

LIBER 37 PAGE 800

ARTICLES OF AMENDMENT

OF

SALISBURY COIN EXCHANGE, INC.

Changing its name to:

SALISBURY JEWELRY AND COIN EXCHANGE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1982 at 9:56 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2570, folio 2700, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

D. W. Hill



A 136199

8307434

Received for Record June 7, 1983 and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. No. 27, Folios 800-801.

A. James Smith

Ei & D BNA Attyp. 6/15/83





LIBER 37 PAGE 803

the resolution adopted by the Board of Directors of Educational Supplies, Inc. on December 30, 1982.

My Commission Expires:  
July 1, 1986

*Cynthia L. Bennett*  
Notary Public



\* The action recited herein as the action of the Board of Directors is in fact taken by the stockholders under the authority to so act pursuant to Section 4-303 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

OF

EDUCATIONAL SUPPLIES, INC.

911

received for record January 17, 1983, at 11:22 AM.  
and recorded on Film No. 2568 <sup>3</sup> Frame No. 3807 one of  
the charter records of the State Department of Assessments and Taxation of Maryland.  
To the clerk of the Circuit court of Wicomico County

AA No 21553A

Special Fee Paid \$5.00  
Recording Fee Paid \$6.00  
Total \$11.00

Mr. Clerk Mail to: Long, Laws, Hugjes & Bahen  
P. O. Box 259  
Salisbury, Md. 21801

rc

Received for Record Jan 17, 1983 and recorded in the  
Cop. Records of Wicomico County, Maryland in Liber A.J.S.  
No. 37, Folios 802-804.

*A. James Smith*

C-111

*E & D L L H & B, Atty. 6/15/83*

832172

CERTIFICATE OF CHANGE OF RESIDENT AGENT AND PRINCIPAL OFFICE

OF

HESS APPAREL, INC.

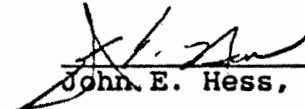
RESOLUTION OF DIRECTORS

RESOLVED: That the post office address of the principal office of this Corporation in the State of Maryland is hereby changed to 205 West Main Street, Salisbury, Maryland 21801.

RESOLVED: That the Resident Agent of the Corporation is hereby changed to John E. Hess, Sr., 205 West Main Street, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.


CERTIFICATION

I HEREBY CERTIFY, that the foregoing resolutions were duly adopted by the Board of Directors of Hess Apparel, Inc. on January 19, 1983.

  
John E. Hess, Sr., President

Dated: 1/19/83

REC'D 1.63  
TOL 1.63  
CHK 0026 1.63  
02 01983 6-07A11:58

3:29 on 1/24  


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LIBER 37 PAGE 806  
NOTICE OF CHANGE OF RESIDENT AGENT, AGENT'S ADDRESS  
AND PRINCIPAL OFFICE

954

OF

HESS APPAREL, INC.

received for record January 24, 1983

, at 3:29 p.M.

and recorded on Film No. 2570

Frame No. 0983 one of

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

To the clerk of the Circuit

court of Wicomico County

AA N<sup>o</sup> 21614A

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

Mr. Clerk Mail to: Frank, Bernstein, Conaway & Goldman  
1300 Mercantile Bank & Trust Building  
2 Hopkins Plaza  
Baltimore, Maryland 21201

r c

Received for Record June 7, 1983 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 37, Folios 805-806.

*A. James Smith*

Clerk

*Ex 4 M Frank, Bernstein, Conaway & Goldman, 1300 Merc.*

832173

LIBER 37 PAGE 807

ARTICLES OF MERGER

Between

HESS APPAREL OF EASTON, INC.

(a Maryland Corporation)

and

HESS APPAREL, INC.

(a Maryland corporation, the Surviving Corporation)

HESS APPAREL OF EASTON, INC., a Maryland corporation (hereinafter sometimes called "Easton") and HESS APPAREL, INC., a Maryland corporation (hereinafter sometimes called the "Surviving Corporation"), hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: Easton and the Surviving Corporation agree that Easton shall be merged with and into the Surviving Corporation, which shall continue under the name of Hess Apparel, Inc. The names of the corporations included in the merger are as hereinabove set forth. The Surviving Corporation was incorporated under and is governed by the general laws of the State of Maryland. Easton was incorporated under and is governed by the general laws of the State of Maryland.

SECOND: The Surviving Corporation shall continue under the present charter of Hess Apparel, Inc. The by-laws, officers, and directors of Hess Apparel, Inc. shall be the by-laws, officers and director of the Surviving Corporation upon effectiveness of the merger hereunder.

THIRD: The total number of shares of stock which each of the Corporations party to these Articles has authority to issue, the number and par value of the shares of each class and the aggregate par value thereof are as follows:

(a) Easton has authorized two classes of capital stock, with the total number of shares of stock of all classes being Seven Thousand Five Hundred (7,500), consisting of Two Thousand Five Hundred (2,500) shares of Preferred Stock with a par value of One Hundred Dollars (\$100.00) each, and Five

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## LIBER 37 PAGE 808

Thousand (5,000) shares of Common Stock with a par value of Ten Dollars (\$10.00) each, for an aggregate par value of Three Hundred Thousand Dollars (\$300,000.00) for all shares.

(b) The Surviving Corporation has authorized three classes of capital stock, with the total number of shares of stock of all classes being Six Thousand Three Hundred Eighty-Five (6,385), consisting of Three Thousand Seven Hundred (3,700) shares of Preferred Stock with a par value of One Hundred Dollars (\$100.00) each, One Thousand Six Hundred Eighty-Five (1,685) shares of Second Preferred Stock with a par value of One Hundred Dollars (\$100.00) each, and One Thousand (1,000) shares of Common Stock with a par value of Five Dollars (\$5.00) each, for an aggregate par value of Five Hundred Forty-Three Thousand Five Hundred Dollars (\$543,500.00) for all shares.

FOURTH: At and as of the effective time of the merger each share of the issued and outstanding common and preferred stock of Easton shall be surrendered and cancelled. The issued shares of the capital stock of the Surviving Corporation shall remain issued and shall not be affected by the merger.

FIFTH: The principal office of Easton is located in Easton, Talbot County, Maryland. The principal office of the Surviving Corporation is located in Salisbury, Wicomico County, Maryland. Neither Easton nor the Surviving Corporation own any interest in land located in Maryland.

SIXTH: The effective time of the merger hereunder shall be 12:01 A.M. on January 30, 1983.

SEVENTH: The terms and conditions of the merger herein set forth were advised, authorized, and approved by the Surviving Corporation in the manner and by the vote required by its charter and the general laws of the State of Maryland, 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 Easton in the manner and by the vote required by its charter and the general laws of the State of Maryland, and the said merger was approved in the manner hereinafter set forth.

LIBER 37 PAGE 809

EIGHTH: The merger was duly advised by the Board of Directors of the Surviving Corporation in the following manner. The Board of Directors of the Corporation adopted resolutions declaring that the merger of Easton into the Surviving Corporation is advisable substantially upon the terms and conditions set forth or referred to in said resolution, and directing that the proposed merger be submitted to the stockholders for consideration and approval. Said resolutions of the Board of Directors were adopted by means of a Document of Consent in accordance with Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland.

The merger was duly advised by the Board of Directors of Easton in the following manner. The Board of Directors of the Corporation adopted resolutions declaring that the merger of Easton into the Surviving Corporation is advisable substantially upon the terms and conditions set forth or referred to in said resolution, and directing that the proposed merger be submitted to the Stockholders for consideration and approval. Said resolutions of the Board of Directors were adopted by means of a Document of Consent in accordance with Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland.

NINTH: The merger, in substantially the form set forth herein, was duly approved by the stockholders of the Surviving Corporation in the following manner. The stockholders of the Corporation approved the merger in a Document of Consent in accordance in Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland.

The merger, in substantially the form set forth herein, was duly approved by the stockholders of Easton in the following manner. The sole stockholder of the Corporation approved the merger in a Document of Consent in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, on this 7<sup>th</sup> day of January, 1983, these Articles of Merger are hereby signed, for and on behalf of Hess Apparel of Easton, 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 herein with respects to authorization and approval of said merger are true in all material respect to the best of his knowledge, information and belief; and these Articles of Merger have been signed for and on behalf of Hess Apparel, Inc. by its President, who does hereby acknowledge that the said Articles of Merger are the act of said corporation, and who does hereby state under the

LIBER 37 PAGE 810

penalties for perjury that the matters and facts set forth herein 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:

HESS APPAREL, INC.

Charles A. ...  
Secretary

By J. J. ... (SEAL)  
President

ATTEST:

HESS APPAREL OF EASTON, INC.

Charles A. ...  
Secretary

By J. J. ... (SEAL)  
President

9948A



LIBER 37 PAGE 811  
ARTICLES OF MERGER

MERGING

HESS APPAREL OF EASTON, INC. (MD. CORP)

INTO

HESS APPAREL, INC. (MD. CORP) Survivor

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 24, 1983 5 at 3:30 o'clock p M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2575, folio 02094, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. Effective Date: January 30, 1983  
at 12:01 AM

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
4.00 certif to Talbot Co. corporate records

To the clerk of the Circuit Court of Wicomico County

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

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

*D. W. Hill*



A 137243

8308531

Received for Record Jan 27, 1983 and recorded in the  
Corp. Records of Wicomico County, Maryland in Liber A.J.S.  
No. 37, Folios 802-811.

*A. James Smith* Clerk  
5.00

*Ex 4 M Frank, Bernstein, Coxaway & Goldmar, 1300 Merc.*

832174

ARTICLES AND AGREEMENT OF MERGER

between

HESS APPAREL OF DELAWARE, INC.

(a Delaware corporation, the Surviving Corporation)

and

PAM'S APPAREL, INC.

(a Maryland corporation)

HESS APPAREL OF DELAWARE, INC., a Delaware corporation (hereinafter called the "Surviving Corporation") and PAM'S APPAREL, INC., a Maryland corporation (hereinafter called "Pam's") hereby agree and certify as follows:

1. That, effective as of January 30, 1983, at 12:01 A.M., the corporation hereinabove designated as Pam's shall be merged with and into the Surviving Corporation, which shall continue under the present Certificate of Incorporation of Hess Apparel of Delaware, Inc. The Certificate of Incorporation of the Surviving Corporation shall not be changed or amended as the result of this merger. The laws of the State of Delaware shall govern the Surviving Corporation.

2. The name, place of incorporation, date of incorporation and principal (or registered) office of each corporation which is a party to these Articles of Merger is as follows:

<u>Name</u>	<u>Place of In- corporation</u>	<u>Date of In- corporation</u>	<u>Principal Office</u>
Hess Apparel of Delaware, Inc.	Delaware	May 27, 1966	Blue Hen Mall Dover, Delaware
Pam's Apparel, Inc.	Maryland	June 28, 1978	205 West Main St. Salisbury, Md. 21801 (Wicomico County, Maryland)

3. Each of the respective corporations which are parties to these Articles of Merger is incorporated under the general laws of its state of incorporation.

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LIBER 37 PAGE 813

4. The Surviving Corporation is not qualified to do business in the State of Maryland. Its Resident Agent in this State is John E. Hess, Sr., 205 West Main Street, Salisbury, Maryland 21801.

5. Neither of the parties to these Articles of Merger owns any interest in land in the State of Maryland.

6. With respect to each party to these Articles of Merger, the total number of shares of stock of all classes which the corporation has authority to issue, the number of shares of stock of each class, the par value of the shares of stock of each class, and the aggregate par value of all shares with par value, are as follows:

<u>Corporation</u>	<u>Authorized Shares</u>	<u>No. of Shares by Class</u>	<u>Par Value per share</u>	<u>Aggregate Par Value</u>
Hess Apparel of Delaware, Inc.	2,000	1,000 Common stock 1,000 Preferred stock	\$10.00 \$100.00	\$110,000
Pam's Apparel, Inc.	5,000	5,000 Common stock	None	None

7. The terms and conditions of the merger herein set forth were advised, authorized and approved by each corporation party to these Articles of Merger in the manner and by the vote required by its charter and the laws of its place of incorporation, and the said merger was approved by each corporation party to these Articles of Merger in the following manner:

(a) Pursuant to Section 141 of the General Corporation Law of the State of Delaware, the Board of Directors of the Surviving Corporation executed a unanimous written consent declaring that the merger described herein is advisable, and that the proposed merger should be submitted for consideration by the Stockholders of the Surviving Corporation. Pursuant to Section 228 of the General Corporation Law of the State of Delaware, the Stockholders of the Surviving Corporation exe-

LIBER 37 PAGE 814

cuted a unanimous written consent approving the merger in the form set forth herein.

(b) Pursuant to Section 2-408 the Maryland General Corporation Law, the Board of Directors of Pam's executed an unanimous written consent declaring that the merger described herein is advisable, and that the proposed merger should be submitted for consideration by the Stockholders of Pam's. Pursuant to section 2-505 of the Maryland General Corporation Law, the Stockholders of Pam's executed a unanimous written consent approving the merger in the form set forth herein.

8. Upon the effectiveness of these Articles of Merger, all of the issued and outstanding capital stock of Pam's shall be surrendered and cancelled. The issued shares of the capital stock of the Surviving Corporation shall remain issued and shall not be affected by the merger. On and after the effectiveness of these Articles of Merger, all debts, obligations, liabilities and duties of Pam's shall further attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, obligations and duties had been incurred or contracted by it. On and after the effectiveness of these Articles of Merger, the separate existence of Pam's shall cease, all of the property, rights, privileges, powers and franchises of Pam's shall be transferred to, vested in and devolve upon the Surviving Corporation, and the Surviving Corporation shall have all the privileges and powers set forth in its Certificate of Incorporation. Upon the effectiveness of these Articles of Merger, the by-laws, officers and directors of Hess Apparel of Delaware, Inc. shall be the by-laws, officers and directors of the Surviving Corporation.

IN WITNESS WHEREOF, each corporation, party to these

Articles and Agreement of Merger, has caused these presents to be signed and acknowledged in the name and on behalf of each such corporation by its President and its corporate seal to be affixed and attested by its Secretary, all as of the 7<sup>th</sup> day of January, 1983.

The foregoing Articles and Agreement of Merger are hereby signed for and on behalf of Hess Apparel of Delaware, Inc. and Pam's Apparel, Inc. by their respective Presidents and attested by their respective Secretaries, each of whom hereby acknowledges that said Articles and Agreement of Merger are the acts and deeds of their respective corporations, and each of whom does hereby state under the penalties for perjury that the matters and facts stated herein are true and correct in all material respects.

ATTEST:

Charles A. [Signature]  
Secretary

HESS APPAREL OF DELAWARE, INC.

By [Signature] (SEAL)  
President

ATTEST:

Charles A. [Signature]  
Secretary

PAM'S APPAREL, INC.

By [Signature] (SEAL)  
President

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LIBER 37 PAGE 816  
ARTICLES OF MERGER

MERGING

PAM'S APPAREL, INC. (MD. CORP)

INTO

HESS APPAREL OF DELAWARE, INC. (Del. Corp) Survivor

approved and received for record by the State Department of Assessments and Taxation of Maryland January 24, 1983 5 at 3:30 o'clock P M. as in conformity with law and ordered recorded. EFFECTIVE DATE: January 30, 1983 at 12:01 AM

Recorded in Liber 2575, folio 02101, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*D. W. White*



A 137244

8308530

Received for Record *Jan 7, 1983* and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. No. *37*, Folios *812-816*.

*A. James Smith* Clerk

*Ex 4 M John E. Hess, Jr., 205 W. Main St. Salisbury, Md. 21801 6/15/83*

832175

LDA RENTALS, INC  
ARTICLES OF REVIVAL

BE

First: The name of the corporation at the time the charter was forfeited was LDA RENTALS, INC.

SECOND: The name which the corporation will use after revival is L D A RENTALS, INC.

Third: The name and address of the resident agent are Ronald Goodman 501 Railroad Ave. Salisbury, Md. 21801

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

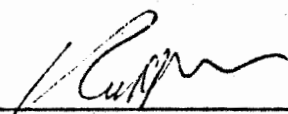
Fifth: At or prior to the filing of these Articles of Revival, the corporation has: (a) Paid all fees required by law; b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties 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.

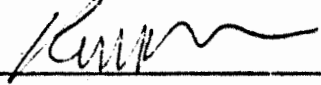
Sixth: The address of the principal office in this state is 501 Railroad Ave. Salis., Md. 21801.

The undersigned who was the last acting president and secretary of the corporation acknowledge the Articles to be their act.

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\_\_\_\_\_  
Ronald Goodman Last Acting President

  
\_\_\_\_\_  
Ronald Gpodman , Last Acting Secretary

LIBER 37 PAGE 818  
ARTICLES OF REVIVAL

IF

LDA RENTALS, INC.

Changing its name to:

L D A RENTALS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 21, 1983 2 at 10:12 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2575, folio 102175, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

To the clerk of the Circuit Court of Wicomico County

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

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

*[Handwritten Signature]*



A 137259

8308403

drb

received for record Jan 7, 1983 and recorded in the  
Cop. Records of Wicomico County, Maryland in Liber A.J.S.  
No. 37, Folios 817-818.

*[Handwritten Signature]*

CL-11

*Ex 4 M. Ronald Goodman, 501 Railroad Ave.,  
Salisbury, Md. 21801 6/15/83*

5.





LIBER 37 PAGE 820

FIFTH: The Post Office address of the principal office of the corporation in the State of Maryland is 600 S. Salisbury Blvd, Salisbury, Maryland, 21801; and the name and Post Office Address of the Resident Agent of the Corporation is Arlie A. Watson, 600 S. Salisbury Blvd, Salisbury, Maryland, 21801. Said Resident Agent is an individual actually residing in the State of Maryland.

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 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, the number of directors may be less than three (3) but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Arlie A. Watson, Roxie A. Watson, Robert M. Still, Sr., and Lee B. Still.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 29th day of December, 1982, and severally acknowledge the same to be our act.

WITNESS:

INCORPORATORS:

Clair Watson

Arlie A. Watson  
Arlie A. Watson

Clairine Watson

Roxie A. Watson  
Roxie A. Watson

Clairine Watson

Robert M. Still, Sr.  
Robert M. Still, Sr.

Clairine Watson

Lee B. Still  
Lee B. Still

*[Faint handwritten notes and signatures at the bottom of the page]*

LIBER 37 PAGE 821  
ARTICLES OF INCORPORATION

OF

SALISBURY COUNSELING AND YOKEFELLOW CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 3, 1983 at 11:36 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2571, folio 1690, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*D. W. Hill*



A 136332

8307528

Received for Record Jan 7, 1983 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 37, Folios 819-821.

*A. James Smith*  
5

CLerk

drb

*E. & M. Arlie A. Watson, 600 S. Salis. Blvd., Salisbury  
MD 21801 6/15/83*

832177

LIBER 37 PAGE 822

## ARTICLES OF INCORPORATION

OF

LOTTIE M. HEARN, INC.

A CLOSE CORPORATION

## THIS IS TO CERTIFY:

FIRST: That the subscriber, Victor H. Laws, III, whose post office address is 124 East Main Street, P. O. Box 259, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, by virtue of the general laws of the State of Maryland authorizing the formation of close corporations, does hereby act with the intention of forming a close corporation by the execution and filing of these Articles.

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

LOTTIE M. HEARN, INC.

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

(a) To engage in the business of sales and service of household sewing machines and apparatus, and to do custom sewing and promotion of sewing via classes, seminars or other instruction, and to sell and otherwise deal in sewing materials and supplies; to buy, sell, lease, hold, encumber and otherwise deal in real estate and real property; to have general retail powers and to engage generally in the retail or wholesale sale of sewing accessories, clothing, fabrics, gifts, notions and other goods, wares, merchandise and services of any nature whatsoever.

(b) To carry on and conduct any other lawful related business or businesses and to own, manage, buy lease, sell and encumber property of every kind and description used or useful in connection therewith.

(c) To have and exercise any and all of the powers and authority conferred upon the Corporation by Maryland law except those (if any) limited, restricted or denied by the provisions of these Articles, or the By-Laws of the Corporation, or any agreement among its stockholders authorized by the provisions of Maryland law relating to close corporations.

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LIBER 37 PAGE 823

FOURTH: The post office address of the principal office of the Corporation in this State is 510 Douglas Road, Salisbury, Maryland 21801. The resident agent of the Corporation is Lottie M. Hearn, whose address is 510 Douglas Road, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is . One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have one director, Lottie M. Hearn, who shall serve until the organizational meeting, at which time the Board of Directors shall cease to exist and thereafter there shall be no Board of Directors and the Corporation shall proceed under Section 4-303 of the Corporations and Associations Articles of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation on this 7<sup>th</sup> day of January, 1983.

TEST:

[Signature] [Signature] (SEAL)  
Victor H. Laws III

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 7<sup>th</sup> day of January, 1983, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Victor H. Laws III, and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission Expires:  
July 1, 1986

[Signature]  
Notary Public



LIBER 37 PAGE 824  
ARTICLES OF INCORPORATION

OF

LOTTIE M. HEARN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 10, 1983 <sup>3</sup> at 10:29 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2573, folio 02372 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*D. W. Hill*



A 136779

8307868

drb

received for record *June 7, 1983* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. *37*, Folios *822-824*.

*A. James Smith*

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*E & M Lottie M. Hearn, 510 Douglas Road,  
Salisbury, Md. 21801 6/15/83*

832178 LIBER 37 PAGE 825

ARTICLES OF INCORPORATION

OF

A.R.E., INC.

FIRST: That I, Edgar A. Baker, Jr., Esquire, whose post office address is 110 North Division Street, Salisbury, Maryland, being at least eighteen (18) years of age, do under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations, hereby form a Corporation by the execution and filing of these Articles.

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

A.R.E., INC.

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

To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating of real and personal property of any and all kinds.

The foregoing enumeration of the purpose, object and business of the Corporation is made in furtherance, and not in

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SALISBURY, MD.

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LIBER 37 PAGE 826

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 post office address of the principal office of the Corporation in this state is 540 Riverside Dr., Suite 16, Salisbury, Maryland, 21801. The name and post office address of the resident agent of the Corporation of this state is Edgar A. Baker, Jr., Esquire, 110 North Division Street, Salisbury, Maryland, 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

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

John H. Ebelein  
Robert L. Ayotte  
Donald D. Ronk

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 thereof, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

(3) The Board of Directors shall have power, from time to time, to fix and determine and vary the amount of working capital of the Corporation; to determine whether any, and if, what part, of the surplus of the Corporation or of the net profits arising from its business 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 dispositions of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of the 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.

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

SEIDEL AND BAKER  
ATTORNEYS AT LAW  
SALISBURY, MD.  
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LIBER 37 PAGE 828

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of January, 1983, and I acknowledge the same to be my act.

WITNESS:

Cheryl A. Curtis as to Edgar A. Baker, Jr.  
Edgar A. Baker, Jr.

THIS IS TO CERTIFY, that on the 4th day of January, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Edgar A. Baker, Jr. and severally acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

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



Cheryl A. Curtis  
Notary Public  
My Commission expires 7/1/86

LIBER 37 PAGE 829

ARTICLES OF INCORPORATION  
OF  
A.R.E., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 11, 1983 at 10:52 o'clock A. M. as in conformity  
with law and ordered recorded. <sup>5</sup>

Recorded in Liber 2573, folio 01121 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*D. W. Hill*



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Received for Record Jan 17, 1983 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 37, Folios 825-829.

*A. James Smith* (C)-71

5.

*Ed & D Edgar A. Baker, Jr. Esq. Sheldon B. Seydel*  
6/15/83

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LIBER 37 PAGE 830

ARTICLES OF INCORPORATION

OF

BATTERY HOUSE, INC.

\*\*\*\*\*

The undersigned, John B. Robins, IV, the Incorporator, being at least eighteen (18) years of age, and whose post office address is: 128 East Main Street, Saisbury, Maryland, 21801, desires to form a corporation under the General Laws of the State of Maryland, and does hereby certify:

FIRST: The name of the Corporation is:

BATTERY HOUSE, INC.

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

1. To design, manufacture, buy and sell, at wholesale and retail, automotive electrical supplies and accessories, including, but not limited to, batteries, alternators, wires, cables, light fixtures and fuses; to design, manufacture, buy and sell, at wholesale and retail, automotive supplies and accessories.

2. To manufacture, buy, sell, lease, rent, handle and otherwise deal in batteries and battery parts; to engage in the business of repairing batteries and in the supply of automotive supplies and apparatus; and, generally to deal in all manufactured goods, materials, provisions and produce; to sell such goods and materials at wholesale and retail.

3. To carry out any one or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association or corporation.

4. To carry on its operations and conduct business in any State, in the District of Columbia, and in any territory, dependence, or possession of the United States of America, and in any foreign country.

5. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with

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LIBER 37 PAGE 831

any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that same may be done and performed by corporations organized under the Laws of the State of Maryland.

6. To acquire by purchase, exchange, lease or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property, of every class or description and rights and privileges therein wheresoever situated.

7. To employ, hire and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

8. From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including Directors and Officers of this Corporation or any corporation in which or in the welfare of which the corporation has any interests, and those actively engaged in the conduct of the corporation's business, in the profits of this corporation or of any branch or division thereof, as part of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare in such manner and upon such terms and conditions as may be determined by the Board of Directors.

9. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession, or cooperation with any person, firm, association, or corporation in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carry out any of the purposes of this corporation.

10. To cause or allow the legal title, or any estate, right or interest in any property owned, acquired, controlled, or operated by this corporation to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of this corporation, upon such terms or conditions which the Board of Directors may consider for the benefit of this corporation.

11. To such extent as a corporation organized under the General Laws of the State of Maryland may now or hereafter lawfully do, to do, either as principal, or agent and either alone or in conjunction with other corporations, firms or individuals, all and everything

necessary, suitable, convenient, or proper, for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Laws of the State of Maryland or any act amendatory thereof, supplemental thereto, or substituted therefor.

12. The enumeration herein of the purposes for which the Corporation is formed shall be construed also as the powers which the Corporation is expressly authorized to exercise; provided, however, that the enumeration of particular powers of the Corporation shall not be construed to limit or restrict any powers otherwise conferred upon the Corporation under the General Laws of the State of Maryland, now or hereafter in force.

THIRD: The Post Office address of the principal office of the Corporation in the State of Maryland is: 1305 South Division Street, Salisbury, Maryland, 21801.

FOURTH: The Resident Agent of the Corporation is John B. Robins, IV, who is a citizen of and actually resides in the State of Maryland, and whose address is: 128 East Main Street, Salisbury, Maryland, 21801.

FIFTH: The following provisions are 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 any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

2. The Board of Directors may classify or re-classify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations, as to dividends, qualifications, or terms or conditions of the redemption of the stock.

3. The Corporation reserves the right to amend its Charter or Articles of Incorporation or both in a way which alters the contract

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LIBER 37 PAGE 833

rights as expressly set forth in the Charter, even though such amendment may substantially adversely affect the Stockholders' rights.

4. The enumeration herein or particular powers of the Board of Directors shall not be construed to limit or restrict any powers conferred upon the Board of Directors under the General Laws of the State of Maryland, now or hereafter in force.

SIXTH: The Corporation shall have one (1) Director and the following person shall be the initial Director and shall act as such until the first annual meeting of the Shareholders or until his successor is duly chosen and have qualified: Donald C. Outlaw.

The Corporation may determine by its By-Laws the classifications and number of its Directors, which may from time to time be fixed at a number greater than that stated in these Articles of Incorporation.

SEVENTH: The Corporation is authorized to issue Ten Thousand (10,000) shares of stock of a single class, with a par value of Ten Dollars (\$10.00) each, an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

EIGHTH: A person may hold more than one office in the Corporation; provided, however, that one person may not serve concurrently as both President and Vice President.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of January, 1983, and I acknowledge same to be my act.

WITNESS:

Donald C. Outlaw

INCORPORATOR:

John B. Robins, IV  
John B. Robins, IV

LIBER 37 PAGE 834  
ARTICLES OF INCORPORATION  
OF  
BATTERY HOUSE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 12, 1983 <sup>5</sup> at 8:53 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2573, folio 6256, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*R.B. Adams*



A 136814

Received for Record Jan 17, 1983 and recorded in the  
Records of Wicomico County, Maryland 8107 Subber A.J.S.  
No. 37, Folios 830-834.

*A. James Smith*

BT

*Ex + D John B. Robins, IV, Atty. 6/15/83*



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ARTICLES OF INCORPORATION  
OF  
BUCHANAN ENTERPRISES, INC.

\*\*\*\*\*

The undersigned, Shirley B. Buchanan, the Incorporator, being at least eighteen (18) years of age, and whose post office address is: Box 543, Naylor Mill Road, Salisbury, Maryland, 21801, desires to form a corporation under the General Laws of the State of Maryland, and does hereby certify:

FIRST: The name of the Corporation is:

BUCHANAN ENTERPRISES, INC.

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

1. To carry on all or any of the businesses of dry goods merchants, cloth manufacturers, and wholesale and retail dealers of and in textile fabrics of all kinds; and dealers of and in household furniture, furnishings and utensils, and other articles and commodities of personal and household use and consumption; and, generally, to deal in all manufactured goods, materials, provisions and produce.
2. To manufacture, prepare for market, buy, sell and otherwise deal in milliners' supplies, including fabrics of every description, to manufacture, design and otherwise deal in all types and kinds of appliances, products and supplies for household, industrial, and commercial uses.
3. To carry out any one or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association or corporation.
4. To carry on its operations and conduct business in any State, in the District of Columbia, and in any territory, dependence, or possession of the United States of America, and in any foreign country.
5. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with

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any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that same may be done and performed by corporations organized under the Laws of the State of Maryland.

6. To acquire by purchase, exchange, lease or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property, of every class or description and rights and privileges therein wheresoever situated.

7. To employ, hire and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

8. From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including Directors and Officers of this Corporation or any corporation in which or in the welfare of which the corporation has any interests, and those actively engaged in the conduct of the corporation's business, in the profits of this corporation or of any branch or division thereof, as part of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare in such manner and upon such terms and conditions as may be determined by the Board of Directors.

9. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession, or cooperation with any person, firm, association, or corporation in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carry out any of the purposes of this corporation.

10. To cause or allow the legal title, or any estate, right or interest in any property owned, acquired, controlled, or operated by this corporation to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of this corporation, upon such terms or conditions which the Board of Directors may consider for the benefit of this corporation.

11. To such extent as a corporation organized under the General Laws of the State of Maryland may now or hereafter lawfully do, to do, either as principal, or agent and either alone or in conjunction with other corporations, firms or individuals, all and everything

necessary, suitable, convenient, or proper, for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Laws of the State of Maryland or any act amendatory thereof, supplemental thereto, or substituted therefor.

12. The enumeration herein of the purposes for which the Corporation is formed shall be construed also as the powers which the Corporation is expressly authorized to exercise; provided, however, that the enumeration of particular powers of the Corporation shall not be construed to limit or restrict any powers otherwise conferred upon the Corporation under the General Laws of the State of Maryland, now or hereafter in force.

THIRD: The Post Office address of the principal office of the Corporation in the State of Maryland is: Washington & Cross Streets, Salisbury, Maryland, 21801.

FOURTH: The Resident Agent of the Corporation is Shirley B. Buchanan, who is a citizen of and actually resides in the State of Maryland, and whose address is: Box 543, Naylor Mill Road, Salisbury, Maryland, 21801.

FIFTH: The following provisions are 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 any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

2. The Board of Directors may classify or re-classify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations, as to dividends, qualifications, or terms or conditions of the redemption of the stock.

3. The Corporation reserves the right to amend its Charter or Articles of Incorporation or both in a way which alters the contract

rights as expressly set forth in the Charter, even though such amendment may substantially adversely affect the Stockholders' rights.

4. The enumeration herein of particular powers of the Board of Directors shall not be construed to limit or restrict any powers conferred upon the Board of Directors under the General Laws of the State of Maryland, now or hereafter in force.

SIXTH: The Corporation shall have two (2) Directors and the following persons shall be the initial Directors and shall act as such until the first annual meeting of the Shareholders or until their successors are duly chosen and have qualified: SHIRLEY B. BUCHANAN and WILLIAM R. BUCHANAN.

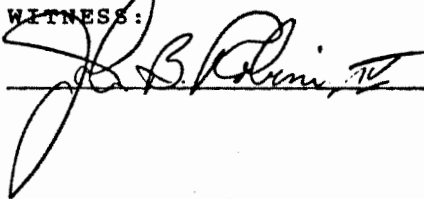
The Corporation may determine by its By-Laws the classifications and number of its Directors, which may from time to time be fixed at a number greater than that stated in these Articles of Incorporation.

SEVENTH: The Corporation is authorized to issue Ten Thousand (10,000) shares of stock of a single class, with a par value of Ten Dollars (\$10.00) each, an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

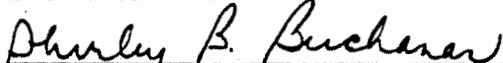
EIGHTH: A person may hold more than one office in the Corporation; provided, however, that one person may not serve concurrently as both President and Vice President.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of January, 1983, and I acknowledge same to be my act.

WITNESS:



INCORPORATOR:

  
Shirley B. Buchanan

LIBER 37 PAGE 839

ARTICLES OF INCORPORATION

OF

BUCHANAN ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 12, 1983 5 at 9:52 o'clock . A M. as in conformity with law and ordered recorded.

Recorded in Liber 2573, folio 2736, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*[Handwritten signature]*



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received for Record Jan 7, 1983 and recorded in the Corp. Records of Wicomico County, Maryland in Liber A.J.S. to 37 Folios 835-839

*A. James Smith* 5.

*Ex & m Shirley B. Buchanan, Naylor Mill Road, Box 543, Salisbury, Md 21801 6/15/83*

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LIBER 37 PAGE 840

CHARLES M. CALHOUN, P.A.

ARTICLES OF INCORPORATION

FIRST: I, CHARLES M. CALHOUN, whose post office address is 1229 Mt. Hermon Road, P.O. Box 1756, Salisbury, Maryland 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is CHARLES M. CALHOUN, P.A.

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

(1) To engage in the general practice of accounting and all matters related thereto; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1229 Mt. Hermon Road, P.O. Box 1756, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Charles M. Calhoun, 1229 Mt. Hermon Road, P.O. Box 1756, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The name of the Director who shall act until the first annual meeting or until their successors are duly chosen and qualified is: Charles M. Calhoun.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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LAW OFFICES  
EATON & WIDDOWSON,  
P.A.  
118 East Main Street  
P.O. Box 41  
Salisbury, MD. 21801  
(301) 749-1530

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LIBER 37 PAGE 841

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

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

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

3. With respect to:

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

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

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

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

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

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

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

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

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the

LAW OFFICES  
EATON & WIDDOWSON,  
P.A.  
118 East Main Street  
P.O. Box 41  
Salisbury, MD. 21801  
(301) 740-1530



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"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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10<sup>th</sup> day of JANUARY, 1983, and I acknowledge same to be my act.

 (SEAL)  
Charles M. Calhoun

LAW OFFICES  
EATON & WIDDOWSON,  
P.A.  
118 East Main Street  
P.O. Box 41  
Salisbury, MD. 21801  
(301) 749-1530



LIBER 37 PAGE 843  
ARTICLES OF INCORPORATION  
OF  
CHARLES M. CALHOUN, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 13, 1983 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2572, folio 2665 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

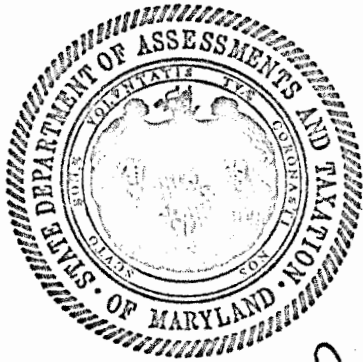
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

To the clerk of the Circuit Court of Wicomico County

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

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

*[Signature]*



A 136596

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received for Record *Jan 17, 1983* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. *37*, Folios *840-843*.

*[Signature]* Clerk

51

*Ex 474 Charles M. Calhoun, 1229 Mt. Vernon Rd.,  
P.O. Box 1756, Salisbury, Md. 21801 6/15/83*

832182

of

THE MID-DELMARVA CHAPTER OF THE AMERICAN INSTITUTE OF BANKING, INC.

~~832182~~

Article I - Subscribers

That we, the subscribers, Brian K. Brinsfield, whose address is Salisbury, Maryland, and Cathy D. Perdue, whose address is Salisbury, Maryland, all being of lawful age do 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.

Article II - Name

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

THE MID-DELMARVA CHAPTER OF THE AMERICAN INSTITUTE OF BANKING, INC.

Article III - Purpose

That the corporation is organized and shall be operated exclusively for non-profit, charitable, scientific, literary, recreational and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as the same may be from time to time amended. Pursuant thereto, and with the above limitation, the general purpose for which the corporation is formed is to carry out the purposes of the American Institute of Banking among which are the following:

To unite all persons who are engaged in the banking business and who desire to increase their positions by devoting a portion of their time to study;

To specifically train its members in these branches of practical education which have a direct bearing upon the business of banking;

To originate and circulate literature relating to banking, education, and business administration;

To afford its members the advantages of seminars, lectures or business methods, the principals of banking, finance, economics, and other subjects of practical value.

Article IV - Address

That the post office address of this corporation shall be 10-12 State St., Delmar, Maryland 21875.

Article V - Resident Agent

That the resident agent of the corporation will be Brian K. Brinsfield, whose post office address is 10-12 State St., Delmar, Maryland 21875, and that said resident agent is a citizen of the State of Maryland and resides therein.

Article VI - Stock

The corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Article VII - Membership

Section 1. Regular Chapter Members. Regular chapter membership shall be limited (a) to officers, directors, and employees of banks and other financial institutions located on the lower Eastern Shore of Maryland that are members of the American Bankers Association, (b) associations, agencies, and institutions which may be approved for regular membership by both the Executive Council of the Institute and the Board of Directors of the American Bankers Association.

Section 2. Special Chapter Members. Special membership shall be limited to officers, directors, and employees of (a) banks or other financial institutions that are eligible for membership in the American Bankers Association but are not members of such association, (b) associations, agencies, and institutions which may be approved for special membership by both the Executive Council of the Institute and the Board of Directors of the American Bankers Association.

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Special members may enjoy all the rights and privileges of regular membership except the right to hold national office (president, vice-president, or member of the Executive Council).

Section 3. Honorary or Life Members. The governing body may award such chapter membership to individuals in recognition of long or outstanding service to this chapter, provided the individuals meet the qualifications for regular or special membership as set forth in these Articles of Incorporation.

Section 4. The governing body of this chapter may act to permit individuals who are not eligible for membership to attend courses and other activities without the right to earn certificate credit or to hold any elected or appointed positions in this chapter.

Section 5. Dues. All members shall be required to pay to the Institute national dues of \$1.00 or such other amount as may be determined by the Executive Committee of the American Institute of Banking on an annual basis.

Article VIII - Government

Section 1. The Board of Directors. The "Government" of the chapter shall be vested in a Board of Directors consisting of the Bank Representatives from each participating bank. The Board of Directors shall act upon all applications for membership and manage and conduct the general business affairs of the Chapter. At all meetings of the Board of Directors a majority of the members shall constitute a quorum. They shall meet at such times and places as the business interests of the Chapter may require.

Article IX - Senior Advisory Committee

This chapter functions as a cooperative venture of the banking community in the area and relies on the continued support and input. To assure that support, a Senior Advisory Committee made up of the most senior management representatives available from each of the community banks, is empowered by the Board of Directors to serve as the Nominating Committee for the board and to advise the board on program and fiscal policy. The chairman of the committee shall be selected by the committee members from among its own members for a one-year term.

Article X - Bylaws

The members, by a majority vote of those present and voting, shall adopt such bylaws, rules, and regulations as they seem necessary for the government of the chapter, provided the bylaws, rules and regulations are not inconsistent with the provisions of these Articles of Incorporation.

Article XI - Non Discrimination

This chapter admits members and students of any race, color, national and ethnic origin, age, religion, sex, handicap, or marital status to all the rights, privileges, programs, and activities generally accorded or made available to members and students of the chapter. It does not discriminate on the basis of race, color, national and ethnic origin, age, religion, sex, handicap, or martial status in administration of its educational policies, admission policies, scholarship programs, hiring or employment, and other chapter-administered programs.

Article XII - Dissolution

Upon dissolution of this chapter, its Board of Directors shall, after paying or making provisions for the payment of all its liabilities, distribute any assets remaining to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article XIII - Net Earnings

No part of the net earnings of this chapter shall inure to the benefit of, or be distributable to, its members, directors, officers, and other private

persons, except that the Board 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 III hereof.

#### Article XIV - Amendments

These articles of incorporation may be amended by a two-thirds vote of the members present and voting at any annual or special meeting, provided that proposed amendment shall have been submitted to the National Organization thirty days before adoption and approved by the American Institute of Banking and provided written notice of such proposed amendment shall have been mailed to each member at his last known address at least thirty days prior to the date of said meeting.

#### Article XV - Directors

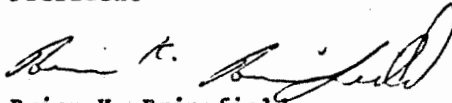
Directors of the Mid-Delmarva Chapter of the American Institute of Banking, Inc. are J. Edward Andrew, Salisbury, Md.; Brian Brinsfield, Salisbury, Md.; Penny Bruce, Salisbury, Md.; Cathy Perdue, Salisbury, Md.; Lois McIntyre, Hebron, Md.; Dawn Pruitt, Ocean City, Md.; Barry Laws, Snow Hill, Md.; Steve Pusey, Salisbury, Md.; Wayne Benson, Ocean City, Md.; Geraldine Taylor, Mardela Springs, Md.

#### Article XVI - Effective Date

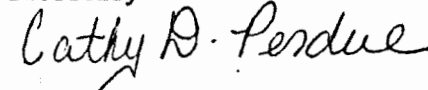
These Articles of Incorporation shall become effective upon their approval by the State of Maryland Department of Assessments and Taxation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 30th day of December, 1982.

President

  
Brian K. Brinsfield

Secretary

  
Cathy D. Perdue

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ARTICLES OF INCORPORATION

OF

THE MID-DELMARVA CHAPTER OF THE AMERICAN INSTITUTE OF BANKING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 17, 1983 at 9:21 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2573, folio 2658, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

[Signature]



A 136827

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received for Record Jan 7, 1983 and recorded in the Corp Records of Wicomico County, Maryland in Liber A.J.S. No. 37, Folios 849-847.

[Signature]

Ex & M Brian K. Brinsfield, 10-12 State St. Delmar, Md. 21875 6/15/83

832183

LIBER 37 PAGE 848

UNION COMMUNITY HOUSE, INC.

ARTICLES OF INCORPORATION

*M*

FIRST: I, ROBERT A. EATON, whose post office address is P. O. Box 41, 118 East Main Street, Salisbury, Maryland 21801, 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 UNION COMMUNITY HOUSE, INC.

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

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

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LAW OFFICES  
EATON & WIDDOWSON,  
P.A.  
118 East Main Street  
P.O. Box 41  
Salisbury, MD. 21801  
(301) 749-1530

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LIBER 37 PAGE 849

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

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set

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LIBER 37 PAGE 850

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, contribution 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 the Article THIRD are the following:\_\_\_

To provide a meeting place to serve the education, charitable, social and community needs of both the Union Church and the community surrounding Union Community House.

FOURTH: The post office address of the principal office of the Corporation in this State is Union Church Road, Salisbury, Wicomico County, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are Ralph E. Brown, 403 Beaglin Park Drive, Salisbury, Maryland 21801. 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



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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 ten (10), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

Ralph Gerhardt  
 Ross Ritter  
 David Layfield  
 Harold Brimer  
 Marian Colvin  
 Walton Bozman  
 Eldridge Hilghman  
 Helen Murray  
 Margaret Ann Toadvine  
 Ralph Brown

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

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

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in

LIBER 37 PAGE 852

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 education 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

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Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11<sup>th</sup> day of JANUARY, 1983, and I acknowledge same to be my act.

*R. A. Eaton*

LIBER 37 PAGE 854

ARTICLES OF INCORPORATION

OF

UNION COMMUNITY HOUSE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 17, 1983 7 at 9:52 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2573, folio 03175, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*[Handwritten signature]*



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Received for Record June 7, 1983 and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. No. 37, Folios 848-854

*A. James Smith* 5:50

*E. & M. Ralph E. Brown, 403 Beagler Pt. Dr.,*

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LIBER 37 PAGE 855

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ARTICLES OF INCORPORATION 1933 JAN -5 A 10 09

OF

THE OCEAN CITY SEAFOOD SHANTY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the Subscribers, David H. Clark, whose post office address is 132 East Main Street, Salisbury, Maryland, Richard E. Cullen, whose post office address is 132 East Main Street, Salisbury, Maryland; and Hugh Kristian Hanson, whose post office address is 132 East Main Street, Salisbury, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the executing and filing of these Articles.

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

THE OCEAN CITY SEAFOOD SHANTY, INC.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things, herein mentioned, fully and to the extent as mature persons might or could, and in any part of the world as principal, agent, contractor, trustee, or otherwise, and either alone or in company with others, specifically:

(a) To operate a restaurant;

(b) To acquire by purchase, subscription, contract or otherwise, and to hold, sell, exchange, mortgage, pledge, or otherwise dispose of, or turn to account or realize upon, and generally to deal in or with all forms of securities, including, but not in way of limitation, shares, stocks, bonds, debentures, coupons, notes, script, mortgages, evidences of indebtedness and commercial paper, certificates of indebtedness and certificates of interest issued or created in any and all parts of the world

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 CULLEN, INSLEY  
 & HANSON  
 132 E. MAIN ST.  
 SALISBURY, MD. 21801

by corporations, associates, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities, and other political and government divisions and subdivisions, or any combination organizations, or entities whatsoever, or issued or created by others, irrespective of their form or the name by which they may be described, and all trust participating and other certificates of the receipts evidencing interest in any other securities;

(c) Acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary or advisable to the operation of said corporation;

(d) Borrow money, contract debts, make contracts, and to exercise any or all other powers as a natural person could lawfully make, perform, or exercise which may be necessary, convenient, or expedient for the accomplishment of any of its objects or purposes providing the same be not inconsistent with the laws of the State of Maryland, and to that end, incorporation of such powers shall not be deemed inclusive;

(e) Do any other thing, act or matter and to engage in any activities in furtherance and effectuation, either directly or indirectly, of the aforesaid objects or any of them.

FOURTH: The resident agent of the corporation is James Bueneman, 301 North Park Drive, Salisbury, Maryland 21801. The post office address of the principal office of the Corporation in this State is 132 East Main Street, Salisbury, MD 21801. The above mentioned resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each, all of which shares are designated "Common Capital Stock". The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

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SIXTH: The Corporation shall have not less than three (3) directors nor more than five (5) directors and David H. Clark, Richard E. Cullen and Hugh Kristian Hanson, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed in any lawful manner as the By-Laws may provided from time to time.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following:

(1) Is empowered to authorize the issuance from time to time of shares of its stock with or without par value of any class and securities converted into shares of its stock with or without par value of any class, for such consideration as said Board of Directors may deem advisable irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

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

(3) The Board of Directors shall have power, subject to any limitation or restriction 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

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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 and the conversion rights of such shares.

(4) 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, all other corporations or incorporated business entities.

(5) The Board of Directors may by resolution, passed by a majority of the whole Board, designate one or more committees, each to consist of two or more of the Directors of the Corporation, which to the extent provided in said resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it, and such committee shall have such names as may be stated in the By-Laws or as may be determined by resolution adopted by the Board of Directors.

(6) The Board of Directors may, when and as authorized by the affirmative vote of the holders of a majority of the voting stock issued and outstanding at any stockholders' meeting duly called for that purpose, or when authorized, by the written consent of the holders of the majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock, in, and/or other securities of any other corporation or corporations as its Board of Directors shall deem expedient and for the best interests of the Corporation.



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(7) The Board of Directors is authorized and empowered to execute mortgages and liens upon the real and personal property of the Corporation.

(8) The Board of Directors is hereby authorized and empowered to adopt and carry into effect employee and officer benefit plans.

EIGHTH: Meetings of stockholders may be held without the State of Maryland if the By-Laws so provide. The books of the Corporation may be kept (subject to any provision contained in the Maryland law) outside of the State of Maryland at such place or places as may be designated by the Board of Directors or in the By-Laws of the Corporation. Election of directors need not be by ballot unless the By-Laws so provide.

NINTH: The Corporation is to have perpetual existence.

TENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any Court of equitable jurisdiction within the State of Maryland, may on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver of receivers appointed for this Corporation or on the application of trustees in dissolution of this Corporation, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors and/or of the stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and/or to any reorganization of this Corporation as consequences of such compromise or arrangement, the said compromise or arrangement of the said reorganization shall, if sanctioned by the Court to which application has been made, be binding on all the creditors or class of



LIBER 37 PAGE 861

ARTICLES OF INCORPORATION  
OF  
THE OCEAN CITY SEAFOOD SHANTY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 13, 1983 7 at 10:16 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2573, folio 2394 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$

To the clerk of the Circuit Court of Wicomico County

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

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

*[Signature]*



A 136785

8308096

Received for Record *Jan 7, 1983* and recorded in the  
Corp - Records of Wicomico County, Maryland in Liber A.J.S.  
No. *37*. Folios *855-861*.

*A. James Smith* CLerk

*Ex + m James Bueneman, 301 N. Park Drive,  
Del. Md. and 2101 6/15/82*

drb

832185

LIBER 37 PAGE 862

ARTICLES OF INCORPORATION  
OF  
JEKADA, INC.

THIS IS TO CERTIFY:

FIRST: That we, J. David Mackes, 1011 Camden Avenue, Salisbury, Maryland, 21801, and Carol Mackes, 1011 Camden Avenue, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, do, under and by virtue of the General Laws of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a Corporation by execution and filing of these Articles.

SECOND: The name of the Corporation is:  
JEKADA, INC.

THIRD: The purposes for which this Corporation is formed, in addition to those general powers and purposes enumerated in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, are as follows:

(a) To establish, install, manufacture and maintain vending and amusement machines and games of skill designed to vend and distribute goods, wares, services, games, merchandise and any other commodity, speciality and notion; to buy, sell at wholesale and retail, lease, repair and operate such machines, parts and equipment and the right incident thereto of establishing and maintaining such machines on public or private property; and to buy and sell the products which are disposed through such machines.

(b) To buy, sell, own, lease, mortgage, rent or otherwise deal in any real or personal property, wheresoever situate;

(c) To undertake, guarantee, assume and pay the indebtedness and liabilities of others, whether related in Ownership

1983 JUN -3 A 11:47

*W*

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02 01983 6-07 P1:25

and interest or otherwise; however, in no way shall the Corporation act as a surety or an insurance agency.

(d) To purchase or to otherwise acquire, hold and reissue shares of its capital stock of any class.

(e) To purchase, acquire or otherwise deal in stock, bonds, or securities of any nature, of any corporation, domestic or foreign, and whether its powers or purposes are similar or dissimilar to those contained herein;

(f) And generally to carry on any other lawful trade or business and to do every act or thing not inconsistent with law, which may seem to the Corporation's Board of Directors calculated at any time and from time to time, directly or indirectly, to effectuate its aforesaid business and objects, or any of them, or to enhance the value of the Corporation's property and rights.

FOURTH: The Post Office address of the place of the principal office of the Corporation in this State will be located at 1011 Camden Avenue, Salisbury, Maryland, 21801, in Wicomico County. The Resident Agent of the Corporation shall be J. David Mackes, whose address is 1011 Camden Avenue, Salisbury, Maryland, 21801. Said Resident Agent is a citizen of this State and actually resides therein.

FIFTH: The total number of shares of stock, which the Corporation has authority to issue is Ten Thousand (10,000) shares, with a value of One Dollar (\$1.00) per share.

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

J. David Mackes  
1011 Camden Avenue  
Salisbury, Maryland 21801

LIBER 37 PAGE 864

Carol Mackes  
1011 Camden Avenue  
Salisbury, Maryland 21801

Gloria Shores  
P. O. Box 152  
Roland Parks Road  
Chance, Maryland 21816

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

(a) The Board of Directors may, from time to time and at any time before the issuance of such shares, classify or re-classify and unissued shares by fixing or altering in any one or more aspects the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the times and prices of redemptions of, and the conversion rights of such shares.

(b) No contract or transaction of any nature between this Corporation and any individual, firm or other corporation, shall be void or voidable solely by reason of the fact that any director or directors of this Corporation authorizing such contract or other transaction has a conflicting interest therein, directly or indirectly, whether as an actual party thereto, or as an officer, director or stockholder of such other corporation, or of any nature whatsoever, provided such interest shall be disclosed to the Board of Directors of this Corporation before such contract or other transaction is authorized. No director's vote and authorization of such contract or other transaction shall be invalidated in any way, by reason of such conflicting interest.

(c) The Board of Directors may by resolution authorize issuance of any unissued shares of any class, or of securities convertible into such shares, without approval by the stockholders of this Corporation, provided such issuance shall otherwise be in full compliance with all the terms and provisions of the Laws of Maryland relating to the issuance of such shares.

2583

LIBER 37 PAGE 865

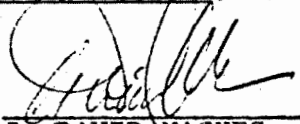
(d) The stockholders may at any time, and from time to time, by an affirmative vote of two-thirds (2/3) of all the votes entitled to be cast thereon, alter the contract rights, as expressed and set forth in the Charter, of any outstanding stock. No share, when issued shall carry with it any pre-emptive right of the stockholder to acquire additional shares of the Corporation.

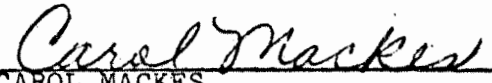
(e) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class or to holders of stock of another class or classes, and shall have authority to exercise, without a vote of the stockholders, all powers of the Corporation,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

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The above granted powers to the Corporation and to the Board of Directors are in furtherance, and not in limitation, of the general powers conferred by law upon the Corporation and its directors.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 22<sup>nd</sup> day of December, 1982.

  
\_\_\_\_\_  
J. DAVID MACKES

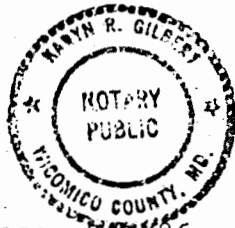
  
\_\_\_\_\_  
CAROL MACKES

LIBER 37 PAGE 866

STATE OF MARYLAND, COUNTY OF WICOMICO, to wit:

I HEREBY CERTIFY that on this 22<sup>nd</sup> day of December, 1982, before me a Notary Public in and for the State and County aforesiad, personally appeared J. David Mackes and Carol Mackes and each acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

As witness my hand and notarial seal the day and year written above.



*Karyn R. Gilbert*  
Notary Public

My Commission Expires: 7/1/86

*[Faint handwritten notes and signatures]*



LIBER 37 PAGE 867

ARTICLES OF INCORPORATION

OF

JEKADA, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 3, 1983 *6* at 11:47 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber *2571*, folio *2579*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*D. W. Hill*



A 136345

8307517

Received for Record *Jan 17, 1983* and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. No. *37*, Folios *862-862*.  
*A. James Smith* Clerk

*Ex 4 m J. David Mackes, 1011 Camden Avenue, ...*

LIBER 37 PAGE 868

832186

ARTICLES OF INCORPORATION 1992 DEC 29 A 9 22

OF

DANA E.M. KENNAN, D.D.S., M.S., P.A.

FIRST: The undersigned Dana E.M. Kennan, D.D.S., M.S., whose post office address is 1412 South Salisbury Boulevard, Salisbury, Maryland, 21801, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

SECOND: The name of the corporation, which is hereinafter called the Corporation, is DANA E.M. KENNAN, D.D.S., M.S., P.A.

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

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

(2) To invest its funds in real estate mortgages, stocks, bonds, or any other type of investment, or to own real or personal property necessary for the rendering of the professional services specified above.

(3) To do such acts and carry on such business as may be permitted by the Professional Service Corporation Act of the State of Maryland, subject to the limitations thereof.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1412 South Salisbury Boulevard, Salisbury, Maryland, 21801, Wicomico County. The name and post office address of the resident agent of the Corporation in Maryland is Dr. Dana E.M. Kennan, 1412 South-Salisbury Boulevard, Salisbury,

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LIBER 37 PAGE 869

Maryland, 21801, Wicomico County. Said resident agent is a citizen of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be not less than one (1), which number may be increased pursuant to the Bylaws of the Corporation, but shall never be less than one (1); and the name of the director who shall act until the first (1st) annual meeting or until his successor is duly chosen and qualified is Dana E.M. Kennan, D.D.S., M.S.

SEVENTH: The following provisions restrict the Corporation and its shareholders in the sale, conversion and ownership of the stock of the Corporation:

(1) Shares of stock of this Corporation may be owned only by persons duly licensed to practice dentistry in the State of Maryland.

(2) Shares of stock may not be sold by shareholders without giving a right of first refusal to the Corporation and to other shareholders.

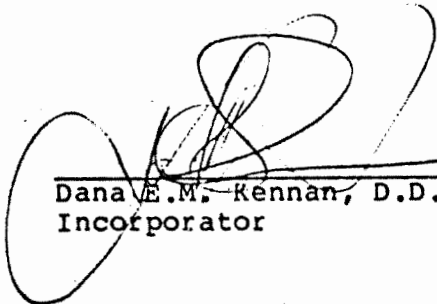
(3) Shares of stock may be voted only by duly licensed dentists.

(4) Notwithstanding the other provisions in these Articles, shares may be owned by an heir or the estate of a deceased shareholder for a reasonable period of time as is required to find a suitable purchaser of the shares of stock.

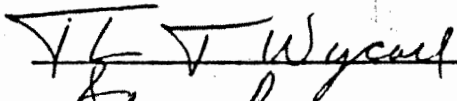
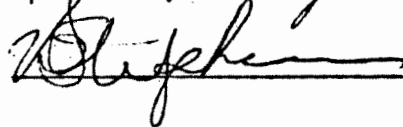
LIBER 37 PAGE 870

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the Twenty third day of December, 1982.

  
Dana E.M. Kennan, D.D.S., M.S.  
Incorporator

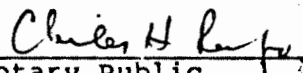
Witness:

STATE OF MARYLAND  
COUNTY OF WICOMICO

I hereby certify that on the 23<sup>rd</sup> day of Dec., 1982, before me, the subscriber, a notary public of the State of Maryland, County of Wicomico, personally appeared Dana E.M. Kennan, D.D.S., M.S., and acknowledged the signing of the foregoing Articles of Incorporation to be his act.

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

  
Notary Public  
My Commission expires: 7/1/86

LIBER 37 PAGE 871

ARTICLES OF INCORPORATION

OF

DANA E.M. KENNAN, D.D.S., M.S., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 29, 1982 at 9:22 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2569, folio 0913, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*D.W. Hill*



A 135962

8307218

received for record Jan 7, 1983 and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. No. 37. Folios 858-871.

*A. James Smith* Clerk

*Ex 470 Dr. Dana E.M. Kennan, 1412 S. Salisbury Blvd, Salisbury, Md. 21801 6/15/83*

832187

ARTICLES OF INCORPORATION

OF

2842

D&N REALTY CORP.

FIRST: THE UNDERSIGNED, Joel I. Sher, whose post office address is 36 South Charles Street, Baltimore, Maryland 21201, 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 is  
D&N REALTY CORP.

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

(a) To acquire by purchase, exchange, hire, lease, issuance of stock or securities or both, or otherwise, and to invest in, own, hold, manage, develop and improve, and build upon, and to sell for cash or on credit or both, exchange, lease, sub-lease, mortgage or otherwise dispose of or encumber or deal in and with real property, improved or unimproved, and any interest, rights or privileges therein, either for its own account or for the account of others, and to lend money upon the security of mortgages or other liens or real property, improved or unimproved, and any interests, rights or privileges therein; and in general to do any acts or things and to carry on any business incidental to, or proper or useful in connection with dealing in and with respect to, owning, maintaining and disposing or real and leasehold property.

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02 01983  
0052CHX  
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92:1d 6-07 P1:26

(b) To carry on and to conduct a general building, construction and contracting business for the building, erection, construction, alteration, reconstructing and improving of buildings, structures, properties, and projects of any and all types, kinds and descriptions whatsoever; and to enter into contracts and agreements therefor and to fully and completely carry out or modify the same.

(c) To otherwise 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 132 East Main Street, Salisbury, Maryland 21801. The name and post office address of the resident agent of the Corporation in this State is David Clark, Esquire, <sup>132 East Main St. D.S.</sup> P. O. Box 109, Salisbury, Maryland 21801. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of common stock which the Corporation has authority to issue is 10,000 shares of common stock, par value of Ten Dollars (\$10.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By Laws of the Corporation, but shall never be less than three (3), and the names of the directors who shall act at the first annual meeting, or until their successors are duly chosen and qualify, are William C. Bicknell, David A. Bicknell and Neil C. Bicknell.

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.



2845

LIBER 37 PAGE 875

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30<sup>th</sup> day of December, 1982, and I acknowledge the same to be my act.

WITNESS:

*Samuel Coley*

*Joel I. Sher*  
Joel I. Sher

1000000 B 3 10

LIBER 37 PAGE 877  
ARTICLES OF INCORPORATION  
OF  
D&N REALTY CORP.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 30, 1982 at 2:40 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2570, folio 2841, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*D.W. Hill*



A 136218

8307244

Received for record June 7, 1983 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 37 Folios 822-822.

*A. James Smith* (Clerk)

5.

Ex + D David Clark, Atty. 6/15/83



LIBER 37 PAGE 879

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 other elevators, wharves, docks, airports, laboratories, cars, 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.

To exercise any powers not heretofore set forth as enumerated by the Corporation and Association Article of the Annotated Code of Maryland, Section 2-103, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation is P. O. Box 102, Willards, Maryland 21874; and the name and post office address of the Resident Agent of the Corporation is Don E. Richardson, 130 East Main Street, P. O. Box 258, Salisbury, Maryland 21801.

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

SEVENTH: After the completion of the organization meeting of the Corporation and the issuance of one or more shares of stock of the Corporation, the Corporation shall have a Board of Directors consisting of at least two (2) members. Until such time, the Corporation shall have two (2) directors whose names and addresses are as follows:

RICHARDSON,  
ANDERSON & HELAND  
ATTORNEYS AT LAW  
RICHARDSON BUILDING  
130 EAST MAIN STREET  
P.O. BOX 258  
SALISBURY, MARYLAND  
21801

(301) 742-8744

LIBER 37 PAGE 880

William E. Lewis  
P. O. Box 102  
Willards, Maryland 21874

and

Jennie E. Lewis  
P. O. Box 102  
Willards, Maryland 21874

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

a. The Corporation shall have all the powers of a natural person not specifically denied to it by State or Federal Law.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 27th day of December, A.D., 1982.

WITNESS:

E. S. Crowley Jean S. Petersen (SEAL)  
Jean S. Petersen

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 27th day of December, A.D., 1982, before me, a Notary Public for the State and County aforesaid, personally appeared Jean S. Petersen, and she acknowledged the foregoing Articles of Incorporation to be her act and deed.

AS WITNESS my hand and Notarial Seal.

E. S. Crowley  
Notary Public



Notary Public Commission expires 7/1/86

RICHARDSON,  
ANDERSON & HELAND  
ATTORNEYS AT LAW  
RICHARDSON BUILDING  
130 EAST MAIN STREET  
P.O. BOX 258  
SALISBURY, MARYLAND  
21801

(301) 742-8744

LIBER 37 PAGE 881

ARTICLES OF INCORPORATION  
OF  
LEWIS TRUCKING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 29, 1982 at 9:56 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2570, folio 0622 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*D. W. Hill*



A 136092

8307371

Received for Record June 7, 1983 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 37, Folios 878-881.

*A. James Smith* Clerk

*Ex + D Don E. Richardson, Atty. 6/15/83*

832189

LIBER 37 PAGE 882

EASTERN SUBSIDIARY, INC.

ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Robert W. Smith, Jr., whose address is 1100 Charles Center South, 36 South Charles 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:

EASTERN SUBSIDIARY, 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 collecting and removing trash, waste, and refuse from industrial operations, commercial establishments, and personal residences.

(2) To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

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 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 this State is Route 13 near Foskey Lane, Eastern Disposal Building, P.O. Box 1915, Salisbury, Maryland 21801.

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LIBER 37 PAGE 883

FIFTH: The name and address of the resident agent of the Corporation in this State are Robert W. Smith, Jr., 1100 Charles Center South, Baltimore, Maryland 21201. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is 1000 shares of Common Stock having no par value.

SEVENTH: The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation:

(1) The Common Stock shall not be subject to classification or reclassification by the Board of Directors, and shall have the rights and terms hereinafter specified, subject to the terms of any other stock provided in the charter pursuant to classification or reclassification by the Board of Directors or otherwise in accordance with Law.

(2) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any Preferred Stock, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.

(3) Subject to the provisions of law and any preferences of any Preferred Stock, dividends may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(4) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any Preferred Stock shall be entitled, to share ratably in the remaining net assets of the Corporation.

EIGHTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or

LIBER 37 PAGE 884

hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are elected and qualify are as follows:

John M. Speake, Jr.  
Millard B. Horton, Jr.  
Edmund E. Racz

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

(1) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, 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) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(3) The Board of Directors shall have power from time to time and in its sole discretion to determine in accordance with sound accounting practice, what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; 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; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or

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

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

(5) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(6) The Corporation shall indemnify (a) its directors to the full extent provided by the general laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.

(7) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its

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outstanding stock by classification, reclassification or otherwise; but no such amendment which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.

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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on December 28, 1982.

Witness:

M. Bruce Jacobs      Robert W. Smith

RECEIVED

1982 DEC 30 5 31

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LIBER 37 PAGE 887  
ARTICLES OF INCORPORATION  
OF  
EASTERN SUBSIDIARY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 30, 1982 at 3:41 o'clock P. M. as in conformity  
with law and ordered recorded. 6

Recorded in Liber 257, folio 1324 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*D. W. Hill*



A 136269

8307396

Received and recorded *Jan 7, 1983* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. *37*, Folios *882-887*.

*A. James Smith*

CL-11

Ex & 4x Robert W. Smith, Jr., 1180 Charles Ctr. S.  
Baltimore, Md. 21201 6/15/83

5.



for automobiles; and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

(d) To engage in any other lawful purpose and/or business; and

(e) 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 U.S. Route 50 and Truitt Street, P.O. Box 2235, Salisbury, Maryland 21801. The name and post office address of the Resident Agent is Daniel C. Grant, Route 7, Box 72, Crestwood Circle, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Daniel C. Grant.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27 day of DECEMBER, 1982.

WITNESS:

Mary E. Johnson

Daniel C. Grant  
DANIEL C. GRANT

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 27 day of December, 1982, before me, a Notary Public in and for the State and County aforesaid, personally appeared DANIEL C. GRANT and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

Edward P. [Signature]  
NOTARY PUBLIC  
My Commission Expires XXI/86



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ARTICLES OF INCORPORATION  
OF  
GRANT'S TEXACO SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 30, 1982 at 9:02 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2570, folio 2878, One of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Wicomico County

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

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

*D. W. Hill*



A 136224

8307401

received for Record *Jan 7, 1983* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. *37*, Folios *888-891*.

*A. James Smith* Clerk

*E. & M. Daniel C. Grant, Crestwood Circle, Route 7  
Box 72, Salisbury, Md. 21801 6/15/83*

