and to each of WM's and Potomac's respective accountants, counsel, and other representatives, full access during normal business hours and for reasonable periods throughout the period prior to the Effective Time of the Merger to all of their respective properties, books, contracts, commitments, and records (including but not limited to tax returns) and, during such period, shall furnish promptly to each other or their representatives (i) a copy of each report, schedule, correspondence and other document delivered to, filed with, or received by any of them pursuant to the requirements of federal or state laws in connection with this Agreement; (ii) written notice of any event or development (A) which, had it been known on the date of this Agreement, would have been required to be disclosed under this Agreement, (B) which would cause any of the representations and warranties of Potomac or of WM contained herein to be inaccurate or incomplete or otherwise misleading, or (C) which materially relates to the satisfaction of the conditions set forth in Article Five of this Agreement; and (iii) all other information concerning their assets, operations, business, employees, revenue, income, prospects, condition (financial or otherwise), liabilities, net worth, or results of operations as they or their representatives may reasonably request. Any inspection or investigation performed pursuant to this Section 4.2(a) shall be conducted in a manner so as not to interfere unreasonably with the operation of the business of the entity being inspected or investigated and shall not affect or limit in any way any of their respective representations and warranties hereunder.

§ 4.2 (b) Confidential Information. Any and all commercial, financial, technical, or other information regarding WM or Potomac or their respective businesses, properties, and personnel, or those of their respective subsidiaries, joint ventures, officers, directors, control persons, or affiliates ("Confidential Information") which is derived or results from one party's access to the properties, books, contracts, commitments, and records of the other pursuant to the provisions of this Agreement, whether obtained before or after the execution of this Agreement, shall be held in strict confidence; and the party gaining access to such Confidential Information shall exercise the same degree of care with respect thereto that any such party uses to preserve and safeguard its own confidential proprietary information. Such Confidential Information shall not directly or indirectly be

divulged, disclosed, or communicated to any other person or entity or used for any purposes other than those expressly contemplated by this Agreement, except as otherwise required by judicial or regulatory authorities having jurisdiction in respect thereof. In the event the transactions contemplated by this Agreement are not consummated for any reason, all copies of all documents and other recorded material comprising such Confidential Information shall immediately be returned and shall not thereafter be used for any purpose by the acquiring party or any subsidiary or affiliate thereof, and the confidentiality of such Confidential Information shall be maintained (except to the extent that such Confidential Information can be shown to be or to have been (i) otherwise known to the acquiring party, (ii) already in the public domain, (iii) released without restriction by the proprietor of the Confidential Information to another person, or (iv) received by the acquiring party on a non-confidential basis from another person lawfully possessing and lawfully entitled to disclose such information. This latter undertaking with respect to nondisclosure of Confidential Information is of the essence and will survive any termination of this Agreement or the transactions contemplated hereby.

§ 4.3 Proxy Statement. Potomac shall timely mail the Proxy Statement to the shareholders of Potomac who are entitled to vote at the Shareholders Meeting. Potomac shall publish such notice or notices of the Shareholders Meeting as may be required, and at the times and in the form and manner required, by applicable provisions of state and federal statutes, regulations, rules, and orders and by its Articles of Incorporation.

§ 4.4 Furnishing of Information.

§ 4.4 (a) WM shall promptly furnish Potomac with such information relating to WM and the WM Subs as is required under applicable laws and regulations for inclusion in the Proxy Statement.

§ 4.4 (b) Potomac shall promptly furnish WM with such information relating to Potomac and the Potomac Subs (i) as is required under applicable laws and regulations for inclusion in any filing with state or federal authorities necessary to obtain approval for or to give notice of the Merger or any other transaction contemplated hereby (including, without limitation, any documents filed or to be filed by WM or Potomac with the SEC, the FRB, the Maryland State Department of Assessments and Taxation, the Maryland Bank Commissioner, the

Secretary of State of West Virginia, and the West Virginia Board of Banking and Financial Institutions) for authority to consummate the transactions contemplated hereby; or (ii) as is necessary for disclosure to WM's shareholders if, in WM's sole judgment, it is advisable to obtain the approval by such shareholders of the transactions contemplated by this Agreement. Potomac will promptly furnish to WM copies of all quarterly and annual financial reports filed by Potomac or Keyser with state or federal regulatory authorities, as well as any examination or similar reports received from such persons, to the extent permitted by applicable law. Until the Effective Time of the Merger, Potomac shall provide to WM, on or before the twentieth day of each calendar month, monthly financial statements generated by Potomac and Keyser for the preceding calendar month period, including a balance sheet and income statement.

§ 4.4 (c) WM and Potomac shall provide to each other copies of all applications, documents, correspondence, or oral (to the extent material) or written comments that each of them or any of their affiliates files with, sends to, or receives from the SEC, the FRB, the Maryland State Department of Assessments and Taxation, the Secretary of State of West Virginia, the West Virginia Board of Banking and Financial Institutions, or any other state or federal authorities, or the staff or agents of any of them, relating to this Agreement and the transactions contemplated herein, including any applications filed for the purpose of obtaining any required regulatory approvals. Copies of all such applications, documents, correspondence, or comments shall be provided by each of WM and Potomac to the other's counsel. In the case of applications, documents, correspondence, and comments to be filed by Potomac or Keyser with a regulatory authority, copies are to be provided to WM's counsel for review and comment at least five (5) business days prior to filing; and in the case of correspondence or comments (written or oral) received by Potomac or Keyser from a regulatory authority, copies (or, with respect to oral comments, a written summary thereof) are to be provided to WM's counsel as promptly as possible after receipt thereof.

§ 4.5 Filing for All Regulatory Approvals. Subject to the provisions of Section 4.4 hereof, for the purpose of obtaining regulatory approval of the Merger, WM shall prepare and file all necessary documents with the FRB, the West Virginia Board of Banking and Financial Institutions, the Secretary of State of West Virginia, the Maryland Bank Commissioner, and the Maryland State Department of Assessments

and Taxation. WM and Potomac shall each diligently pursue the regulatory approval process by taking such actions, and causing their respective subsidiaries to take such actions, as may be required to effect the Merger and all other transactions contemplated by this Agreement. Notwithstanding the foregoing, nothing herein shall require WM to take any action, accept any condition, or make any concession which WM reasonably determines to be materially adverse to the assets, business, operations, employees, revenues, income, prospects, condition (financial or otherwise), liabilities, net worth, or results of operations of WM or Potomac or their subsidiaries.

§ 4.6 Increase in Authorized Shares. If it is necessary to authorize any additional shares of WM Common Stock in order to effect the Merger, WM shall call a meeting of its shareholders in accordance with the applicable provisions of Maryland law and of WM's Articles of Incorporation for the purpose of amending such Articles of Incorporation.

§ 4.7 No Control of Potomac by WM. Notwithstanding any other provision hereof, until the Effective Time of the Merger, the management of Potomac and the authority to establish and implement its business policies shall continue to reside solely in Potomac's officers and board of directors, and the election of Potomac's directors shall be solely the prerogative of Potomac's shareholders.

§ 4.8 Potomac Stock Options. Potomac has no outstanding options or warrants to purchase shares of Potomac Common Stock or any securities convertible into shares of Potomac Common Stock. After the date of this Agreement, Potomac shall not issue any such options or warrants to purchase, or securities convertible into, Potomac Common Stock.

§ 4.9 Agreements to Use Best Efforts. Subject to the terms and conditions set forth in this Agreement, Potomac and WM each agrees to use its best efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper, or advisable to consummate and make effective, as promptly as practicable, the transactions contemplated by this Agreement and to cooperate with each other in connection with the foregoing, including using best efforts (A) to obtain all necessary consents, approvals and authorizations as are required to be obtained under applicable state and federal statutes and regulations, (B) to defend all lawsuits or other legal proceedings challenging this Agreement or the consummation of the transactions contemplated hereby, (C) to lift or rescind any injunction or restraining order or

7277 0964

any other order or condition adversely affecting the ability of the parties to consummate the transactions contemplated by this Agreement, (D) to effect all necessary filings with state and federal regulatory agencies, and (E) to continue the business enterprise of Potomac, within the meaning of Section 368 of the Code, for the purpose of causing the Merger to be a tax-free transaction to the shareholders of Potomac. In the event of the imposition of a condition to any approval by any state or federal regulatory authority necessary for the valid consummation of the transactions contemplated by this Agreement which WM deems to be materially burdensome, WM may, in its sole discretion, take such action as WM may deem appropriate for the purpose of obtaining the removal or modification of such condition; provided, however, that nothing in this Section 4.9 shall require WM to institute any litigation in connection therewith, to continue any actions subsequent to any termination of this Agreement, or to assume any obligation which it deems not to be in its best interest.

§ 4.10 Press Releases and Public Information. Subject to compliance with their respective legal obligations, WM and Potomac will advise and confer with each other and otherwise cooperate in good faith prior to releasing any statement to the press or otherwise making public any information concerning any of the transactions contemplated herein.

§ 4.11 Updating of the Schedules. Potomac and WM shall, from time to time, prepare and deliver to each other such supplements to the Schedules attached hereto as may be necessary or appropriate to ensure the accuracy and completeness of the information required to be disclosed in such Schedules at all times prior to the Effective Time of the Merger, provided that the furnishing of any such supplement to such Schedules shall not modify, limit, or otherwise affect any representations or warranties of Potomac or WM contained herein or any right of Potomac or WM to terminate this Agreement.

§ 4.12 Mailing Date. On or prior to the Mailing Date, WM shall have received the following:

§ 4.12 (a) A letter from Snodgrass, dated the Mailing Date and addressed to WM, in form and substance satisfactory to WM, to the effect that:

(i) they are independent certified public accountants with respect to Potomac and Keyser within the meaning of the Securities Act and the applicable published rules and regulations thereunder;

(ii) in their opinion the consolidated financial statements of Potomac and Keyser examined by them and included in the S-4 Registration Statement or Proxy Statement comply as to form in all material respects with the applicable accounting requirements of the Securities Act and the Exchange Act, and of the published rules and regulations issued by the SEC thereunder; and

(iii) at the request of WM they have carried out procedures to a specified date not more than five business days prior to the Mailing Date, which do not constitute an examination in accordance with GAAP, of the Potomac and Potomac Subs Financial Statements as follows: (A) read the unaudited combined financial statements included in the S-4 Registration Statement or the Proxy Statement, if any; (B) read the unaudited combined financial statements of Bank for the period from the date of the most recent financial statements included in the Proxy Statement through the date of the most recent interim financial statements available in the ordinary course of business; (C) read the minutes of the meetings of shareholders of Potomac and of the Boards of Directors of Potomac and Keyser from December 31, 1988 to said date not more than five business days prior to the Mailing Date; and (D) made inquiries of certain officers and employees of Potomac and Keyser who have responsibility for financial and accounting matters as to (1) whether the unaudited financial statements included in the the S-4 Registration Statement or the Proxy Statement, if any, comply as to form in all material respects with the applicable accounting requirements of the Securities Act and the Exchange Act, respectively, and the published rules and regulations issued by the SEC thereunder; (2) whether said unaudited combined financial statements are fairly presented in conformity with GAAP applied on a basis substantially consistent with that of the audited combined financial statements; and (3) whether there has been any change in capital stock or long-term debt or any decrease in combined total assets, shareholders' equity, income before income taxes, or in the total or

per share amounts of combined income before securities gains or losses or net income of Potomac and Keyser; and, based on such procedures, nothing has come to their attention which would cause them to believe that: (i) the unaudited combined financial statements of Potomac and Keyser included in the S-4 Registration Statement or the Proxy Statement, if any, do not comply as to form in all material respects with the applicable accounting requirements of the Securities Act and the Exchange Act, respectively, and the published rules and regulations issued by the SEC thereunder; (ii) said financial statements are not fairly presented in conformity with GAAP applied on a basis substantially consistent with that of the audited combined financial statements; (iii) as of said date not more than five business days prior to the Mailing Date, there was, except as set forth in the S-4 Registration Statement or the Proxy Statement, any (x) change in capital stock or long-term debt of Potomac and Keyser or (y) decrease in consolidated total assets or shareholders' equity of Potomac and Keyser, in each case as compared with the amounts shown in the combined balance sheet of Potomac and Keyser at the date of the most recent financial statements included in the S-4 Registration Statement or the Proxy Statement; or (iv) for the period from the date of the most recent financial statements included in the S-4 Registration Statement or the Proxy Statement to said date not more than five business days prior to the Mailing Date, there were, except as set forth in the S-4 Registration Statement or the Proxy Statement, any decreases, as compared with the corresponding portion of the preceding 12-month period, in combined income before income taxes or in the total or per share amounts of income before securities gains or losses or combined net income.

§ 4.12 (b) An opinion of Letson, Jarrett & Rosenberg, dated the Mailing Date, to the effect that, while such counsel assumes no responsibility for the accuracy, completeness, or fairness of any financial statements or other financial or statistical data contained in the S-4 Registration Statement or

3273 0967

the Proxy Statement, with respect to the information relating to Potomac and Keyser contained in such S-4 Registration Statement or the Proxy Statement:

(i) the Proxy Statement complies as to form in all material respects with the requirements of the Exchange Act and the applicable rules and regulations of the SEC promulgated thereunder;

(ii) such counsel has no reason to believe that

(A) the S-4 Registration Statement or the Proxy Statement, as amended or supplemented to the date of such opinion, contains any untrue statement of a material fact or omits to state any material fact required to be stated therein or necessary to make the statements therein not misleading, insofar as those documents relate to information provided by or at the direction of Potomac and Keyser, or (B) there are any contracts or documents of a character required to be described in the S-4 Registration Statement or the Proxy Statement or to be filed as Exhibits to the S-4 Registration Statement which have not been described or filed as required;

(iii) such counsel does not know of any claim, litigation, arbitration proceeding, labor dispute, or investigation of any kind pending or threatened against Potomac or Keyser in any court or before any federal, state, municipal, or other governmental agency or instrumentality or under any statute or regulation which is required to be described in the S-4 Registration Statement or the Proxy Statement and is not so described.

§ 4.12 (c) Certificates of the President or any Vice President and the Treasurer or Secretary of each of Potomac and Keyser, dated the Mailing Date, in form and substance satisfactory to WM, stating on behalf of Potomac or Keyser that:

(i) Potomac and Keyser have each complied in all material respects with the agreements contained herein on its part to be performed on or prior to such date; and

(ii) Except to the extent affected by the transactions contemplated hereby, by the operations of Potomac and Keyser, as permitted by the provisions of Section 4.1 hereof, by transactions to which the written consent of WM is obtained prior to the Mailing Date, and by circumstances referred to in such certificate occurring subsequent to the date hereof which in the aggregate are not, taken as a whole, materially adverse to Potomac and Keyser, the representations and warranties of Potomac and Keyser contained herein are true and correct in all respects at and as of the date of such certificate, with the same effect as though such representations and warranties had been made at and as of such date.

§ 4.12 (d) Certificates of the President or any Vice President and the Treasurer or Secretary of each of Potomac and Keyser, dated the Mailing Date, in form and substance satisfactory to WM, stating on behalf of Potomac and Keyser that all consents and waivers required for the distribution of the proxy materials have been obtained, specifically identifying such consents or waivers and attaching copies thereof to such certificates, or that no such consents or waivers are required.

§ 4.12 (e) Such other letters, opinions, or certificates relating to Potomac and Keyser and the transactions contemplated by this Agreement as WM or its counsel may reasonably request.

ARTICLE FIVE

CONDITIONS PRECEDENT TO OBLIGATION TO CLOSE

§ 5.1 Conditions to Both Parties' Obligation to Close. The obligations of WM and Potomac under this Agreement to consummate the transactions contemplated hereby are subject to the satisfaction of the following conditions precedent at or prior to (as the case may be) the Closing, unless any one or more of such conditions, to the extent legally permitted, are waived in writing by the parties hereto on or before the Closing Date:

§ 5.1 (a) Government Approvals. Any and all orders, permits, approvals, or qualifications from all appropriate state and federal governmental authorities, including without

3277 0959

limitation the FRB, the West Virginia Board of Banking and Financial Institutions, the Secretary of State of West Virginia, and the Maryland Bank Commissioner, required for the lawful consummation of the Merger and the transactions contemplated by this Agreement, shall have been obtained within nine (9) months following the date of this Agreement, subject to no conditions which in the reasonable judgment of WM would restrict the Surviving Corporation or its affiliates after consummation of the Merger in their respective spheres of operation and business activities subsequent to the Effective Time of the Merger; provided, however, that if WM is continuing in good faith to seek regulatory approvals at the end of such nine-month period, WM may request that Potomac agree to extend the term of this Agreement by six months, approval of which request shall not be unreasonably withheld by Potomac. Any waiting period required prior to the consummation of such transactions pursuant to any applicable laws or regulations shall have elapsed, and no court, arbitral tribunal, or governmental agency shall have enjoined, restrained, or prohibited the transactions contemplated by this Agreement, which injunction, restraint, or prohibition shall not have been removed.

§ 5.1 (b) Shareholder Approval. This Agreement shall have been adopted and approved by the shareholders of Potomac and of WM by at least the vote of such shareholders required for such adoption and approval pursuant to the Articles of Incorporation and Bylaws of Potomac (and, if appropriate, WM) and all applicable state laws and regulations. If necessary, the shareholders of WM shall have adopted and approved an amendment to the Articles of Incorporation of WM increasing the number of authorized shares of WM Common Stock as contemplated hereby.

§ 5.1 (c) Fairness Opinion. Potomac shall, by no later than June 30, 1989, have obtained an opinion, dated as of the date of this Agreement and as of the Mailing Date and issued to Potomac and its shareholders by LSC Financial Services, Inc. or another investment banking firm or consulting firm acceptable to both WM and Potomac, suitable for inclusion in shareholder proxy materials, that the transactions contemplated by this Agreement are fair from a financial point of view.

§ 5.2 Conditions to Potomac's Obligation to Close. The obligations of Potomac under this Agreement to consummate the transactions contemplated hereby are subject to the satisfaction of the following conditions, on or prior to the

Closing Date, unless any one or more of such conditions, to the extent legally permitted, are waived in writing by Potomac on or before the Closing Date:

§ 5.2 (a) Accuracy of Representations and Warranties. The representations and warranties of WM herein contained shall have been true and correct in all material respects when made, and, in addition, shall be true and correct in all material respects on and as of the Closing Date, with the same force and effect as though made on and as of the Closing Date, except as affected by transactions specifically contemplated or permitted hereby and except for any such representations and warranties made as of a specific date, which shall be true and correct in all material respects as of such date, and except for any changes occurring in the ordinary course of business, none of which individually or in the aggregate has been materially adverse to WM.

§ 5.2 (b) Performance of Covenants and Agreements. WM shall have performed in all material respects all obligations and agreements and complied with all covenants contained in this Agreement to be performed and complied with by WM on or prior to the Closing Date.

§ 5.2 (c) No Material Change. Between the date of this Agreement and the Closing Date, there shall not have occurred any material adverse change in the assets, business, operations, employees, revenue, income, prospects, condition (financial or otherwise), liabilities, net worth, or results of operations of WM or the WM Banks.

§ 5.2 (d) Opinion of Counsel. WM shall have delivered to Potomac an opinion or opinions of counsel, dated as of the Closing, in form and substance satisfactory to Potomac and its counsel, to the effect that:

(i) WM is a corporation organized, validly existing, and in good standing under the laws of the State of Maryland and is duly registered as a bank holding company under the Act; Garrett is a national banking association validly existing and in good standing under the laws of the United States; Liberty is a banking corporation organized, validly existing, and in good standing under the laws of the State of Maryland; Finance and Data are nonbank corporations organized, validly existing,

3273 0571

and in good standing under the laws of the State of Maryland; and each of WM and each of the WM Subs has full corporate power to own and operate its business and properties and to carry on its business as currently conducted.

(ii) Execution, delivery, and performance of this Agreement by WM and consummation of the transactions contemplated hereby do not and will not conflict with, or result in the breach of, or constitute a default under, any of the provisions of the Articles of Incorporation or Bylaws of WM or, to such counsel's knowledge, any agreement to which WM is a party or by which its properties or assets may be bound.

(iii) WM has full corporate power and corporate authority to make, execute, deliver, and perform this Agreement, and this Agreement has been duly authorized and approved by all necessary corporate action of WM and constitutes a valid and legally binding obligation of WM.

(iv) All filings and registrations with, and notifications to, all federal and state authorities (including, without limitation, the FRB) required on the part of WM for the consummation of the Merger have been made, all approvals and authorizations of all federal and state authorities (including, without limitation, the FRB) required with respect to WM for consummation of the Merger are in full force and effect, and all applicable waiting periods have passed.

§ 5.2 (e) Updated WM Schedule. WM shall have delivered to Potomac such supplements as may be necessary or appropriate to ensure the accuracy and completeness as of the Closing Date of the information disclosed in the Schedules provided by WM pursuant hereto.

§ 5.2 (f) Tax Treatment. Potomac shall have obtained an opinion of its counsel, dated the Mailing Date, that the Merger shall be treated for federal income tax purposes as a tax-free reorganization with respect to Potomac's shareholders.

3273 0972

§ 5.3 Conditions to WM's Obligation to Close. The obligations of WM under this Agreement to consummate the transactions contemplated hereby are subject to the satisfaction of the following additional conditions, on or prior to the Closing Date, unless any one or more of such conditions, to the extent legally permitted, are waived in writing by WM on or before the Closing Date:

§ 5.3 (a) Accuracy of Representations and Warranties. The representations and warranties of Potomac herein contained shall have been true and correct in all material respects when made, and, in addition, shall be true and correct in all material respects on and as of the Closing Date, with the same force and effect as though made on and as of the Closing Date, except as affected by transactions specifically contemplated or permitted hereby and except for any such representations and warranties made as of a specific date, which shall be true and correct in all material respects as of such date, and except for any changes occurring in the ordinary course of business, none of which individually or in the aggregate has been materially adverse to Potomac.

§ 5.3 (b) Performance of Covenants and Agreements. Potomac shall have performed in all material respects all obligations and agreements and complied with all covenants contained in this Agreement to be performed and complied with by Potomac on or prior to the Closing Date.

§ 5.3 (c) Consent of Other Persons. To the extent that any lease, contract, or agreement to which Potomac or a Potomac Sub is a party or by which any of them is bound or to which any of their properties is subject shall require the consent of any other person or entity to the transactions contemplated hereby, such consent shall have been obtained by the Closing Date, unless WM specifically agrees that such consent need not be obtained by the Closing Date; provided, however, that Potomac and the Potomac Subs shall not make, as a condition for the obtaining of any such consent, any agreements, representations, warranties, or undertakings which are not specifically approved by WM. WM shall furnish such information and shall take such other actions as Potomac may reasonably request in order to obtain any consent of any third party required by this Section 5.3(c).

§ 5.3 (d) Securities Laws. The S-4 Registration Statement shall have been declared effective. No order suspending the sale of the shares of WM Common Stock in any jurisdiction shall have been issued, and no proceedings for that purpose shall have been instituted or shall be, to WM's knowledge, contemplated.

§ 5.3 (e) No Material Change. Between the date of this Agreement and the Closing Date, there shall not have occurred any material adverse change in the assets (including loan portfolio), business, operations, employees, revenue, income, prospects, condition (financial or otherwise), liabilities, net worth, or results of operations of Potomac or Keyser, or any material change (adverse or otherwise) in the amount of the net operating loss carryforward of Potomac or Keyser as specified in Section 2.6(d), from that which is represented or warranted in this Agreement.

§ 5.3 (f) Legal Opinion of Potomac's Counsel. Potomac shall have delivered to WM an opinion or opinions of counsel, dated as of the Closing, in form and substance reasonably satisfactory to WM and its counsel, to the effect that:

(i) Potomac is a corporation organized, validly existing, and in good standing under the laws of the State of West Virginia and is duly registered as a bank holding company under the Act; Keyser is a national banking association organized, validly existing, and in good standing under the laws of the United States; Eastern is a nonbank corporation organized, validly existing, and in good standing under the laws of the State of West Virginia; and each of Potomac, Keyser, and Eastern has full corporate power to own and operate its business and properties and to carry on its business as currently conducted.

(ii) The authorized capital stock of Potomac consists solely of 1,000,000 shares of Potomac Common Stock, of which 239,490 shares are validly issued and outstanding, fully paid and nonassessable, and have not been issued in violation of the preemptive rights of any person; the authorized capital stock of Keyser consists solely of 1,000,000 shares of common stock, of which 239,490 shares are validly issued and outstanding, fully paid and nonassessable (except to the extent that capital stock of a national banking association is assessable under the national banking laws), have not been issued in violation of the preemptive rights of any person, and wholly-owned by Potomac; the

authorized capital stock of Eastern consists solely of 100 shares of common stock, of which 100 shares are validly issued and outstanding, fully paid and nonassessable, have not been issued in violation of the preemptive rights of any person, and wholly-owned by Potomac.

(iii) To the knowledge of such counsel, there are no outstanding subscriptions, options, warrants, or rights to acquire or issue, or any outstanding securities or obligations convertible into, shares of Potomac Common Stock.

(iv) To the knowledge of such counsel, there are no outstanding obligations to purchase, reacquire, or redeem any shares of Potomac Common Stock.

(v) Execution, delivery, and performance of this Agreement by Potomac and consummation of the transactions contemplated hereby do not and will not conflict with, or result in the breach of, or constitute a default under, any of the provisions of the Articles of Incorporation or Bylaws of Potomac or, to such counsel's knowledge, of any other agreement to which Potomac is a party or by which its properties or assets (or the properties or assets of any Potomac Sub) may be bound.

(vi) Potomac has full corporate power and corporate authority to execute, deliver, and perform this Agreement, and this Agreement has been duly authorized, approved, and adopted by all requisite corporate action of Potomac, and by the shareholders of Potomac, and constitutes a valid and binding obligation of Potomac.

(vii) All filings and registrations with, and notifications to, all federal and state authorities required on the part of Potomac for the consummation of the Merger have been made; all approvals and authorizations of all federal and state authorities required

with respect to Potomac for consummation of the Merger are in full force and effect, and all applicable waiting periods have passed.

(viii) Since the date of the opinion rendered on the Mailing Date in accordance with Section 4.12(b) hereof, nothing has come to the attention of such counsel which has caused such counsel to believe that such opinion would require amendment, if such opinion had been dated and delivered on the Closing Date, based upon facts as they existed on the date upon which shareholders of Potomac approved the transactions contemplated hereby, including facts which existed upon such date but came to the attention of such counsel through the Closing Date.

§ 5.3 (g) Letter of Certified Public Accountant. Potomac shall have delivered to WM a letter from Snodgrass, in form and substance satisfactory to WM and dated as of the Closing, which covers the period ending on a specific date not more than five (5) business days prior to the Closing Date, and which confirms the information and conclusions included in the letter previously furnished to WM pursuant to Section 4.12 hereof on the basis of the procedures set forth therein or describes in which respects such information and conclusions cannot be confirmed.

§ 5.3 (h) Tax Loss Carryforward. WM shall have received from Coopers & Lybrand, independent public accountants, an opinion or other evidence satisfactory to it that following the Merger the net operating loss carryforwards (if any) of Potomac and Keyser will be able to be utilized by WM for income tax purposes.

§ 5.3 (i) Updated Potomac Schedules. Potomac shall have delivered to WM such supplements as may be necessary or appropriate to ensure the accuracy and completeness as of the Closing Date of the information disclosed in the Schedules provided by Potomac pursuant hereto.

§ 5.3 (j) Outstanding Shares. Not more than 239,490 shares of Potomac Common Stock shall be outstanding immediately prior to the Effective Time of the Merger, and Potomac shall have no other outstanding equity securities or other securities convertible into, or exercisable or exchangeable for, equity securities of Potomac.

3273 0976

§ 5.3 (k) Resignations of Directors. The directors of Potomac shall have submitted their resignations, effective as of the Effective Time of the Merger, subject to acceptance by WM and subject to Section 7.1 of this Agreement.

§ 5.3 (l) Other Information and Actions. Potomac shall have delivered or caused to be delivered to WM such other documents or instruments, and shall have taken or caused to be taken such other actions, as may reasonably have been requested by WM or its counsel with respect to the transactions contemplated by this Agreement.

ARTICLE SIX

TERMINATION

§ 6.1 Termination. This Agreement may be terminated at any time prior to the Effective Time of the Merger, whether before or after approval by the shareholders of Potomac and WM:

§ 6.1 (a) By mutual written consent authorized by the boards of directors of each of WM and Potomac; or

§ 6.1 (b) By the board of directors of WM, upon delivery of written notice of termination to Potomac, if any event occurs which renders impossible of satisfaction in any material respect one or more of the conditions to the obligations of WM to effect the Merger set forth in Sections 5.1 and 5.3 hereof and noncompliance is not waived by WM.

§ 6.1 (c) By the board of directors of Potomac, upon delivery of written notice of termination to WM, if any event occurs which renders impossible of satisfaction in any material respect one or more of the conditions to the obligations of Potomac to effect the Merger set forth in Section 5.2 hereof and noncompliance is not waived by Potomac.

§ 6.1 (d) By the board of directors of WM or the board of directors of Potomac in the event (i) the Effective Time of the Merger shall not have occurred on or before March 8, 1990, subject to Section 5.1(a) hereof and provided that no further government, regulatory, or shareholder approvals are necessary as of such date; or (ii) any court of competent jurisdiction in the United States or other federal or state governmental body shall have issued an order, decree, or ruling or taken any other action restraining, enjoining, or otherwise prohibiting the Merger or other transactions contemplated hereunder and such order, decree, ruling, or other action shall become final and non-appealable.

§ 6.2 Effect of Termination.

§ 6.2 (a) If this Agreement is terminated pursuant to Section 6.1 hereof, all further obligations of the parties hereto under this Agreement shall terminate and the Merger shall be abandoned, except that the provisions of this Section 6.2(a) and Sections 2.10 (brokers), 4.2(b) (confidential information), and 6.2(b) (expenses in the event of termination) hereof shall survive any such termination and abandonment of the Merger;

§ 6.2 (b) Notwithstanding the foregoing, (i) in the event this Agreement is terminated by WM pursuant to Section 6.1(b) hereof or by Potomac pursuant to Section 6.1(c) hereof, the party terminating this Agreement shall be entitled to reimbursement from the other party for the costs and expenses (including fees and expenses of attorneys, auditors and financial advisors) actually and reasonably incurred by it in connection with this Agreement and the transactions contemplated hereby, up to a maximum of $175,000.00.

ARTICLE SEVEN

MISCELLANEOUS

§ 7.1 WM, Potomac and Keyser Boards of Directors. The parties hereto agree that, at the Effective Time of the Merger, the number of directors on WM's board of directors shall be increased by a minimum of four persons. WM shall use its best efforts to have these additional WM directorships filled by the election of the four current directors of Potomac whose names are set forth at Exhibit 1 hereto, who shall serve as WM directors for a period of two years from the Effective Time of the Merger. During this two-year period, one of the former Potomac directors elected as directors of WM (if any) shall serve on WM's Executive Committee of the board of directors, and the age limit of 70 for membership on the WM board of directors shall not apply to former Potomac directors. After the expiration of this two-year period, WM shall nominate two of the four Potomac directors listed in Exhibit 1 hereto to be elected to full three-year terms on the WM board of directors, and, if either or both of the two individuals so nominated should be elected to the WM board of directors, that person (or, if both are elected, one of them) shall serve on the Executive Committee of WM's board of directors. The former Potomac directors shall be elected by WM to serve as directors of Keyser upon such terms as WM shall determine in its sole discretion.

§ 7.2 Expenses. Except as provided in Section 6.2(b) hereof, each party shall bear and pay all costs and expenses incurred by it or on its behalf in connection with the transactions contemplated hereby, including the fees and expenses of its own financial or other consultants, investment bankers, accountants, and counsel; provided, however, that in the event Potomac incurs aggregate expenses relating to the Merger (including without limitation expenses incident to obtaining a fairness opinion, attorneys' and accountants' fees, printing costs, and filing fees) in excess of the amount deducted from the Potomac Book Value pursuant to Section 1.2(a)(ii)(A)(1) hereof, WM shall have the right to alter the amount of the Exchange Ratio on a pro rata basis with respect to the WM Common Stock to be exchanged for Potomac Common Stock in the Merger.

§ 7.3 Entire Agreement; Amendment. This Agreement, including any Exhibits and Schedules hereto and other writings specifically referred to, constitutes the entire agreement among the parties hereto with respect to the transactions contemplated hereby and supersedes all prior oral or written agreements, commitments, or understandings with respect to the matters provided for herein. No amendment, modification, or discharge of this Agreement shall be valid or binding unless set forth in writing and duly executed by the party against whom enforcement of the amendment, modification, or discharge is sought; provided, however, that, subject to Section 7.2 hereof, after approval by Potomac's shareholders, there can be no amendment which will affect the rights of such shareholders in a manner which, in the judgment of Potomac's Board of Directors, is materially adverse to Potomac's shareholders.

§ 7.4 Waiver. No delay or failure on the part of any party hereto to exercise any right, power, or privilege under this Agreement or under any other instrument given in connection with or pursuant to this Agreement shall impair any such right, power, or privilege or be construed as a waiver of any default or any acquiescence therein. No single or partial exercise of any such right, power, or privilege shall preclude the further exercise of any such right, power, or privilege, or the exercise of any other right, power, or privilege. No waiver shall be valid against any party hereto unless made in writing and signed by the party against whom enforcement of such waiver is sought and then only to the extent expressly specified therein.

§ 7.5 Governing Law. This Agreement, the rights and obligations of the parties hereto, and any claims or disputes relating hereto, shall be governed by and construed in

3273 0579

accordance with the laws of the State of Maryland as applied to contracts executed in and to be performed in the State of Maryland, to the extent federal law does not control.

§ 7.6 Governmental Agencies. All references herein to various applicable governmental regulatory agencies shall be deemed to include, to the extent required by law, any other such regulatory agency which, by virtue of legislative change or any action permitted to a party hereunder, properly assumes jurisdiction of any of the transactions contemplated in this Agreement.

§ 7.7 Specific Performance. The parties recognize and hereby acknowledge that it is impossible adequately to measure in money the damages that would result to a party by reason of the failure of any of the parties to perform any of the obligations imposed upon it by this Agreement. Accordingly, if, after approval by the shareholders of Potomac and WM, any party should institute an action or proceeding seeking specific performance of the provisions hereof, each party against which such action or proceeding is brought hereby waives the claim or defense that the party instituting such action or proceeding has an adequate remedy at law and hereby agrees not to assert in any such action or proceeding the claim or defense that such a remedy at law exists.

§ 7.8 Notices. All notices, demands, requests or other communications which may be or are required to be given, served, or sent by any party to any other party pursuant to this Agreement shall be in writing and shall be hand delivered or mailed by registered or certified mail, return receipt requested, postage prepaid, or transmitted by telegram, telex, or facsimile transmission, addressed as follows:

(i) If to WM to:

WM Bancorp
P. O. Box 1645
Cumberland, MD 21501-1645

Attention: John A. Hercher
Chairman of the Board

with copies (which shall not constitute notice) to:

Dennis J. Lehr, Esq.
Hogan & Hartson
555 Thirteenth Street, N.W.
Washington, D.C. 20004

3273 0980

(ii) If to Potomac to:

Potomac Bancorp, Inc.
P.O. Box 878
Keyser, West Virginia 26726

Attention: James H. Swadley, Jr.
Chairman of the Board

with copies (which shall not constitute notice) to:

Charles B. Jarrett, Jr., Esq.
Letson, Jarrett & Rosenberg
827 Grant Building
Pittsburgh, Pennsylvania 15219

Each party may designate by notice in writing a new address to which any notice, demand, request, or communication may thereafter be so given, served or sent. Each notice, demand, request, or communication sent by mail shall be deemed to have been given two business days after the date of such mailing (except that a notice of change of address shall not be deemed to have been given until received by the addressee). Notices sent by telegram, telex, facsimile transmission, or hand-delivery shall be deemed to have been given as of the date received.

§ 7.9 Not Third Party Beneficiaries. It is the explicit intention of the parties hereto that no person or entity other than the parties hereto is or shall be entitled to bring any action to enforce any provision of this Agreement against any of the parties hereto, and the covenants, undertakings and agreements set forth in this Agreement shall be solely for the benefit of, and shall be enforceable only by, the parties hereto or thereto or their respective successors, and legal representatives as permitted hereunder and any other persons or entities specifically designated herein or therein.

§ 7.10 No Assignment. This Agreement may not be assigned by any of the parties hereto, by operation of law, or otherwise, except as contemplated hereby and shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors, and legal representatives.

§ 7.11 Headings. Article and section headings contained in this Agreement are inserted for convenience of reference only, shall not be deemed to be a part of this Agreement for any purpose, and shall not in any way define or affect the meaning, construction, or scope of any of the provisions hereof.

§ 7.12 Termination of Representations and Warranties. Except as otherwise provided in this Agreement, the representations and warranties of the parties set forth in this Agreement or in certificates, schedules or other documents delivered pursuant hereto shall expire at, and be terminated and extinguished at, the Closing; provided, however, that in the case of consummation of the Merger, no representation or warranty of Potomac provided for herein shall be deemed to be terminated or extinguished so as to deprive WM of any defense in law or equity which it otherwise would have to any claim against it by any person, including, without limitation, any shareholder or former shareholder of Potomac.

§ 7.13 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original instrument, but all of which counterparts shall constitute one and the same Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed on their behalf and in their name, on the day and year first above written.

[Corporate Seal]

WM BANCORP

ATTEST:

By _____
John A. Hercher
Chairman of the Board

_____
Anne L. Gormer
Secretary

[Corporate Seal]

POTOMAC BANCORP, INC.

ATTEST:

By _____
James H. Swadley, Jr.
Chairman of the Board

_____
Charles A. Millar
Secretary

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The undersigned, each of whom is a director and shareholder of Potomac hereby agree to be bound by the provisions of Section 2.10 of this Agreement.

Name _____

Name _____

Name _____

Name _____

Name _____

Name _____

Name _____

Name _____

Name _____

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Potomac Bancorp, Inc. and Subsidiaries
SCHEDULE A

"NONE"

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Potomac Bancorp, Inc. and Subsidiaries
SCHEDULE B

The attached are true, correct & complete copies of the Articles of Incorporation and By-laws of Potomac, Eastern, & Keyser and all amendments, thereto, to the date of the Agreement & Plan of Merger to which this Schedule is attached.

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Potomac Bancorp, Inc. and Subsidiaries
SCHEDULE C

There are no owners of record of 5% or more of Potomac Common Stock as of the date of the Agreement to which this Schedule is attached.

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Potomac Bancorp, Inc. and Subsidiaries
SCHEDULE D

All provisions and conditions described in Section 2.6 Tax Matters, are accurate and complete.

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Potomac Bancorp, Inc. and Subsidiaries
SCHEDULE E

INSURANCE POLICIES

CHUBB
Policy No. 9555 CHUBB - Mailing & Transit Policy
(open policy with annual premium) See Attached

AETNA
Policy No. ACM 553403 - Package Policy Commercial Property & Liability

Policy No. XS574333 - Commercial Excess Liability Umbrella Policy

Policy No. FJ837111 - Business Automobile Policy

Policy No. 003HB8717317FCA - Boiler & Machinery Coverage

PROGRESSIVE CASUALTY INSURANCE COMPANY - See Attached
Policy No. 0246-384-2 - Directors & Officers Liability, IRA/Keogh

Policy No. 0249-634-1 - Trust Errors & Omissions Liability Insurance

Policy No. 0246-387-2 - Combination Safe Depository Policy

Policy No. 0246-386-2 - Form 28 (Excess Bank Employee Dishonesty Bond)

Policy No. 0246-385-2 - Form 24 (Financial Institution Bond)

Potomac Bancorp, Inc. and Subsidiaries
SCHEDULE F

All provisions and conditions described in Section 2.8 Legal Proceedings, are accurate and complete.

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Potomac Bancorp, Inc. and Subsidiaries
SCHEDULE G

All provisions and conditions described in Section 2.9, Compliance With Law, are accurate and complete.

Potomac Bancorp, Inc. and Subsidiaries
SCHEDULE H

The following is a list and description of all trademarks, trademark rights, trade names, and licenses owned and/or used by Potomac and Potomac Subs:

State of WV, Annual Business License, Potomac Bancorp, Inc.

State of WV, Annual Business License, Eastern Servicecenter, Inc.

State of WV, Annual Business License, National Bank of Keyser

Information Technogogy, Inc. - Software License Agreement and Letter of Understanding with Mac/Cirrus

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Potomac Bancorp, Inc. and Subsidiaries
SCHEDULE I

Material Contracts

1. A Lease bearing date of April 26, 1983 between Triple J, a WV Corporation, as Lessor, and National Bank of Keyser, as Lessee, relating to the lease of the Ridgeley, WV, Branch of the National Bank of Keyser. A copy of this lease has been previously furnished to W/M.

2. Equipment of Sharp Copier and Pitney Bowes postage machine meter (See Attached)

3. West Virginia Bankers Association Retirement Plan

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Potomac Bancorp, Inc, and Subsidiaries
SCHEDULE J

All provisions and conditions described in Section 2.16, Employee Benefit Plans, are accurate and complete.

Section 2.16 - The following lists each employee pension benefit plan and each employee welfare benefit plan:

West Virginia Bankers Association Retirement Plan

Group life insurance underwritten by Educators Mutual Life

Group health insurance underwritten by Educators Mutual Life

Group long-term disability insurance underwritten by The Guardian Life Insurance Company of America

Group dental insurance by The Guardian Life Insurance Company of America.

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Potomac Bancorp, Inc. and Subsidiaries
SCHEDULE K

All provisions and conditions described in Section 2.17, Absence of Certain Changes or Events, are accurate and complete.

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SCHEDULE L

The attached are true, correct and complete copies of the Articles of Incorporation or Association and Bylaws of each of WM, Finance, Data, and the WM Banks, and all amendments thereto to the date of the Agreement and Plan of Merger to which this Schedule is attached.

3273 0995

SCHEDULE M

Lib & Co.

49,128 shares
Common Stock
5.35%

This is a nominee name used to register stocks owned by various Trusts being administrated by the Trust Department of Liberty Bank of Maryland.

3273 0996

SCHEDULE N

NONE

7277 0997

Schedule O

WM BANCORP
Blanket Bond and Liability Insurance

	Limit	Deductible
FINANCIAL INSTITUTION BOND (Form 24) and Excess Bank Employee Dishonesty Bond (Form 28)		
Fidelity	$4,975,000	$50,000
On Premise	$3,975,000	$50,000
In Transit	$3,975,000	$50,000
Forgery	$ 500,000	$50,000
Securities	$ 500,000	$50,000

Insurance Company -- USF&G
Policy Number 04-0200-12982 & 04-0020-10965
Policy Period - 10/15/88 to 10/15/89

LIABILITY INSURANCE

Directors & Officers' Fiduciary/Pension IRA/Keogh		$5,000,000	$100,000
Trust E & O		$1,000,000	$100,000

Insurance Company - CNA
Policy Number 801587467 & 50158400
Policy Period 10/1/88 to 10/1/89

Real Estate E & O	LBM	$ 200,000	$ 1,000
	GNB	$ 50,000	$ 1,000

Insurance Company- Federal Insurance Company
Policy Number - 35225226
Policy Period - 1/1/89 to 1/1/90

Neither WM nor any of the WM Subs is in default in the payment of any premium, currently has outstanding any claim with respect to such insurance coverage, or has received notification of, or has knowledge of, the existence of any grounds for the cancellation or proposed cancellation of any such policies or bonds.

SCHEDULE P

NONE

3373 0999

SCHEDULE Q

In Compliance

3273 1000

SCHEDULE R

No trademarks or trade names.

7277 1001

SCHEDULE S

No change since December 31, 1988.

3273 1002

Potomac Bancorp, Inc. and Subsidiaries
EXHIBIT 1

Names of Potomac Directors to be elected to W/M Board:

Simeon M. Bright
1390 Ludwick Street
Keyser, WV 26726

David D. Buchanan
9 Forest Drive
Cumberland, Maryland 21502

James H. Swadley, Jr.
Rt. 4, Box 22
Keyser, WV 26726

Lincoln H. Wilkins
1020 Carolina Avenue
Keyser, WV 26726

3273 1003

Bill - for your file

FIRST AMENDMENT TO

AGREEMENT AND PLAN OF MERGER

THIS FIRST AMENDMENT TO AGREEMENT AND PLAN OF MERGER ("Amendment"), made and entered into as of this 1st day of September, 1989 by and between WM BANCORP, Cumberland, Maryland ("WM") and POTOMAC BANCORP, INC., Keyser, West Virginia ("Potomac")

W I T N E S S E T H:

WHEREAS, WM and Potomac are parties to an Agreement and Plan of Merger, dated as of June 8, 1989 (the "Agreement"); and

WHEREAS, Section 7.3 of the Agreement provides that it may only be amended in writing; and

WHEREAS, the parties are desirous of amending the Agreement as hereinafter set forth;

NOW, THEREFORE, in consideration of these premises, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Sections 1.5(a) and 1.5(b) of the Agreement are amended by deleting from each of them the words "October 1, 1989" and substituting therefor the words "December 15, 1989". The remaining language of Sections 1.5(a) and 1.5(b) remains unchanged and unaffected by this amendment.

3273 1004

2. Except to the extent provided in paragraph 1 of this Amendment, all provisions of the Agreement are reaffirmed by the parties and remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed on their behalf and in their name on the day and year first above written.

[Corporate Seal]

WM BANCORP

By _____
John A. Hercher
Chairman of the Board

ATTEST:

_____
Anne L. Gormer
Secretary

[Corporate Seal]

POTOMAC BANCORP, INC.

By _____
James H. Swadley, Jr.
Chairman of the Board

ATTEST:

_____
Charles A. Millar
Secretary

9907F

3273 1005

SECOND AMENDMENT TO

AGREEMENT AND PLAN OF MERGER

THIS SECOND AMENDMENT TO AGREEMENT AND PLAN OF MERGER ("Second Amendment"), made and entered into as of this 1st day of November, 1989 by and between WM BANCORP, Cumberland, Maryland ("WM") and POTOMAC BANCORP, INC., Keyser, West Virginia ("Potomac")

W I T N E S S E T H:

WHEREAS, WM and Potomac are parties to an Agreement and Plan of Merger, dated as of June 8, 1989 (the "Agreement"); and

WHEREAS, Section 7.3 of the Agreement provides that it may only be amended in writing; and

WHEREAS, the parties have previously executed a First Amendment to the Agreement, dated September 1, 1989 (the "First Amendment"); and

WHEREAS, the parties are desirous of amending the Agreement again as hereinafter set forth;

NOW, THEREFORE, in consideration of these premises, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Sections 1.5(a) and 1.5(b) of the Agreement are amended by deleting from each of them the words "December 15, 1989", as had been provided in the First Amendment, and substituting therefor the words "February 15, 1990". The remaining language of Sections 1.5(a) and 1.5(b) remains unchanged and unaffected by this amendment.

2. Section 5.1(a) of the Agreement is amended by deleting therefrom the phrases "nine (9) months" and "nine-month period" and substituting therefor the phrases "one (1) year" and "one-year period", respectively. The remaining language of Section 5.1(a) remains unchanged and unaffected by this amendment.

3. Section 6.1(d) is amended by deleting therefrom the words "March 8, 1990" and substituting therefor the words "June 9, 1990". The remaining language of Section 6.1(d) remains unchanged and unaffected by this amendment.

4. Except to the extent provided in paragraphs 1, 2, and 3 of this Second Amendment, all provisions of the Agreement are reaffirmed by the parties and remain in full force and effect.

3373 1007

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be duly executed on their behalf and in their name on the day and year first above written.

[Corporate Seal]

WM BANCORP

By _____
John A. Hercher
Chairman of the Board

ATTEST:

_____
Anne L. Cormer
Secretary

[Corporate Seal]

POTOMAC BANCORP, INC.

By _____
James H. Swadley, Jr.
Chairman of the Board

ATTEST:

_____
Charles A. Millar
Secretary
POTOMAC BANCORP, INC.

7273 1008

HOGAN & HARTSON

COLUMBIA SQUARE
555 THIRTEENTH STREET NW
WASHINGTON, DC 20004-1109
202/637-5600

WRITER'S DIRECT DIAL NUMBER
202/637-8575

6701 ROCKLEDGE DRIVE
BETHESDA, MARYLAND 20817
301/493-0030

111 SOUTH CALVERT STREET
BALTIMORE, MARYLAND 21202
301/659-2700

8300 GREENSBORO DRIVE
McLEAN, VIRGINIA 22102
703/848-2600

September 27, 1990

BY HAND

Joseph Stewart
Maryland State Department of
Assessments and Taxation
Corporation Division
301 West Preston Street
Baltimore, Maryland 21201

Re: WM Bancorp/Potomac Bancorp, Inc. -
Articles of Merger

Dear Mr. Stewart:

As we discussed by telephone on September 25, 1990, enclosed is the Third Amendment to Agreement and Plan of Merger by and between WM Bancorp and Potomac Bancorp, Inc. The Third Amendment confirms that the required votes of shareholders and directors were received by each of WM Bancorp and Potomac Bancorp, Inc. in connection with their proposed merger.

Based on our telephone conversation, I understand that this Third Amendment will cause the above-referenced Agreement and Plan of Merger to constitute Articles of Merger within the meaning of the Maryland Code. Accordingly, please cause the original of said Articles of Merger to be filed in accordance with Section 3-107 of the Maryland Code. As we have previously indicated to you, WM Bancorp and Potomac Bancorp, Inc. intend to consummate their merger effective as of October 1, 1990.

Please call me as soon as possible if you have any questions or comments regarding this matter.

Sincerely,

Stuart G. Stein

3981s:SGS:jey

3273 1009

THIRD AMENDMENT TO

AGREEMENT AND PLAN OF MERGER

THIS THIRD AMENDMENT TO AGREEMENT AND PLAN OF MERGER ("Third Amendment") is made and entered into as of this 25th day of September, 1990 by and between WM BANCORP, Cumberland, Maryland ("WM") and POTOMAC BANCORP, INC., Keyser, West Virginia ("Potomac").

W I T N E S S E T H:

WHEREAS, WM and Potomac are parties to an Agreement and Plan of Merger, dated as of June 8, 1989 (the "Agreement");

WHEREAS, Section 7.3 of the Agreement provides that it may only be amended in writing;

WHEREAS, the parties have previously executed a First Amendment to the Agreement, dated September 1, 1989 and a Second Amendment to the Agreement, dated November 1, 1989;

WHEREAS, the parties desire that this Third Amendment be included in the Agreement so that the Agreement can constitute Articles of Merger within the meaning of Maryland law; and

WHEREAS, the parties are desirous of amending the Agreement as hereinafter set forth;

NOW, THEREFORE, in consideration of these premises, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties state the following:

1. WM hereby confirms that the affirmative vote was received from at least two-thirds of the shares eligible to vote at the WM Special Meeting of Shareholders held on January 8, 1990 to consider and vote upon the Agreement, and the transactions contemplated thereby. WM further confirms that the board of directors of WM have unanimously approved the Agreement and all transactions contemplated thereby.

2. Potomac hereby confirms that the affirmative vote was received from at least a majority of the shares eligible to vote at the Potomac Special Meeting of Shareholders held on January 8, 1990 to consider and vote upon the Agreement, and the transactions contemplated thereby. Potomac further confirms that the board of directors of Potomac have unanimously approved the Agreement and all transactions contemplated thereby.

IN WITNESS WHEREOF, under the penalties for perjury, the parties hereto have caused this Third Amendment to be duly executed on their behalf and in their name on the day and year first above written.

[Corporate Seal]

WM BANCORP

By _____
John A. Hercher
President and Chairman
of the Board

ATTEST:

_____
Anne L. Gormer
Secretary

[Corporate Seal]

POTOMAC BANCORP, INC.

By _____
James H. Swadley, Jr.
President and Chairman
of the Board

ATTEST:

_____
Charles A. Millar
Secretary

3952s

3273 1012

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 11 mA USER 036 522 BUSINESS CODE _____ COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (~~Transferor~~) Potomac Bancorp, Inc. (VA)

Surviving (~~Transferee~~) WM Bancorp (Md) D2224194

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	20	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
___	_____	Other _____
	_____	Other _____

TOTAL FEES 50

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code 132

ATTENTION: ~~Linda~~

~~Pamela~~

att: Stuart Stein

MAIL TO ADDRESS:_____

_____ Documents on _____ checks

___✓___ Check _____ Cash

APPROVED BY: JPO

NOTE: Effective 10-1-90 at 5:00 p.m.

no interest in land by S. Stein

LIBER 0036 PAGE 523

FILED FOR RECORD
DEC 12 1990
AT 2:00 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY
CLERK

ARTICLES OF MERGER
OF
POTOMAC BANCORP, INC.
(UNQUALIFIED - WV)
INTO
WM BANCORP
(A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 24, 1990 AT 10:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.
(EFFECTIVE DATE: 10-1-90 AT 5:00 P.M.)

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2224194

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HOGAN & HARTSON
ATTN: STUART STEIN
555 THIRTEENTH STREET, N.W.
COLUMBIA SQUARE
WASHINGTON DC 20004 1109

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

LIBER 036 : 524

SALEM EVANGELICAL AND REFORM CHURCH OF FROSTBURG, MARYLAND

1987 MAR 26 A 10:45

RESOLUTION

ARTICLES OF AMENDMENT

WHEREAS, the Salem Evangelical and Reformed Church of Frostburg, Maryland, has proposed an amendment to its Charter; and

WHEREAS, a majority of the Trustees of said religious corporation have proposed to amend the Charter of the corporation by making the changes hereinafter described; and

WHEREAS, the Trustees deem the following amendments to be advisable; and

WHEREAS, the adult members of the corporation have voted on the proposed amendments and have adopted the proposed amendments in the manner prescribed in Section 5-308 of the Corporations and Associations Article of the Annotated Code of Maryland; and

WHEREAS, the adult members of the religious corporation and the Trustees have approved the following changes in their Charter:

ARTICLE 1: The name of said corporation shall be the Salem United Church of Christ.

ARTICLE 2: This congregation shall be an organic member of the United Church of Christ and shall be governed by the Constitution, Laws, Usuages, and customs of said church.

. . .

ARTICLE 5: Meetings for the election of Trustees shall take place annually, January 1, or not later than January 7, at which shall be elected five (5) Trustees, two (2) of which shall be elders and three (3) shall be deacons to serve for two (2) years, so that on January 1 of each year, the term of five (5) Trustees shall expire, and succeeding two (2) elders and three (3) deacons shall be elected to serve for two (2) years, but Trustees shall serve until their successors are elected.

In the case of a vacancy in the office of Trustees, whether he be an elder or deacon such vacancy shall be filled by a special election of which at least a notice of one (1) week shall be given, and the person then elected shall only serve during the unexpired term period.

STATE DEPT. OF ASSESSMENTS & TAXATION
RECEIVED
90 OCT 22 AM 9 18

1987 MAR 12 A 11:10

3/26/87 10:45 m.
CL.

Compared and Mailed Delivered
TO S. Gary Harvey, Esq. 31 Prospect St. Cumb. MD
January 10 1991

3288 2118

Should an elder or decon willfully abscent himself from the regular meetings of the consistory for a period of nine (9) consecutive meetings, his office shall be deemed vacant. Should any vacancy occur during the last quarter of the year, the vacancy shall be filled at the annual congregational meeting and or election.

. . .

ARTICLE 9: The consistory shall annually elect from their number a president, vice president, recording secretary and treasurer, and the constitutional representative delegate elders, primarious and secondous, to represent the congregation before conference. A financial secretary shall be chosen from either the consistory or congregation. The president of the consistory may be any duly elected member of the consistory, the same to be chosen annually from and by the consistory at the regular January meeting.

. . .

WITNESS the hands and seals of the Trustees who deemed the above amendments advisable.

Suzanne H. Wehler — Paul W. Tomlin (SEAL)

Suzanne H. Wehler — Virgil E. Watson (SEAL)

Suzanne H. Wehler — Jan E. Jackson (SEAL)

Suzanne H. Wehler — Eric W Sowers (SEAL)

Suzanne H. Wehler — C. Clyde R. Yustyn (SEAL)

Suzanne H. Wehler — Raymond P Dennis (SEAL)

Suzanne H. Wehler — Nancy T. Robeson (SEAL)

Suzanne H. Wehler — Walter H Minnick (SEAL)

Suzanne H. Wehler — William W Harkey (SEAL)

Suzanne H. Wehler — Dwayne K Bottum (SEAL)

Suzanne H Wehler — Allen L Long (SEAL)

7282 2119

I, the undersigned, verify under penalties of perjury that I was the Chairman or Secretary of the meeting of members called to vote on the proposed Articles of Amendment contained herein. I further verify that the Articles of Amendment described herein are true and correct, and a correct statement of the Articles of Amendment deemed advisable by the Trustees and favorably voted on by a majority of the adult members of the congregation.

Rev. George L. Wehler - Pastor Emeritus

CHAIRMAN or SECRETARY

STATE OF MARYLAND

ALLEGANY COUNTY, TO-WIT:

On this 2nd day of March, 1987, personally appeared Rev. George L. Wehler, known to me to be the Chairman or Secretary of the Meeting of Members described herein, and he acknowledged that he executed the same for the purposes therein contained.

WITNESS my Hand and Notarial Seal.

Grace E. Augustine

NOTARY PUBLIC

My Commission Expires: July 1, 1990

7282 2120

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A LIBER 0036 .527 COUNTY 51
BUSINESS CODE _____

#D0386961 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties _____
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
___	_____	Other _____
	_____	Other _____

Name Change
(New Name) Salem United Church of Christ

Y	Change of Name
___	Change of Principal Office
___	Change of Resident Agent
___	Change of Resident Agent Address
___	Resignation of Resident Agent
___	Designation of Resident Agent and Resident Agent's Address
___	Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: G. Gary Hanna
71 Prospect Square
Cumberland MD
21502

TOTAL FEES NA

_____ Check _____ Cash

_____ Documents on _____ checks

NOTE: no fee - cancelled check for $10 -

APPROVED BY: PCM

3282 2121

LIBER 036 PAGE 528

FILED FOR RECORD
JAN 8 - 1991
AT 9:00 O'CLOCK AM 19
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF AMENDMENT
OF
SALEM UNITED CHURCH OF CHRIST
CHANGING ITS NAME TO:
SALEM UNITED CHURCH OF CHRIST

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 26, 1987 AT 10:45 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:
$

RECORDING FEE PAID:
$

SPECIAL FEE PAID:
$

D0386961

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
G. GARY HANNA
71 PROSPECT SQUARE
CUMBERLAND MD 21502

089C3040364

A 342441

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3282 2117

LIBER 038 FOLIO 529

ARTICLES OF INCORPORATION
OF
PORTER MOTORSPORTS, INC.

(Filed and REcorded January 8, 1991 @ 9:00 A.M.)

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 22, 1990 AT 0859 OCTOBER A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED

ORGANIZATION AND CAPITALIZATION FEE PAID	RECORDING FEE PAID	SPECIAL FEE PAID
20.00	20.00	

90104371

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RETURN TO:
WALSH, WALSH & REINHART
ATTN: ROBERT H. REINHART
41 BALTIMORE ST., STE. 500
LIBERTY TRUST BLDG.
CUMBERLAND MD 21502

080C3042224

STATE OF MARYLAND A 341255

I hereby c... a true ... RECORDED IN THE RECORDS OF this be... page docum... office. DATED: 12-27-90
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: ... AND TAXATION OF MARYLAND (OR OTHER TOWN)
This stamp replaces our ... certification system. Effective 10/84

3279 0806

CL.
Compared and ~~Mailed~~ Delivered
TO Walsh, Walsh & Reinhart, Esq
81 Balto. St. Liberty Trust Bldg.
Cumb. MD
January 10, 1991

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LIBER 036 FOLIO 530 APPROVED FOR PAYMENT
10-22-90 at 8:59 a.m.

PORTER MOTORSPORTS, INC.
(A Close Corporation)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

1. That I, Thomas S. Porter, whose Post Office Address is 212 Market 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.

2. The name of the corporation which is hereinafter called the Corporation is:

PORTER MOTORSPORTS, INC.

3. The Corporation shall be a Close Corporation.

4. Th purposes for which the Corporation is formed and the business and objects to be carried out and promoted by it are as follows:

(a) To engage in the business of restoring, refurbishing and modifying motor vehicles and like machinery and equipment of all kinds.

(b) To engage in the business of puchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating and servicing motor vehicles of all kinds, and any parts or accessories used in connection therewith.

(c) To engage in the business of purchasing, acquiring, owning, selling and generally dealing in all types of supplies used by motor vehicles of all types.

(d) To carry on a general motor vehicle sales business and to sell and distribute motor vehicles, parts and accessorsies; to maintain a service and repair department for motor vehicles; and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

(e) To take, buy, exchange, lease or otherwise acquiring and dealing real property and any interest or right therein, to

RHR/jb
10/19/90

1990 OCT 22 A 8:59

3279 0802

hold, own, operate, control, maintain, manage and develop said property and interests therein in any manner that may be necessary, useful or advantageous for the purposes of the Corporation.

(f) To construct, maintain, build, alter and control any and all kinds of buildings, stores, offices, shops, warehouses and plants, and any and all other structures that may at any time be necessary, useful or advantageous for the purposes of the Corporation.

(g) To acquire all or any part of the good will, rights, franchises, property and other business of any person, firm, association or corporation engaged in a business similar to this Corporation.

(h) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, the attainment of any of the objectives, the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms or individuals, either as principal or agent, and to do every other act or acts, incidental or appurtenant, growing out of or connected with the above-mentioned objectives, purposes or powers.

(i) The foregoing enumeration of purposes, objects and businesses of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, orbject 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 is subject in all particulars to limitations relative to corporations which are contained in the general laws of the State of Maryland.

5. The Post Office Address of the place at which the principal office of the Corporation in this State will be located is 212 Market Street, Cumberland, Maryland 21502.

6. The Resident Agent of the Corporation is Thomas S. Porter whose address is Route 3, Box 378, Frostburg, Maryland 21532. The Resident Agent is a resident of the State of Maryland and actually resides therein.

7. After completion of the organizational meeting of the directors and the issuance of one or more shares of stock of the

3279 0803

Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have three directors, whose names are Thomas S. Porter, Robert H. Reinhart and James E. Walsh.

8. The total number of shares of stock which the Corporation has authority to issue is 1000 shares, all of which stock shall be common stock without par value. No distinction shall exist between shares of the Corporation or between the holders thereof.

9. Each stockholder shall be entitled to one vote for every share of stock standing in his or her name on the records of the Corporation at the time a vote on any matter requiring stockholder approval is taken.

10. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of October, 1990.

WITNESS:

ROBERT H. REINHART

THOMAS S. PORTER (SEAL)

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

I HEREBY CERTIFY, that on this 19th day of October, 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared THOMAS S. PORTER, known to me, or satisfactorily proven, to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS HEREOF, I have hereunto set my hand and Notarial Seal the day and year last above-written.

JEAN BOCHY, Notary Public

My Commission Expires
November 1, 1991

3279 080

LIBER 036 PAGE 533

FILED FOR RECORD
JAN 8 - 1991
AT 2:00 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
PORTER MOTORSPORTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 22, 1990 AT 8:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3103371

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WALSH, WALSH & REINHART
ATTN: ROBERT H. REINHART
81 BALTIMORE ST., STE. 500
LIBERTY TRUST BLDG.
CUMBERLAND MD 21502

080C3042224

A 341255

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3279 0806

(Filed and REcorded January 8, 1991 @ 9:00 A.M.)

LIBER 0036 FOLIO 534

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

* 10-29-90 8:14A

* Filed this _____ day of

* _____, 1990.

*** ***** ***

ARTICLES OF INCORPORATION

OF

SKIDMORE AUTO RECYCLING, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, HOWARD THOMAS SKIDMORE, SR., 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:

SKIDMORE AUTO RECYCLING, INC.

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

Compared and ~~Mailed~~ Delivered
Robert O. Kazary, Esq.
TO 127 Greene St., Cumberland MD
January 10, 1991

3284 2451

~~3281 3284~~

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, 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 Blan Avon Road, PO Box 605, Midlothian, Maryland 21543. The Resident Agent of the Corporation is Howard Skidmore, Jr., whose post office address is Blan Avon Road, PO Box 605, Midlothian, Maryland 21543. 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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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 two (2) directors, namely, Howard Thomas Skidmore, Sr. and Howard Skidmore, Jr., who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

B. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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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 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

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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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 any 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 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

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127 GREENE ST.
CUMBERLAND, MD
21502

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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

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ATTORNEY AT LAW
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21502

any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; 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 Corporaton 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 auhorize 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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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 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 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

ROBERT O. KAZARY
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127 GREENE ST.
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21502

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respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite 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

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this 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

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127 GREENE ST.
CUMBERLAND, MD
21502

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 18th day of ~~September~~ October, 1990.

WITNESS:

Anna M Becker

Howard Thomas Skidmore Sr (SEAL)
HOWARD THOMAS SKIDMORE, SR.

STATE OF MARYLAND
ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 18th day of ~~September~~ October, 1990, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared HOWARD THOMAS SKIDMORE, SR. 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.

Anna Marie Becker
NOTARY PUBLIC

My Commission Expires: 10-1-91

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA LIBER 0036 PAGE 545 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Robert O. Kazary
127 Greene St.

LIBER 0336 PAGE 546

FILED FOR RECORD
JAN 8 - 1991
AT 2:20 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. 0336 FOLIO 546
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
Raymond W. Nelson

ARTICLES OF INCORPORATION
OF
SKIDMORE AUTO RECYCLING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 29, 1990 AT 8:14 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3108644

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT O. KAZARY
127 GREEN ST.
CUMBERLAND MD 21502

087C3040044

A 342093

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3284 2450

~~3284 2787~~

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

LIBER 0036 FOLIO 547

IN THE STATE OF MARYLAND 10-29-90 8.14A

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1990.

*** ***** ***

ARTICLES OF INCORPORATION

OF

SKIDMORE PROPERTIES, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, HOWARD THOMAS SKIDMORE, SR., 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:

SKIDMORE PROPERTIES, INC.

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

1990 OCT 29 A 8:14

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

Compared and ~~Mailed~~ Delivered.
C.T.
TO Robert O. Kazary, Esq.
1 Plum Ct. 127 Greene St,
January 10, 1991

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, 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 Blan Avon Road, PO Box 605, Midlothian, Maryland 21543. The Resident Agent of the Corporation is Howard Skidmore, Jr., whose post office address is Blan Avon Road, PO Box 605, Midlothian, Maryland 21543. 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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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 two (2) directors, namely, Howard Thomas Skidmore, Sr. and Howard Skidmore, Jr., who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

B. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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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 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

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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 any 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 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

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; 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 Corporaton 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 auhorize 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

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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 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 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

3284 1002

respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

7284 1004

the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

7294 1000

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 18th day of ~~September~~ October, 1990.

WITNESS:

Anne M Bucker

Howard Thomas Skidmore Sr. (SEAL)
HOWARD THOMAS SKIDMORE, SR.

STATE OF MARYLAND
ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 18th day of ~~September~~ October, 1990, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared HOWARD THOMAS SKIDMORE, SR. 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.

Anne Marie Bucker
NOTARY PUBLIC

My Commission Expires: 10-1-91

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

3294 1010

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA LIBER 0136 FOLIO 558 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and _____ late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

_____

Code _____

ATTENTION: _____

Robert O. Kazaroff, ESQ

MAIL TO ADDRESS: _____

1 Plum Court
127 Greene St.
Cumberland, Md
21502

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T

3294 1011

LIBER 0136 PAGE 559

FILED FOR RECORD
JAN 8 - 1991 11 A.M.
O'CLOCK
AND SAME DAY RECORDED IN
LIBER NO. 0136 FOLIO
THE OF THE
AND RECORDS OF ALLEGANY
UNTY, MARYLAND, AND COM-
RED BY
Grant W. Maurer

ARTICLES OF INCORPORATION
OF
SKIDMORE PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 29, 1990 AT 8:14 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3107083

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT O. KAZARY, ESQ.
1 PLUM COURT
127 GREENE ST.
CUMBERLAND MD 21502

LIBER 0036 PAGE 560

Compared and Mailed [illegible] C.J.
Garland W. Whitacre
TO 113 National Hwy, LaVale, MD
January 10, 1991

* * * \

FIFTH: The total number of shares of capital which the Corporation has authority to issue is Five Thousand (5,000) shares, having no par value, all of one class.

SIXTH: The Corporation shall have one director, namely Garland W. Whitacre, who shall act as such until the first annual meeting, or until his successor is duly chosen and qualified. The number of Directors may be increased pursuant to the Bylaws of the Corporation.

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

(a) The Corporation and its Stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a corporation by 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. No provision of the Charter or Bylaws of the Corporation shall as such constitute a stockholders' agreement, unless such provisions specifically state that it shall be deemed to be such a stockholders' agreement.

(b) The stockholders of the Corporation are hereby empowered to authorize, by unanimous action, the issuance, from time to time, of shares of its stock, for such consideration as said stockholders may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation and/or the laws of the State of Maryland.

(c) In the absence of fraud, no contract or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the stockholders of the Corporation are pecuniarily or otherwise interested in, or

existence of such knowledge, such stockholder who is so interested, may be counted in determining the existence of a quorum at any meeting of the stockholders at which any such contract or other transaction may be entered into or authorized, and said stockholder may vote at such meeting to enter into or authorize any such contract, agreement or other transaction with the same force and effect as if no such relationship or interest existed.

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

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

f. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles to purchase, lease or otherwise acquire the business, assets, or franchise, in whole or in part, of other corporations or unincorporated business entities.

g. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences,

rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

h. The 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 all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

i. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholders whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

j. Except as may otherwise be provided by the Board of Directors, no holders of any shares of the stock of the Corporation shall have any preemptive 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.

k. Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the

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 Corporation as a director, officers, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

2. The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees) actually and reasonably incurred by him in connection with the defense of or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought, or any other court 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 indemnify 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 Articles ... or in defense of any claim, issue or matter herein he shall be indemnified against expense (including attorneys fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article.

4. Any indemnification under paragraphs 1 and/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 had met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote or a quorum consisting of directors who were not parties to such suit, action 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 proceedings may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, 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.

Securities Act of 1933, as amended.

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and acknowledge the same to be my act on this 11TH day of OCTOBER, 1990.

WITNESS:

Trudy Whitacre

Garland W. Whitacre (SEAL)
Garland W. Whitacre

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 11th day of October 1990, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Garland W. Whitacre, 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.

NOTARY PUBLIC

Trudy Whitacre
Notary Public
Trudy Whitacre

My Commission Expires: July 18, 1994

7204 1161

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA · LIBER 0136 FOLIO 567 BUSINESS CODE 06 COUNTY 51

_____ ✓ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	13	1 Certified Copy 7
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
76	____	Certificate of Merger/Transfer
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____
Garland W. Whitac

MAIL TO ADDRESS: _____
113 National Hgwy.
Laurel, Md. 20702

LIBER 0136 PAGE 568

FILED FOR RECORD
JAN 8 - 1991
AT 2:00 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. [redacted] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
WHITACRE, FIKE AND ASSOCIATES, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 29, 1990 AT 8:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3107331

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HA[redacted] BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GARLAND W. WHITACRE
113 NATIONAL HWY.
LAVALE MD 21502

085C3042878

A 341842

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3284 1154

C.L

Compared and ~~Mailed~~ Delivered

Seppert, McMullen, Faye & Getty

TO 21 Prospect Sq. Cumb. MD

January 10, 1991

LIBER 036 .. 569

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION

FOR 11-07-90 at 9:20 A.M.

9

MOTHER 'N EARTH DIAPER SERVICE, INC.

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

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

FIRST: I, Gregory H. Getty, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Mother 'N Earth Diaper Service, Inc.

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

1) To own and operate a diaper delivery service and to purchase, manufacture, and otherwise obtain and sell, distribute, deliver, infant care products of all kinds, including, but not limited to, the purchasing, making, washing, and cleaning of baby diapers and selling and delivering diapers and various other infant care products.

2) To do anything permitted by Section 2-103 of the Corporations and Association Articles 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 12503 McMullen Highway, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in this state is Ann M. Swauger, 1300 Peach Street, Bowling Green, 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 1,000 shares of Common Stock, without par value.

1990 NOV -7 A 10:20

(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 (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: Ann M. Swauger, Gary L. Kimmell, and

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

(1) The Board of Directors of the Corporation 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock

(3) 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 demand and receive payment of the face value of the stock.

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

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

any powers conferred upon the Board of Directors under the Pennsylvania General Corporation Law now or hereafter enforced.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any share of stock of the Corporation of any class now or hereafter authorized, or any securities exchangable 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 5th day of Nov, 1990, and I acknowledge the same to be my act.

Gregory H. Getty

GREGORY H. GETTY

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 N/A LIBER 0036 FOL 572 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
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63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
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85	____	Termination of Limited Partnership
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23	____	Local Transfer Tax
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NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and _____ late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

TOTAL FEES 40

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T

Name Change
(New Name)_____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

_____

Code_____

ATTENTION:_____

_____

_____

MAIL TO ADDRESS: Geppert, McMullen, Faye & Getty, LC
21 Prospect Square
Cumberland, Md. 21502

_____

_____

NOTE:

3283 1297

LIBER 0036 PAGE 573

FILED FOR RECORD
JAN 8 1991 10 CLOCK AM 1991
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
AND RECORDS OF ALLEGANY
COUNTY, MARYLAND. AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
MOTHER 'N EARTH DIAPER SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 7, 1990 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3111788

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
21 PROSPECT SQUARE
CUMBERLAND MD 21502

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

Compared and Mailed/Delivered
Fedda S. Sartin
TO 36 S. Charles St., Ste 2300
January 10, 1991
3:13p

LIBER 0136 FOLIO 574

ARTICLES OF INCORPORATION OF
APPALACHIAN ENVIRONMENTAL LAW CENTER, INC.
11-9-90

The undersigned whose post office address is Scofield Road, Star Route, Box 95B, Flintstone, Maryland 21530, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation under and by virtue of the laws of the state of Maryland.

1. The name of the corporation is Appalachian Environmental Law Center, Inc. (hereinafter referred to as the "Corporation").

2. The period of duration of the Corporation is perpetual.

3. The purposes for which the corporation is organized are to engage exclusively in such charitable, educational, and scientific activities as may qualify it for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law, hereinafter referred to as the "Code"). More specifically, such purposes include, but are not limited to, the following:

(a) To form a public interest environmental law center to use legal remedies and other lawful means to protect the natural environment of the central Appalachian region of the United States, by representing environmentalists, including individuals, organizations, and public bodies, in federal and state courts, and in administrative proceedings, and to offer legal advice and assistance to environmentalists; and

(b) To study, analyze and research environmental issues and policy affecting the central Appalachian region of the United States; to monitor the activities of state agencies and regional federal agencies as they effect the environment; to transmit the corporation's findings to any interested person or organization; to develop a program of general public education as to the significance and impact of the Corporations's findings and activities; to act as a regional public advocate proposing policy and new legislation and regulation, subject to the limitations set forth in paragraph 6(c) hereof; and

(c) To serve as an information and coordination center between environmentalist organizations and

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ASSESSMENTS & TAXATION

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individuals operating on national, regional and local levels; and

(d) To encourage and foster any other such similar activity which has the purpose of promoting a broader public understanding of central Appalachian environmental issues; and

(e) To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation.

In furtherance of the above and other related purposes, the Corporation shall have the power to exercise all power and authority granted to it under the Maryland General Corporation Law and specific provisions relating to Maryland Nonstock Corporations, or otherwise, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

4. The Corporation shall have no members.

5. The directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the By-Laws.

6. At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

(a) The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Code, contributions to which are deductible for Federal income tax purposes under section 170(c)(2) of the Code;

(b) No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, and scientific within the meaning of 501(c)(3) of the Code;

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation except to the extent permitted by section 501(c)(3) ~~of the Code~~ 1348 ~~3306 1903~~

and (h) of the Code, 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. To the extent that section 501 of the Code is at any time amended to permit in whole, or in any part, any of the foregoing activities to be carried on by a corporation subject to the provisions of that section, the Corporation shall be authorized to carry on such activities to the extent permitted by that section as amended;

(d) Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings of the Corporation shall ever 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 Paragraph 3 above;

(e) Notwithstanding any other provision of these Articles, if at any other time or times, the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times:

(1) The Corporation shall not engage in any act of self-dealing, as defined in section 4941 (d) of the Code;

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax of undistributed income imposed by section 4942 of the Code;

(3) The Corporation shall not retain any excess business holdings, as defined in section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

7. Upon dissolution of the Corporation, the Board of Directors shall:

(a) Pay or make provisions for the payment of all of the Corporation's liabilities;

(b) Dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall, at the time, qualify for exemption under section 501(c)(3) of the Code, as the Directors shall determine; provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit.

8. The post office address of the principal office of the Corporation in the State of Maryland is Scofield Road, Star Route, Box 95B, Flintstone, Maryland 21530; and the name and post office address of the Resident Agent of the Corporation are Glen Besa, Scofield Road, Star Route, Box 95B, Flintstone, Maryland 21530.

9. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue stock.

10. The number of Directors of the Corporation shall be one (1) which number may be increased pursuant to the bylaws of the Corporation, but shall never be less than one (1). The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Glen Besa.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of November, 1990, and I acknowledge the same to be my act.

Glen Besa

7296 1990

~~7296 1995~~

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 023.J. LIBER 0136 FOL 578 BUSINESS CODE 04 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ACK#83445
		Other _____

TOTAL FEES 70

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code 020

ATTENTION: Jeffrey Warbanek

MAIL TO ADDRESS:_____

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: RO

LIBER 0036 PAGE 579

FILED FOR RECORD
IN 8 - 1991 19 11AM
O'CLOCK
SAME DAY RECORDED IN
FOLIO
OF THE ALLEGANY
RECORDS OF ALLEGANY
MARYLAND, AND COM-

ARTICLES OF INCORPORATION
OF
APPALACHIAN ENVIRONMENTAL LAW CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1990 AT 3:13 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3115656

TO THE CLERK, OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
FEDDER & GARTEN
PROFESSIONAL ASSOCIATION
36 S. CHARLES STREET, STE. 2300
BALTIMORE MD 21201

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

C.L.

Compared and ~~Mailed~~ Delivered
Robert O. Kazary, Esq.
TO 127 Greene St. Cumb. MD
January 10 ... 19 91

LIBER 036 FOLIO 580

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

11-13-90 9:03

* Filed this _____ day of

* _____, 1990.

*** ***** ***

ARTICLES OF INCORPORATION

OF

CUMBERLAND MONUMENTS, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, ROBERT O. KAZARY, being at least eighteen (18) years of age, hereby form a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, and in general to 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:

CUMBERLAND MONUMENTS, INC.

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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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, 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 1096 West Industrial Boulevard, Cumberland, Maryland 21502. The Resident Agent of the Corporation is Beverly J. Wendt whose post office address is 3 Decatur Street, Cumberland Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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 two (2) directors, namely, Beverly J. Wendt and Jack O. Stimler, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, 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, subject, however, to the restrictions upon issuance of securities as set forth in Corporations and Associations Article of the Annotated Code of Maryland Section 4-502.

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

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21502

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 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

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21502

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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 any 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 unanimous asset of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting as required under Corporations and Associations Article of the Annotated Code of Maryland Section 4-504.

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

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CUMBERLAND, MD
21502

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 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

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21502

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 Corporaton 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 auhorize 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 Corporation as a director, officer,

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CUMBERLAND, MD
21502

~~2286 1991~~
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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 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 having jurisdiction in the premises, shall determine upon application that despite

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ATTORNEY AT LAW
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CUMBERLAND, MD
21502

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
127 GREENE ST.
CUMBERLAND, MD
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.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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3296 2019

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 8th day of November, 1990.

WITNESS:

Anna M. Baker

ROBERT O. KAZARY (SEAL)

STATE OF MARYLAND
ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 8th day of November, 1990, 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.

Anna Marie Baker
NOTARY PUBLIC

My Commission Expires: October 1, 1991

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

LIBER 0036 FOLIO 591

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
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50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
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22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties

Name Change
(New Name)_____

_____

_____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change_____

_____

Code_____

ATTENTION: _____

Robert O. Kazary, ESQ

_____

MAIL TO ADDRESS: _____

1 Plum Court

127 Greene Street

LIBER 0036 PAGE 592

FILED FOR RECORD
JAN 8 - 1991
11 AM
O'CLOCK
AND/SAME DAY RECORDED IN
LIBER NO. FOLIO
OF THE RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
CUMBERLAND MONUMENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1990 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3116019

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HA BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT O. KAZARY
1 PLUM COURT
127 GREENE ST.
CUMBERLAND MD 21502

095C3041119

A 343025

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3286 2009
~~3286 1994~~

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
BONÆ VOLUNTATIS TUÆ CORONASTI DEUS 1632

AT5-060

C.L.

Compared and ~~Mailed~~ Delivered
H. Gregory Skidmore, Esq.
TO 100 S. Liberty St. Cumb. MD

January 10, 1991.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 0136 FOLIO 593 APPROVED FOR PAYMENT

11-16 90 at 8:41 A .m.

ABBAS & SANTIAGO ANESTHESIA ASSOCIATES, P.A.

Articles of Amendment

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

Abbas & Santiago Anesthesia Associates, P.A. ("Corporation"), a Maryland corporation, having its principal office at 900 Seton Drive, Cumberland, Maryland 21502, hereby certifies to the State Department of Assessments & Taxation that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles SECOND and FOURTH and by substituting in lieu thereof the following:

"SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is ABBAS, SANTIAGO & DAIA ANESTHESIA ASSOCIATES, P.A.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 900 Seton Drive, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is H. Gregory Skidmore, 100 South Liberty Street, Cumberland, Maryland 21501-1379. Said resident agent is a citizen of Maryland and actually resides in Maryland."

3287 1698

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, Abbas & Santiago Anesthesia Associates, P.A., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 8th day of November, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Abbas & Santiago Anesthesia Associates, 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:

, Secretary

ABBAS & SANTIAGO ANESTHESIA ASSOCIATES, P.A.

By: , President

3287 1498

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 809A LIBER 0036 FOL 595 COUNTY 51
BUSINESS CODE _____

D1626027 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties

Name Change
(New Name) Abbas Santiago & Dana Anesthesia Associates, P.A.

- V Change of Name
- V Change of Principal Office
- ___ Change of Resident Agent
- V Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____
H. Gregory Skidmore

MAIL TO ADDRESS: _____
Skidmore & Wilkinson
100 S. Liberty St.

LIBER 0336 PAGE 596

FILED FOR RECORD
N.8 - 1991 19
o'clock M
SAME DAY RECORDED IN
R NO. FOLIO
OF THE
RECORDS OF ALLEGANY
TY, MARYLAND, AND COM-
ED BY

ARTICLES OF AMENDMENT
OF
ABBAS & SANITAGO ANESTHESIA ASSOCIATES, P.A.
CHANGING ITS NAME TO:
ABBAS, SANTIAGO & DAIA ANESTHESIA ASSOCIATES,
P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 16, 1990 AT 8:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D1626027

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HA BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
H. GREGORY SKIDMORE
SKIDMORE & WILKINSON
100 S. LIBERTY ST.
P.O. BOX 1379
CUMBERLAND MD 21501 1379

098C3041426

A 343293

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3287 1697

AT5-060

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

LIBER 036 FOL 597

Allegany and Garrett County

Volunteer Fire and Rescue Association

October 22, 1990

State Department of Assessmant and Taxation
301 West Preston St
Baltimore, Md 21201

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/16/90 at 10:49 a.m.

To Whom It May Concern:

This document is being prepared to inform you of a change in the name of our association. We are a group of people representing each of the volunteer fire companies and rescue squads in Allegany and Garrett Counties. Our present Corporate ID Number is D 0252635.

At our convention on June 2, 1990 the following change was made to our association name.

Allegany and Garrett Countie Volunteer Firemens Association Inc.

Articles of Amendment

The Allegany Garrett Counties Volunteer Firemens Association Inc. a Maryland corporation having its principle office in Allegany and Garrett counties, Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

First: The charter of the Corporation is hereby amended by striking out Article 1 Section 1: The name of the association shall be the Allegany and Garrett Counties Volunteer Firemens Association, Inc. and inserting in lieu thereof the following:

Article 1 Section 1: The name of the association shall be the Allegany and Garrett County Volunteer Fire and Rescue Association, Inc.

Second: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the officers and there is no membership entitled to vote on the matter either outstanding or subscribed for at the time of approval.

In witness whereof: The Allegany and Garrett County Volunteer and Rescue Association, Inc, has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries on November 4, 1900.

Attest: Allegany and Garrett County Volunteer Fire and Rescue Association, Inc

Richard H Ware President — Tim Clark Secretary

Compared and Mailed
Richard H. Ware, John Stewart
TO P.O. Box 252, Barton, MD
January 11, 19 91.

The undersigned, President of the Allegany and Garrett County Fire and Volunteer Fire and Rescue Association, Inc, who executed on behalf of said Corporation, the foregoing Articles of Anendment, of which this certificate is made a part, hereby acknowledges, in the name and behalf of said Corporation, the foregoing Articles of Admendment 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 respects, under the penalties of perjury.

Richard H Ware

Richard H Ware President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09AR LIBER 0336 FOLIO 599 COUNTY 51

D0252635 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	____	Organ. & Capitalization
61	____	Rec. Fee (Arts. of Inc.)
62	0	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	____ Certified Copy ____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties

Name Change
(New Name) Allegany and Garrett County Volunteer Fire and Rescue Association, Inc.

- ✓ Change of Name
- ___ Change of Principal Office
- ___ Change of Resident Agent
- ___ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard H. Ware
John Shuhart

LIBER 0:36 PAGE 600

FILED FOR RECORD
N 8 - 1991
O'CLOCK
ID SAME DAY RECORDED IN
BER NO FOLIO
E OF THE
RECORDS OF ALLEGANY
NTY, MARYLAND AND COM-
ED BY
CLERK

ARTICLES OF AMENDMENT
OF
ALLEGANY AND GARRETT COUNTIES' VOLUNTEER
FIREMEN'S ASSOCIATION, INC.
CHANGING ITS NAME TO:
ALLEGANY AND GARRETT COUNTY VOLUNTEER FIRE AND
RESCUE ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
NOVEMBER 16, 1990 10:49 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:
$

RECORDING FEE PAID:
$

SPECIAL FEE PAID:
$

D0252635

ALLEGANY COUNTY

TO THE CLERK OF THE COURT OF

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RICHARD H. WARE
JOHN SHUHART
P. O. BOX 252
BARTON MD 21521

101C3041773

A 343830

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
DEUS BONE VOLENTATIS TVÆ CORONASTI NOS 1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3289 1369

AT5-060

CL.
Compared and Mailed Delivered
Hidey, Royer, Getty & Monteleone
TO 110 Washington St. Cumb MD LIBER 0136 FOLIO 601
January 11, 1991

11-19-90 8.50A

ARTICLES OF INCORPORATION

OF

PIZZA HUT OF NORTH HAGERSTOWN, INC.

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

THIS IS TO CERTIFY:

FIRST: I, Gorman E. Getty, III, whose post office address is 110 Washington Street, Post Office Box 839, 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:

PIZZA HUT OF NORTH HAGERSTOWN, INC.

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

(1) To carry on and conduct a restaurant business, including the manufacture and sale of food and food products, including the sale of alcoholic beverages, and to engage in any other lawful purpose and/or business.

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

1990 NOV 19 A 8:50

3227 1475

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 are Gorman E. Getty, III, 110 Washington Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the 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 not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting, or until his successors are duly chosen and qualified, is: Gorman E. Getty, III.

7287 1477

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, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the 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 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 cause 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 no 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 15th day of November, 1990, and I acknowledge the same to be my act.

3287 1490

WITNESS:

Vicki A Shockey _____(SEAL)
GORMAN E. GETTY, III

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 15th day of November, 1990, 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 within and foregoing Articles of Incorporation to be his act and deed.

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

Vicki A Shockey
NOTARY PUBLIC

My Commission Expires:
October 1, 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA LIBER 0036 FOL 607 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	12	1 Certified Copy 6
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
76	____	Certificate of Merger/Transfer
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties

Name Change
(New Name)_____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change_____

Code 145

ATTENTION: Garman E. Getty, III

MAIL TO ADDRESS:_____

LIBER 0136 PAGE 608

FILED FOR RECORD
NOV 8 - 1991 19
AT 9:00 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
THE OF THE
AND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
PIZZA HUT OF NORTH HAGERSTOWN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 19, 1990 AT 8:50 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3118130

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HA
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE, GETTY
& MONTELEONE
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

098C3041388

A 343258

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3287 1475
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ATS-060

CL

Compared and ~~Mailed~~ Delivered

Shay & Noonan, ESq.
TO 37 Greene St, Cumb MD
Michael Shay
January 11 1991

LIBER 0336 FOLIO 609

11-21-90

8:30A

P

ARTICLES OF INCORPORATION

OF

RODERICK FURNITURE OUTLET, INC.

(Filed and REcorded January 8, 1991 @ 9:00 A.M.)

THIS IS TO CERTIFY:

FIRST: We, the undersigned, PAUL R. RODERICK, JR. and JANET L. RODERICK, whose post office address is P.O. Box 3027, Swanton, Maryland 21561, each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is RODERICK FURNITURE OUTLET, INC.

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

The purposes to carrying a retail sales business for the sale of furniture, appliances, carpeting and related goods and other similar goods.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, 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,

resident agent of the Corporation in this State is PAUL R. RODERICK, JR., 203 Main Street, Westernport, Maryland 21562. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares of no par value.

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 chosen and qualified are: PAUL R. RODERICK, JR. and JANET L. RODERICK.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 8th day of November, 1990.

WITNESS:

Michael W. Shay — Paul R. Roderick II (SEAL)
PAUL R. RODERICK, JR.

Michael W. Shay — Janet L. Roderick (SEAL)
JANET L. RODERICK

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, that before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared PAUL R. RODERICK and JANET L. RODERICK, his wife, and acknowledged the execution of the aforegoing Articles Of Incorporation to be their voluntary acts.

WITNESS my hand and official seal this 8th day of November, 1990.

Michael W Shaw
NOTARY

My Commission Expires: Oct 1, 1994



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA LIBER 0036 FOLIO 612 BUSINESS CODE 03 COUNTY 57

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	10	1 Certified Copy 4
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

TOTAL FEES 50

✓ Check ____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

Name Change
(New Name) _____

_____

_____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____
Michael W. Skay, Esq.

MAIL TO ADDRESS: _____
Skay & Noonan
37 Greene St.
Cumberland, Md. 21502

NOTE: Copy made

3399 3477

LIBER 0036 PAGE 613

FILED FOR RECORD
JAN 8 - 1991 19 91 AT 2:00 O'CLOCK P M AND SAME DAY RECORDED IN LIBER NO. C 0 FOLIO ONE OF THE LAND RECORDS OF ALLEGANY COUNTY, MARYLAND. AND COMPARED BY

ARTICLES OF INCORPORATION
OF
RODERICK FURNITURE OUTLET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 21, 1990 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3120029

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, H BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SHAY & NOONAN
ATTN: MICHAEL W. SHAY
37 GREENE ST.
CUMBERLAND MD 21502

Compared and Mailed Delivered C.L.
Heidy Coyle Betty Montelone LIBER 0036 FOLIO 614
TO 110 Washington St Cumb MD
January 11 19 91

11/21/90 at 10:00 m.,

ARTICLES OF INCORPORATION

OF

PROFESSIONAL MACHINES AND DATA SERVICES, INC.

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

FIRST: I, John J. Coyle, Jr., whose post office 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 Professional Machines and Data Services, Inc.

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

To buy, sell, lease, refurbish, repair, service and otherwise maintain computers and other business machines.

To buy, sell, lease, refurbish, modify computer software and to otherwise provide services to businesses; to otherwise undertake activities on behalf of the Corporation to promote the interest of the Company.

FOURTH: The post office address of the principal office of the Corporation in this state is 207 East Main Street, Frostburg, Maryland 21532. The name and post office address of the resident agent of the Corporation in this state is Joe Livingston, 207 East Main Street, Frostburg, Maryland 21532. Said resident agent is an individual actually residing in this state.

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

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the bylaws of the Corporation but shall never be 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 names of the directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are: Joe Livingston.

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

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

EIGHTH: The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of November, 1990, and I acknowledge the same to be my act.

WITNESS:

Faye K Emerick

John J Coyle

JOHN J. COYLE, JR.

7299 0822

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

LIBER 036 FOLIO 617

DOCUMENT CODE 02 Sh BUSINESS CODE _____ COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close V Stock __ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 3P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 145

ATTENTION: John J. Coyle, Jr., Esq.

MAIL TO ADDRESS: _____

LIBER 036 PAGE 618

FILED FOR RECORD
AN 8- 1991 194
O'CLOCK M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE
AND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
PROFESSIONAL MACHINES AND DATA SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
NOVEMBER 21, 1990 10:00 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3119658

ALLEGANY COUNTY

TO THE CLERK OF THE COURT OF

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE , GETTY
& MONTELEONE
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

101C3041649

A 343721

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3288 0819

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONAE VOLVNTATIS TVÆ CORONASTI NOS
1632

AT5-060

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

C.L.

LIBER 036 FOLIO 619 Compared and ~~Marked~~ Delivered

James F. Bradley, Esq.
TO Main St, Frostburg, MD
January 11 ... 19 91.

ARTICLES OF INCORPORATION

11-23-90 9:37A

OF

M/T MORAN TRUCKING, INC.

FIRST: I, Richard B. Moran, whose post office address is 160 Church Street, Westernport, Maryland 21562, being at least eighteen years of age, hereby form a corporation under and by virtue of General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is M/T Moran Trucking, Inc.

THIRD: The post office address of the Corporation in this state is 445 Walnut Street, Westernport, Maryland 21562.

1990 NOV 23 A 9:37

FOURTH: The name and address of the resident agent for the Corporation is Michael T. Moran, 445 Walnut Street, Westernport, Maryland 21562.

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

A. To own, conduct, operate, maintain and carry on a trucking business for the purpose of transporting, passengers, baggage, merchandise and freight of every description.

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GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

B. To enter into such contracts or agreements as may be advisable to bring before the public by advertisement or in any other manner of the advantage which may be secured by the services rendered by the said Corporation.

C. To engage in and carry on any other business which may or can be conducted in connection with any of the aforegoing enumerated lines of business activity, either individually or in any combination thereof.

D. To but, lease, hire, hold, own, improve, mortgage, sell and develop real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

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

F. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade

RASKEY LAW OFFICES P.A.
GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

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

G. 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, 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 hereafter 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 hire and employ agents, servants or employees, and to enter into agreements of employment, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

I. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts or other obligations of such person,

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GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

firm association or corporation.

J. To let concession to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform, and carry out contracts, assignments and arrangements of every kind and charter with any firm, person, association or corporation, or any government or authority or subdivision or agency thereof.

K. To carry on any business whatsoever that this Corporation may deem proper or necessary in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of the Corporation, and to all things specified in the General Corporation Laws of the State of Maryland, and to have the exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect, or may at any time hereafter be amended, and to do any and all things specified in the Federal Corporation Laws of the State of Maryland, and to have and exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect, or may at any time

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GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations.

SIXTH: The Corporation shall have three directors, and Richard B. Moran, Michael T. Moran and Mary Ellen Moran shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total amount of authorized stock of the Corporation is 10,000 shares of common stock of no par value. The stock shall be issued in the following manner:

Richard B. Moran 50% for a total of 5,000 shares

Michael T. Moran 50% for a total of 5,000 shares

Each holder of the said stock shall be entitled to one vote for each share of such stock held by such stockholder.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation, upon the approval of a majority of the stockholders as the same is set out in Paragraph SEVENTH above, reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

IN WITNESS WHEREOF I have signed these Articles

RASKEY LAW OFFICES P.A.
GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

of Incorporation, acting as incorporator, and I acknowledge the same to be my act this 7th day of November, 1990.

ATTEST:

James F. Brashey

Richard B. Moran
RICHARD B. MORAN

STATE OF MARYLAND

ALLEGANY COUNTY, TO-WIT

I HEREBY CERTIFY that on this 8 day of November, 1990, before me, the undersigned officer, personally appeared Richard B. Moran, and acknowledged the aforegoing instrument to be his act and deed.

WITNESS my hand and official seal.

James F. Brashey
Notary Public
My Commission Expires 11/8/92

RASKEY LAW OFFICES P.A.
GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

3299 0997

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA LIBER 0136 FOLIO 625 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	40	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties

Name Change
(New Name)_____
_____
_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____
_____

Code_____

ATTENTION: James F. Brankey, ESQ.

MAIL TO ADDRESS: ~~11~~ 68 E. Main St.
Frostburg, Md. 21532

LIBER 0036 PAGE 626

FILED FOR RECORD
JAN 8 - 1991
AT 9:00 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

ARTICLES OF INCORPORATION
OF
M/T MORAN TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 23, 1990 AT 9:37 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40.00	$ 20.00	$

D3119807

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JAMES F. BRASKEY
68 E. MAIN ST.
FROSTBURY MD 21532

101C3041664

A 343736

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

(Filed and Recorded January 8, 1991 @ 9:00 A.M.)

LIBER 036 PAGE 627

8.

ARTICLES OF INCORPORATION
OF
C R & W Corner Tavern, INC.

11-26-90 8:26A

WE, the undersigned a resident of the State of Maryland, and of the State of West Virginia, and each being twenty-one of age or more, do hereby associate ourselves together for the purpose of forming a corporation under the general laws of the State of Maryland.

1990 NOV 26 A 8:26

FIRST

The name of the Corporation shall be:

C R & W CORNER TAVERN, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

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:

1. To Introduce, erect, operate, manage, maintain, and carry on a restaurant and bar business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage a restaurant, a bar, eating houses, cafes, or places of entertainment, and generally to do and perform everything

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

CL.

Compared and ~~Mailed~~ Delivered
Paul W. Barnett, Esq.
TO 234 Baltimore Ave, Cumb MD
January 11 ... 19 91.

necessary for carrying out the aforesaid purposes; to buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and alcoholic beverages and food products of every class and description, fresh, canned, preserved, or otherwise; and to prepare and serve all food, beverages, and other preparations and refreshments of all kinds.

2. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, agency thereof, documents of title, and accompanying rights, and every other kind and character of

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company of others.

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

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or government or authority or subdivision or agency thereof.

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Maryland Annotated Code Section C&A 2-103, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

FOURTH

The Post Office Address of the principal office of the corporation in this state is:

Rt.#9, Box 239
Cumberland, Maryland 21502

The Resident Agent of the corporation is:

Charles M. Little
Rt.#9, Box 239
Cumberland, Maryland 21502

Said Agent is a citizen of the State of Maryland, and actually resides therein.

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

FIFTH

The total number of shares which the Corporation has authority to issue is One Thousand (1000), shares, without par value, all of one class.

SIXTH

The number of directors of the Corporation shall be Three (3) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than (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:

CHARLES M. LITTLE
Rt.#9, Box 239
Cumberland, Maryland 21502

RONALD C. ISER
4 Carpenter Ave.
Ridgeley, W.Va. 26753

WANDA L. ISER
4 Carpenter Ave.
Ridgeley, W.Va. 26753

SEVENTH

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 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

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

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.

EIGHTH

These Articles of Incorporation may be amended in any particular by a two-thirds (2/3) vote of the entire Board of Directors, provided 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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this _____ day of _____, 1990 and severally acknowledge same to be our act.

_____ Charles M Little SEAL
WITNESS CHARLES M. LITTLE

_____ Ronald L Iser SEAL
WITNESS RONALD L. ISER

_____ Wanda L Iser SEAL
WITNESS WANDA L. ISER

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MH LIBER 036 FOLIO 633 BUSINESS CODE 03 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	22	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties

Name Change
(New Name)_____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

_____

Code_____

ATTENTION: Paul W. Barnett, ESQ.

MAIL TO ADDRESS: Barnett + Barnett
234 Baltimore Ave.

FILED FOR RECORD
JAN 8 - 1991
AT 9:20 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. 036 FOLIO 634
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND. AND COM-
PARED BY
CLERK

LIBER 036 PAGE 634

ARTICLES OF INCORPORATION
OF
C R & W CORNER TAVERN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 26, 1990 AT 8:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 22.00	$ 20.00	$

D3121274

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BARNETT & BARNETT
ATTN: PAUL W. BARNETT, ESQUIRE
234 BALTIMORE AVENUE
CUMBERLAND MD 21502

103C3042054

A 343504

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3289 1214
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

(Filed and REcorded January 8, 1991 @ 9:00 A.M.)

LIBER 036 FOLIO 635

8.

ARTICLES OF INCORPORATION 11-26-90 9:08A

OF

ST. JOSEPH'S CEMETERY INC.
(NOT FOR PROFIT)

FIRST: I Thomas C. Stakem, whose address is Post Office Box 24, Midland Maryland 21542, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is ST. JOSEPH'S CEMETERY INC.

THIRD: The post office address of the corporation is P.O. Box 1, Midland, Maryland 21542.

FOURTH: The name and address of the resident agent for the Corporation is James F. Braskey, 68 East Main Street, Frostburg, Maryland 21532.

FIFTH: Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code.)

SIXTH: The purposes for which the Corporation is

BRASKEY LAW OFFICES P.A.
GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

Compared and ~~Mailed~~ Delivered
James Braskey, Esq.
TO 68 Main St, Frostburg MD
January 11 19 91

organized are:

(a) To operate a cemetery, burial ground or place of sepulture.

(b) To purchase and sell real estate for burial purposes only.

(c) To establish, lay out, improve, equip, construct, conduct and maintain cemeteries, mausoleums, vaults, chapels and other necessary buildings and improvements for the burial, cremation and care of the remains of the dead.

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

RASKEY LAW OFFICES P.A.
GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

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 any 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:

Patricia A. Stewart
Eugene A. Cesnick
Rev. William J. Moody

TENTH: Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax

RASKEY LAW OFFICES P.A.
GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

code) or shall be distributed to the Federal government, or to a state or local government, for a public purpose. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

ELEVENTH: 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 Section 501(c)(3) purposes.

TWELFTH: 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, or in opposition to, any candidate for public office. Nothwithstanding any other provision of

RASKEY LAW OFFICES P.A.
GRANTSVILLE MARYLAND
FROSTBURG MARYLAND

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 section of any future Federal tax code) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

THIRTEENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF I have signed these Articles of Incorporation this 15th day of November, 1990, and I acknowledge the same to be my act.

WITNESS:

James F. Binkley — Thomas C. Stakem (SEAL)
Thomas C. Stakem

RASKEY LAW OFFICES P.A.
GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

3289 0998

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MN LIBER 0136 FOLIO 640 BUSINESS CODE 04 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	20	2 Certified Copy 5 ✓
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name)_____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

_____

Code_____

ATTENTION: James F. Braskey Esq.

MAIL TO ADDRESS: Braskey Law Offices
144 Main St
P.O. Box 360
Centreville, Md.
21636

TOTAL FEES 60

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMT

LIBER 036 FOL 641

FILED FOR RECORD
JAN 8 - 1991
AT 9:02 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. C&P FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
ST. JOSEPH'S CEMETERY INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 26, 1990 AT 9:08 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3120805

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BRASKEY LAW OFFICE, P.A.
ATTN: JAMES F. BRASKEY, ESQ.
144 MAIN STREET
P. O. BOX 360

C.L.

Compared and Mailed/~~Returned~~
Sarland D. Whitacre, CPA
TO 113 Natl. Hwy. LaVale, MD
February 7 .... 19 91.

LIBER 0836 PAGE 642

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT
11/30/90 at 8:20 m.

(Filed and Recorded February 7, 1991 @ 10:45 A.M.)

WHITACRE, FIKE AND ASSOCIATES, P.A.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Articles of Incorporation of Whitacre, Fike and Associates, P.A., a Maryland corporation, having its principal office at 113 National Highway, LaVale, Allegany County, Maryland, are hereby amended by striking out Section 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:

WHITACRE AND FIKE, P.A.

SECOND: That the Directors of the Corporation at a meeting duly convened and held on November 26, 1990 advised the amendment of the Articles of Incorporation hereinabove set forth by passing a resolution declaring that said amendment is advisable, and directed that action be taken thereon at a Special Meeting of the stockholder of the Corporation to be held at the principal office of the Corporation, 113 National Highway, LaVale, Allegany County, Maryland 21502, at noon on November 26, 1990.

THIRD: That the Special Meeting of the stockholder of the Corporation was called by the Director of the Corporation as aforesaid and duly warned in the manner provided by law, and said meeting was held at the principal office of the Corporation in LaVale, Allegany County, Maryland on November 26, 1990, and at said meeting the sole stockholder duly adopted the amendment of the Articles of Incorporation of the Corporation hereinabove set forth.

03-016213

3291 1127

IN WITNESS THEREOF, the President of Whitacre, Fike and Associates, P.A. has affixed his signature this 27th day of November, 1990 and attested by the Secretary, and the said President and Secretary have further acknowledged these Articles of Amendment for and on behalf of the said Corporation.

Garland W. Whitacre
Garland W. Whitacre, President

Harold E. Fike Jr.
Harold E. Fike, Jr., Secretary

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 27th day of November, 1990, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Garland W. Whitacre and Harold E. Fike, Jr. and acknowledged the aforegoing Articles of Amendment to be their respective act.

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

Trudy J. Whitacre
Trudy J. Whitacre, Notary Public

My Commission Expires: July 18, 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

MA LIBER 0036 . 644

DOCUMENT CODE 09A BUSINESS CODE 06 COUNTY 51

D3107331 ✓ P.A. ___ Religious ___ Close ___ Stock ___ Nonst[redacted]

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	____	Organ. & Capitalization
61	____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	8	1 Certified Copy 2
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
76	____	Certificate of Merger/Transfer
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

TOTAL FEES 28

Name Change
(New Name) Whitacre And Fike, P.A.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Harland W. Whitacre, CPA

MAIL TO ADDRESS: 113 Orlando Hgwy. Davie, FL 3[redacted]

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

2291 1129

LIBER 0036 PAGE 645

FILED FOR RECORD
FEB 7 - 1991
AT 12:45 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

ARTICLES OF AMENDMENT
OF
WHITACRE, FIKE AND ASSOCIATES, P.A.
CHANGING ITS NAME TO:
WHITACRE AND FIKE, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 30, 1990 AT 8:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D3107331

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GARLAND W. WHITACRE, CPA
113 NATIONAL HIGHWAY
LA VALE MD 21502

109C3045614

A 344588

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3291 1125

LIBER 036 FOLIO 646

(Filed and Recorded February 7, 1991 @ 10:45 A.M.)

12/3/10 ... 2126 ...m..

ARTICLES OF INCORPORATION
OF
CAMPBELL-GATEWAY INSURANCE AGENCY, INC.

I, THE UNDERSIGNED, Catherine M. Lyczko, whose post-office address is 123 North Wacker Drive, 28th Floor, Chicago, Illinois 60606, being at least eighteen years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, and as Incorporator with the intention of forming a corporation, does hereby set forth the following:

FIRST: The name of the corporation is:

Campbell-Gateway Insurance Agency, Inc.

SECOND: The corporation is formed for the purpose of transacting any and all lawful business for which corporations may be organized under the Maryland General Corporation Law, as amended, including but not limited to the business of an insurance agency.

THIRD: The post-office address of the principal office of the corporation in this State is:

Route 53, Winchester Road
Cumberland, Maryland 21502

The name and post office address of the individual resident agent of the corporation in this State is:

Lawrence L. Campbell
917 Braddock Road
Cumberland, Maryland 21502

FORTH: The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) common shares without par value, all of one class.

FIFTH: The number of Directors of the corporation shall be one (1), which may be changed in accordance with the bylaws of the corporation and in accordance with applicable law. So long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Lawrence L. Campbell

SIXTH: The duration of the corporation shall be perpetual.

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

#3378439

Dated this 29th day of November, 1990

C.L.

Compared and Mailed ~~Delivered~~
AON Corp. Attn: Catherine M. Lyczko
TO 123 N. Wacker Dr. Chicago IL 60606 92 :8 A 3- DEC 1990
February 7, 1991

Catherine M Lyczko
Catherine M. Lyczko

3290 0748

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA LIBER 0036 FOLIO 647 BUSINESS CODE 03 COUNTY 51

_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	7	1 Certified Copy 1
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 47

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: JMT

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Catherine
Lyon

MAIL TO ADDRESS: Lyon
Corporation
123 North
Wacker Drive
Chicago, Ill
60606

NOTE: Copy made

3290 0749

LIBER 0336 PAGE 648

FILED FOR RECORD
FEB 7 - 1991
AT 10:45 O'CLOCK A.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]

ARTICLES OF INCORPORATION
OF
CAMPBELL-GATEWAY INSURANCE AGENCY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 3, 1990 AT 8:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3125028

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
AON CORPORATION
ATTN: CATHERINE M. LYCZKO
123 NORTH WACKER DRIVE
CHICAGO IL 60606

107C3045270

A 344274

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3290 0747
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 036 PAGE 649

(Filed and Recorded February 7, 1991 @ 10:45 A.M.)

Compared and Mailed Released
Norman Smith, Jr.
TO 350 Hawthorne Rd.
Keyser, WV
February 7 1991

ALLEGANY TRANSPORTATION SERVICES, INC.

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION

12-3-90 8:53a

FIRST: That the undersigned, NORMAN L. SMITH, JR., whose post office address is 350 Hawthorne Road, Keyser, Mineral County, West Virginia 26726, being at least Eighteen (18) years of age, does hereby form a Corporation under and by virtue of the general laws of the State of Maryland.

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

ALLEGANY TRANSPORTATION SERVICES, INC.

DEC -3 A 8:

THIRD: That the Corporation shall be a Close Corporation as authorized by Title 4 of the Corporation and Associations Article of the Annotated Code of Maryland.

FOURTH: That the purpose for which the Corporation is formed are as follows:

(a) To lease and operate an automobile rental, limousine and chauffeur service and conduct related business of every nature and description which may be conveniently or advantageously handled in conjunction with the aforegoing business.

(b) To enter into such contracts or agreements as may be advisable, to bring before the public by advertisement or in any other manner of the advantage which may be secured by the services rendered by the Corporation.

(c) To purchase, to receive by way of gift, grant or loan, subscribe for, invest in and all other ways acquire, lease, possess, maintain, handle, own, hold for investment or otherwise

03378481

use, enjoy, exercise, operate, manage, conduct, perform, contract in respect of, trade and deal in, sell, exchange, let, lend, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, and in all other ways deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, chose 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 aforegoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation; and to do all things 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 along or in connection with other persons, firms, associations or corporations.

FIFTH: That the post office address of the principal office of the Corporation is 12522 Todd Drive, Cresaptown, Allegany County, Maryland 21502. That the name and post office address of the Resident Agent of the Corporation is Richard J. Graham, Jr., 614 Wellington Lane, Cumberland, Allegany County, Maryland 21502. Said Resident Agent is an individual actually residing in the State of Maryland.

SIXTH: That the total number of shares of capital stock which the Corporation has authority to issue in One Thousand (1000) shares of the par value of One Hundred Seventy-Five Dollars ($175.00) a share, all of one class, and having an aggregated par value of One Hundred Seventy-Five Thousand Dollars ($175,000.00).

3290 1555

SEVENTH: After the completion of the organization meeting of

the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are, NORMAN L. SMITH, Jr. and JANET B. SMITH.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation on this 30th day of November 1990, and I acknowledge the same to be my act.

Norman L. Smith Jr.
NORMAN L. SMITH, JR.

3290 1556

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA LIBER 0136 FOLIO 0652 BUSINESS CODE 03 COUNTY 51

_____ ___ P.A. ___ Religious ___✓ Close ___✓ Stock ___ Nonsto[redacted]

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	35	Expedited Fee
20	25	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	8	Foreign Name Registration
13	(	Certified Copy 3p
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
___	_____	Other _____
	_____	Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

_____

Code _____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: _____

Norman Smith Jr
350 Hawthorne Rd
Keyser WVa 2672[redacted]

_____

_____

TOTAL FEES 63

___✓ Check _____ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: JPO

3290 1557

LIBER 0336 PAGE 653

FILED FOR RECORD
FEB 7 - 1991
AT 10:55 O'CLOCK A M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
ALLEGANY TRANSPORTATION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 3, 1990 AT 8:53 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 35.00	$ 20.00	$

D3125382

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
NORMAN SMITH, JR.
350 HAWTHORNE RD.
KEYSER WV 26726

108C3045377

A 344376

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3290 1553
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 0386 1654

Compared and Mailed ~~Delivered~~
Debra Lynn Baird
TO 571 Patterson Ave.
Cumb MD
February 7 19 91

(Filed and Recorded February 7, 1991 @ 10:45 A.M.) 12-11-90 12:45

COMMUNITY TRANSITIONS, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned Debra Lynn Baird, whose post office address is 571 Patterson Avenue, Cumberland, MD 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 Community Transitions, Inc.

THIRD: The purpose for which the Corporation is formed is as follows: to provide services to adults who are developmentally disabled.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 571 Patterson Avenue, Cumberland, Allegany , 21502. The name and post office address of the resident agent of the Corporation in Maryland are Debra Lynn Baird, 571 Patterson Avenue, Cumberland, Maryland 21502.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be eight 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 meeting or until their successors are duly chosen and qualified is Debra Lynn Baird.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and members: none.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on December 11, 1990, and severally acknowledge the same to be my act.

Debra Lynn Baird
Debra Lynn Baird

7293 0407

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Q LIBER 0136 FOLIO 655 BUSINESS CODE 4 COUNTY 51

#_____ _____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Non stock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Debra Lynn Baird
571 Patterson Ave.
Cumberland, Md. 21502

TOTAL FEES 70

✓ Check ___ Cash

___ Documents on ___ checks

NOTE:
acct mell.

APPROVED BY: JMT

3293 0409

LIBER 0136 PAGE 656

FILED FOR RECORD
FEB 7 - 1991
AT 10:45 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PUTED BY

ARTICLES OF INCORPORATION
OF
COMMUNITY TRANSITIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 11, 1990 AT 12:45 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3130390

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DEBRA LYNN BAID
571 PATTERSON AVE.
CUMBERLAND MD 21502

115C3046171

A 345130

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3297 0406

Compared and ~~Mailed~~ Delivered C.L.
Hidey, Coyle, Setty & Monteleone
TO 110 Washington St. Cumb. MD
February 7 1991 LIBER 0036 FOLIO 657

(Filed and Recorded February 7, 1991 @ 10:45 A.M.)

APPROVED FOR TRANSFER
12-17-90 at 8:24 A.M.

ARTICLES OF INCORPORATION

HUBER, MICHAELS & CO.

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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is HUBER, MICHAELS & CO.

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

(1) To engage in the general practice of public accountancy; and to engage in any other lawful purpose and business.

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

1990 DEC 17 A 8:24

FOURTH: The post office address of the principal office of the Corporation in this State is 110 Centre Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are Edward G. Huber, Jr., Rt. 3 Box 135 EE, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

03518493 3294 1040

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 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 then 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: Edward G. Huber, Jr. and Timothy P. Michaels.

SEVENTH: Except as may otherwise by 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of such stock.

(3) 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 demand and receive payment of the face value of his stock.

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.

(4) Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

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

(e) 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; and

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of December, 1990, and I acknowledge the same to be my act.

WITNESS:

Tracey J Holdsworth

W. STEVENS HIDEY (SEAL)

3294 1042

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA. LIBER 0036 FOLIO 661 BUSINESS CODE 03 COUNTY 51

[redacted] #_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code 145

ATTENTION: J. Stevens Hickey

MAIL TO ADDRESS:_____

TOTAL FEES 50

✓ Check ___ Cash NOTE:

___ Documents on ___ checks

APPROVED BY: SMH

3294 1044

LIBER 0336 PAGE 662

FILED FOR RECORD
FEB 7 - 1991
AT [illegible] O'CLOCK [illegible] M
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
HUBER, MICHAELS & CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND **DECEMBER 17, 1990** AT **8:24** O'CLOCK **A.** M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3132628

TO THE CLERK OF THE COURT OF **ALLEGANY COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE , GETTY
& MONTELEONE
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

118C3046572

A 345459

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3294 1039
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

(Filed and Recorded February 7, 1991 @ 10:45 A.M.)

C.J.

Compared and ~~Mailed~~ Delivered
Skidmore & Wilkinson
TO 100 S. Liberty St. Cumb MD
February 7 1991

12/18/90 at 3:00 m.

LIBER 0036 FOLIO 663

ARTICLES OF INCORPORATION

OF

LIBERTY-EAGLE ENTERPRISES, INC.

FIRST: I, H. GREGORY SKIDMORE, whose post office address is 100 South Liberty Street, Cumberland, Maryland 21501-1379, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland, including the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation ("Corporation") is LIBERTY-EAGLE ENTERPRISES, INC.

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

(1) To engage in the business of buying and selling automobiles and automobile trucks and parts, supplies and accessories related thereto, and renting and repairing automobiles and automobile trucks.

(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 Route 36, Corriganville Road (Post Office Box 1682), Cumberland, MD 21502. The name and post office address of the resident agent of the Corporation in Maryland is H. Gregory Skidmore, 100 South Liberty Street, Cumberland, Maryland 21501-1379. Said resident agent is a citizen of Maryland and actually resides in Maryland.

3294 1947

12/18/90 14:47 003

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: Frederick Ernest Timbrook and Fay Edward Leydig.

SEVENTH: Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class 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 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of December, 1990, and I acknowledge same to be my act.

WITNESS:

Debra A Miller

H. GREGORY SKIDMORE

3294 1949

12/18/90 14:48 005

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 M.A. LIBER 036 FOLIO 666 BUSINESS CODE 03 COUNTY 51

___ P.A. ___ Religious ___ Close ✓ Stock ___ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code ____

ATTENTION: _____

MAIL TO ADDRESS:
Studmore - Fulkerson
995 Liberty St.
Cumberland, MD 21502

TOTAL FEES 99

✓ MC ___ Check ___ Cash ___ Documents on ___ checks

APPROVED BY: A

NOTE: CERTIFIED COPY MADE

FAX

3294 1350

LIBER 0136 PAGE 667

FILED FOR RECORD
FEB 7 - 1991
AT 10:45 O'CLOCK A M
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE
LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
LIBERTY-EAGLE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 18, 1990 AT 3:00 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3133196

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAVE BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SKIDMORE-WILKSON
100 S. LIBERTY ST.
CUMBERLAND MD 21502

119C3046737

A 345605

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3294 184
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 036 668

(Filed and Recorded February 7, 1991 @ 10:45 A.M.)

12-19-90 2:15 P

Compared and Mailed Delivered
Gorman E. Getty III
TO 110 Washington St. Cumberland
February 7 19 91

ARTICLES OF INCORPORATION
OF
W. H. ROSS & ASSOCIATES, INC.

9

THIS IS TO CERTIFY:

FIRST: I, Gorman E. Getty, III, whose post office address is 110 Washington Street, Post Office Box 839, 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:

W. H. ROSS & ASSOCIATES, 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 carry on and conduct any and every kind of rental and sale of all nature of equipment, including, without limitation, general contracting and construction equipment.

3295 1042

(3) To engage in the sale, construction or brokerage of real property, both in and outside of this State; and to engage in any other lawful purpose and business.

(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 110 Washington Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are Gorman E. Getty, III, 110 Washington Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of Directors of the Corporation shall be three (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

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

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

3295 1047

The name of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are: Gorman E. Getty, III.

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

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

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

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Char-

3295 1044

ter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affecting shall not be entitled to demand and receive payment of the face value of his stock.

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 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 cause 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 no parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this _____ day of December, 1990, and I acknowledge the same to be my act.

3295 1045

WITNESS:

Vicki A Shockey _____ (SEAL)
GORMAN E. GETTY, III

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 18th day of December, 1990, 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 within and aforegoing Articles of Incorporation to be his act and deed.

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

Vicki A Shockey
NOTARY PUBLIC

My Commission Expires:
October 1, 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

LIBER 0036 FOLIO 674

DOCUMENT CODE 0250 BUSINESS CODE 03 COUNTY 51

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Non stock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	12	1 Certified Copy 6
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

_____

_____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code 145

ATTENTION: Norman C. Getty III

MAIL TO ADDRESS: _____

TOTAL FEES 52

✓ Check ____ Cash

NOTE: Copy made

____ Documents on ____ checks

APPROVED BY: JmT

3295 1049

LIBER 0336 PAGE 675

FILED FOR RECORD
FEB 7 - 1991
AT 10:45 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

ARTICLES OF INCORPORATION
OF
W. H. ROSS & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 19, 1990 AT 2:15 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3134582

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE , GETTY
& MONTELEONE-GORMAN E. GETTY, III
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

121C3046927

A 345767

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3295 1041

(Filed and Recorded February 7, 1991 @ 10:45 A.M.)

036 676

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORDING

12/20/90 at 8:20 A.M.

C.T.

Compared and Mailed ~~Delivered~~

David R. Killander

TO 1109 Bedford St. Cumb MD

February 7, 1991

1990 DEC 20 A 8:20

BEDFORD STREET AUTOMOTIVE, INC.

(a close corporation under Title 4)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, David R. Killander, whose post office address is 55 Oak Terrace, LaVale, Maryland, 21502, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

BEDFORD STREET AUTOMOTIVE, 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 said Corporation is formed and the business to be carried on is as follows:

(a) To repair, clean and recondition automobiles and provide repair parts for such.

(b) To hire and employ agents, servants and employees, and to enter into agreements of employment, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

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

3295 1201

(d) To let concession to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(e) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in the General Corporation Law of the State of Maryland, and to have and exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may, at any time, hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as to each object expressed and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1109 Bedford Street, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation is David R. Killander, 55 Oak Terrace, LaVale, Maryland, 21502. Said resident agent is a citizen of Maryland, and actually resides therein.

SIXTH: Total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares, having no par value, all of one class.

3295 1202

SEVENTH: The Corporation shall have two (2) Directors whose names are David R. Killander and Keith B. Killander, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

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

(a) The Corporation and its Stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a close corporation under the Title "Close Corporations" of The Corporations and Associations Article of the Annotated Code of Maryland, as existing on the 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 Bylaws of the Corporation shall as such constitute a stockholders' agreement specially authorized by Section 4-401 under said Title, unless such provisions specifically states that it shall be deemed to be such a stockholders' agreement.

(b) The stockholders of the Corporation are hereby empowered to authorize, by unanimous action, the issuance, from time to time, of shares of its stock, for such consideration as said stockholders may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation and/or the laws of the State of Maryland.

(c) In the absence of fraud, no contract or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the stockholders of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and any stockholders, individually, or any firm of which any stockholders may be a member, may be a party to, or may be otherwise interested in, and contract, agreement or other transactions of the Corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the stockholders of the Corporation or a majority thereof. Upon such disclosure or the

3295 1207

existence of such knowledge, such stockholder who is so interested, may be counted in determining the existence of a quorum at any meeting of the stockholders at which any such contract or other transaction may be entered into or authorized, and said stockholder may vote at such meeting to enter into or authorize any such contract, agreement or other transaction with the same force and effect as if no such relationship or interest existed.

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

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acting as the Incorporator, and I acknowledge the same to be my act on this 10th day of December, 1990.

WITNESS:

Myra Hall

David R. Killander (SEAL)
David R. Killander

STATE OF MARYLAND
ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 10th day of December, 1990 before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared David R. Killander and he acknowledged the aforegoing instrument of writing to be his act and deed.

WITNESS, my hand and Notarial Seal.

Rudy Whitacre
Notary Public

My Commission Expires: July 18, 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 602 LIEU 036 680 BUSINESS CODE 03 COUNTY 51

___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	10	1 Certified Copy 4
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
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84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: David R. Killander

MAIL TO ADDRESS: 1109 Bedford Street
Cumberland, MD
21502

TOTAL FEES 50

✓ Check ____ Cash

NOTE: Copy provided

____ Documents on ____ checks

APPROVED BY: RM

3295 1205

LIBER 0336 PAGE 681

FILED FOR RECORD
FEB 7 - 1991
AT 12:45 O'CLOCK PM
AND SAME DAY RECORDED IN
LIBER NO. 0336 FOLIO 681
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
BEDFORD STREET AUTOMOTIVE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 20, 1990 AT 8:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3134848

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DAVID R. KILLANDER
1109 BEDFORD STREET
CUMBERLAND MD 21502

121C3046953

A 345793

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2295

C.L.

Compared and Mailed (Filed and Recorded February 7, 1991 @ 10:45 A.M.)

Ernest Lindell Keller
TO Rt.1 Box 33-A Mt. Savage
February 7 1991

0336 652

ERNIE KELLER MINISTERIES INCORPORATED

ARTICLES OF INCORPORATION 12-24-90

8.48A

FIRST

THE UNDERSIGNED, ERNEST LINDELL KELLER JR., WHOSE POST OFFICE ADDRESS IS RT.1 BOX 33-A MOUNT SAVAGE, ALLEGANY COUNTY, MARYLAND, 21545, BEING AT LEAST 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: ERNIE KELLER MINISTERIES INCORPORATED.

THIRD

THE PURPOSE FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

1) TO CARRY THE MESSAGE OF SALVATION TO THE WORLD BY MEANS OF EVANGELISM THROUGH PERSONAL APPEARANCES OF THE CORPORATE PERSONNEL, RADIO, TELEVISION AND ANY OTHER APPROPIATE MEDIA, AND TO OBEY IN OUR CAPACITY THE GREAT COMMISSION ACCORDING TO MATTHEW 28:19, MARK 16:15-20 AND ACTS 1:8 IN THE WORD OF GOD.

2) TO DO ANYTHING PERMITTED A NON-PROFIT CORPORATION BY THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND AND OTHER LAWS OF MARYLAND.

FOURTH

THE POST OFFICE ADDRESS OF THE PRINCIPLE OFFICE OF THE CORPORATION IN MARYLAND IS: RT 1 BOX 33-A MOUNT SAVAGE, ALLEGANY COUNTY, MARYLAND, 21545. THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT IN MARYLAND IS: ERNEST LINDELL KELLER, RT 1 BOX 33-A, MOUNT SAVAGE, ALLEGANY COUNTY, MARYLAND, 21545.

FIFTH

THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITOL STOCK.

SIXTH

THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE FOUR(4), WHICH SHALL BE INCREASED OR DECREASED PURSUANT TO THE BYLAWS 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) ERNEST LINDELL KELLER JR., RT 1 BOX 33-A, MOUNT SAVAGE, ALLEGANY COUNTY, MARYLAND, 21545.

2) LOU ANN WAGONER, RT 1 BOX 148, RIDGELEY, MINERAL COUNTY, WEST VIRGINIA, 26753.

3) ROBERT WILLIAM HYDE, 1009 BEDFORD STREET, CUMBERLAND, ALLEGANY COUNTY, MARYLAND, 21502.

4) ROBERT J. OFTEN, RT 1 BOX 33-A, MOUNT SAVAGE, ALLEGANY COUNTY, CALLA HILL, MARYLAND, 21545.

SEVENTH

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, OR OTHER PRIVATE PERSONS, ACCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS AND FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE THIRD HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITES 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 DISTRIBUTING OF STATEMEMTS) ANY POLITICAL COMPAIGN ON BEHALF OF ANY CANIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE OF 1954 (OR THE CORESPONDING 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 CORESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW).

EIGHTH

UNDER DISSOLUTION OF THE CORPORATION, THE BOARD OF TRUSTEES SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION, DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION IN SUCH MANNER, OR TO SUCH ORGAINIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS OR SCIENTIFIC PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW) AS THE BOARD OF TRUSTEES SHALL DETERMINE. ANY SUCH ASSETS NOT DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPLE OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED OR OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

NINTH

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF , I HAVE SIGNED THESE ARTICLES OF INCORPORATION ON AND ACKNOWLEDGE THE SAME TO BE MY ACT.

Ernest Lindell Keller Jr.

ERNEST LINDELL KELLER JR.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MM LIBER 0036 BUSINESS CODE 68504 COUNTY 51

_____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Ernie Keller Ministries, Inc
Rt. 1, Box 33-A
Mount Savage, Md. 21545

TOTAL FEES 40

40 Check ____ Cash

NOTE:

____ Documents on ____ checks

3296 1076

APPROVED BY: A

LIBER 036 PAGE 686

FILED FOR RECORD
FEB 2 - 1991
AT 10:45 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

ARTICLES OF INCORPORATION
OF
ERNIE KELLER MINISTERIES INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 24, 1990 AT 8:48 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3137544

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ERNEST LINDELL KELLER
ROUTE 1, BOX 33-A
MOUNT SAVAGE MD 21545

123C3047329

A 346136

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3296 1072
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

(Filed and Recorded February 7, 1991 @ 10:45 A.M.)

C.L.

Compared and Mailed Delivered

Michael W. Shay, Esq.
TO 37 Greene St. Cumb. MD
February 7.... 19 91.

LIBER 036 FOLIO 687

ARTICLES OF INCORPORATION

OF 12-24-90 8:51 A.m.

ALL AMERICAN AUTO SALES, INC.

THIS IS TO CERTIFY:

FIRST: I, The undersigned, Glenn M. Welsh, whose address is Route 1, Box 335, Westernport, Maryland 21562, being at least 18 years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (hereinafter called the Corporation) is: ALL AMERICAN AUTO SALES, INC.

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

The purpose is for carrying on the business of selling used automobiles and in general to conduct the business of a used automobile sales.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, 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.

FOURTH: Address of the principal office of the corporation in this state is: 445 N. Mechanic St., Cumberland, MD 21502. The name and address of the resident agent of the Corporation in this state is Glenn M. Welsh, Route 1, Box 335, Westernport,

1990 DEC 24 A 8:51

3295 1039

Maryland 21562. Said resident agent is a citizen actually residing in this state.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the laws of the Corporation, but shall never be less than three; provided that:

A. If there is no stock outstanding, the number of directors, may be less than three, but not less than one; and

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

The name of the director who shall act until the first annual meeting, or until his successor is duly chosen and qualified, is Glenn M. Welsh.

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

EIGHT: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of November, 1990.

WITNESS:

B. D. Dean

Glenn M. Welsh

STATE OF West Virginia,

COUNTY OF Marshall, to-wit:

I HEREBY CERTIFY that on this 23rd day of November, 1990, before me, the subscriber, a Notary Public in and for the

state and county aforesaid, personally appeared Glenn M. Welsh and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act.

WITNESS my hand and notarial seal:

My commission expires:

Nov. 16, 1995

Dorothy Rasinella
Notary Public

Notary Public
Official Seal
State of West Virginia
My Commission Expires Nov. 16, 1995
DOROTHY RASINELLA
170 PARKVIEW DRIVE
KEYSER, WV 26726

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MR LIBER 0136 FOLIO 690 BUSINESS CODE 03 COUNTY 51

_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
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13	10	1 Certified Copy 4
56		Penalty
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91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Michael W. Skay, ESQ.

MAIL TO ADDRESS: Skay & Noonan
37 Greene St.
Cumberland, Md. 21502

TOTAL FEES 50

50 Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: A

3296 1041

LIBER 0336 PAGE 691

FILED FOR RECORD
FEB 7 1991 AT 10:45 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

ARTICLES OF INCORPORATION
OF
ALL AMERICAN AUTO SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 24, 1990 AT 8:51 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3137551

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SHAY & MOONAM
ATTN: MICHAEL W. SHAY, ESQ.
37 GREENE ST.
CUMBERLAND MD 21502

123C3047330

A 346137

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3296 1037
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

(Filed and Recorded March 15, 1991 @ 11:30 A.M.) STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

C.L.

Compared and Mailed
ACN Corp. Attn: Catherine M. Lyczko
To 123 N. Wacker Dr., Chicago, IL 60606
March 18, 1991

Liber 1295 Folio 692 APPROVED FOR PAYMENT
12-24-90 at 8:28 A.M.

ARTICLES OF INCORPORATION
OF
PULCHER INSURANCE AGENCY, INC.

I, THE UNDERSIGNED, Catherine M. Lyczko, whose post-office address is 123 North Wacker Drive, 28th Floor, Chicago, Illinois 60606, being at least eighteen years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, and as Incorporator with the intention of forming a corporation, does hereby set forth the following:

FIRST: The name of the corporation is:

Pulcher Insurance Agency, Inc.

SECOND: The corporation is formed for the purpose of transacting any and all lawful business for which corporations may be organized under the Maryland General Corporation Law, as amended, including but not limited to the business of an insurance agency.

THIRD: The post-office address of the principal office of the corporation in this State is:

Route 36, Motor City
Cumberland, Maryland 21502

The name and post office address of the individual resident agent of the corporation in this State is:

Robin L. Hardin
82 Bowery Street, Apt. 3
Frostburg, Maryland 21532

FORTH: The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) common shares without par value, all of one class.

FIFTH: The number of Directors of the corporation shall be one (1), which may be changed in accordance with the bylaws of the corporation and in accordance with applicable law. So long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Clifford R. Pulcher, Jr. 03588009

SIXTH: The duration of the corporation shall be perpetual.

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

Dated this 18th day of December, 1990.

1990 DEC 24 A 8:28

Catherine M. Lyczko
Catherine M. Lyczko

3296 1548

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 51

#_____ _____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	7	1 Certified Copy 1
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Catherine M. Lyczko

MAIL TO ADDRESS:
AON Corporation
123 N. Wacker Dr.
Chicago, Illinois 60606

TOTAL FEES

47 Check ___ Cash

NOTE: Copy made

___ Documents on ___ checks

3296 1549

APPROVED BY: A

liber 1136 page 691

FILED FOR RECORD
MAR 16 1991
AT 2:55 O'CLOCK PM
AND SAME DAY RECORDED IN
LIBER NO. 1136 FOLIO 691
ONE OF THE RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
PULCHER INSURANCE AGENCY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 24, 1990 AT 8:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID	RECORDING FEE PAID	SPECIAL FEE PAID
$ 20.00	$ 20.00	$

D3138518

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
AON CORPORATION
ATTN: CATHERINCE M. LYCZKO
123 N. WACKER DR.
CHICAGO IL 60606

124C3047426

A 346304

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER 3296 FOLIO 154

LIBER 0136 PAGE 695

(Filed and REcorded March 15, 1991 @ 11:30 A.M.)

RECEIVED
'90 DEC 28 PM 1
STATE DEPT. OF
ASSESSMENTS & TAXATION

APPROVED FOR RECORD
12/28/90 at 1:05 p.m.

SOWERS FUNERAL HOME, P. A.

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: We, the undersigned, MARILOU M. SOWERS, 60 W. Main St., Frostburg, Maryland 21532, ALAN M. SOWERS, 67 High St., Frostburg, Maryland 21532, and ERIC W. SOWERS, 60 W. Main St., 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, including the Professional Service Corporation Subtitle of the Corporations and Associations Article of the Maryland Annotated Code as amended.

SECOND: The name of the Corporation (which is hereafter called the Corporation) is SOWERS FUNERAL HOME, P. A..

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 conduct, carry on and engage in the operation of a funeral home and funeral establishment and to practice funeral direction and mortuary science and to engage in any other lawful purpose and business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 60 W. Main St., Frostburg, Maryland 21532. The name and post office address of the resident agent of the Corporation in this State is Alan M.

Compared and Mailed Returned
Sowers Funeral Home
TO ATTN: Marilou M. Sowers
60 W. main St. Frostburg MD
March 18 19 91

03658022 1107

Sowers, 67 High St., Frostburg, Maryland 21532. The resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of capital stock which is the Corporations has authority to issue is FIVE THOUSAND (5,000) shares of no par value.

SEVENTH: The number of directors of the Corporation shall be, three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than 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: **MARILOU M. SOWERS, ALAN M. SOWERS, and, ERIC W. SOWERS.**

EIGHTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, ~~or securities convertible into shares of its stock~~ or any class or classes, whether now or herafter authorized.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of December, 19 90.

WITNESS:

Michael W. Stanley

Marilou M. Sowers (SEAL)
MARILOU M. SOWERS

Alan M. Sowers (SEAL)
ALAN M. SOWERS

Eric W. Sowers (SEAL)
ERIC W. SOWERS

3299 1105

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MARILOU M. SOWERS, ALAN M. SOWERS, and ERIC W. SOWERS, and acknowledged the aforegoing Articles of Incorporation to be their voluntary acts.

WITNESS my hand and official seal this 26th day of December, 1990.

Michael W. Shay
NOTARY PUBLIC

My Commission Expires: Oct 1, 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020 LIBER 0036 PAGE 698 BUSINESS CODE 06 COUNTY 51

____ ____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Non-Stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51	9	Foreign Name Registration
13	1	Certified Copy 3P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		____
		____
76		Certificate of Merger/Transfer
		____
		____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

Name Change
(New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: ____
MARILOU M. SOWERS
Sowers Funeral Home
60 W. MAIN Street
Frostburg, MD
21532

TOTAL FEES 99

✓ Check ____ Cash

____ Documents on ____ checks

NOTE: ack-mail

APPROVED BY: SMH

CERTIFIED COPY MADE 3299 111

LIBER 1136 PAGE 699

FILED FOR RECORD
DEC 28 1990 AT 1:05 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. 1136 FOLIO 699
ONE OF THE
LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
SOWERS FUNERAL HOME, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 28, 1990 AT 1:05 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3141793

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HA
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SOWERS FURNERAL HOME
ATTN: MARILOU M. SOWERS
60 W. MAIN ST.
FROSTBURG MD 21532

128C3040396

A 346815

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3298 1104

LIBER 1356 PAGE 190

(Filed and REcorded March 15, 1991 @ 11:30 A.M.)

cl.

Compared and Mailed
Jack Blomquist
105E.500.30 W. Patrick St...
Frederick, MD 21701
March 18..... 1991...

826a

12/31/90

ARTICLES OF INCORPORATION

OF

NELLIE, INC.

The undersigned, being a natural person and acting as an incorporator, does hereby adopt the following Articles of Incorporation for the purpose of forming a business corporation in the State of Maryland.

FIRST:

1. The name of the incorporator is Nellie J. Deahl.

2. The said incorporator's address is:

214 Knox Street
Cumberland, Maryland 21502

3. The said incorporator is at least eighteen (18) years of age.

4. The said incorporator is forming the corporation named in these Articles of Incorporation under the general laws of the State of Maryland.

1990 DEC 31 A 8:26

SECOND:

The name of the corporation (hereinafter called the "corporation") is NELLIE, INC.

THIRD:

The corporation is formed for the following purpose:

To have all of the powers conferred upon corporations organized under the general laws of the State of Maryland.

FOURTH:

The address of the principal office of the corporation within the State of Maryland is 214 Knox Street, Cumberland, Maryland 21502.

FIFTH:

The name and address of the resident agent of the corporation within the State of Maryland is Nellie Deahl, 214 Knox Street, Cumberland, Maryland 21502.

3297 1561
365820

LAW OFFICES
JACK EDWARD BLOMQUIST
PROFESSIONAL ASSOCIATION
FREDERICK, MD 21701
(301) 663-4700

SIXTH:

1. The total number of shares of stock, which the corporation has authority to issue is 100 , all of which are of a par value of One Dollar ($1.00) each and are designated as Common Stock.

2. The aggregate par value of all the authorized shares of stock is One Hundred Dollars ($100.00).

3. The Board of Directors of the corporation, is authorized, from time to time, to issue any additional stock or convertible securities of the corporation without the approval of the holders of outstanding stock.

4. The Board of Directors of the corporation is authorized, from time to time, to classify or to reclassify, as the case may be, any unissued shares of stock of the corporation.

5. Provisions, if any, governing the restriction on the transferability of any of the shares of stock of the corporation may be set forth in the bylaws of the corporation or in any agreement or agreements duly entered into.

6. Notwithstanding any provisions of the general laws of the State of Maryland requiring a greater proportion than a majority of the votes entitled to be case in order to take or authorize any action, any such action may be taken or authorized upon the concurrence of at least a majority of the aggregate number of votes entitled to be cast thereon.

7. Each share of stock of the corporation shall entitle the holder thereof to a preemtive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of stock of the same class of the corporation or any equity and/or voting shares of stock of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of stock of the same class of the corporation or of equity and/or voting shares of any class of stock of the corporation or for the purchase of any shares of stocks, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of stock of the same class of the corporation or equity and/or voting share of stock of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, services, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares of stock, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case maybe, to

LAW OFFICES
JACK EDWARD BLOMQUIST
PROFESSIONAL ASSOCIATION
[redacted]
FREDERICK, MD 21701
(301) 663 4300

such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares of stock which confer unlimited divident rights and shares of stock which confer unlimited voting rights in the election of one or more directors. No preemptive right shall attach, however, to any such shares issued or issuable pursuant to articles of merger.

SEVENTH:

1. The number of directors of the corporation, until such number shall be changed by the Bylaws of the Corporation is three .

2. The names of the persons who will serve as directors of the corporation until the first annual meeting of stockholders and until their successors are elected and qualify are as follows:

NELLIE J. DEAHL, President
PAUL G. DEAHL, Vice-President
BRENDA COLE, Secretary

3. The initial bylaws of the corporation shall be adopted by the initial directors. Thereafter, the power to adopt, alter, and repeal the bylaws of the corporation shall be vested in the Board of Directors of the corporation.

4. The corporation shall, at the fullest extent permitted by the general laws of the State of Maryland, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said laws from and against any and all of the expenses, liabilities or other matters referred to in or covered by said laws, and indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity and as to action in another capacity while holding such office, and shall continue as to a corporate representative who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representative of such orporate representative.

LAW OFFICES
ACK EDWARD BLOMQUIST
PROFESSIONAL ASSOCIATION
[redacted]
FREDERICK, MD 21701
(301) 663-4300

EIGHTH:

No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, 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 any directors or officers of , such other corporation. Any director of the corporation individually or any firm or association 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 the corporation, provided that the fact they individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the corporation who is also a director of 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 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. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. Any contract, transaction or act of the corporation or of the directors, which shall be ratified by a majority of the votes cast, a quorum of the stockholders being present, at any annual meeting or at any special meeting called for such purpose, shall in so far as permitted by law or by the Articles of Incorporation of the corporation, be as valid or binding as though ratified by every stockholder of the corporation entitled to cast a vote, provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

NINTH:

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the general laws of the State of Maryland at the time enforced may be added or inserted in the manner and at the time presecribed by said laws, and any contract rights at any time conferred upon the stockholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, I have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are my act:

Dated: December 28, 1990

NELLIE J. DEAHL

3297 1564

LAW OFFICES
ACK EDWARD BLOMQUIST
PROFESSIONAL ASSOCIATION
FREDERICK, MD 21701
(301) 663 4300

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 028 LIBER 0036 PAGE 704 BUSINESS CODE 03 COUNTY 51

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Non-Stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
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23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

Name Change (New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Jack Blomquist
#500
30 W. Patrick St.
Frederick, Md 21701

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

3297 1565

APPROVED BY: JW

LIBER 1036 PAGE 705

FILED FOR RECORD
MAR 16 1991
AT 2:00 O'CLOCK PM
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
NELLIE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 31, 1990 AT 8:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3139821

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HA BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JACK BLOMQUIST
STE. 500, 30 N. PATRICK STREET
FREDERICK MD 21701

126C3040018

A 346205

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3297 1560

LIBER 1036 PAGE 706

(Filed and Recorded March 15. 1991 @ 11:30 A.M.)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
1-3-91 @ 9:30

Compared and Mailed Delivered
Hidey, Cayle, Setty & Monteleone
TO 110 Washington St, Cumb MD
March 18 1991

McJEKLEN HOME IMPROVEMENT, INC.

ARTICLES OF INCORPORATION

FIRST: I, Nicholas J. Monteleone, whose post office address is Post Office Box 839, 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 McJeklen Home Improvement, Inc.

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

(1) To engage in the business of general construction and home improvement; to buy and sell all types of hardware, supplies and all types of construction and home improvement materials; and to buy, sell, invest in, mortgage and lease improved and unimproved real estate; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 914 National Highway, LaVale, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are James A. Crosten, 5 Westwood Road, Cumberland, Maryland, 21052. 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.

1004 0071

3299 2402

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: **Edwin W. Crosten, James A. Crosten** and **Richard R. Gornall.**

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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) 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 demand and receive payment of the face value of his stock.

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

3299 3404

any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

IN WITNESS WHEREOF I have signed these Articles of Incorporation this 2nd day of January, 1991 and I acknowledge the same to be my act.

Nicholas J Montalbano

3298 3405

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 WD LIBER 0036 PAGE 709 BUSINESS CODE 03 COUNTY 5/

#_____ ____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 1
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

TOTAL FEES 50

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 145

ATTENTION: Nicholas J. Monteleon

MAIL TO ADDRESS: _____

1 Check ___ Cash NOTE:

___ Documents on ___ checks

3299 2406

APPROVED BY: PCM

LIBER 1036 PAGE 710

FILED FOR RECORD
MAR 14 1991 AT 11:30 O'CLOCK A M.
AND SAME DAY RECORDED IN
LIBER NO. 1036 FOLIO 710
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
CLERK

ARTICLES OF INCORPORATION
OF
MCJEKLEN HOME IMPROVEMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 3, 1991 AT 9:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3143641

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE, GETTY
& MONTELEONE
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

129C3040628

A 347031

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS 1692

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3298 2402
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ATT. OFC.

Compared and ~~Proofed~~ Delivered
John McMullen, Esq.
TO 21 Prospect Sq. Cumb. MD
March 18 1991

LIBER 0336 PAGE 711

(Filed and Recorded March 15, 1991 @ 11:30 A.M.)

ARTICLES OF INCORPORATION

FOR

CUMBERLAND CULTURAL FOUNDATION, INC.

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

1-11-91 2:43p

FIRST: We, the undersigned, ROBERT L. EBERT, 826 Mt. Royal Avenue, Cumberland, Maryland, JOHN J. McMULLEN, 818 Buckingham Road, Cumberland, Maryland, and Edward C. Chapman, 18 Washington, St., Cumberland, MD, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporaters, 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 (which is hereinafter referred to as the "Corporation") is CUMBERLAND CULTURAL FOUNDATION, INC.

THIRD: The post office address of the Corporation is 21 Prospect Square, Cumberland, Maryland 21502. The Resident Agent is John J. McMullen, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502.

FOURTH: The Corporation is organized and shall be operated exclusively as a non-stock, charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as now exist or as they may hereafter be amended ("the Internal Revenue Code") with the following specific purposes and powers:

(A) To lease, purchase or otherwise acquire, maintain, improve, and operate a building for the benefit of cultural and artistic affairs and the general public.

(B) To assist in the coordination of cultural and artistic affairs for the benefit of those engaged in the pursuit of cultural and artistic affairs.

(C) To have and exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes any and all powers conferred upon non-stock corporations by the Maryland General Corporation Law.

FIFTH: The Corporation is not organized for profit, it shall have no capital stock and shall not be authorized to issue capital stock.

3300 1803

10118051

1991 JAN 11 A 2:43

1991 DEC 21 A 8:55

LAW OFFICES
EBERT, McMULLEN,
& GETTY
CUMBERLAND
MARYLAND

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 eleven, 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 a manner, and for such terms, as the By-Laws may provide. The names of the initial members of the Board of Trustees are:

Margaret C. Merrick
Ann L. Gormer
Ronald J. Screen
Edward C. Chapman
John J. McMullen
Robert L. Ebert
Larry D. Boggs

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 and all 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 furtherance of the exempt purpose of the organization 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: 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

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

in or intervene in any political campaign on behalf of any candidate for public office.

In the event of liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, all the assets of the Corporation, after payment of the obligations and liabilities of the Corporation shall be used or distributed, transferred, conveyed, delivered, and paid over to any charitable, educational, or literary organization having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged, and is entitled to exemption, under Section 501(c)(3) 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.

NINTH: 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 the proposed amendments or new By-Laws for the rescinding of existing By-Laws shall be given to each Trustee at least five (5) days prior to the meeting at which said action is proposed to be taken.

(B) No contract or other transaction between this Corporation and 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 interest in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interest shall be disclosed or shall have been known to the Board of Trustees or to a majority thereof; and any Trustee 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 Trustees of this Corporation, which shall authorize any such contract or transaction, and may vote there at to authorize any such contract or transaction.

LAW OFFICES
GEORGE, ROBERT, McMULLEN, FRYE & GETTY
CUMBERLAND
MARYLAND

3300 1805

(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 provisions or requirements for the arrangement or conduct of its business, provided the same shall be consistent with these Articles of Incorporation, to the Laws of the State of Maryland, or to the Laws of the United States.

IN WITNESS WHEREOF, we, the Undersigned incorporaters, have signed these Articles of Incorporation on this 5 day of DECEMBER, 1990, and we acknowledge the same to be our respective act.

WITNESS:

Maria Carrington — Robert L. Ebert

ROBERT L. EBERT
826 Mt. RoyalAvenue
Cumberland, Maryland 21502

Maria Carrington — John J. McMullen

JOHN J. McMULLEN
818 Buckingham Road
Cumberland, Maryland 21502

Maria Carrington — Edward C. Chapman

EDWARD C. CHAPMAN
756 Fayette Street
Cumberland, Maryland 21502

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

3300 1906

LIBER 0336 PAGE 715

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 028 BUSINESS CODE 04 COUNTY 51

____ ____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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21		Recordation Tax
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23		Local Transfer Tax
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

Name Change
(New Name) ____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: John McMullen
21 Prospect Square
Cumberland Md 21502

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

3300 1807

APPROVED BY: JM

LIBER 036 PAGE 716

FILED FOR RECORD
MAR 18 1991 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 COMPARED BY
CLERK

ARTICLES OF INCORPORATION
OF
CUMBRLAND CULTURAL FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 11, 1991 AT 2:43 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3147725

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JOHN MCMULLEN
21 PROSPECT SQ.
CUMBERLAND MD 21502

[redacted]

135C3040429

A 347559

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3300 180
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed C.L.
Franklin Frederick Frey
TO Rt. 3 Box 5 Bedford Rd. Cumb MD LIBER 0036 PAGE 717
March 18 1991.

1-16-91 8:56a

ARTICLES OF INCORPORATION

OF

J.M.F. INCORPORATED

A CLOSE CORPORATION

(Filed and Recorded March 15, 1991 @ 11:30 A.M.)

THIS IS TO CERTIFY:

FIRST: That the subscriber, Bill Lee Smith, whose post office address is 67 Prospect Square, 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 hereafter called the "Corporation") is:

J.M.F. INCORPORATED

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

(a) To 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.

(b) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber of disp;ose of real property wherever situated. Further, to act as either a general or limited partner in any partnership engaged in the activities as aforesaid.

91 MAR 18 A 8:56

(c) To carry on and transact, for itself or for account of

3302 0964

1016824

others, the business of general merchants, general brokers, genera agents, manufacturers, buyers and sellers of, dealers in, importer 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.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchis 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 pa 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.

(e) To apply for, obtain, purchase, or otherwise acquire y 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.

(f) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock, or voting trust certificates of

any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association or ganized 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.

(g) To guarantee the payment of dividends upon any shares 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.

(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 so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure

the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance 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, not[redacted], or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid 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 brances in any or all states, territories, district, colonies, and dependencies in 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

of this state.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration of 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 transactions between 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, 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, 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 Directors of this Corporation and who shall authorize such contract or transactions, 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 Board of Directors and 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 any such surplus or net profits. The Board of 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 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 holder 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, in their discretion may determine, and at such price as the Directors, 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 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 shall have power, subject to any limitations or restriction 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 powrs, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

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

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route ~~3~~ 5, Box ~~3~~ 5, Bedford Road, Cumberland, Maryland, 21502. The resident agent of the Corporation is Franklin Frederick Frey. Said resident agent is a citizen of the State of Maryland and actually resides therein.

3302 0970

Pot RAA

Corrected by with AFF JWS

SIXTH: The Corporation shall have three (3) Directors who shall be Franklin Frederick Frey, Joy Melissa Frey, and Maxine Beverly Frey provided, however, that from and after the Organizational Meeting of the Directors and the issuance of stock at such meeting, that the Corporation 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 without par value.

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 1st day of January, 1991.

WITNESS:

B. Lee Smith

Franklin Frederick Frey (SEAL)
FRANKLIN FREDERICK FREY

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 1st day of January, 1991, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared Franklin Frederick Frey, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal. 3302 097

Pamela J. King
Notary Public

My Commission Expires: July 17, 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA LIBER 0036 PAGE 726 BUSINESS CODE 03 COUNTY 51

_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Non-Stock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	20	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
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76		Certificate of Merger/Transfer
75		Special Fee
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31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Frank Fey
Route 3 Box 5
Bedford Rd
Cumberland Md
21502

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JAS

3302 097

LIBER 0336 PAGE 727

FILED FOR RECORD
MAR 5 1991
AT 10:00 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. 0336 FOLIO 727
OF THE RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
J.M.F. INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 16, 1991 AT 8:56 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3150638

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
FRANKLIN FREDERICK FREY
ROUTE 3, BOX 5
BEDFORD ROAD
CUMBERLAND MD 21502

138C3040888

A 348154

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

3302 0963

Compared and Mailed ~~Delivered~~ (Filed and Recorded March 15, 1991 @ 11:30 A.M.)

Paula Grimm
TO 516 Regina Ave Cumb MD
March 18 1991

LIBER 0036 PAGE 728

RECEIVED
'91 JAN 8 AM 8 40
STATE DEPT. OF
ASSESSMENTS & TAXATION

1/16/91 at 2:55 p.m.

ARTICLE OF INCORPORATION

OF

SAINTS LIGHT WEIGHT FOOTBALL TEAM AUXILIARY, INC.

FIRST: We, the undersigned, Paula Grimm, 516 Regina Avenue, Cumberland, Maryland; Gregory Stein, 427 Chestnut Street, Cumberland, Maryland; and John M. Robb, Jr., 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:

SAINTS LIGHT WEIGHT FOOTBALL TEAM AUXILIARY, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a nonstock, charitable and educational organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, and its regulations as now exist or as they may hereafter be amended ("The Internal Revenue Code") with the following specific purposes and powers:

a) To organize an association of supporters and boosters and all other interested persons to encourage the athletic, educational and cultural growth of its members and the communities located in the Appalachian area of Western Maryland and the bordering counties of Pennsylvania and West Virginia.

b) To improve, through education, the quality of sportsmanship in this area; to provide opportunities for individuals to develop character by emphasizing sportsmanship [redacted]

'91 JAN 16 P 2:55

John M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

[redacted]

1016853

athletic competition, to provide workshops for the development and improvement of sportsmanship and character; to stimulate growth in youth of the community while upholding the highest standards of excellence; to develop public awareness of the youth football program; to encourage individuals to share ideas and enthusiasms; to foster the spirit of the area; and to promote honesty, integrity and fair play.

c) To acquire, receive by gift, devise, purchase, or otherwise own property, real or personal, necessary to the operation of the Corporation, provided there is no conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

d) To establish, maintain and operate programs and facilities to benefit the athletic, educational 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 athletic, 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 the State of Maryland is 516 Regina Avenue, Cumberland, Maryland 21502; and the resident agent of said corporation being Paula Grimm, 516 Regina Avenue, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation is not organized for profit, it shall have no capital stock 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 the Board of Trustees. The number of Trustees shall be three 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 such terms as the By-Laws may provide. The names of the initial trustees are Jenny Apsey, Anna Stinson, and Leslie Witte, which said trustees shall serve until their successors are duly elected.

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 from 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 offi[redacted].

John M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

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 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 any one or more domestic or foreign corporations or associations having a similar or analogous character or purpose as may be selected by the affirmative vote of a majority of the Trustees of Corporation entitled to vote thereon, provided, however, that any transferee corporation or association shall qualify under the provisions of Section (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 rescinding 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

M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

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 be known to the Board of Trustees or a majority thereof; and any trustees 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.

c) Nothwithstanding 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, be 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 _____ day of November, 1990, and we acknowledge the same to be our respective act.

Paula Grimm
PAULA GRIMM

Gregory Stein
GREGORY STEIN

John M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

3302 08

JOHN M. ROBB, JR.

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT;

I HEREBY CERTIFY, That on this 4th day of January, 1991 before me, the subscriber, a Notary Public of the State of Maryland, County aforesaid, personally appeared John M. Robb, Jr., Paula Grimm and Gregory Stein satisfactorily made known to me and acknowledge the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS, my hand and Notarial Seal.

My Commission Expires: 4 1 91

NOTARY PUBLIC

ALL

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

MA

DOCUMENT CODE 02 LIBER 0136 FOL 734 BUSINESS CODE 04 COUNTY 57

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Non-Stock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__		Other _____
		Other _____

Name Change
(New Name) _____

_____

_____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Paula Grimm
516 Regina Ave
Cumberland Md [redacted]
21502

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JS

3302 086

LIBER 436 PAGE 735

HAD FOR RECORD
MAR 1 1991 19
AT 10:00 O'CK A.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COMPARED BY

ARTICLES OF INCORPORATION
OF
SAINTS LIGHT WEIGHT FOOTBALL TEAM AUXILIARY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 16, 1991 AT 2:55 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3150430

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HA BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
PAULA GRIMM
516 REGINA AVE.
CUMBERLAND MD 21502

138C3040868

A 348137

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3302 0855

C2.

Compared and ~~Recorded~~ Delivered
John J. Coyle, Jr. Esq.
2010 Washington St, Cumb. MD
March 18, 1991

LIBER 0136 FOLIO 736

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
1-24-91 at 8:21 A.m.

GRAFF, HODGES & KELLERMEYER, P.A.

ARTICLES OF AMENDMENT

(Filed and Recorded March 15, 1991 @ 11:30 A.M.)

Graff, Hodges & Kellermeyer, P.A., a Maryland corporation having its principal office at Memorial Hospital, Cumberland, Maryland 2150[redacted] (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Allegany Anesthesia, P.A.

SECOND: The Charter of the Corporation is further amended by changing Article FOURTH to change the post office address of the Corporation and the post office address of the Resident Agent, William F. Kellermeyer, to:

Route 2, Box 63
Flintstone, Maryland 21530

THIRD: By unanimous vote of the Board of Directors of the Corporation at a meeting on June 10, 1990, the Board of Directors of the Corporation duly advised the aforegoing amendments, and by a unanimous vote taken by the Stockholders of the Corporation at a meeting held on June 10, 1990, the stockholders of the Corporation duly approved said amendments.

1991 JAN 24 A 8:21

1990 SEP 20 A 8:46

[redacted]

1024033

1024033

FOURTH: The corporation is a professional corporation which shall be comprised of a minimum of four (4) shareholders.

IN WITNESS WHEREOF, GRAFF, HODGES & KELLERMEYER, P.A. has caused these presents to be signed in its name and on its behalf by its president and witnessed by its secretary on the 15th day of June, 1990, and its president acknowledges that these Articles of Amendment are the act and deed of GRAFF, HODGES & KELLERMEYER, 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

Van Valenta MD

Dr. Van Valenta
Secretary

GRAFF, HODGES & KELLERMEYER, P.A.

BY W Royce Hodges III MD

Dr. W. Royce Hodges, III,
President

LIBER 0036 PAGE 738

State of Maryland

DEPARTMENT OF HEALTH AND MENTAL HYGIENE
BOARD OF PHYSICIAN QUALITY ASSURANCE
4201 PATTERSON AVE. P.O. BOX #2571 BALTIMORE, MD 21215-0002

Area Code 301-764-4777
TTY FOR DEAF: Balto. 383-7555
D.C. Metro 565-0451

10/23/90

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

"ALLEGANY ANESTHESIA, 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 10, 1990.

3203 2

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

LIBER 0036 PAGE 739

DOCUMENT CODE 09AD BUSINESS CODE _____ COUNTY 51

D1644319 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and

Name Change
(New Name) Allegany Anesthesia, P.A.

- X Change of Name
- X Change of Principal Office
- X Change of Resident Agent
- X Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code 145

ATTENTION: John J. Coyle, Jr.

MAIL TO ADDRESS: _____

LIBER 0036 PAGE 740

FILED FOR RECORD
MAR 15 1991 19 91
AT 2:30 O'CLOCK P.M.
AND SAME DAY RECORDED IN
LIBER NO. 0036 FOLIO 740
ONE OF THE RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF AMENDMENT
OF
GRAFF, HODGES & KELLERMEYER, P.A.
CHANGING ITS NAME TO:
ALLEGANY ANESTHESIA, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 24, 1991 AT 8:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D1644319

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, H BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE , GETTY
& MONTELEONE-JOHN J. COYLE, JR.
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

143C3041526

A 348948

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

C.2.

Compared and ~~Mailed~~ Delivered
G. Douglas Reinhard, Esq.
TO 81 Baltimore St, Cumb. MD
March 18 1991

LIBER 0136 PAGE 741

1-25-91 10:20a

BROWN BEAR ORCHARDS, INCORPORATED
1991 JAN 23 A 10:2

ARTICLES OF DISSOLUTION

(Filed and Recorded March 15, 1991 @ 11:30 A.M.)

Brown Bear Orchards, Inc., a Maryland corporation having its principal office in Cumberland, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

1. The Corporation is hereby dissolved.

2. 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 Suite 500, Liberty Trust Building, 81 Baltimore Street, Cumberland, Maryland 21502.

3. The name of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, is G. Douglas Reinhard. The post office address of the resident agent is 927 Braddock Road, Cumberland, Maryland 21502.

4. The name and post office address of each of the Directors of the Corporation are as follows:

William Walsh Robert H. Reinhart G. Douglas Reinhard	Law Offices Walsh, Walsh & Reinhart Suite 500/Liberty Trust Building 81 Baltimore Street Cumberland, Maryland 21502

5. The name, title and post office address of each of the officers of the Corporation are as follows:

William Walsh, President Robert H. Reinhart, Vice President G. Douglas Reinhard, Secretary/ Treasurer	Law Offices Suite 500/Liberty Trust Building 81 Baltimore Street Cumberland, Maryland 21502

6. The dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation, namely, by unanimous approval of the Board of Directors of the Corporation by Informal Action dated December 27, 1990, and by the approval of the stockholder of the Corporation by Informal Action as of December 27, 1990.

7. The Corporation has no known creditors and no employees.

1991 JAN 21 A 10:28

[redacted]

3304 1613

8. These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the 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 Department and billed by and payable to such collection 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 in the year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, these Articles of Dissolution are signed in the name and on behalf of Brown Bear Orchards Incorporated by its officer on December 27, 1990.

BROWN BEAR ORCHARDS INCORPORATED

By _____
WILLIAM WALSH, President ATTEST:

_____
G. DOUGLAS REINHARD
Secretary

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

I HEREBY CERTIFY, that on this 27th day of December, 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM WALSH, known to me, or satisfactorily proved, to be the person whose name is subscribed to the foregoing Articles of Dissolution, and acknowledged himself to be the President of BROWN BEAR ORCHARDS INCORPORATED, a Maryland corporation, and that as such President, being authorized so to do, he executed the same on behalf of the Corporation for the purposes therein contained by signing the name of the Corportaion by himself as President; and he further made oath in due form of law that the matters and facts set forth in the Articles of Dissolution regarding authorization and approval ae true and correct.

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 November 1,1991

AFFIDAVIT REGARDING OWNERSHIP OF PERSONAL PROPERTY

I, G. Douglas Reinhard, solemnly declare and affirm under the penalties of perjury that I am the Secretary of Brown Bear Orchards, Incorporated, a Maryland Corporation, and that as of January 1, 1991, the Corporation owned no personal property in the State of Maryland.

G. DOUGLAS REINHARD

Sworn to, before me, this 24th day of January, 1991.

NOTARY PUBLIC

My Commission Expires: 7/1/93

LIBER 036 PAGE 744

ALLEGANY COUNTY TAX AND UTILITY OFFICE

COURT HOUSE
30 WASHINGTON STREET
CUMBERLAND, MARYLAND 21502
(301) 777-5965

January 2, 1991

TO WHOM IT MAY CONCERN:

This is to certify that real estate taxes in the name of BROWN BEAR ORCHARDS, INC., for property described as 18.057A 21st. Lane, account #31-003830 were paid in full on December 27, 1990 and are paid thru June 30, 1991 according to the records of this office.

I trust this is the information you desire.

Sincerely,

Rheba L. Snyder

Rheba L. Snyder
Supervisor

3304 1616

LIBER 036 PAGE 745

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, CPA, DIRECTOR

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

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

BROWN BEAR ORCHARDS INCORPORATED

have been paid.

WITNESS my hand and official seal this

23RD day of AUGUST A.D. 19 90 .

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409 1617

AN EQUAL OPPORTUNITY EMPLOYER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 19 M.A. LIBER 0036 PAGE 746 BUSINESS CODE _____ COUNTY 51

D232747 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
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23		Local Transfer Tax
31		~~+~~ Corp. Good Standing ~~92534A~~
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
__	6	Other 1 cert of diss 92534 M.A.
		Other _____

Name Change (New Name) _____

___ Change of Name
✓ Change of Principal Office
✓ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: S. Douglas Reinhart
#500
81 Balt St
Cumberland Md 21502

TOTAL FEES 86

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: JS

2304 161

LIBER 1036 PAGE 747

FILED FOR RECORD
MAR 11 1991
AT 2:00 O'CLOCK PM
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

THE ARTICLES OF DISSOLUTION
OF
BROWN BEAR ORCHARDS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 25, 1991 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D2322717

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
G. DOUGLAS REINHARD
STE. 500, 81 BALTIMORE STREET
CUMBERLAND MD 21502

144C3061681

A 349082

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3304 1612

Compared and Mailed/Delivered C.T.
James P. Donahue Jr.
TO 39 Greene St. Cumberland
May 21 1991

LIBER 0036 : 748

ARTICLES OF INCORPORATION

FOR 01/25/91 8:37 a

THE LIGHTHOUSE TABERNACLE, INC.

(Filed and REcorded May 20, 1991 @ 2:30 P.M.)

WE THE UNDERSIGNED, all being adult citizens of the United States and residents of the State of Maryland, and all being at least eighteen (18) years of age, and having been duly elected by the MEMBERS (as hereinafter defined) of the congregation of the Lighthouse Tabernacle (the "religious" corporation) to serve as Trustees in the name and on behalf of the religious corporation, to manage this estate, property, interest and inheritance, pursuant to Title 5, Sub-Chapter 3, of the Corporations and Associations Article of the Annotated Code of Maryland, due 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 due hereby certify to the State Department of Assessments and Taxation of the State of Maryland as follows:

FIRST: The name of the religious corporation is the Lighthouse Tabernacle, Inc.

SECOND: The plan for the religious corporation is and shall be as follows:

A. The purposes for which the religious corporation is formed are: (1) The religious corporation is organized exclusively for religious, educational and charitable purposes, 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 request, devise, give, purchase or lease, either absolutely or in trust, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law, to sell,

[redacted]

1991 MAY 25 A 8:27

LR 8 FOLIO 1661

ANDERSON, RUDD & DONAHUE
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE STREET

convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation except such limitations, if any, as may be contained in the instrument under which such property is received; however, no gift, bequest, or devise of any such property shall be received and accepted if it be conditioned so as to require disposition of income or principal to any person or organization other then a "charitable" organization, or for other "charitable" purposes within the meaning of such terms as defined in this plan, or as shall, in the opinion of the Trustees, be such as to jeopardize the Federal Income Tax exemption pursuant to Section 501 C-3 of the Internal Revenue Code of 1986; and, in general, to exercise any and 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 that the exercise of such powers are in furtherance of exempt purposes.

(2) No part of the net earnings of the religious corporation shall inure to the benefit 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 the plan.

(3) Included among the religious, educational and charitable purposes for which religious corporations are organized are the following:

1. To establish and maintain a church and to provide a place of worship and prayer.

2. To establish and maintain a program for bringing worship and prayer services on an individual basis or in such other manner as may be available,

ANDERSON, RUDD & DONAHUE
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE STREET

to persons hospitalized or institutionalized;

3. To establish, maintain, conduct and to further all religious and charitable work;

4. For such purposes to adopt and establish Articles of Incorporation, by-laws, rules and regulations in accordance with applicable law.

B. In this plan:

1. References to "charitable organizations" means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its territories, or the District Of Columbia, operated exclusively for charitable purposes, no part of the net earnings of which inures to the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on propaganda or otherwise attempted to influence legislation and which do not involve the carrying on of any political activities.

2. 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 1986, but only such purposes has also constituted public charitable purposes under the laws of the United States, its territories, or the District of Columbi[redacted]

C. The time and manner for election and succession of Trustees is as follows:

1. The Trustees shall be elected and their successors continued at a time and place ordinarilly 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 congressional or temporal affairs of the religious corporation. A majority of all votes cast by adult members at an annual meeting of members

ANDERSON, RUDD & DONAHUE
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE STREET

"as hereinafter defined", at which a quorum is present shall be sufficient to elect a trustee.

2. A person shall be a member of the religious corporation and as such be entitled to vote at the meetings of members of the religious corporation and shall be qualified to be elected as a Trustee and an officer of the religious corporation if:

A. Such person is a Trustee of the religious corporation on the date these articles are accepted for record by the State Department of Assessment and Taxation.

B. Such person shall be designated as such by affirmative vote of a majority of the entire Board of Trustees within two (2) months of the date of the acceptance of these articles by the Department of Assessment and Taxation.

C. Such person has participated in the congregational and temporal affairs of the religious corporation for a continuous and uninterrupted period of not less than two (2) years.

A member once qualified as here and above provided shall remain such as:

A. The annual dues imposed by the religious corporation on such member are promptly paid by such member; and

B. All rules and regulations of the religious corporation as determined by the Trustees or substantially complied with by the member.

C. Such member continues to participate in the congregational and temporal affairs of the religious corporation.

In the event a member does not fulfill all the requirements imposed by this article, then such member may be disqualified and removed as a member by a majority of the vote of the entire Board of Trustees.

ERSON, RUDD
DONAHUE
ORNEYS AT LAW
RLAND, MARYLAND
GREENE STREET

THIRD: The existence of the Corporation shall be perpetual.

FOURTH: The address of the principle place of worship the religious corporation is 24 Douglass Ave., Lonaconing, MD 21539; and the name and address of the Resident Agent of the corporation are Harry Cumberland, 24 Douglass Ave., Lonaconing, MD 21539. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The initial number of Trustees of the religious corporation is five (5), which number may be increased pursuant to the by-laws of the religious corporation, but shall never be less than five (5). The names of those persons serving as initial Trustees are:

1. Daniel B. Cumberland
2. Harry W. Cumberland
3. Shirley M. Cumberland
4. Betty Rummer
5. Pauline Rummer

SIXTH: 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 related to its members shall be set forth, both in the Articles of Incorporation and the by-laws of the religious corporation.

SEVENTH: Upon the dissolution of the religious corporation, the Trustees shall, after paying or making provisions for the payment of all liabilities of the religious corporation, dispose of all assets exclusively for the purposes of the religious corporation in such manner or to such organizations exclusively for charitable, educational, or religious purposes, at the discretion of the Trustees.

EIGHTH: The religious corporation may, by its by-laws, make any other

RSON, RUDD
DONAHUE
RNEYS AT LAW
LAND, MARYLAND
REENE STREET

provisions or requirements for the arrangement or conduct of the business of the religious corporation, providing the same be not inconsistent with these Articles Of Incorporation nor contrary to the laws of the State of Maryland, or the United States.

NINTH: The corporation shall distribute its income each taxable year, at such time and in such manner as not to become subjected to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not conduct any business or expend any money in violation of the Revenue Code of 1986, Sections 4941 D, 4943 C, 4944, or 4945 D.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 9th day of January, 1991, and we acknowledge the same to be our acts.

Witness — DANIEL B. CUMBERLAND

Witness — SHIRLEY M. CUMBERLAND

Witness — HARRY W. CUMBERLAND

Witness — Clara Pauline Rummel

ANDERSON, RUDD & DONAHUE
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE STREET

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020 LIBER 0036 PAGE 754 BUSINESS CODE 16 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Non-Stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Ag[redacted]
___ Designation of Resident Ag[redacted] and Resident Agent's Addre[redacted]
___ Other Change _____

Code ___

ATTENTION: James P Donahue

MAIL TO ADDRESS: Tydings
Rudolf & Donahue, L
39 Greene St
P O Box 657 [redacted]
Cumberland, Md. 21

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMS

[redacted]

FILED FOR RECORD
MAY 20 1991 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
Raymond W. Watson

ARTICLES OF INCORPORATION
OF
THE LIGHTHOUSE TABERNACLE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 25, 1991 AT 8:37 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3161908

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HA BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ANDERSON, RUDD & DONAHUE, ESQ.
ATTN: JAMES P. DONAHUE, JR.
39 GREENE ST.
P.O. BOX 657

Compared and Mailed ~~Delivered~~
TO Spencer's Rt. 4 Box 150, Cumb. MD.
May 21 1991

C.L.

LIBER 0136 FOLIO 756

SPENCER'S TRANSMISSIONS, INC.

ARTICLES OF INCORPORATION 1-25-91 8:42

(Filed and Recorded May 20, 1991 @ 2:30 P.M.)

FIRST: the undersigned Eugene R. Spencer and Darlene E. Spencer, whose post office address is Route 4 Box 150, Cumberland, Allegany County, 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 herein called the corporation) is SPENCER'S TRANSMISSIONS, INC.

THIRD: the purpose for which the corporation is formed is as follows: To own, operate and manage a full-service transmission shop.

FILED MAY 20 1991 2:30 P.M.

FOURTH: the post office address of the principal office of the corporation in Maryland is 642 Greene Street, Cumberland, Allegany County 21502. The name and post office address of the resident agent of the corporation in Maryland is, Eugene R. Spencer, Route 4 Box 150, Cumberland, Allegany County 21502.

FIFTH: the total number of shares of stock which the corporation has authority to issue is one hundred (100) shares of no par stock.

SIXTH: the number of directors of the corporation shall be two (2), which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders,

the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Eugene R. Spencer and Darlene E. Spencer.

SEVEN: 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: the directors and stockholders are empowered only to conduct business as described above. There is no given or implied authority for the stockholders or directors to conduct any business as Spencer's Transmissions, Inc., other than own, operate and manage the transmission shop.

EIGHT: the duration of the corporation shall be perpetual.

AND WITNESS WHEREOF, WE have signed these articles of incorporation on this 23rd (twenty-third) day of January, 1991, and severally acknowledged the same to be our act.

Eugene R. Spencer

Darlene E. Spencer

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 91 LIBER 0036 FOLIO 758 BUSINESS CODE 03 COUNTY 5 1

___ P.A. ___ Religious ___ Close ✓ Stock ___ Non-Stock

Merging
(Transferor) ___

Surviving
(Transferee) ___

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) ___

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code ___

ATTENTION: ___

MAIL TO ADDRESS: ___

Spencer's
Rte 4 Box 150
Cumberland, Md 215[redacted]2

TOTAL FEES 40

✓ Check Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: [signature]

LIBER 1036 PAGE 759

FILED FOR RECORD
MAY 20 1991
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
SPENCER'S TRANSMISSIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 25, 1991 AT 8:42 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3156668

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SPENCER'S
ROUTE 4, BOX 150
CUMBERLAND MD 21502 0001

146C3041925

A 348817

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3305 1639

C.S.

Compared and Mailed ~~Delivered~~
Farley's Foodland. ATTN: Kenneth S. Farley, Jr.
TO Tri-Towns Plaza, Westernport, MD 1 MEP 0036 MCI 760
May 21 19 91

(Filed and Recorded May 20, 1991 @ 2:30 P.M.)

State Dept of Assessment and Taxation
301 West Preston St.
Baltimore, Md. 21201

January 31, 1991

Effective January 31, 1991, I, Kenneth G. Farley, Jr., resign as Resident Agent of-

Quality Motors, Inc.
Rt. 135, Tri-Towns Plaza
Westernport, Md. 21562

I.D.Corporate Number -
D 2334514

My home address is - Rt. 1, Box 228
Swanton, Md. 21561

The owner and Resident Agent now is -

Edward Hershman
Quality Motors, Inc.
Rt. 135, Tri-Towns Plaza
Westernport, Md. 21562

I have enclosed the $10.00 Fee.

Sincerely,
Kenneth G. Farley Jr.
Kenneth G. Farley, Jr.

2/4/91 at 9:30 A.M.

1991 FEB -4 A 9:30

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxa
CHARTER DIVIS
Room
301 West Preston
Baltimore, Maryland 2

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 51

LIBER 036 PAGE 761

D233454 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nons

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
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23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
_✓_ Resignation of Resident Age
___ Designation of Resident Age and Resident Agent's Addres
___ Other Change _____
_____

Code _____

ATTENTION: _____
Lennox H. Parker, Jr.
_____

MAIL TO ADDRESS: _____
Parker's Fordham

LIBER 0336 PAGE 762

FILED FOR RECORD
MAY 2 0 1991 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

RESIGNATION OF RESIDENT AGENT OF QUALITY MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 4, 1991 AT 9:30 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2334514

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREO BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
FARLEY'S FOODLAND
ATTN: KENNETH G. FARLEY, JR.
TRI-TOWNS PLAZA
WESTERNPORT MD 21562

149C3040316

A 349527

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3306 19

AT5-060

C.J.

Compared and ~~Mailed~~ Delivered

Hidey, Coyle, Setty & Monteleone

TO 110 Washington St. Cumb. MD

May 21 1991

1991 0136 763

AMENDED 02-06-91 8.23A

ARTICLES OF INCORPORATION

HUBER, MICHAELS & CO.

(Filed and REcorded May 20, 1991 @ 2:30 P.M.)

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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is HUBER, MICHAELS & CO., P.A.

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

(1) To engage in the general practice of public accountancy; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code, 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 110 Centre Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are Edward G. Huber, Jr., Rt. 3 Box 135 EE, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

1991 FEB -6 A 8:23

WESTON DO
LINEN RECORD
1989

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 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 then 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: Edward G. Huber, Jr. and Timothy P. Michaels.

SEVENTH: Except as may otherwise by 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of such stock.

(3) 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 demand and receive payment of the face value of his stock.

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.

(4) Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

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

(e) 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; and

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 20th day of December, 1990, and I acknowledge the same to be my act.

WITNESS:

_____ _____(SEAL)
W. STEVENS HIDEY

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 10A PM LIBER 0036 FOLIO 767 BUSINESS CODE ____ COUNTY 51

D31326 28 ___ P.A. ___ Religious ___ Close ___ Stock ___ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	___	Expedited Fee
20	___	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	___	Rec. Fee (Merger or Consolidation)
64	___	Rec. Fee (Transfer)
65	___	Rec. Fee (Dissolution)
66	___	Rec. Fee (Revival)
52	___	Foreign Qualification
50	___	Cert. of Qual. or Reg.
51	___	Foreign Name Registration
13	___	_____ Certified Copy _____
56	___	Penalty
54	___	For. Supplemental Cert.
53	___	Foreign Resolution
73	___	Certificate of Conveyance
		_____
		_____
76	___	Certificate of Merger/Transfer
		_____
		_____
75	___	Special Fee
80	___	For. Limited Partnership
83	___	Cert. Limited Partnership
84	___	Amendment to Limited Partnership
85	___	Termination of Limited Partnership
21	___	Recordation Tax
22	___	State Transfer Tax
23	___	Local Transfer Tax
31	___	_____ Corp. Good Standing
NA	___	Foreign Corp. Registration
87	___	_____ Limited Part. Good Standing
71	___	Financial
600	___	_____ Personal Property Reports and

Name Change (New Name)
HUBER, MICHAELS & CO., P.A.

- ✓ Change of Name
- ___ Change of Principal Office
- ___ Change of Resident Agent
- ___ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ✓ Other Change FROM BUS TYPE 03 TO BUS TYPE 06

Code 145

ATTENTION: W. Stevens Kirby, Esq

MAIL TO ADDRESS: _____

LIBER 0336 PAGE 768

FILED FOR RECORD
MAY 20 1991
2:30 O'CLOCK P M
AND SAME DAY RECORDED IN
LIBER NO. 0336 FOLIO 768
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COR-
Raymond M. Walker
CLERK

AMENDED ARTICLES OF INCORPORATION OF HUBER, MICHAELS & CO. CHANGING ITS NAME TO: HUBER, MICHAELS & CO., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 6, 1991 AT 8:23 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D3132628

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE , GETTY
& MONTELEONE
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

151C3040584

A 349767

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3307 050

ATT-060

C.J.

Compared and ~~Mailed~~ Delivered

Greg Getty, Esq.

TO 21 Prospect Sq Cumb MD

May 21 19 91

LIBER 036 PAGE 769 5-11-91 at 9:01/4 m.

ARTICLES OF INCORPORATION
FOR
BAUER LUMBER COMPANY, INC.

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

(Filed and REcorded May 20, 1991 @ 2:30 P.M.)

THIS IS TO CERTIFY:

FIRST: That the undersigned, GREGORY H. GETTY, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is: BAUER LUMBER COMPANY, INC.

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

(a) To engage in and operate a general lumber company and hardware store; to process, fabricate, manufacture, install, store, handle, transport or otherwise work in or with building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall, tile ornamental or other boards, brick, concrete, structural steel, reinforcing steel, glass, stone pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and gravel, rosinous waxes, textiles, incinerators, cess pools, and septic tanks, fencing wire and staples, waterproofing materials, rubber, linoleums, carpets, builders tools and machinery, including buying and selling gerneral hardware, electrical and gas appliances, housewares, general merchandise, including paints and painting supplies, not excluding any other articles of merchandise sometimes dealt in by hardware establishments, and any and every other material, appurtenants, or process useful in, necessary for, or convenient in building, construction, engineering, and maintenance.

(b) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the aforegoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation; and to do all things permitted in the General Corporation Law of the State of Maryland, including, but not limited to, anything permitted by Section 2-103 of the Corporations

and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the Laws of the State of Maryland, as such laws are now in effect, 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 corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is: 27 Howard Street, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in this State is: James C. Bauer, 27 Howard Street, Cumberland, Maryland 21502. Said resident agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than either three (3) or the number of Stockholders of the Corporation, whichever is less. The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified are: James C. Bauer, James Douglas Bauer, and Shelley Sue Bauer.

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,

OFFICES
McMULLEN,
& GETTY
ERLAND
YLAND

at which time such Stockholder intends to cumulate his votes. All Stockholders may cumulate their votes if any Stockholder gives such notice.

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

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

(4) The Board of Directors shall have power, if authorized by the By-Laws, to designate by Resolution or Resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said Resolutions or in the By-Laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and the affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(5) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes, or other evidence of indebtedness for monies so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by a mortgage upon, or the pledge of, or the conveyance or assignment in

trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

(6) In the absence of fraud, no contract or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the Stockholders of this Corporation are pecuniariliy or otherwise interested in, or are Directors or officers of, such other corporation or entity; any Stockholders individually, or any firm or entity of which any Stockholder may be a member, may be a party to, or may be otherwise interested in, any contract, agreement or other transaction of this corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Stockholders of this Corporation or majority thereof. Upon such disclosure or the existence of such knowledge, such Stockholder who is so interested, may be counted in determining the existence of a quorum at any meeting of the Stockholders at which any such contract or other transaction may be entered into or authorized, and such Stockholder may vote at such meeting to enter into or authorize any such contract, agreement or other transaction with the same force and effect as if no such relationship or interest existed.

(7) This Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or properties for the purpose of its own shares of capital stock, except as otherwise permitted by law, and provided further that the shares of its 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.

CES
MULLEN,
ETTY
AND
ND

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

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

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

IN WITNESS WHEREOF, I, the undersigned, have signed these Articles of Incorporation, this 4th day of February, 1991, and I do hereby acknowledge the same to be respective act.

WITNESS:

Gregory H. Getty

GREGORY H. GETTY

LAW OFFICES
EBERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 07 M.A. USE 0036 PGE 774 BUSINESS CODE 03 COUNTY 51

____ P.A. ____ Religious ____ Close ✓ Stock ____ Non-Stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
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22		State Transfer Tax
23		Local Transfer Tax
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code

ATTENTION: Gregory A. Terry

MAIL TO ADDRESS: [redacted]
[redacted]
[redacted]
[redacted]
21502

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: MSH

LIBER 0136 PAGE 775

FILED FOR RECORD
MAY 20 1991
AND SAME DAY RECORDED
IN LIBER NO. FOLIO
AND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND CER-
TIFIED BY

ARTICLES OF INCORPORATION
OF
BAUER LUMBER COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 11, 1991 AT 9:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3163946

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
ATTN: GREGORY A. GETTY
21 PROSPECT SQ.
CUMBERLAND MD 21502

156C3041170

A 350133

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3308 1549

Compared and ~~Mailed~~ Delivered CL
R. Steven Friend, Esq.
201 Washington St. Cumb MD
May 21 1991

LIBER 0136 PAGE 776

(Filed and Recorded May 20, 1991 @ 2:30 P.M.)

FRIEND AND KELLY, CHARTERED

ARTICLES OF AMENDMENT

7-14-91

8300

Friend and Kelly, Chartered, a Maryland Corporation, having its principal office at 201 Washington Street, Cumberland, Maryland 21502, (hereinafter known as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended as follows:

A. As to Paragraph SECOND the name of the Corporation is changed to R. STEVEN FRIEND, Chartered.

B. As to Paragraph FOURTH the post office address of the principal office of the Corporation in this State is 201 Washington Street, Cumberland, Maryland 21502. The name and address of the Resident Agent of the Corporation is R. Steven Friend, 201 Washington Street, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

FEB 1991

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 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 Amendment.

IN WITNESS WHEREOF, Friend and Kelly, Chartered, 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 31st day of December, 1990, and its President acknowledges that these Articles of

ND AND KELLY
ORNEYS AT LAW
SHINGTON STREET
RLAND, MD 21502

Amendment are the act and deed of Friend and Kelly, Chartered 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:

FRIEND & KELLY, CHARTERED

Lawrence V. Kelly (SEAL)
LAWRENCE V. KELLY,
Secretary

By R. Steven Friend
R. STEVEN FRIEND,
President

FRIEND AND KELLY
ATTORNEYS AT LAW
201 WASHINGTON STREET
CUMBERLAND, MD 21502

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A/Amd LIBER 0036 FOL 778
BUSINESS CODE 06 COUNTY 51

D1398197 ___ P.A. ___ Religious ___ Close ___ Stock ___ Non-Stock

Merging (Transferor)	Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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50		Cert. of Qual. or Reg.
51		Foreign Name Registration
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56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 20

Name Change (New Name) R. Steven Friend, Chartered

- ✓ Change of Name
- ✓ Change of Principal Office
- ✓ Change of Resident Agent
- ✓ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code ____

ATTENTION: _____

MAIL TO ADDRESS:
R. Steven Friend
201 Wash St
Cumberland Md 21502

✓ Check ___ Cash NOTE:

___ Documents on ___ checks

APPROVED BY: JNS

LIBER 0036 PAGE 779

FILED FOR RECORD
MAY 20 1991
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 CORR-
FILED BY

ARTICLES OF AMENDMENT
OF
FRIEND AND KELLY CHARTERED
CHANGING ITS NAME TO:
R. STEVEN FRIEND, CHARTERED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND **FEBRUARY 14, 1991** AT **8:30** O'CLOCK **A.** M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D1398197

TO THE CLERK OF THE COURT OF **ALLEGANY COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
R. STEVEN FRIEND
201 WASHINGTON ST.
CUMBERLAND MD 21502

1991 0036 780
(Filed and Recorded May 20, 1991 @ 2:30 P.M.)

Compared and Mailed ~~Delivered~~
Small Business Development Center
TO ATTN: Robert Douglas
3 Commerce Dr. Cumb. MD
May 21 1991

2/14/91 9:53 a

RECEIVED
'91 FEB 14 AM 9 53
STATE DEPT. OF
ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION
OF
SMALL BUSINESS DEVELOPMENT CENTER - WESTERN REGION, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Robert B. Douglas, whose address is Three Commerce Drive, Cumberland, Maryland 21502, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

Small Business Development Center -
Western Region, Inc.

THIRD: The Corporation is formed for the following purposes:

(a) To provide counseling, training and technical assistance to potential and existing small businesses.

(b) To engage in any lawful activities which are in furtherance of the purposes of the Corporation as restricted herein.

FOURTH: The address of the principal office of the Corporation in this State is Three Commerce Drive, Cumberland, Maryland 21502.

FIFTH: The Resident Agent of the Corporation is Robert B. Douglas, whose address is Three Commerce Drive, Cumberland, Maryland 21502. The Resident Agent is a citizen of and resides in the State of Maryland.

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

SEVENTH: The Corporation shall have a Board of six (6) directors unless the number is changed in accordance with the Bylaws of the Corporation. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation, but shall never be less than the minimum number required by the Maryland General Corporation Law. The initial Directors are:

A member from Allegany Community College
A member from Frederick Community College
A member from Frostburg State University
A member from Garrett Community College
A member from Hagerstown Junior College
A member from Potomac Edison Company

EIGHTH: Notwithstanding any other provision of these Articles:

1) The Corporation shall not permit any part of its net earnings to inure to the benefit its members, Directors, trustees, officers or other private individuals or entities, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

2) 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.

3) The Corporation shall have no power directly or indirectly to engage in any activity which would invalidate its status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4) The Corporation will distribute its income for each tax 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 Code.

5) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

6) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the code.

7) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

8) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

NINTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation pursuant to a plan of distribution adopted by the Directors providing for distribution thereof to any organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any 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 an organization or organizations, as determined by the Court, which are organized and operated exclusively for such purposes.

TENTH: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages.

Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, I acknowledge the same to be my act, on this 14th day of February, 1990.

Robert B. Douglas
Robert B. Douglas

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 028MF LIBER 0136 FACL 784 BUSINESS CODE 04 COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

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91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____
Robert Douglas

MAIL TO ADDRESS: Comptroller
Development Center
3 Commerce Dr.
Cumberland Md. 21502

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

309 05

LIBER 0336 PAGE 785

MAY 20 1991 RECORDED
3:30 O'CLOCK P.M. 19
DAY RECORDED IN
FOLIO
IN THE RECORDS OF ALLEGANY
COUNTY, MARYLAND AND CORD
RED BY
CLERK

ARTICLES OF INCORPORATION
OF
SMALL BUSINESS DEVELOPMENT CENTER - WESTERN REGION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 14, 1991 AT 9:53 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3165198

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SMALL BUSINESS DEVELOPMENT CENTER
ATTN: ROBERT DOUGLAS
3 COMMERCE DR.

LIBER 0136 FOLIO 786

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
FILED FOR RECORD
2-15-91 at 9:50 a.m.

ARTICLES OF AMENDMENT

(Filed and Recorded May 23, 1991 @ 10:00 A.M.)

SMITH REALTY & ASSOCIATES, INCORPORATED, a Maryland corporation, having its principal office at 128 Bedford Street, Cumberland, Allegany County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: That the Corporation as set forth in the Articles of Incorporation approved and received for record by the Department dated the 21 day of April, 1987 provided that the Corporation shall be known as: SMITH REALTY & ASSOCIATES, INCORPORATED.

1991 FEB -8 A 9:11

SECOND: The Charter of the Corporation is hereby amended to provide that the Corporation shall change its name; the aforesaid Articles of Incorporation shall be amended by the deletion of ARTICLE SECOND of the Charter in its entirety and being substituted in lieu thereof with the following:

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

REALTY WORLD/SMITH ASSOCIATES, INC.

[redacted]

1991 FEB -1 A 8:51

[redacted]

1991 MAR 15 A 9:50

ERT O. KAZARY
ORNEY AT LAW
7 GREENE ST.
BERLAND, MD
21502

C.J.
Compared and ~~Mailed~~ Delivered
Robert O. Kazary, Esq. 127 Greene St. Cumb MD
TO I. P. Lunsford
May 29 ..... 19 91

IN WITNESS WHEREOF, SMITH REALTY & ASSOCIATES, INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this the 28th day of January, 1991, and its President acknowledges that the Articles of Amendment are the act and deed of Smith Realty & Associates, Incorporated, and that the aforegoing Articles of Amendment have been approved by the Board of Directors and Stockholders of the said corporation at a Special Meeting of the same held this day with the entire Board and Stockholders being present, 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:

Nancy H. Brant
NANCY H. BRANT, Secretary

SMITH REALTY & ASSOCIATES, INCORPORATED

BY: James R. Brant Jr. (SEAL)
JAMES R. BRANT, JR., President

BYRON WESTON CO LINEN RECORD 1989

T O. KAZARY
NEY AT LAW
REENE ST.
RLAND, MD
21502

Liber 0316 Folio 188

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09H8 BUSINESS CODE _____ COUNTY 51

D2330322 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
___	_____	Other _____
	_____	Other _____

Name Change (New Name) Realty World/Smith Associates, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Robert Owen Kaspary
One Plum Court
127 Greene Street
Cumberland, Md. 21502

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMJ

LIBER 0036 PAGE 789

FILED FOR RECORD
MAY 28 1991 AT 10:00 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COMPARED
BY ST

ARTICLES OF AMENDMENT
OF
SMITH REALTY AND ASSOCIATES, INCORPORATED
CHANGING ITS NAME TO:
REALTY WORLD/SMITH ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 15, 1991 AT 9:50 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2330322

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT OWEN KAZARY
ONE PLUM COURT
127 GREENE STREET
CUMBERLAND MD 21502

178C3041840

A 353232

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3316 0880

(Filed and REcorded May 23, 1991 @ 10:00 A.M.)

0036 790

Compared and Mailed ~~Delivered~~
Hylind Info. West
ATTN: Helen 307 Dolphin St.
Baltimore MD 21217
May 29 1991

LAVALE BEAUTY & BARBER SUPPLY, INC. 02-22-91 2:42

ARTICLES OF SALE AND TRANSFER

RECEIVED
'91 FEB 22 PM 2 42
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF SALE AND TRANSFER entered into this 22 day of February, 1991, by and between LAVALE BEAUTY & BARBER SUPPLY, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor") and DAVIDSON SUPPLY CO., INC. (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: DAVIDSON SUPPLY CO., INC. having a post office address and place of business at 10210 Bacon Drive, Beltsville, Maryland 20705.

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

Transferor is LaVale Beauty & Barber Supply, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Davidson Supply Co., 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 One Hundred Twenty-five Thousand Dollars ($125,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the agreement (hereinafter referred to as the "Agreement") between the parties.

cff
114

FIFTH: The principal office of Transferor is 24 National Highway, LaVale, Maryland 21502. There is no real estate either owned or being transferred by Transferee.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 10210 Bacon Drive, Beltsville, Maryland 20705.

SEVENTH: The Board of Directors of Transferor, by unanimous written information 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 hereon, 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 the 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 by the corporation purchasing the assets.

NINTH: In consideration of the payment to Transferor of One Hundred Twenty-five Thousand Dollars ($125,000.00) 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 equipment, inventory, furniture, fixtures, leasehold improvements, accounts receivables and accounts payable of the store known as LaVale Beauty & Barber Supply, Inc., 24 National Highway, LaVale, Maryland 21502 as well as any right to use the trade name "LaVale Beauty & Barber Supply" but excluding cash on hand and on deposit.

This transfer is free from certain liabilities from Transferor and Transferor hereby expressly agrees to indemnify and hold harmless Transferees 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. Transferee hereby expressly agrees to indemnify and hold harmless transferor and its shareholders from all debts, liabilities, notes, etc. assumed by Transferee as part of this transaction.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, LAVALE BEAUTY & BARBER SUPPLY, INC. and DAVIDSON SUPPLY CO., INC. parties to these Articles of Sale and Transfer have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its President or Vice President and

attested by the Secretary or an Assistant Secretary as of this 7th day of February, 1991.

ATTEST:

LAVALE BEAUTY & BARBER SUPPLY, INC.

Russa Raye Jones

By _____
Charles Russell Jones, President

ATTEST:

DAVIDSON SUPPLY CO., INC.

Robert H. Walker
VP-SALES

By _____
Kenneth Gilman, Vice President

The undersigned, President of LaVale Beauty & Barber Supply, 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 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.

_____
Charles Russell Jones, President

The undersigned Vice President of Davidson Supply Co., Inc. hereby acknowledges the foregoing Articles of Sale and Transfer to be his act 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.

_____
Kenneth Gilman, Vice President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

LIBER 0036 FOLIO 794

DOCUMENT CODE 12MR BUSINESS CODE _____ COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstoc

~~Merging~~
(Transferor) Lavale Beauty and Barber Supply Inc D0632505

~~Surviving~~
(Transferee) Davidson Supply Co. Inc. D0309617

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	____	Organ. & Capitalization
61	____	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	4	Certificate of ~~Merger~~/Transfer corporate records Prince Georges Co
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name)_____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change_____

Code 162

ATTENTION: Helen

MAIL TO ADDRESS:_____

TOTAL FEES 24

✓ Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: JW

LIBER 0336 PAGE 795

FILED FOR RECORD
MAY 23 1991
AT 10:00 O'CLOCK A M
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY COUNTY, MARYLAND, AND COMPARED BY

ARTICLES OF TRANSFER
OF
LAVALE BEAUTY AND BARBER SUPPLY, INC.
(A MD CORP.) TRANSFEROR
AND
DAVIDSON SUPPLY CO., INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 22, 1991 AT 2:42 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$
CERT. OF CONV.--PRINCE GEORGE'S COUNTY	4.00	
	$24.00 TOTAL	

D0309617

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HYLIND INFO QUEST
ATTN: HELEN
307 DOLPHIN ST.
BALTIMORE MD 21217

166C3040109

A 351570

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3312 1109

(Filed and REcorded May 23, 1991 @ 10:00 A.M.)

C.A.

Compared and Mailed ~~Delivered~~
Creager & Newhouse, P.A.
TO 82 W. Washington St, Hagerstown, MD 21740
May 29 1991

1991 0336 796

QUALITY HILL TRUCKING CO., INC.

2/25/91 8:279

ARTICLES OF INCORPORATION

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 82 West Washington Street, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

QUALITY HILL TRUCKING CO., INC.

THIRD: The purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

FOURTH: The address of the principal offices of the Corporation in this State is Box 313, Latrobe Street, Barton, Maryland 21521. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 82 West Washington Street, Hagerstown, MD 21740. Said Resident Agent is a Maryland Corporation.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By Laws of the Corporation, but shall never be less than three (3), 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 Charles W. Andrews, Sandra J. Andrews, and Charlote A. Andrews.

SEVENTH: Except as may otherwise be provided by the board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class 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.

1991 FEB 25 A 8:27

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be there by substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to (1) the amendment of the Charter of Corporation (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation (3) the merger of the Corporation into another corporation into the Corporation (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises and (5) the voluntary liquidation, dissolution, or winding up of any action to be two thirds (2/3) of the votes entitled to be cast thereon, or, if two or more classes of stock are entitled to vote separately, thereon by two thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

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

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract of transaction bears burden of providing the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director whether as a director or in any other capacity.

and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding by judgment, order, settlement, convection, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

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

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in a defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article, (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a

majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22 day of February, 1991, and I acknowledge the same to be my act.

WITNESS:

_____

_____
Dixie C. Newhouse

BYRON WESTON CO.
LINEN RECORD
1989

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02MA LIBER 0136 FOLIO 801 BUSINESS CODE 03 COUNTY 51

[redacted] ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	39	Organ. & Capitalization
61	39	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
[redacted]	____	Foreign Name Registration
[redacted]	____	_____ Certified Copy _____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
[redacted]0	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name) _____

_____

_____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____
_____

Code _____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: _____

_____

Craeger + Newhouse PA
82 West Washington St
Hagerstown, Md 21740

_____

TOTAL FEES 40

✓ ____ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

3311 209

LIBER 0036 PAGE 802

FILED FOR RECORD
MAY 23 1981
AT 10:45 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY
[illegible] CLERK

ARTICLES OF INCORPORATION
OF
QUALITY HILL TRUCKING CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 25, 1991 AT 8:27 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3170735

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CREAGER & NEWHOUSE, P.A.
82 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

165C3042301

A 351306

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3311 2085

AT5-060

C.S.

Compared and ~~Mailed~~ Delivered

Seppert, McMullen, Paye & Getty

TO 21 Prospect Sq. Cumbrld

May 29 19 91

LIBER 0836 FOLIO 803

2-27-91 8:34a

ARTICLES OF INCORPORATION

FOR

FIRST ASSEMBLY OF GOD CHURCH OF WESTERNPORT

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

(Filed and Recorded May 23, 1991 @ 10:00 A.M.)

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 FIRST ASSEMBLY OF GOD CHURCH OF WESTERNPORT, Westernport, Maryland (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 Association 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 FIRST ASSEMBLY OF GOD CHURCH OF WESTERNPORT.

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

1991 FEB 27 A 8:3?

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 1986 (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

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MARYLAND

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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 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 1986, 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 memebers, 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 carrying on of propaganda, or otherwise attempting to influence legislation, and the religious corporation shall not participate, or intervene (including the

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MARYLAND

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 under Section 501(c)(3) of the Internal Revenue Code of 1986, (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 1986 (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 in accordance with Assembly of God 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" means 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, in any political campaign on behalf of any candidates for public office (including the publishing

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AYE & GETTY
CUMBERLAND
MARYLAND

3210 0950

or distributing of statements).

(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 1986, 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.

(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 individual 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) 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 much shall be entitled to vote at meetings or 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 of 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 were 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 one year.

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

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CUMBERLAND
MARYLAND

(i) The annual dues imposed by the religious corporation on such Members are promptly paid 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 shallb e perpetual.

FIFTH: The address of the principal place of worship of the religious corporation is 210 Maryland Avenue, Westernport, Maryland 21562, and the name and address of the resident agent of the religious corporation is Edward J. Slaubaugh, 405 Vine Street, Westernport, Maryland 21562. The 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 three (3) which may be increased pursuant to the By-Laws of the religious corporation but shall never be less than three (3) nor more than twelve (12). The names and addresses of those persons serving as initial Trustees are:

Carroll Broadwater, Seabers Addition, Barton, Maryland 21521; Paul Karalewitz, Cosgrove Lane, Westernport, Maryland 21562; and James Morton, Star Route 1, Box 486, Keyser, West Virginia 26726.

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

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YE & GETTY
CUMBERLAND
MARYLAND

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or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, (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 in Allegany County, exclusively for such purposes or to such organizatio 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.

TENTH: (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subjected to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any sebsequent federal tax laws.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) 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 1986, or corresponding provisions of any subsequent federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 17 day of Feb., 1991, and we acknowledge the same to be our acts.

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PAYE & GETTY
CUMBERLAND
MARYLAND

LIBER 0336 FOLIO 809

WITNESS:

Rev. Kenneth L. Schlee

Edward J. Slaubaugh
EDWARD J. SLAUBAUGH

Carroll Broadwater
CARROLL BROADWATER

Paul Karalewitz
PAUL KARALEWITZ

James A. Morton Sr.
JAMES MORTON

[redacted]
LAW OFFICES
GE[redacted]ERT, McMULLEN,
[redacted]AYE & GETTY
CUMBERLAND
MARYLAND

3313 0954

LIBER 036 .. 810

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 UL BUSINESS CODE 16 COUNTY 51

#_____ ___ P.A. √ Religious ___ Close ___ Stock √ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code _____

ATTENTION:_____

MAIL TO ADDRESS:_____

Hoppert, McMullen, Faye & Letty
21 Prospect Square
Cumberland, Md. 21502

TOTAL FEES 40 √

_____ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: MCM

3212 0353

LIBER 0036 PAGE 811

FILED FOR RECORD
MAY 23 1991
AT 10:00 O'CLOCK
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND AND COMPARED BY

ARTICLES OF INCORPORATION
OF
FIRST ASSEMBLY OF GOD CHURCH OF WESTERNPORT

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 27, 1991 AT 8:34 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3171576

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLE, PAYE & GETTY
21 PROSPECT SQ.
CUMBERLAND MD 21502

166C3040058

A 351522

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3312 047

LIBER 0036 FOLIO 812

(Filed and Recorded May 23, 1991 @ 10:00 A.M.)

Compared and ~~Mailed~~ Delivered
Robert O. Kazary. Esq.
TO 127 Greene St, Cumb. MD
May 29 1991

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1991.

*** ***** ***

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND LUMBER, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, JOSEPH W. STOCKMAN, 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:

WESTERN MARYLAND LUMBER, INC.

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

1991 FEB 27 A 8:35

02-27-91

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, 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 71, Dogwood Flat Road, Barton, Maryland 21521. The Resident Agent of the Corporation is Joseph W. Stockman, whose post office address is Route 1 Box 71, Dogwood Flat Road, Barton, Maryland 21521. 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

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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 O. Kazary, Dallas Wilhelm and Joseph W. Stockman, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

B. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus

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ATTORNEY AT LAW
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CUMBERLAND, MD
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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 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

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ATTORNEY AT LAW
127 GREENE ST.
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21502

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 any 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 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

ROBERT O. KAZARY
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127 GREENE ST.
CUMBERLAND, MD
21502

BROWN WESTON CO LINEN RECORD 1983

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

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; 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 Corporaton 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 auhorize any such contract or transaction.

K. The Corporation shall provide any indemnification required o 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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 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 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

LINEN RECORD
BYRON WESTON CO.
1993

the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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 22 day of February, 1991.

WITNESS:

Anne M Becker

Joseph W Stockman (SEAL)
JOSEPH W. STOCKMAN

STATE OF MARYLAND
ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 22 day of February, 1991, 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.

Anne Marie Becker
NOTARY PUBLIC

ANNE MARIE BECKER NOTARY PUBLIC ALLEGANY COUNTY

My Commission Expires: 10-1-91

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

BYRON WESTON CO LINEN RECORD 1989

LIBER 0836 FOLIO 823

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 51

[redacted] ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20 30	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
[redacted]51		Foreign Name Registration
[redacted]13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
[redacted]70		Change of P.O., R.A. or R.A.A.
[redacted]91		Amend/Cancellation, For. Limited Part.
[redacted]		Other _____
		Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____
Robert C. Kazary, Esq.

MAIL TO ADDRESS: _____
One Plum Court
127 Greene St.
Cumberland, Md. 21502

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: _____

3311 2257

LIBER 0036 PAGE 824

FILED FOR RECORD
MAY 23 1991 AT 10:22 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF INCORPORATION
OF
WESTERN MARYLAND LUMBER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 27, 1991 AT 8:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3170982

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT O. KAZARY, ESQ.
ONE PLUM COURT
127 GREENE ST.
CUMBERLAND MD 21502

165C3042326

A 351331

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3311 2241

Liber 036 Folio 825

Compared and Mailed ~~Delivered~~ C.A.
The Prentice-Hall Corp. System, MD
TO 423 N. Eutaw St. Baltimore, MD 21201

(Filed and Recorded May 23, 1991 @ 10:00 A.M.) May 29 ..... 19 91

2-27-91 9:12a

RECEIVED

'91 FEB 27 AM 9 12

STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF MERGER

OF

UNION METALS AND MINERALS, INC.,

BOGNAR MINERALS, INC. into

ALLEGHENY SAND, INC.

(Changing To Allegheny Metals and Minerals, Inc.)

FIRST: Union Metals and Minerals, Inc., Bognar Minerals, Inc. and Allegheny Sand, Inc., being the corporations which are the parties to these Articles of Merger, do hereby agree to effect a merger of said corporations upon the terms and conditions herein set forth.

SECOND: The name of the successor corporation is Allegheny Sand, Inc., which is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law with its principal office in the State of Maryland located in Allegany County, Cumberland, Maryland, and which will continue its corporate existence under the name Allegheny Metals and Minerals, Inc. pursuant to the provisions of the Maryland General Corporation Law.

THIRD: The names of the corporations to be merged into the successor corporation are Union Metals and Minerals, Inc. and Bognar Minerals, Inc., both of which are corporations incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law, and each of which has its principal office in the State of Maryland located in Allegany County, Cumberland, Maryland. The corporate existence of each of Union Metals and Minerals, Inc. and Bognar Minerals, Inc. will cease upon the effective date of the merger pursuant to the provisions of the Maryland General Corporation Law.

Union Metals and Minerals, Inc. owns no interest in land in the State of Maryland.

Bognar Minerals, Inc. owns no interest in land in the State of Maryland.

FOURTH: The charter of Allegheny Sand, Inc., the successor corporation, shall be amended to change Allegheny Sand, Inc.'s name to "Allegheny Metals and Minerals, Inc."

FIFTH: The authorized share structure of each of the corporations which is a party to these Articles of Merger at the time of execution thereof is as follows:

	Union Metals and Minerals, Inc.	Bognar Minerals, Inc.	Allegheny Sand, Inc.
Total number of shares of all classes:	4,000	4,000	4,000
Shares of each class:	2,000 shares of Class A Common, par value $1 per share, and 2,000 shares of Class B Common, par value $1 per share	2,000 shares of Class A Common, par value $1 per share, and 2,000 shares of Class B Common, par value $1 per share	2,000 shares of Class A Common, par value $1 per share, and 2,000 shares of Class B Common, par value $1 per share
Number of shares without par value of each class:	0	0	0
Aggregate par value of all shares with par value:	$4,000	$4,000	$4,000

SIXTH: Each issued share of stock of Union Metals and Minerals, Inc. and Bognar Minerals, Inc., upon the effective date of the merger, shall be cancelled. The issued shares of stock of Allegheny Sand, Inc. shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of stock in Allegheny Metals and Minerals, Inc., the successor corporation.

SEVENTH: The terms and conditions of the merger herein set forth were advised, authorized and approved by Union Metals and Minerals, Inc. in the manner and by the vote required by its charter and the provisions of the Maryland General Corporation Law, and the said merger was approved in the manner hereinafter set forth.

The terms and conditions of the merger herein set forth were advised, authorized and approved by Bognar Minerals, Inc. in the manner and by the vote required by its charter and

the provisions of the Maryland General Corporation Law, and the said merger was approved in the manner hereinafter set forth.

The terms and conditions of the merger herein set forth were advised, authorized and approved by Allegheny Sand, Inc. in the manner and by the vote required by its charter and the provisions of the Maryland General Corporation Law, and the said merger was approved in the manner hereinafter set forth.

EIGHTH: The merger was duly advised by the Board of Directors of Union Metals and Minerals, Inc. in the following manner. The Board of Directors of the corporation adopted a resolution declaring that the merger of Union Metals and Minerals, Inc. and Bognar Minerals, Inc. into Allegheny Sand, Inc. is advisable on substantially the terms and conditions set forth or referred to in said resolution. Said resolution of the Board of Directors was adopted without a meeting by a written consent signed on February 15, 1991 by all of the members of the Board of Directors.

The merger was duly advised by the Board of Directors of Bognar Minerals, Inc. in the following manner. The Board of Directors of the corporation adopted a resolution declaring that the merger of Union Metals and Minerals, Inc. and Bognar Minerals, Inc. into Allegheny Sand, Inc. is advisable on substantially the terms and conditions set forth or referred to in said resolution. Said resolution of the Board of Directors was adopted without a meeting by a written consent signed on February 15, 1991 by all of the members of the Board of Directors.

The merger was duly advised by the Board of Directors of Allegheny Sand, Inc. in the following manner. The Board of Directors of the corporation adopted a resolution declaring that the merger of Union Metals and Minerals, Inc. and Bognar Minerals, Inc. into Allegheny Sand, Inc. is advisable on substantially the terms and conditions set forth or referred to in said resolution. Said resolution of the Board of Directors was adopted without a meeting by a written consent signed on February 15, 1991 by all of the members of the Board of Directors.

NINTH: The Board of Directors of Union Metals and Minerals, Inc. directed the Secretary of the corporation to prepare a written notice of the time, place and purpose of a meeting of stockholders to take action upon the proposed merger and the aforesaid terms and conditions and to furnish a copy of said notice to all of the stockholders of the corporation entitled to vote upon the proposed merger and the aforesaid

terms and conditions unless said stockholders shall duly waive notice of the meeting.

The Board of Directors of Bognar Minerals, Inc. directed the Secretary of the corporation to prepare a written notice of the time, place and purpose of a meeting of stockholders to take action upon the proposed merger and the aforesaid terms and conditions and to furnish a copy of said notice to all of the stockholders of the corporation entitled to vote upon the proposed merger and the aforesaid terms and conditions unless said stockholders shall duly waive notice of the meeting.

The Board of Directors of Allegheny Sand, Inc. directed the Secretary of the corporation to prepare a written notice of the time, place and purpose of a meeting of stockholders to take action upon the proposed merger and the aforesaid terms and conditions and to furnish a copy of said notice to all of the stockholders of the corporation entitled to vote upon the proposed merger and the aforesaid terms and conditions unless said stockholders shall duly waive notice of the meeting.

TENTH: The merger and the aforesaid terms and conditions were duly approved by the stockholders of Union Metals and Minerals, Inc. in the following manner. All of the stockholders entitled to vote thereon approved the same without a meeting by a written consent signed by them.

The merger and the aforesaid terms and conditions were duly approved by the stockholders of Bognar Minerals, Inc. in the following manner. All of the stockholders entitled to vote thereon approved the same without a meeting by a written consent signed by them.

The merger and the aforesaid terms and conditions were duly approved by the stockholders of Allegheny Sand, Inc. in the following manner. All of the stockholders entitled to vote thereon approved the same without a meeting by a written consent signed by them.

ELEVENTH: The effective date of the merger herein provided for shall be March 1, 1991. The merger contemplated by these Articles may be abandoned before the effective date hereof by a majority vote of the entire Board of Directors of any corporation which is a party to these Articles of Merger.

BYRON WESTON CO

IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of Union Metals and Minerals, Inc. by its President, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief; these Articles of Merger are hereby signed for and on behalf of Bognar Minerals, Inc. by its President, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief; and these Articles of Merger have been signed for and on behalf of Allegheny Sand, Inc. by its President, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts stated therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

M. E. Bognar
Secretary

UNION METALS AND MINERALS, INC.

By Edwin J. Bognar
President

ATTEST:

M. E. Bognar
Secretary

BOGNAR MINERALS, INC.

By Edwin J. Bognar
President

ATTEST:

M. E. Bognar
Secretary

ALLEGHENY SAND, INC.

By Edwin J. Bognar
President

B39640 CORPORATE AMENDMENT SCAN
ID. NO: D0648238 DOMESTIC CORPORATION
NAME: UNION METALS AND MINERALS, INC.

CURR. FILING DATE:
CURR. PENALTY: 000
PREV. FILING DATE: 03/16/90
PREV. PENALTY: 000
PRIOR PENALTY: 000

BUS.TYP 03 ORDINARY BUSINESS- STOCK

STATUS DATE: 12/27/77
STATUS: X INCORPORATED

PRINCIPAL OFFICE:
SAME AS RESIDENT AGENT

FILM: F2273 FOLIO: 530
PAGES: 0008
DATE OF INC. 04/09/1976
TIME OF INC. 08:30 AM
STATE OF INC.
NO STATE CODE

RESIDENT AGENT:
GERALD D. RIGGLEMAN

301 WASHINGTON ST.

CUMBERLAND MD 21502

REG/QUALF:
ST/NST: S
CL/NCL:
ACKN: A4981

PF1 = AMENDMENTS * PF3 = RETURN ENTRY * PF4 = RESV. WORK
PF5 = MASTER * PF6 = CERT. DATA

3312 1

339640 CORPORATE AMENDMENT SCAN

ID. NO: D0065284 DOMESTIC CORPORATION

NAME: BOGNAR MINERALS, INC.

CURR. FILING DATE:
CURR. PENALTY: 000
PREV. FILING DATE: 03/16/90
PREV. PENALTY: 000
PRIOR PENALTY: 000

BUS.TYP 03 ORDINARY BUSINESS- STOCK

STATUS DATE: 12/27/77
STATUS: X INCORPORATED

PRINCIPAL OFFICE:
SAME AS RESIDENT AGENT

FILM: F575 FOLIO: 107
PAGES: 0006
DATE OF INC. 12/23/1966
TIME OF INC. 08:30 AM
STATE OF INC.
NO STATE CODE

RESIDENT AGENT:
GERALD D. RIGGLEMAN

301 WASHINGTON ST.

CUMBERLAND MD 21502

REG/QUALF:
ST/NST: S
CL/NCL:
ACKN: 0

PF1 = AMENDMENTS * PF3 = RETURN ENTRY * PF4 = RESV. WORK
PF5 = MASTER * PF6 = CERT. DATA

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

MA

DOCUMENT CODE 11A LIBER 0136 FOLIO 832 BUSINESS CODE _____ COUNTY 51

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (~~Transferor~~) Union Metals and Minerals, Inc. D0648238
Bognar Minerals, Inc. D0065284

Surviving (~~Transferee~~) Allegheny Sand, Inc. D0043950

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63	20	Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 50

Name Change (New Name) Allegheny Metals and Minerals, Inc.

- ✓ Change of Name
- ___ Change of Principal Office
- ___ Change of Resident Agent
- ___ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code 049

ATTENTION: _____

MAIL TO ADDRESS: _____

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JM

3212 1284

LIBER 036 FOLIO 833

FILED FOR RECORD
MAY 2 8 1991
AT 10:22 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY COUNTY, MARYLAND, AND COMPARED BY

*****

ARTICLES OF MERGER
OF
UNION METALS AND MINERALS, INC.
(A MD CORP.)
AND
BOGNAR MINERALS, INC.
(A MD CORP)
INTO
ALLEGHENY SAND, INC.
(A MD CORP.) SURVIVOR

CHANGING ITS NAME TO:
ALLEGHENY METALS AND MINERALS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 27, 1991 AT 9:12 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0043950

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
THE PRENTICE-HALL CORPORATION
SYSTEM, MARYLAND
1123 N. EUTAW ST.
BALTIMORE MD 21201

C.S.

Compared and ~~Mailed~~ Delivered
Robert H. Reinhart, Esq.
To Liberty Trust Bldg., Cumberland
May 29, 1991.

LIBER 0136 PAGE 934

02-28-91 9:19 Am.

MEL'S CASH REGISTERS, INC.
ARTICLES OF AMENDMENT
(Under §2-604)

(Filed and REcorded May 23, 1991 @ 10:00 A.M.)

Mel's Cash Registers, Inc., a Maryland corporation having its principal office at Cumberland, Allegany County, Maryland, hereinafter called the "Corporation", hereby certifies to the Department of Assessments and Taxation of Maryland that:

1. The name of the corporation is hereby changed to:

MEL'S BUSINESS SYSTEMS, INC.

2. The Charter of the Corporation is hereby amended by striking out paragraph Fifth of the Articles of Incorporation and inserting in lieu thereof the following:

> Fifth: The total number of shares of capital stock which the Corporation has authority to issue is seven thousand (7000) shares of common stock, without par value.

3. The Board of Directors of the Corporation, at a meeting convened and held on February 15, 1991, adopted a resolution in which was set forth the foregoing amendments to the Charter, declaring the amendments of the Charter were advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on February 15, 1991.

4. Notice setting forth the foregoing amendments and stating that the purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon.

5. The amendment of the Charter of the Corporation as hereinabove set forth were approved by the stockholders of the Corporation at said meeting by unanimous vote of all stockholders entitled to vote thereon.

RHR/jb
2/20/91

1991 FEB 28 A 9:19

6. The amendment of the Charter of the Corporation as hereinbefore set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be herewith affixed and attested by its Secretary this 21st day of February, 1991.

ATTEST: MEL'S CASH REGISTERS, INC.

By _____ (SEAL)
DENNIS A. MICHAEL, President

_____
RICHARD J. COLLINS, Secretary

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

I HEREBY CERTIFY that on this 21st day of February, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DENNIS A. MICHAEL, President of MEL'S CASH REGISTERS, INC., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared RICHARD J. COLLINS, and made oath in due form of law that he was Secretary of the meeting of the stockholders of said Corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, informaation and belief.

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

_____
JEAN BOCHY, Notary Public

My Commission Expires
November 1, 1991

LIBER 0836 PAGE 836

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A MA BUSINESS CODE _____ COUNTY 51

D24173486 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51	8	Foreign Name Registration
13		___ Certified Copy 2P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
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85		Termination of Limited Partnership
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 28

Name Change (New Name) Mel's Business Systems, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Robert K. Reinhart, ESQ.

MAIL TO ADDRESS: Walsh & Reinhart
Ste 506
Liberty Trust Bldg
81 Baltimore St
Cumberland, MD 21502

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: AMS

7212 2280

LIBER 0336 PAGE 837

FILED FOR RECORD
MAY 28 1991
AT 10 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. [illegible] FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PARED BY

ARTICLES OF AMENDMENT
OF
MEL'S CASH REGISTERS, INC.
CHANGING ITS NAME TO:
MEL'S BUSINESS SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 28, 1991 AT 9:19 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2473486

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WALSH, WALSH & REINHART
ATTN: ROBERT H. REINHART, ESQ.
STE. 500, LIBERTY TRUST BLDG.
[illegible] BALTIMORE STREET

(Filed and Recorded May 23, 1991 @ 10:00 A.M.)

C.D.

Compared and Mailed Delivered
Robert S. Paye, Esq.
TO 21 Prospect Sq. Cumb. MD
May 29 1991

LIBER 0836 FOLIO 838

METCO PROPERTIES, INC.

ARTICLES OF INCORPORATION

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 hereafter referred to as the Corporation) is

METCO PROPERTIES, INC.

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

(a) To engage in the business of acquiring, owning, developing, leasing and dealing in real estate and improvements to real estate of all kinds; to sell, mortgage, encumber, lease, and perform all manner of transactions with such real estate; to engage in the business of assembling, planning and development of real estate for others, and generally to do and perform all other acts and things necessary, proper or convenient for or incidental to the furtherance or carrying out of the purposes hereinabove described.

(b) 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

1991 MAR -1 A 9:07

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

03-01-91 9.04A

060823

2-103 of the Corporations and Associations Article of the Annotated Code 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 Rt. 53, Winchester Road, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation is 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.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3), provided that (1) if there is no stock outstanding, the number of Directors may be less than three, but not less than one; and (2) if there is stock outstanding, and so long as there 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 S. Paye, Douglas G. Reineke and Dale Louk.

SEVENTH: The following provisions are hereby adopted for the

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

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

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

(3) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporations, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

(4) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State

3313 337

of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

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

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

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

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GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 vote 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 27th day of February, 1991, and do hereby acknowledge the same to be our respective act.

WITNESS:

Jean Caughman

Jean Caughman

Robert S. Paye (SEAL)
ROBERT S. PAYE

Sandra K. Twigg (SEAL)
SANDRA K. TWIGG

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

3313 0275

LIBER 036 PAGE 843

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MR BUSINESS CODE 03 COUNTY 51

[redacted] ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	1 Certified Copy 5p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Robert D. Paye ESQ

MAIL TO ADDRESS: Bryant McMul
Paye & Getty
[illegible]

LIBER 0036 PAGE 844

FILED FOR RECORD
MAY 2 3 1991
AT 10:00 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COMP-
ARED BY

ARTICLES OF INCORPORATION
OF
METCO PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 1, 1991 AT 9:04 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3174455

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
ATTN: ROBERT S. PAYE, ESQ.
21 PROSPECT SQ.
CUMBELAND MD 21502

169C3040596

A 352038

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3312 0270

ATT-060

(Filed and REcorded May 23, 1991 @ 10.00 A.M.)

C.J. LIBER 0036 FOLIO 845

Compared and ~~Mailed~~ Delivered

Robert S. Paye, Esq.

TO 21 Prospect Sq. Cumb. MD

May 29 19 91.

METCO RECOVERY, INC.

ARTICLES OF INCORPORATION

3-1-91 9:28 a

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 hereafter referred to as the Corporation) is

METCO RECOVERY, INC.

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

1991 MAR -1 A 9:28

1991 FEB 19 A 9:01

(a) To engage in a business of separating, recovering and salvaging materials of all kinds, and to purchase, process and sell scrap and salvage, and generally to deal in scrap, salvage and the recovery of materials of all kinds; and generally to do and perform all other acts and things necessary, proper or convenient for or incidental to the furtherance of carrying out of the purposes hereinabove described.

(b) To carry on any business whasoever 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

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

Code 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 Rt. 53, Winchester Road, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation is 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.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3), provided that (1) if there is no stock outstanding, the number of Directors may be less than three, but not less than one; and (2) if there is stock outstanding, and so long as there 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 S. Paye, Thomas W. Stanton and Edith I. Kalbaugh.

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

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

Corporation and of the Directors and stockholders:

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

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

(3) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporations, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(4) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State

LAW OFFICES
JEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

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

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

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

LAW OFFICES
3EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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 vote 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 13th day of February, 1991, and do hereby acknowledge the same to be our respective act.

WITNESS:

Alice L. Moraga — Robert S. Paye (SEAL)
ROBERT S. PAYE

Alice L. Moraga — Sandra K. Twigg (SEAL)
SANDRA K. TWIGG

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02MA LIBER 0036 FOLIO 850 BUSINESS CODE 03 COUNTY 51

_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonsto

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Reg.
51	____	Foreign Name Registration
13	11	1 Certified Copy 3
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Termination of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax
31	____	_____ Corp. Good Standing
NA	____	Foreign Corp. Registration
87	____	_____ Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, For. Limited Part.
___	____	Other _____
	____	Other _____

Name Change
(New Name) _____

_____

_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

_____

Code _____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: _____

Robert S. Paye

21 Prospect Sq.

Cumberland, Md 21502

TOTAL FEES 51

✓ ____ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: _____

3311 272

LIBER 036 PAGE 851

FILED FOR RECORD
MAY 23 1991 19
O'CLOCK
AND SAME DAY RECORDED IN
BER NO. FOLIO
E OF THE
RECORDS OF ALLEGANY
CT, MARYLAND, AND COM-
ED BY

ARTICLES OF INCORPORATION
OF
METCO RECOVERY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 1, 1991 AT 9:28 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3173655

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT S. PAYE
21 PROSPECT SQUARE
CUMBERLAND MD 21502

LIBER 0136 FOLIO 852

(Filed and Recorded May 23, 1991 @ 10:00 A.M.)

C.A.

Compared and ~~Mailed~~ Delivered

Robert S. Paye, Esq.

TO 21 Prospect Sq, Cumbmd

May 29 1991

ALLECO PROPERTIES, INC.

ARTICLES OF INCORPORATION 03-01-91 at 9:29A.m.

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 hereafter referred to as the "Corporation") is

ALLECO PROPERTIES, INC.

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

(a) To engage in the business of acquiring, owning, developing, leasing and dealing in real estate and improvements to real estate of all kinds; to sell, mortgage, encumber, lease, and perform all manner of transactions with such real estate; to engage in the business of assembling, planning and development of real estate for others, and generally to do and perform all other acts and things necessary, proper or convenient for or incidental to the furtherance or carrying out of the purposes hereinabove described.

(b) 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

1991 MAR -1 A 9:29

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

Maryland, including, but not limited to, anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code 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 Rt. 53, Winchester Road, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation is 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.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3), provided that (1) if there is no stock outstanding, the number of Directors may be less than three, but not less than one; and (2) if there is stock outstanding, and so long as there 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 S. Paye, Douglas G. Reineke and Dale Louk.

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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

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

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

(3) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporations, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

(4) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for

3712 0223

any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

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

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

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

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

3313 0324

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 vote 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 27th day of February, 1991, and do hereby acknowledge the same to be our respective act.

WITNESS:

Diane Carrington — Robert S. Paye (SEAL)
ROBERT S. PAYE

Diane Carrington — Sandra K. Twigg (SEAL)
SANDRA K. TWIGG

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

3312 0225

LIBER 036 PAGE 857

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 51

[redacted] ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
[redacted]		Foreign Name Registration
[redacted]	11	1 Certified Copy 5P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Robert S. Paye Esq.

MAIL TO ADDRESS: Crippen McMullen, Paye & Getty, P.A.

[redacted]

LIBER 0036 PAGE 858

PLACED FOR RECORD
MAY 23 1991
AT 11:22 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM
CLERK
BY

ARTICLES OF INCORPORATION
OF
ALLECO PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 1, 1991 AT 9:29 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3174349

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
ATTN: ROBERT S. PAYE
21 PROSPECT SQ.
CUMBERLAND MD 21502

169C3040585

A 352029

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3312 0220

AT5-060

(Filed and REcorded May 23, 1991 @ 10:00 A.M.)

Liber 036 : 859

Foundations
Grading
Septic Systems

Sewer & Water Lines
Clearing

DAVE THOMPSON EXCAVATING, INC.

BACKHOE — LOADER — DOZER SERVICE

P.O. Box 451
Ellerslie, MD 21529
301-777-0444

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

February 28, 1991

3-4-91 : 900a.m.

DAVE THOMPSON EXCAVATING, INC.
Articles of Revival

First: The name of the corporation at the time the charter was forfeited was Dave Thompson Excavating, Inc.

Second: The name which the corporation will use after revival is Dave Thompson Excavating, Inc.

Third: The name and address of the resident agent is David A. Thompson, RT#35 Ellerslie Rd, Ellerslie, MD 21529

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 Dave Thompson Excavating Inc., RT#35 Ellerslie rd, Ellerslie, MD 21529.

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

David A Thompson
Last Acting President

Jacqueline S Thompson
Last Acting Secretary

c.s.
Compared and Mailed ~~Delivered~~
TO David Thompson P.O. Box 451, Ellerslie, MD 21529
May 29 1991

Montgomery County Government

0360

February 7, 1991

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

Gentlemen:

Pursuant to Section 3-407, Corporations and Associations Article, Annotated Code of Maryland - 1975, I hereby certify all corporate/personal property taxes owing to Montgomery County, Maryland, by

Dave Thompson Excavating, Inc. (D1653658),

have been paid through the 1989 levy year. (7/1/89 through 6/30/90)

Our collection records indicate the 1989 levy year taxes, in the total amount of $ 2,262.70, were paid on 11/1/89.

Very truly yours,

Max R. Bohnstedt
Director of Finance

MRB/DDB/amr

PLEASE TAKE NOTE:

Our records indicate the 1990 levy year assessment previously certified by your department has been since abated in full.

LIBER 036 FOLIO 861

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, David Thompson, owner (insert name and title) of Dave Thompson Excavating, Inc. (insert name of corporation) hereby declare that the previously mentioned corporation has 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.

David Thompson

David Thompson
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on February 28, 1991 (insert date) before me, the subscriber, a notary public of the State of Maryland, in and for County of Allegany (insert name or county for which notary is appointed) personally appeared David Thompson (insert name of person swearing) and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

(Signature of notary public)

My Commission expires Nov. 1, 1991

Liber 0836 Folio 862

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18 MA BUSINESS CODE 03 COUNTY 51

D1653658 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonsto

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____
TOTAL FEES	50	

Name Change
(New Name) _____

___ Change of Name
✓ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: David Thompson
P O Box 451
Ellerslie, Md 2152

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JO

2313 1213

LIBER 0036 PAGE 863

FILED FOR RECORD
MAY 23 1991 AT
2:20 O'CLOCK PM
SAME DAY RECORDED IN
LIBER NO. FOLIO
OF THE RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COM-
PTROLLER

THE ARTICLES OF REVIVAL
OF
DAVE THOMPSON EXCAVATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 4, 1991 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D1653658

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DAVID THOMPSON
P. O. BOX 451
ELLERSLIE MD 21529

BYRON

C.S.

Compared and ~~Mailed~~ Delivered
Eppert, McMullen, Paye & Getty
TO ~~Attorneys at Law~~ Cumberland
May 29, 1991.

LIBER 0836 PAGE 864

ARTICLES OF INCORPORATION

FOR

CUMBERLAND RACEWAY, INC. 3-4-91 / 9:27a

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

(Filed and Recorded May 23, 1991 @ 10:00 A.M.)

FIRST: I, Gregory H. Getty, whose post office address is 21 Prospect Square, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Cumberland Raceway, Inc.

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

1) To establish and maintain suitable grounds and a track for racing in Allegany County, Maryland, with necessary buildings, erections, and improvements, to conduct racing, exhibition, and contests of speed, and races of every kind and description, for premiums, purchases, and other awards made up from fees or otherwise, to charge the public for admission thereto, and to let such rights and privileges to others; to operate restaurants, cafes, and other stands for the sale of food and other refreshments, and to let the privilege of operating the same to others, and to do and perform all other acts necessary for fully accomplishing the purposes herein specifically enumerated.

2) To do anything permitted by Section 2-103 of the Corporations and Association Articles 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 55 Seldom Seen Road, Lonaconing, Maryland 21539. The name and post office address of the resident agent of the Corporation in this state is Benjamin H. Evans, III, 55 Seldom Seen Road, Lonaconing, Maryland 21539. 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 1,000 shares of Common Stock, without

1991 MAY -4 A 9:27

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

0211 0726

par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which never may be increased or decreased pursuant to the By-Laws of the Corporation, which 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 (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: Benjamin H. Evans, III, Nancy M. Evans, and

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

(1) The Board of Directors of the Corporation 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock

(3) 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

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 Pennsylvania General Corporation Law now or hereafter enforced.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any share of stock of the Corporation of any class now or hereafter authorized, or any securities exchangable 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 1st day of March, 1991, and I acknowledge the same to be my act.

Gregory H. Getty
GREGORY H. GETTY

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

LIBER 036 FOLIO 867

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 51

[redacted] # _____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Appert, McMullen, Power & Hall, PA

LIBER 0336 PAGE 868

PLATO FOR RECORD
MAY 23 1991 AT 10:00 O'CLOCK AM
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COMPARED BY

ARTICLES OF INCORPORATION
OF
CUMBERLAND RACEWAY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 4, 1991 AT 9:27 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3172921

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
21 PROSPECT SQUARE
CUMBERLAND MD 21502

169C3040443

A 351892

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3311 2325

ATS-060

(Filed and Recorded May 23, 1991 @ 10:00 A.M.)

03-15-91

1991 MAR 15 A 9:17

LAVALE BEAUTY & BARBER SUPPLY, INC.

ARTICLES OF AMENDMENT

LaVale Beauty & Barber Supply, Inc., a Maryland corporation having its principal office at 24 National Highway, LaVale, Maryland 21502 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety the state corporation name and by substituting in lieu thereof the following:

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Quad State Beauty & Supply, Inc.

SECOND: By unanimous vote of the Board of Directors of the Corporation at a meeting on March 1, 1991, the Board of Directors of the Corporation duly advised the foregoing amendment, and by a unanimous vote taken by the stockholders of the Corporation at a meeting held on March 1, 1991, the stockholders of the Corporation duly approved said amendment.

C.A.

Compared and Mailed Delivered
John J. Coyle, Jr. Esq.
TO 110 Washington St. Cumbo
May 29 1991.

IN WITNESS WHEREOF, LaVale Beauty & Barber Supply, Inc. has caused these presents to be signed in its name and on its behalf by its president and witnessed by its secretary on the 12th day of March, 1991 and its president acknowledges that these Articles of Amendment are the act and deed of LaVale Beauty & Barber 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.

ATTEST:

Rissa Raye Jones

LAVALE BEAUTY & BARBER SUPPLY, INC.

By Charles Russell Jones, President
Charles Russell Jones, President

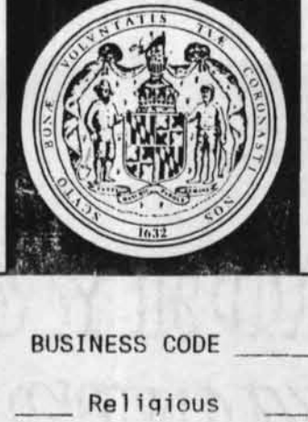
LIBER 0036 FOLIO 871

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A MR BUSINESS CODE _____ COUNTY 51

D06232505 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	8	1 Certified Copy 2
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal

Name Change (New Name) QUAD State Beauty & Supply, Inc.

_____

- ✓ Change of Name
- ___ Change of Principal Office
- ___ Change of Resident Agent
- ___ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

_____

Code 145

ATTENTION: John J. Coyle Jr., ES

_____

MAIL TO ADDRESS: _____

_____

LIBER 1036 PAGE 872

FILED FOR RECORD
MAY 23 1991 AT 10:48 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. 1036 FOLIO 872
ONE OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND
CLERK

ARTICLES OF AMENDMENT
OF
LAVALE BEAUTY AND BARBER SUPPLY, INC.
CHANGING ITS NAME TO:
QUAD STATE BEAUTY & SUPPLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 15, 1991 AT 9:17 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0632505

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE , GETTY
& MONTELEONE-JOHN COYLE, JR.
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

178C3041794

A 353190

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3316 0573

AT5:060

(Filed and Recorded May 23, 1991 @ 10:00 A.M.)

Compared and ~~Mailed~~ Delivered C.S.
Robert A. Alderson, Esq.
TO 100 S. Liberty St. Cumb. MD
May 29 1991

LIBER 136 : 873

ARTICLES OF INCORPORATION

OF

3-18-91 at 8:36 A.M.

AHL NUTRITION SERVICES, INC.

FIRST: I, Robert A. Alderson, whose post office address is 100 South Liberty Street, Cumberland, Maryland 21501-1379, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland, including the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the corporation ("Corporation") is AHL NUTRITION SERVICES, INC.

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

(1) To engage in the business of nutrition services consultation, planning and management.

(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 908 Growden Terrace, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is Robert A. Alderson, 100 South Liberty Street, Cumberland, Maryland 21501-1379. 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 one (1) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than one and [illegible]

Annotated Code of Maryland. The name of the director who shall act until the first annual meeting or until her successors are duly chosen and qualified is: Angela H. Lancaster.

SEVENTH: Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class 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 not 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 including 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15 day of March, 1991, and I acknowledge same to be my act.

WITNESS:

Geneen L. Robertson

ROBERT A. ALDERSON

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 15th day of March, 1991, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Angela H. Lancaster, and she acknowledged the aforegoing instrument to be her act and deed.

WITNESS my hand and Notarial Seal.

Geneen L. Robertson
Notary Public

My Commission Expires: 7/6/94

Geneen L. Robertson
Notary Public
Allegany County, Maryland

BYRON WESTON CO LINEN RECORD 1989

LIBER 036 FOLIO 876

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02pk BUSINESS CODE 03 COUNTY 51

_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstoc

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	30	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
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56		Penalty
54		For. Supplemental Cert.
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600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Robert A. Alderson

MAIL TO ADDRESS: Hidmarch & Hilkinson
100 S. Liberty Street
P.O. BOX 1379
Cumberland, Md
21501-1379

TOTAL FEES 49

✓ Check _____ Cash

NOTE: Copy made

_____ Documents on _____ checks

APPROVED BY: [signature]

LIBER 0036 PAGE 877

FILED FOR RECORD
MAY 23 1991
SAME DAY RECORDED IN
FOLIO
OF THE
RECORDS OF ALLEGANY
MARYLAND, AND CER-
BY

ARTICLES OF INCORPORATION
OF
AHL NUTRITION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 18, 1991 AT 8:56 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3183308

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT A. ALDERSON
100 S. LIBERTY STREET
P. O. BOX 1379

(Filed and Recorded May 23, 1991 @ 10:00 A.M.)

C.S.

Liber 0036 Folio 878

Compared and Mailed Delivered

Robert S. Paye, Esq.

TO 21 Prospect Sq. Cumberland MD

May 29, 1991

W. KARL PRODOEHL, INCORPORATED

ARTICLES OF INCORPORATION

03-21-91 at 8:31 A.m.

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 hereafter referred to as the "Corporation") is

W. KARL PRODOEHL, INCORPORATED

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

(a) To act as the agent of such persons, firms, associations, and corporations as shall employ it to investigate, collect and report information concerning insurance applicants and risks, to investigate, prepare, present, adjust, compromise, settle, collect and negotiate claims under insurance policies of all kinds, to generally act in the business of providing independent investigation and adjusting services for insurers and others, and generally to do and perform all other acts and things necessary, proper or convenient for or incidental to the furtherance or carrying out of the purposes hereinabove described.

(b) 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

1991 MAR 21 A 8:31

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

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, 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 901 Balmoral Road, Cumberland, Maryland, 21502. The name and post office address of the resident agent of the Corporation is W. Karl Prodoehl, 338 Mt. View Drive, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

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

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

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PAYE & GETTY
CUMBERLAND
MARYLAND

W. Karl Prodoehl, Sharen J. Prodoehl and Edith M. Thompson.

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

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

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

(3) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporations, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

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PAYE & GETTY
CUMBERLAND
MARYLAND

(4) The Board of Directors shall have power to borrow or raise

money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

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

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

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

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MARYLAND

(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 vote 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 ____day of March, 1991, and do hereby acknowledge the same to be our respective act.

WITNESS:

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

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

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

LIBER 0.3[illegible] 383

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MH BUSINESS CODE 03 COUNTY 51

[redacted] # _____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	1 Certified Copy 5p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Robert S. Paye, Esq.

MAIL TO ADDRESS: Gerst, Wm. Paye & Getty
27 Pleasant Square

LIBER 0336 PAGE 884

FILED FOR RECORD
MAY 23 1991
AT 10:00 O'CLOCK A.M.
AND SAME DAY RECORDED IN
LIBER NO. FOLIO
OF THE LAND RECORDS OF ALLEGANY
COUNTY, MARYLAND, AND COMPARED BY

ARTICLES OF INCORPORATION
OF
W. KARL PRODOEHL, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 21, 1991 AT 8:31 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3185634

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT S. PAYE, ESQ.
GEPPERT, MCMULLIN, PAYNE
21 PROSPECT SQUARE
CUMBERLAND MD 21502

182C3042333

A 353682

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

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