

LIBER 38 PAGE 501

(d) As principal agent or broker, and on commission or otherwise to buy, sell, exchange, lease, let, grant or take licenses in respect of, improve, develop, repair, manage, maintain and operate real property of every kind and any interest therein. To act as a loan broker, and generally to do everything suitable, proper and conducive to the successful conduct of a real estate and real estate agency and brokerage business in all its branches and departments.

(e) To carry on any business which may seem to the corporation to be calculated, directly or indirectly, to effectuate its purposes and objects, or to facilitate the transaction of its business, or any part thereof, including the sale of property or the use thereof by time sharing or otherwise, and to sell memberships for the use and enjoyment of the property, what is set forth herein not to be by limitation but subject to liberal construction and interpretation to carry out the business and activities of the corporation.

(f) To carry on any other businesses which may seem to the corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate the transaction of its business, or any part thereof, or in the transaction of any business that may be calculated, directly or indirectly, to enhance the value of its property or rights, provided that in the transaction of its business the corporation shall at all times be subject to the laws and statutes of each state or foreign country in which the same may be transacted, or its property may be located. The foregoing statement and purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

(g) Nothing herein contained shall be construed as authorizing the corporation to possess the power of issuing bills, notes or other evidences of debt for circulation as money, or the power of carrying on the business of receiving deposits of money, or the business of buying gold or silver bullion or foreign coins, or the business of banking or insurance.

(h) In addition to the foregoing purposes, objects, and business, the corporation shall, at all times, have and enjoy all of the other rights, privileges, powers and immunities provided under the General Laws of the State of Maryland or any further addition thereto or enlargements thereof.

FOURTH: The post office address of the principal office of the Corporation is 701 Roland Street, P.O. Box 1170, Salisbury, Wicomico County, Maryland 21801-1170. The resident agent of the Corporation is MORTON J. OWRUTSKY, whose address is 701 Roland Street, Salisbury, Wicomico County, Maryland 21801. Said resident agent is a citizen of the State of Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares, having a par value of Ten Dollars (\$10.00) per share, all of which shares are of one class and are designated "common capital stock". The aggregate par value of all shares having a par value is One Hundred Thousand Dollars (\$100,000.00).

(a) Each share holder shall be entitled to a stock certificate or certificates certifying the number and kind of shares owned by him. Said certificate shall be signed by the proper officers of the Corporation as provided in the By-Laws and shall thereafter be sealed with the seal of the Corporation.

LIBER 38 PAGE 502

(b) Share of stock shall be transferred only on the books of the Corporation by the holder thereof in person or by a duly authorized attorney and the old certificate, duly endorsed, shall be surrendered and cancelled before a new certificate is issued.

(c) The stockholders shall have no pre-emptive rights with respect to the stock of the Corporation, and the Corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

SIXTH: The Corporation shall have not less than three (3) nor more than nine (9) directors, which numbers may be changed in any lawful manner as the By-Laws may from time to time provide, provided that:

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

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

MORTON J. OWRUTSKY, JAMES L. OTWAY and HELEN E. LEWIS shall act as the directors of the Corporation until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) 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 consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) To fix and determine and to vary the amount of working capital of the Corporation to determine whether any and, if any, what part of the surplus of the net profits of the Corporation 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 in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) Subject to any limitation or restriction herein set forth or imposed by law, to classify or reclassify and unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption and the conversion rights of such shares.

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

(e) May by Resolution passed by a majority of the whole Board, designate one or more committees, each to consist of two (2) 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 committees 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.

(f) 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 goodwill 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.

(g) To adopt and carry into effect employee and officers pension, hospitalization, and other benefit plans.

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

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 1st day of June, 1983.

WITNESS:

Patricia Mills

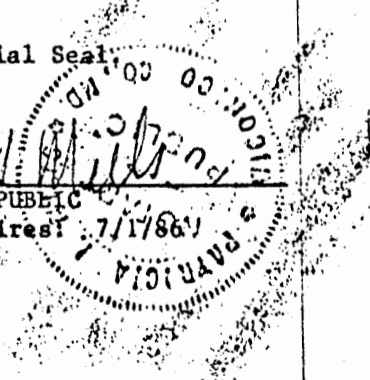
Morton J. Owrutsky (SEAL)
MORTON J. OWRUTSKY

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 1st day of June, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared MORTON J. OWRUTSKY and acknowledged the foregoing Articles of Incorporation to be his act.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Patricia Mills
NOTARY PUBLIC
My Commission Expires: 7/1/86



LIBER 38 PAGE 504
ARTICLES OF INCORPORATION

OF

RECREATIONAL PROPERTIES OF MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 2, 1983 at 2:20 o'clock p M. as in conformity
with law and ordered recorded. 5

Recorded in Liber 2596, folio 1057, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

drb To the clerk of the Circuit Court of 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. Hills



A 142985

received for record Nov. 17, 1983 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 500-504.

A. James Smith Clerk

E. & Del. Morton J. Owrutsky, atty. 11/30/83

LIBER 38 PAGE 505

835017 ARTICLES OF INCORPORATION
OF
SHORE BINGO SUPPLIES, INC.

FIRST:

I, Betty H. White, whose address is Pine and Main Streets, Pittsville, Maryland 21850, being at least eighteen years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND:

The name of the Corporation (which is hereinafter called the "Corporation") is Shore Bingo Supplies, Inc.

THIRD:

The purposes for which the Corporation is formed are:
(1) To operate a business for the sale of bingo supplies and any other lawful purpose or business.

FOURTH:

The powers of the Corporation are those that are 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 Pine and Main Streets, Pittsville, Maryland 21850. The name and post office address of the Resident Agent in this State are Betty H. White, Pine and Main Streets, Pittsville, Maryland 21850. Said Resident Agent is a citizen of Maryland and actually resides therein.

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. The common stock that will be issued will be Section 1244 stock.

10 01 1983 11-17 P2:20
5.00 3.14CHK
5.00 1.17L
5.00 RECEE

1983 JUN-2 P 10

DALE E. WATSON
ATTORNEY AT LAW
111 BAPTIST STREET
SALISBURY, MD. 21801
(301) 546-4694

LEADER 38 PAGE 506

SEVENTH:

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

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Betty H. White, Jeff White, and Richard White.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 18th day of May, 1983.

WITNESS:

Brenda L. Watson

Betty H. White (SEAL)
Betty H. White

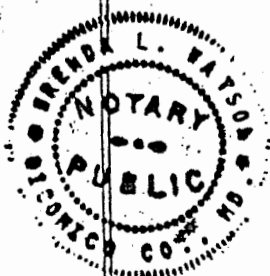
STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, That on this 18th day of May, 1983, before me, the Subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared BETTY H. WHITE, and she severally acknowledged the foregoing Articles of Incorporation to be her act.

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

Brenda L. Watson
Notary Public

My Commission expires: 7-1-86



LIBER 38 PAGE 507

ARTICLES OF INCORPORATION
OF
SHORE BINGO SUPPLIES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 2, 1983 at 10:10 o'clock A. M. as in conformity
with law and ordered recorded. 3

Recorded in Liber 2596, folio 1067, 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 \$

rb 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. 142987

Received for Record Nov. 17, 1983 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 508-507.

A. James Smith (S)

E. + M. Betty H. W. Lute, Pine + Main Sts., Pottsville, Md. 21850 11/24/83

835018

ARTICLES OF INCORPORATION
OF
FIRST SHORE REALTY, INC.

* * * * *

THIS IS TO CERTIFY:

FIRST:

That, I, Charles E. Hearne, Jr., 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 is:

FIRST SHORE REALTY, INC.

THIRD:

The nature of the business and the objects and purposes for which the Corporation is formed are to do any and all things herein set forth to the same extent and as fully as natural persons might or could do, and in any part of the world, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others, namely:

(a) To acquire by purchase, lease, or otherwise, and to improve and develop real property; to erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same; to lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds; to buy, sell, mortgage, exchange, lease, let, hold for investment, or otherwise use and operate real estate of all kinds, improved or unimproved, and any rights or interests therein.

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

(c) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such

HEARNE & BAILEY, P.A.
ATTORNEYS AT LAW
SALISBURY, MD.
AREA CODE 301
740-5144

REC FEE 5.00
TOTL 5.00
8915CHK
01 01983 11-17 P2:20

103 11-2 P. 306

LIBER 38 PAGE 509

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

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

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

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed,

LISER 38 PAGE 510

and subject in all particulars to the limitations relative to the corporations which are contained in the general laws of this State.

FOURTH:

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

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

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

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which

LISER 38 PAGE 511

changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion right of, such shares.

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

FIFTH:

The post office address of the place at which the principal office of the Corporation in this state will be located is South Division and Camden Streets, Salisbury, Maryland 21801. The resident agent of the Corporation is David F. Rodgers, who resides at 1700 Old Mill Lane, Salisbury, Maryland 21801, said resident agent being a citizen of the State of Maryland and actually residing therein.

SIXTH:

The Corporation shall have not less than three nor more than nine directors, and Charles E. Hearne, Jr., David F. Rodgers and Charles R. Dashiell, Jr. 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 such lawful manner as the By-Laws from time to time may provide.

SEVENTH:

The total amount of authorized capital stock is ten thousand (10,000) shares at the par value of Ten Dollars (\$10.00) each, aggregating One Hundred Thousand Dollars (\$100,000.00) of common stock.

IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation on this 1st day of June, A.D., 1983.

TEST:

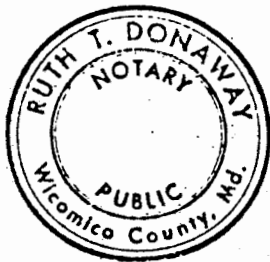
Ruth I. Donaway

Charles E. Hearne, Jr. (SEAL)

STATE OF MARYLAND, WICOMICO COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of June, A.D., 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared CHARLES E. HEARNE, JR. and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.



Ruth I. Donaway
Notary Public

My Commission Expires: 7/1/86

LIBER 38 PAGE 513

ARTICLES OF INCORPORATION
OF
FIRST SHORE REALTY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 2, 1983 at 10:04 o'clock A. M. as in conformity
with law and ordered recorded. 6

Recorded in Liber 2596, folio 61148, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

drb To the clerk of the Circuit Court of 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: 143001

Received for Record 7/17/1983 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 508-513.

A. James Smith Clerk

E. + M. David F. Rodgers, 1700 Old Mill Lane, Selis, Md. 21801
11/21/83

LIBER 38 PAGE 514

LAW OFFICES

CULLEN, INSLEY & HANSON

132 EAST MAIN STREET

POST OFFICE BOX 109

SALISBURY, MARYLAND 21801

TELEPHONE (301)

749-1201

835019

RICHARD F. CULLEN
WADE H. INSLEY, III
HUGH KRISTIAN HANSON

DAVID H. CLARK
JOHN H. THORNTON

June 17, 1983

Jones Enterprises, Inc.
348 Snow Hill Road
Salisbury, MD 21801

TO THE BOARD OF DIRECTORS OF JONES, ENTERPRISES, INC.

Please accept this letter as my resignation as
Resident Agent for Jones Enterprises, Inc., effective immedi-
ately.

Very truly yours,


David H. Clark

DHC:kac

REC'D
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8908CHK
01 01983 11-17 P2:00
1.25
1.25
1.25
1983 JUN 21 P 3:27

1.25

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

JONES ENTERPRISES, INC.

1761

received for record June 21, 1983 *2*, at 3:27 P.M.
 and recorded on Film No. 2590 Frame No. 01859 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^o 18772

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

Mr. Clerk Mail to: Cullen, Insley & Hanson
 132 East Main Street
 Salisbury, Maryland 21801

rc

Received for Record 7/17/1983 and recorded in the
 Corp. Records of Wicomico County, Maryland in Liber A.J.S.
 No. 37, Folios 514-515.

A. James Smith CL-rt

535020

RESAGENT, INC.
Suite 2000
25 S. Charles Street
Baltimore, Md. 21201

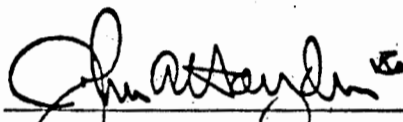
JEM's Fitness, Inc.
Shopper's World
Route 50 & Tilghman Road
Salisbury, Maryland 21801

Ladies and Gentlemen:

We hereby resign, effective as of May 27, 1983,
as Resident Agent of JEM's Fitness, Inc.

Very truly yours,

RESAGENT, INC.

By: 

John A. Hayden, III
President

REC FEE 1.25
TOTL 1.25
8909CHK 1.25
01 01983 11-17 P2:00

1.25

LIBER 38 PAGE 517
NOTICE OF RESIGNATION OF RESIDENT AGENT

OF
JEMS FITNESS, INC.

1682

received for record June 6, 1983 *2*, at 8:30 A.M.
and recorded on Film No. 2588 . Frame No. 03288 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^o 18706

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

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

rc

Received for Record *Nov. 17, 1983* and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. *38*, Folios *516-517*.

A. James Smith Clerk

E. + M. Whiteford, Taylor, Preston, Trimble, + Johnston, 25 S. Charles St.

AW

835021

ASSAWOMAN EQUITIES, INC.
ARTICLES OF REVIVAL

Assawoman Equities, Inc., a Maryland Corporation having its principal office in Salisbury, County of Wicomico, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited in 1980 for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation;

SECOND: The name of the Corporation at the time of the forfeiture of the charter was Assawoman Equities, Inc.;

THIRD: The name by which the Corporation will hereafter be known is Assawoman Equities, Inc.;

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Salisbury, Maryland, 701 Roland Street.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Morton J. Owrutsky, P.O. Box 1170, Salisbury, Maryland 21801-1170. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation had its charter not been forfeited;
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation had its charter not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Treasurer of the Corporation, have signed these Articles of Revival on

June 2, 1983.

REC'D
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P2:21

LIBER 38 PAGE 519

00087

Morton J. Owrutsky
MORTON J. OWRUTSKY
Last Acting President

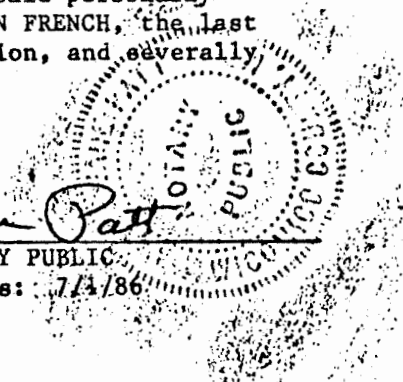
E. Dean French
E. DEAN FRENCH
Last Acting Secretary

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY that on this 2nd day of June, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid personally appeared MORTON J. OWRUTSKY, the last acting President and E. DEAN FRENCH, the last acting Secretary of ASSAWOMAN EQUITIES, INC., a Maryland Corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

AS WITNESS my hand and Notarial Seal.

Bette Jane Patt
NOTARY PUBLIC
My Commission Expires: 7/1/86



LIBER 38 PAGE 520
ARTICLES OF REVIVAL
OF
ASSAWOMAN EQUITIES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 2, 1983 at 2:20 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2597, folio 6085, 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

drb 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: 143073

Received for Record Nov. 17, 1983 and recorded in the
corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 518-520.

A. James Smith Clerk

E. + Del. Morton J. Owrutsky, atty. 11/30/83

835022

LIBER 38 PAGE 521

REC-2 P 16 23

ELECTRIC SYSTEMS CORP.

A Maryland Close Corporation

ARTICLES OF AMENDMENT

ELECTRIC SYSTEMS CORP., a Maryland corporation having its principal office in Wicomico County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article I; Article II, paragraph I; Article III; and inserting in lieu thereof the following:

ARTICLE I - Name

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

THE PRINTERY, INC.

ARTICLE II - Purpose

To engage in and carry on business as a printer both retail and wholesale; to manufacture, print, purchase, sell, transfer and engage in the printing trade in any capacity.

ARTICLE III

Principal Office, Address, and Resident Agent

The principal office of the Corporation in the State of Maryland will be maintained at 215 East Main Street, Salisbury, Wicomico County, Maryland 21801.

The resident agent of the Corporation is John Randall Haney, whose post office address is 713 Regency Drive, Salisbury, Wicomico County, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SECOND: The Corporation is a Close Corporation without directors. The amendment of the charter of the Corporation as hereinabove set forth has been duly advised and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF: ELECTRIC SYSTEMS CORP., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 20th day of May, 1983.

ATTEST:

Timothy D. Ragan
Timothy Dale Ragan, Secretary

ELECTRIC SYSTEMS CORP.

BY: *John Randall Haney*
John Randall Haney, President

REC-2 P 16 23
17:23 21-11 28610 10
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8216CHK
5.00
101
5.00
REC FEE

LIBER 38 PAGE 522

THE UNDERSIGNED, President of ELECTRIC SYSTEMS CORP., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

BY: John Randall Haney
John Randall Haney President

ARTICLES OF AMENDMENT

OF

ELECTRIC SYSTEMS CORP.

Changing its name to:

THE PRINTERY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 2, 1983 at 10:25 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2596, folio 61286, 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.

[Handwritten Signature]



A 143016

Record 27 Oct 17 1983 and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. No. 38, Folios 521-523.

[Handwritten Signature] Clerk

bt

[Handwritten Note:] G. + M. John R. Haney, 713 Regency Drive, Salis, Md., 21801 11/3/83

LISER 38 PAGE 524

835023

EUBANK FRAME, INC.

Salisbury, Maryland

ARTICLES OF AMENDMENT ELECTING TO BECOME A MARYLAND
CLOSE CORPORATION ORGANIZED PURSUANT TO TITLE IV
OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE
ANNOTATED CODE OF MARYLAND

Eubank Frame, Inc., a Maryland corporation, having its principal office at Salisbury, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles SECOND and SIXTH and by substituting in lieu thereof the following:

"SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is: Eubank Frame, Inc. The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland as amended."

"SIXTH: The number of directors shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are" Nancy E. Wendell and Harold J. Wendell."

SECOND: By written informal action unanimously taken by the Board of Directors of the Corporation pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Article 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Eubank Frame, Inc. has caused these pre-

RECFEE
TOTL 5.00
8921CHK 5.00
01 01983 11-17 P2:22

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

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LIBER 38 PAGE 525

sents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this ___ day of May, 1983, and its President acknowledged that these Articles of Amendment are the act and deed of Eubank Frame, Inc. and, under penalties of perjury, that the matters and facts set forth are true in all material respects to the best of her knowledge, information and belief.

ATTESTED BY:

EUBANK FRAME, INC.

Harold Stansell Sr
Secy

By: Nancy E. Wendell
Nancy E. Wendell, President

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

LIBER 38 PAGE 526

ARTICLES OF AMENDMENT
OF
EUBANK FRAME, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 9, 1983 at 9:36 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2597, folio 301515, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

drb To the clerk of the _____ circuit Court of 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 143455

Received for Record Nov. 17, 1983 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 524-526.

[Signature] (C) 11/17/83

E. & Del. C. D. & H., attys. 11/30/83

PA

835024 DICKEY, AZAR & LUPPENS, M.D., P.A.

ARTICLES OF AMENDMENT

Dickey, Azar & Luppens, M.D., P.A., a Maryland professional corporation, having its principal office in Wicomico County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

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

Second - The name of the Corporation is: Peninsula Eye Surgeons, P.A.

SECOND: This Corporation has four (4) stockholders. By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-205 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Dickey, Azar & Luppens, M.D., P.A., has caused these presents to be signed in its name and on its behalf by its corporate seal to be hereunto affixed and attested by its Secretary on May 31, 1983.

65:01 ATTEST: (S)

67:11 9-11-83 (S)

Dickey, Azar & Luppens, M.D., P.A.

Richard H. Muls
Secretary

By: Robert L. Dickey
Robert L. Dickey, President

LIBER 38 PAGE 528

STATE OF MARYLAND
COUNTY OF WICOMICO

I HEREBY CERTIFY that on this 31st day of May, 1983,
before me, the subscriber, a Notary Public of the State of Maryland,
in and for the County of Wicomico, personally appeared Robert L.
Dickey, President of Dickey, Azar & Luppens, M.D., P.A., a Maryland
professional corporation, and in the name and on behalf of said
corporation acknowledge the foregoing Articles of Amendment to be
the corporate act of said corporation and acknowledged that the
matters and facts set forth in said Articles of Amendment are true
to the best of his knowledge, information and belief; and at the
same time personally appeared Richard H. Meeks, and made oath in
due form of law that he was secretary of said corporation and that
the matters and facts set forth in said Articles of Amendment are
true to the best of his knowledge, information and belief.

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

My commission expires:
7/1/86

Brenda M. Latem
Notary Public



RECFEE 5.00
TOTL 5.00
8925CHK 5.00
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5/3/83 000739

015.000

LIBER 38 PAGE 529
Board of Medical Examiners of Maryland
201 West Preston Street
Baltimore, Maryland 21201

(301) 383-2020-21

CERTIFICATE OF AUTHORIZATION

In accordance with Sections 5-110 and 5-111 of the Cor-
porations and Associations Article of the Annotated
Code of Maryland, the corporate designation

PENINSULA EYE SURGEONS, P.A.

approved by the Medical and Chirurgical Faculty and the
Board of Medical Examiners of the State of Maryland,
has been authorized on April 29, 1983.



Arthur T. Keeffe, Jr., M.D.

Arthur T. Keeffe, Jr., M.D.,
Secretary

10815 J.D. [unclear]

LIBER 38 PAGE 530

ARTICLES OF AMENDMENT

OF

DICKEY, AZAR & LUPPENS, M.D., P.A.

Changing its name to:

PENINSULA EYE SURGEONS, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 13, 1983 at 10:59 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2598, folio 000736, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

drb To the clerk of the circuit Court of 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 143660

received for Record Nov. 17, 1983 and recorded in the Corp. Records of Wicomico County, Maryland in Liber A.J.S. to 38, Folios 527-530.

A. James Smith Clerk

E. + Del. A. P. S., attys. 11/30/83

BA

835025

TRI-COUNTY MEDICAL CENTER, INC.

ARTICLES OF REVIVAL

Tri-County Medical Center, Inc., a Maryland corporation having its principal office in Wicomico County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The name of the Corporation at the time the charter was forfeited was: TRI-COUNTY MEDICAL CENTER, INC.

SECOND: The name which the corporation will use after revival is: TRI-COUNTY MEDICAL CENTER, INC.

THIRD: The name and address of the resident agent are Patricia M. Robinson, General Delivery, Mardela Springs, Md. 21837.

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

FIFTH: At or prior to the filing of these Articles of Revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

RECFEE	5.00
TOTL	5.00
8927CHK	5.00
01 01983 11-17 P2:25	

-2-

The last acting president, vice-president, secretary or treasurer of the corporation are unable or unwilling to sign the articles. There are less than three of the last acting directors able and willing to sign the articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the articles to be their act.

Irwin G. Collins
Director

Fred Robinson, Jr.
Director

J. Howard Atkins
Director

LIBER 38 PAGE 533

ARTICLES OF REVIVAL
OF
TRI-COUNTY MEDICAL CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 13, 1983 at 10:23 o'clock A. M. as in conformity
with law and ordered recorded.

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001430

Recorded in Liber 2598, folio 3, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

To the clerk of the _____ circuit Court of 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. 144290

Received for Record Nov. 17, 1983 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 531-533.

[Signature]

Patricia M. Robinson, General Delivery, Marsha Springs, Md., 21837

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LIBER 38 PAGE 534

000840

WICOMICO COUNTY EXTENSION ADVISORY COUNCIL, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Donald Wilber, Chairman, Rt. 6, Box 322, Salisbury, Md. 21801; Ms. Karen Wyatt, Treasurer, Social Service Specialist, Shore Up!, Inc., P. O. Box 430, Salisbury, Md. 21801; and Mrs. Phinis Michael, Secretary, Cherry-walk Road, Quantico, Md. 21856, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation is:

WICOMICO COUNTY EXTENSION ADVISORY COUNCIL, INC.

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

1. The Council will serve in an advisory capacity to the County Extension faculty of the University of Maryland in developing and coordinating the total unified agricultural-related program planning process.

2. The Council will assist and advise the County faculty on problems or opportunities existing in the County which the University of Maryland Cooperative Extension Service could address.

3. The Council will assist and advise in establishing program priorities--including new initiatives in agriculture, horticulture, 4-H and Youth, Extension home economics, marine science, community resources and energy development and other agricultural-related programs and activities that would be beneficial to the citizens of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Post Office Box 1836, Salisbury, Md. 21801. The resident agent is Donald Wilber, Corner of Parsons & Quantico Rds., Salisbury, Md. 21801

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be ten (10) which number may be increased or decreased pursuant to the by-laws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

- 1. Donald Wilber
- 2. Ralph Timmons
- 3. Ms. Karen Wyatt
- 4. Maurice Anderson
- 5. Wayne Spencer
- 6. Mrs. Gail McMichael
- 7. Mrs. Phinis Michael
- 8. Mrs. Thelma Winder
- 9. Mrs. Fred B. Adkins, Sr.
- 10. Edward Phillips

The corporation shall also be subject to the provisions contained in the addendum attached hereto and incorporated by reference.

SEVENTH: The duration of the Corporation shall be perpetual.

REC FEE 5.00
 TOTL 5.00
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 01 01983 11-22A10:58

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on June 10, 1982, and severally acknowledge the same to be our act.

Donald Wilber
DONALD WILBER, CHAIRMAN

Karen L. Wyatt
MS. KAREN WYATT, TREASURER

Phinis P. Michael
MRS. PHINIS MICHAEL, SECRETARY

WICOMICO

COUNTY EXTENSION ADVISORY COUNCIL, INC. ~~10~~

ARTICLES OF INCORPORATION

ADDENDUM

The following provisions are added to the basic Articles of Incorporation dated June 10, 1982 in accordance with the General Laws of the State of Maryland and pursuant to Title 5, Subtitle 2 of the Maryland Corporations and Associations Code Annotated, Section 5-201 et seq.

EIGHTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations and operated exclusively for charitable, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

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

TENTH: In these Articles of Incorporation,

- A. References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws

of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article TENTH shall be entitled to exemption from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

ELEVENTH: All provisions in these Articles of Incorporation shall be subject to amendment, consistent with the provisions of the Maryland Corporations and Associations Code Annotated and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any other United States Internal Revenue Law) by the affirmative vote of all of the members entitled to vote in respect thereof.

TWELFTH:

- A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- B. The Corporation shall not engage in any act of self-dealing as defined in Section 4942 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- C. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- D. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

LIBER 38 PAGE 539
ARTICLES OF INCORPORATION
OF

WICOMICO COUNTY EXTENSION ADVISORY COUNCIL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 24, 1983 at 9:27 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 259 900839, 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 144688

received NOV. 22, 1983 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 534-539.

A. James Smith, Clerk

gcp

F. & M. Donald Walker, Rt. 6, Box 322, Salisbury, Md. 21801 11/30/83

EA

835106

LIGER 38 PAGE 540

ARTICLES OF INCORPORATION
 OF
 EAGLE'S LANDING DEVELOPMENT CORP.
 A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, Victor H. Laws III, whose post office address is P. O. Box 259, 124 East Main Street, 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

EAGLE'S LANDING DEVELOPMENT CORP.

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

(a) To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said Company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores, warehouses, mills, shops, factories, plants, gas houses, machinery rights, easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company, or any part thereof.

(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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 RECEEE

FOURTH: The post office address of the principal office of the Corporation in this State is 218 East Main Street, Salisbury, Maryland 21801. The resident agent of the Corporation is Thomas P. Monahan, whose address is 218 East Main Street, P. O. Box 647, 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 one hundred thousand (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, Thomas P. Monahan, 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 22^d day of June, 1983.

TEST:

Sandra D. Fyler _____ Victor H. Laws III
Victor H. Laws III

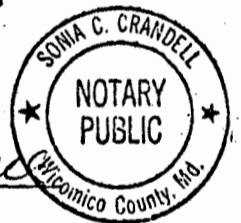
STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 22nd day of June, 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

Sonia C. Crandell
Notary Public



LIBER 38 PAGE 542

ARTICLES OF INCORPORATION

OF

EAGLE'S LANDING DEVELOPMENT CORP.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 24, 1983 at 10:43 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2599, folio 3, 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. [Signature]



A 144721

Received for Record NOV 22, 1983 and recorded in the CORP. Records of Wicomico County, Maryland in Liber A.J.S. No. 38, Folios 540-542.

G. James Smith

bw

E. + M. Thomas P. Monahan, 218 E. Main St., P.O. Box 647, Salisbury, Md. 218

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LIBER 38 PAGE 543

ARTICLES OF INCORPORATION

OF

VOLUNTARY ACTION CENTER OF WICOMICO COUNTY, INC.
(A Nonstock, Nonprofit Corporation)

THIS IS TO CERTIFY:

FIRST:

That I, Constance L. Bell, of 320 Glen Avenue, 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 is:

"VOLUNTARY ACTION CENTER OF WICOMICO COUNTY, INC."

THIRD:

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

(a) The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), 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 make and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the aforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and 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

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HEARNE & BAILEY, P.A.
ATTORNEYS AT LAW
SALISBURY, MD.
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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 of income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a nonprofit corporation organized under the applicable provisions of the Annotated Code of Maryland for educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes;

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

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by Paragraphs (a) and (b) of this Article Third, supra, are the following:

- (1) To promote and encourage voluntarism as a dynamic force in Wicomico County and neighboring areas.
- (2) To establish a volunteer skills bank to which persons may be referred in assisting volunteer agencies.
- (3) To promote voluntarism in all segments of the population.
- (4) To give technical assistance to volunteer directors, staff and board members of volunteer agencies so as to enable them to manage better their programs.

FOURTH:

The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

LIGER 38 PAGE 545

FIFTH:

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

SIXTH:

The post office address of the principal office of the Corporation is 320 Glen Avenue, Salisbury, Maryland 21801. The resident agent of the Corporation is Constance L. Bell who resides at 320 Glen Avenue, Salisbury, Maryland 21801, said resident agent being a citizen of the State of Maryland and actually residing therein.

SEVENTH:

The Corporation shall have not less than fifteen (15) nor more than twenty-five (25) Directors, and Jean Laws, Constance L. Bell, Arthur H. Goetz, Suellen Knowles, Robert Moore, Harry Aldrich, Cora Goslee, Elton Maddox, Virginia Oursler, Eldon Peters, Betty Powell, Patricia Stein, Eileen van Breemen, Rosemary Manning and Edward J. Kremer 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 such lawful manner as the By-Laws may from time to time provide.

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 that same be not inconsistent with these Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

NINTH:

In these Articles of Incorporation:

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

Ninth shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended;

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

IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation, this 21 day of June, A.D., 1983.

TEST:

Charles R. Jackson Jr. Constance L. Bell (SEAL)
Constance L. Bell

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, That on this 21st day of June, A.D., 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared CONSTANCE L. BELL and acknowledged the foregoing Articles of Incorporation to be her act and deed.

AS WITNESS my hand and Notarial Seal.

Sharon M. Hearn
Notary Public
My commission expires July 1, 1986



LIBER 38 PAGE 547

ARTICLES OF INCORPORATION
OF
VOLUNTARY ACTION CENTER OF WICOMICO COUNTY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 30, 1983 at 10:19 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2600, folio 5 002552, 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. [Signature]



A 144977

Received for Record NOV 22 1983 and recorded in the
CORP. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 543-547.

A. James Smith, Clerk

C. + M. Constance L. Bell, 320 Glen Ave., Selis, Md., 21801 11/30/83

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ARTICLES OF INCORPORATION

OF

AFA, INCORPORATED

FIRST:

I, Stephen M. Hearne, whose address is 107 Baptist Street, Salisbury, Maryland 21801, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND:

The name of the corporation (which is hereinafter called the "Corporation") is AFA, Incorporated.

THIRD:

The purposes for which the Corporation is formed are:

- (1) To manufacture and sell photographic novelty items and to engage in any other lawful purpose or business; and,
- (2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH:

The post office address of the principal office of the Corporation in this State is 433 South Boulevard, Salisbury, Maryland 21801. The name and post office address of the Resident Agent in this State are Stephen M. Hearne, Esquire, 107 Baptist Street, Salisbury, Maryland 21801. Said Resident Agent is a citizen 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.

SIXTH:

The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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LAW OFFICES
Ulrike & Hearne, H. A.
107 BAPTIST STREET
SALISBURY, MARYLAND 21801-4997
(301) 546-9991

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LIBER 38 PAGE 549

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Anthony D. Freda, Betsy B. Freda, Andrew L. Cherry, Jr. and Wyalene Kaine.

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

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

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all, or substantially all, of the assets of the Corporation.

LAW OFFICES
Clarke & Hearne, P.A.

107 BAPTIST STREET
SALISBURY, MARYLAND 21801-4997

(301) 546-9991

LIBER 38 PAGE 550

(4) 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 sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;
- (g) 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;

such action shall be effective and valid if taken or approved by an affirmative vote of a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this article SEVENTH, ¶(4).

EIGHTH:

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

NINTH:

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

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LIBER 38 PAGE 551

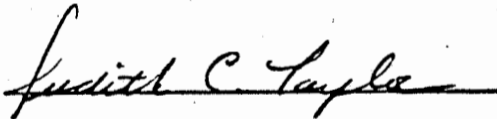
"Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

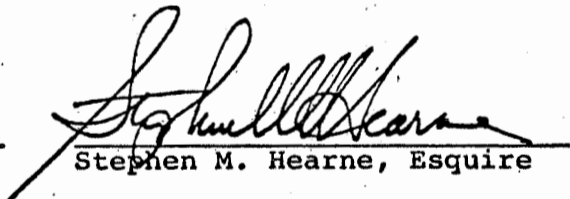
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(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 an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, 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 28th day of June, 1983, and I acknowledge the same to be my act.

WITNESS:




Stephen M. Hearne, Esquire

LAW OFFICES
Clarke & Hearne, P.A.
107 BAPTIST STREET
SALISBURY, MARYLAND 21801-4997
(301) 546-9991

LIBER 38 PAGE 552

ARTICLES OF INCORPORATION
OF
AFA, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 5, 1983 at 10:37 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2601, folio 5 000091, 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. [Signature]



A 145124

Received for Record NOV. 22, 1983 and recorded in the
CDRP. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 548-552.

A. James Smith Clerk

E. & Del. Stephen M. Hearne, atty. 11/30/83

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LIBER 38 PAGE 553

ARTICLES OF INCORPORATION

OF

LANDTREE INVESTMENTS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, LLOYD O. WHITEHEAD, whose post office address is 116 East Main Street, P.O. Box 230, Salisbury, Wicomico County, Maryland 21801, being at least eighteen (18) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, execute and file these Articles with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is: LANDTREE INVESTMENTS, INC.

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

(1) To transact a general real estate brokerage business, buying, selling, and dealing in real estate and real property and any interest therein, on commission, or otherwise, and renting and managing real estate; and to act as agent, nominee, or attorney-in-fact for any persons or corporations in buying, selling, holding, and dealing in real estate and any interest therein and choses in action secured thereby and any other personal property collateral thereto and in supervising, managing, and protecting such property and any interest therein and claims affecting same.

(2) To purchase or otherwise acquire, hold, exchange, pledge, procure, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens on real estate, or to otherwise engage in the business and practice of mortgage brokering.

(3) To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation paying for the same in cash, stock, or bonds, of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount; to execute contracts of any nature whatsoever, including contracts of indemnity, suretyship and guaranty.

(4) To acquire by purchase, lease, or otherwise, and to improve and develop real property. To erect and remodel buildings, including apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To layout, grade, pave, and dedicate roads, streets, avenues,

LAW OFFICE—LLOYD O. WHITEHEAD, PROFESSIONAL ASSOCIATION

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highways, alleys, courts, paths, walks, parks, and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(5) To engage in the timber brokerage business and in regards to same, to acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so occupied by the corporation, to encumber or dispose of any lands or interests in lands, to construct, acquire by purchase or otherwise, maintain and operate, and sell or otherwise dispose of saw mills, planing mills or mills or factories of any kind for the purpose of manufacturing wood or timber into lumber, or the manufacturing of any product from wood, or partly consisting of wood, iron, steel, copper, or other material; to construct, acquire by purchase or otherwise, and maintain and operate construction, machinery, and appliances of any and all kinds necessary or deemed necessary for any or all of these purposes; and to sell or otherwise dispose of and deal in machinery, appliances and constructions of all kinds and character that may be or deemed to be of use for or in connection with any of these purposes.

(6). To carry on any other businesses which may seem to the corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate the transaction of its business, or any part thereof, or in the transaction of any business that may be calculated, directly or indirectly, to enhance the value of its property or rights, provided that in the transaction of its business the corporation shall at all times be subject to the laws and statutes of each state or foreign country in which the same may be transacted, or its property may be located. The foregoing statement and purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

(7). In addition to the foregoing purposes, objects, and business, the corporation shall, at all times, have and enjoy all of the other rights, privileges, powers and immunities provided under the General Laws of the State of Maryland or any future addition thereto or enlargements thereof.

FOURTH: The post office address of the principal office of the corporation is: P.O. Box 507, 116-A North Division Street, Salisbury, Wicomico County, Maryland 21801. The resident agent of the corporation is: Monroe J. Haltaman, Jr., 116-A North Division Street, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland.

FIFTH: The total number of shares of stock which the corporation has authority to issue is ten thousand (10,000) shares, having a par value of Ten Dollars (\$10.00) per share, all of which shares are of one class and are designated "common capital stock". The aggregate par value of all shares having a par value is One Hundred Thousand Dollars (\$100,000.00).

(a) Each share holder shall be entitled to a stock certificate or certificates certifying the number and kind of shares owned by him. Said certificate shall be signed by the proper officers of the corporation as provided in the By-Laws and shall thereafter be sealed with the seal of the corporation.

(b) Shares of stock shall be transferred only on the books of the corporation by the holder thereof in person or by a duly authorized attorney and the old certificate, duly endorsed, shall be surrendered and cancelled before a new certificate is issued.

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LIBER 38 PAGE 555

(c) The stockholders shall have no pre-emptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

SIXTH: The number of the directors of the corporation shall be three (3), which number may be increased or decreased by the By-laws, but shall never be less than three (3) or the number of stockholders of the corporation, whichever is less, and the name of the directors who shall act until the first annual meeting, or until their successor are duly chosen and qualified, is Monroe J. Haltaman, Jr., Carol A. Haltaman, and Randall L. Miller.

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

(a) 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 consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

(b) To fix and determine and to vary the amount of working capital of the corporation to determine whether any and, if any, what part of the surplus of the net profits of the corporation 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 in purchasing or acquiring any of the shares of the stock of the corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) 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 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.

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

(e) May by Resolution passed by a majority of the whole Board, designate one or more committees, each to consist of two (2) 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 committees 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.

(f) 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 goodwill 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.

(g) To adopt and carry into effect employee and officers pension, hospitalization, and other benefit plans.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 8th day of July, 1983.

WITNESS:

Vernadett M. Hudson

Lloyd O. Whitehead (SEAL)
LLOYD O. WHITEHEAD

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 8th day of July 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared LLOYD O. WHITEHEAD and acknowledged the foregoing Articles of Incorporation to be his act.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.



Vernadett M. Hudson

NOTARY PUBLIC

My Commission expires: 7/1/1986.

LAW OFFICE—LLOYD O. WHITEHEAD, PROFESSIONAL ASSOCIATION

LIBER 38 PAGE 557

ARTICLES OF INCORPORATION
OF
LANDTREE INVESTMENTS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 11, 1983 at 9:23 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2601, folio 2262, 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 145384

Received for Record NOV. 22, 1983 and recorded in the
CORP. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 553-557.

A. James Smith

COPY

bs
E. + M. Monroe J. Haltaman, Jr., 116 A N. Division St., Salisbury, Md. 21801

LIBER 38 PAGE 558

835110

BAY LAND COMPANY, INC.

ARTICLES OF REVIVAL

FIRST: The name of the corporation at the time the charter was forfeited was BAY LAND COMPANY, INC.

SECOND: The name which the corporation will use after revival is BAY LAND COMPANY, INC.

THIRD: The name and address of the resident agent is Ralph H. Smith, 1807 Kipling Drive, Salisbury, Maryland 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 due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

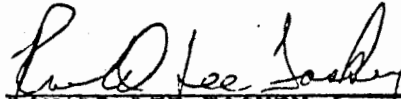
SIXTH: The address of the principal office in this state is 1807 Kipling Drive, Salisbury, Maryland 21801.


REC FEE 5.00
 TOTL 5.00
 9153CHK
 01 01983 11-22A10:59

060061

LIBER 38 PAGE 550

The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.


RONALD LEE FOSKEY,
Last Acting President


EDWARD G. BANKS, JR.
Last Acting Secretary

LIBER 38 PAGE 500

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 29th day of June, 1983, before me, a Notary Public in and for the State and County aforesaid, personally appeared RONALD LEE FOSKEY and EDWARD G. BANKS, JR., and acknowledged the foregoing Articles of Revival to be their respective act and deed.

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



Anne A. Flynn
NOTARY PUBLIC

My Commission Expires: 7/1/86

1983 JUN 29 PM 4:11

LIBER 38 PAGE 561

ARTICLES OF REVIVAL
OF
BAY LAND COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 30, 1983 at 12:41 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2601, folio 000062, 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

drb 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 145118

received for Record NOV. 22, 1983 and recorded in the
CORP. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 558-561.

A. James Smith Clerk

E. & M. Ralph H. Smith, 1807 Kipling Drive, Salis, Md. 21801 11/30/83

835111

ANK/kdm

1667K

LIBER 38 PAGE 562

EX

DRS. GALLAHER, CHO AND ASSOCIATES, P.A.

ARTICLES OF AMENDMENT

DRS. GALLAHER, CHO AND ASSOCIATES, P.A., a Maryland Professional Service Corporation having its principal office in Salisbury, Maryland (hereinafter called "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation, as heretofore amended, is further amended by striking out Article SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: The name of the Corporation (hereinafter called 'Corporation',) is:

DRS. GALLAHER, GRAY AND ASSOCIATES, P.A."

SECOND: The Board of Directors of the Corporation by unanimous written consent, dated July 2, 1983, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the amendment was advisable, and directing that it be submitted to the stockholders of the Corporation for action thereon.

THIRD: Pursuant to notice, a summary of the amendment as proposed by the Board of Directors was duly given to the

04 5
RECFEE 5.00
TOTL 5.00
9156CHK 5.00
01 D1983 11-22A11:00

31928125

02719

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LIBER 38 PAGE 500

stockholder who approved the amendment by unanimous written consent on July 2, 1983, in lieu of a special meeting, and which consent is filed with the records of the Corporation.

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

IN WITNESS WHEREOF, DRS. GALLAHER, CHO AND ASSOCIATES, P.A. has caused this instrument to be filed in its name and on its behalf by its President, and witnessed by its Secretary, on July 2, 1983.

The President acknowledges these Articles of Amendment to be the corporate act of the Corporation and states that to the best of his knowledge, information and belief the matters and facts set forth in these Articles with respect to the authorization and approval of the amendment of the Corporation's charter are true in all material respects and that this statement is made under the penalties of perjury.

ATTEST:

DRS. GALLAHER, CHO AND
ASSOCIATES, P.A.

Floyd E. Gray, M.D.
Floyd E. Gray, M.D. Secretary

James P. Gallaher, M.D.
James P. Gallaher, M.D.,
President

564 P5

LIBER 38 PAGE 564

ARTICLES OF AMENDMENT

OF

DRS. GALLAHER, CHO AND ASSOCIATES, P.A.

Changing its name to:

DRS. GALLAHER, GRAY AND ASSOCIATES, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 11, 1983 at 9:40 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2601, folio 3, 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.

[Handwritten signature]



A 145445

Received for Record NOV. 22, 1983 and recorded in the CORP. Records of Wicomico County, Maryland in Liber A.J.S. No. 38, Folios 562-564.

[Handwritten signature]

bt E. + M. Venable, Braetger + Howard, Allan H. Krusman, attys. Mercantile Bk. + Tr. Bldg., 2 Hopkins Plaza, Baltimore, Md. 21201 11/21/82

835112

LIBER 38 PAGE 505

EASTERN SHORE BASEBALL HALL OF FAME, INC.

ARTICLES OF AMENDMENT

Eastern Shore Baseball Hall of Fame, Inc., a Maryland corporation having its principal office in Wicomico County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Eastern Shore Baseball Hall of Fame, Inc. and inserting in lieu thereof the following:

Change Name to: Eastern Shore Baseball Hall of Fame Foundation, Inc.

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the members of the Corporation.

In witness whereof: Eastern Shore Baseball Hall of Fame, Inc., has caused these presents to be signed in its name and on its behalf by its President or one of its Vice President's and attested by its Secretary or one of its Assistant Secretaries on June 9, 1983

ATTEST

EASTERN SHORE BASEBALL HALL OF FAME, INC.

Ronald L. ...
Secretary

by George M. ...
President

THE UNDERSIGNED, President of Eastern Shore Baseball Hall of Fame, Inc., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

George M. ...

REC FEE 5.00
TOTL 5.00
9149CHK 5.00
01 01983 11-22A10:58

LIB V 51 MAR 1983

LIBER 38 PAGE 566

ARTICLES OF AMENDMENT

OF

EASTERN SHORE BASEBALL HALL OF FAME, INC.

changing its name to:

EASTERN SHORE BASEBALL HALL OF FAME FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 15, 1983 at 9:17 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2599, folio 000729, 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 144666

Received for Record NOV. 22, 1983 and recorded in the
CORP. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 565 & 566.

bw

A. James Smith

E. & M. Eastern Sh. Baseball Hall of Fame Found., Inc., P. O. Box 2071

835228

NEWTON PROPERTIES LIMITED
CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF NEWTON PROPERTIES LIMITED, a Limited Partnership, executed the 29th day of July, 1982, by and among Stedman W. Smith, M.D. and Constantine G. Lambrou, M.D., as General Partners, and Stedman W. Smith, M.D. and Constantine G. Lambrou, M.D., as Limited Partners.

WHEREAS, the parties hereto desire to organize and form Newton Properties Limited under the Maryland Uniform Limited Partnership Act as set forth in Title 10, Corporations and Associations Article, Annotated Code of Maryland, for the purpose of acquiring a certain parcel of land known as 204 Newton Street, Salisbury, Maryland (the "Premises").

NOW, THEREFORE, in consideration of the mutual promises of the parties and other good and valuable consideration, the parties hereby make the following Certificate:

- 1. The name of the partnership shall be --
NEWTON PROPERTIES LIMITED

REC FEE	23.25
TOTL	23.25
9481CASH	23.25
01 01983 11-30A11:00	

- 2. The character of the business shall be to engage in the business of acquiring and leasing the Premises.

- 3. The Location of the principal place of business of the Partnership shall be at 204 Newton Street, Salisbury, Maryland 21801. The resident agent for the Partnership is Constantine G. Lambrou, M.D., whose business address is 204 Newton Street, Salisbury, Maryland 21801.

- 4. The names and places of residence, capital contributions and percentage of profits and losses of the General Partners are as follows:

*Set to
Newton Properties
204 Newton St.
Salisbury, Md 21801*

1840G

LIBER 38 PAGE 568

<u>Name</u>	<u>Address</u>	<u>Capital Contribution</u>	<u>Percent of Profit and Losses</u>
Stedman W. Smith, M.D.	633 Pinehurst Ave. Salisbury, Md.	750.00	5%
Constantine G. Lambrou, M.D.	1119 Riverside Ave. Salisbury, Md.	750.00	5%

The name and place of residence, or principal place of business, as the case may be, of each Limited Partner is set forth in Column (1) of Schedule A attached to this Agreement.

5. The term for which the Partnership is to exist is from July 29, 1982 to December 31, 2025, unless sooner terminated in accordance with the Limited Partnership Agreement.

6. A description and the dollar value of the property contributed by each Limited Partner to the capital of the Partnership is set forth after the name of each Limited Partner in Columns (2) and (3) of Schedule A.

7. Limited Partners have not agreed to make additional capital contributions to this Partnership.

8. There is no agreement concerning the return of the contributions of a Limited Partner prior to dissolution of the Partnership.

9. The share of the profits or other compensation by way of income which each Limited Partner shall receive by reason of his contribution to the Partnership is set forth after the name of each Limited Partner in Column (4) of Schedule A.

10. No Limited Partner has any right to substitute an assignee as a Limited Partner in such partner's place without the written consent of the General Partners.

11. There is no right to admit any additional Limited Partners, except as provided in Paragraph 10 above.

1840G

LIBER 38 PAGE 569

12. No Limited Partner has priority over any other Limited Partner as to contributions or as to compensation by way of income.

13. On the death or disability of a General Partner, the deceased General Partner's personal representative, or the disabled General Partner's guardian, may appoint a substitute General Partner.

14. No Limited Partner shall have any right to demand or receive property other than cash in return for his contribution to the Partnership.

Each Limited Partner hereby makes, constitutes and appoints the General Partners, or either of them with full power of substitution, his true and lawful attorney-in-fact for him and in his name, place and stead and for his use and benefit, to sign, acknowledge, file and/or record any one or more certificates of limited partnership, amendments or cancellations thereof, necessary or appropriate to effectuate the purposes of this Partnership.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate as of the day and year first above written.

WITNESS:

GENERAL PARTNERS:

Patricia B. WardStedman W. Smith (SEAL)
Stedman W. Smith, M.D.Patricia B. WardConstantine G. Lambrou (SEAL)
Constantine G. Lambrou, M.D.

STATE OF MARYLAND, CITY OF _____, TO WIT:

I HEREBY CERTIFY, that on this 30th day of November, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City aforesaid, personally appeared Stedman W. Smith, M.D. and Constantine G. Lambrou, M.D.,

1840G

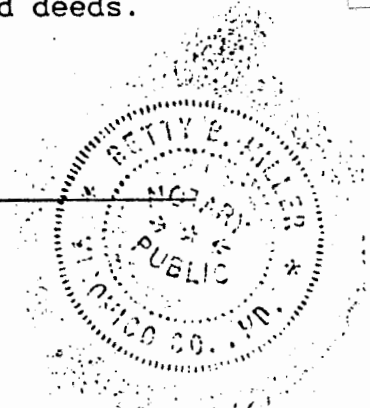
LIBER 38 PAGE 570

General Partners of Newton Properties Limited, a Maryland Limited Partnership, and acknowledged the foregoing Certificate of Limited Partnership to be their respective acts and deeds.

AS WITNESS my hand and Notarial Seal.

Betty B. Miller
Notary Public

My Commission Expires:



WITNESS:

LIMITED PARTNERS:

Patricia B. Ward

Stedman W. Smith (SEAL)
Stedman W. Smith, M.D.

Patricia B. Ward

Constantine G. Lambrou (SEAL)
Constantine G. Lambrou, M.D.

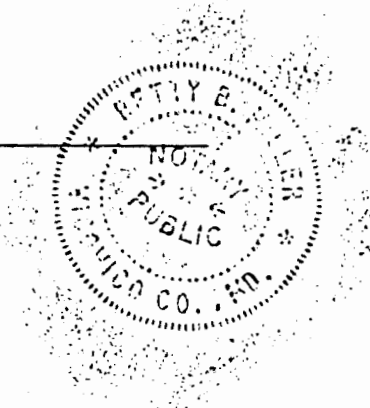
STATE OF MARYLAND, CITY OF _____, TO WIT:

I HEREBY CERTIFY, that on this 30th day of November, 1985, before me, the subscriber, a Notary Public for the State of Maryland, in and for the City aforesaid, personally appeared Stedman W. Smith, M.D. and Constantine G. Lambrou, M.D. Limited Partners of Newton Properties Limited, a Maryland Limited Partnership, and acknowledged the foregoing Certificate of Limited Partnership to be their respective acts and deeds.

AS WITNESS my hand and Notarial Seal.

Betty B. Miller
Notary Public

My Commission Expires:



1840G

LIBER

38 PAGE 571

SCHEDULE A

LIMITED PARTNERS

(1)	(2)	(3)	(4)
<u>Name and Address</u>	<u>Description Of Capital Contribution</u>	<u>Dollar Value Of Capital Contribution</u>	<u>Percent of Profits & Losses</u>
Stedman W. Smith, M.D.	50% Interest in Property known as 204 Newton Street, Salisbury, Maryland	\$119,000.00	45%
Constantine G. Lambrou, M.D.	50% Interest, in Property known as 204 Newton Street, Salisbury, Maryland	\$119,000.00	45%

Received for record 7/01/30/1983 and recorded in the
corp Records of Wicomico County, Maryland in Liber A.J.S.
 No. 38, Folios 567-57.

A. James Smith Clerk

*Ex 477 Newton Properties, 204 Newton St., Salisbury
 Md. 21801 12/12/83*

LIBER 38 PAGE 572

835256

THIRD AMENDMENT TO
 CERTIFICATE OF LIMITED PARTNERSHIP TO
DEER'S HEAD REALTY LIMITED PARTNERSHIP

The undersigned, as of this 1st day of January 1983, desires to amend the Certificate of Limited Partnership of Deer's Head Realty Limited Partnership and states the following:

WHEREAS, the Certificate of Limited Partnership of Deer's Head Realty Limited Partnership was filed with the Clerk of the Circuit Court for Wicomico County, Maryland, on December 31, 1980, and is recorded in the Corporate Records for Wicomico County, Maryland, in Liber A.J.S. No. 34, Folio 96, and that subsequent thereto a First and Second Amendment to the Certificate of Limited Partnership have been filed; and,

WHEREAS, the following Limited Partner has sold all of her limited partnership interest to the Limited Partnership:

Patricia A. Weisner Conley, formerly Patricia A. Weisner
 The purchase price is Fourteen Thousand Dollars (\$14,000.00), part of which is a withdrawal of the Limited Partner's contribution.

WHEREAS, the purchase of the above referred interest increases the percentage ownership of the remaining General and Limited Partners.

WHEREAS, all members of the Limited Partnership have consented to the sale and withdrawal of capital contribution and that, after the sale and payment to the withdrawing Limited Partner, there will remain property of the partnership sufficient to pay all liabilities.

WHEREFORE, the Certificate of Limited Partnership of Deer's Head Realty Limited Partnership and the First and Second Amendments to said Certificate are hereby further amended as follows:

1. Paragraph No. 4 of the Certificate of Limited Partnership is hereby amended as follows: Delete the following name from 4(b) which lists Limited Partners:

Patricia A. Weisner

04 01983 12-02 15:15
 REC'D
 9659CHK
 15.00
 15.00
 15.00

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

2. Paragraph No. 6 of the Certificate of Limited Partnership and the First and Second Amendments to said Certificate is hereby amended by hereby deleting Paragraph No. 6 and inserting the following:

"6. Amount of Cash and Description of, and the Agreed Value of Property Contributed by Each General and Each Limited Partner:

The limited partnership is formed upon the liquidation of Deer's Head Realty Liquidating Trust. Each General and each Limited Partner is contributing his percentage share as beneficiary of the liquidating trust. The value agreed upon is the percentage share of the net book value of the liquidating trust at the time of transfer:

(a) General Partners:

Michael C. Weisner	\$ 11,453.75
Steven R. Shea	11,453.75
Mary Weisner Houlihan	11,453.75

(b) Limited Partners:

Mary Virginia Shea	25,770.80
Wayne M. Weisner	25,770.80
Thomas K. Shea	11,453.75
Kevin T. Shea	11,453.75
Mary Shea Campo	11,453.75
Eugenia E. Weisner	11,453.75
Peter J. Weisner	11,453.75"

3. Paragraph No. 9 of the Certificate of Limited Partnership and the First and Second Amendments thereto is amended by deleting Paragraph No. 9 and inserting the following:

"9. Share of Profits or Other Income Which Each Limited Partner Shall Receive by Reason of His Contribution:

(a) General Partners:

Michael C. Weisner	8%
Steven R. Shea	8%
Mary Weisner Houlihan	8%

(b) Limited Partners:

Mary Virginia Shea	18%
--------------------	-----

Wayne M. Weisner	18%
Thomas K. Shea	8%
Kevin T. Shea	8%
Mary Shea Campo	8%
Eugenia E. Weisner	8%
Peter J. Weisner	8%

4. The amendment is effective as of the 1st day of January, 1983.

5. That Michael C. Weisner, General Partner, executes this Amendment for himself as General Partner and for all Limited Partners, pursuant to the Power of Attorney granted to the General Partners or any one of them by Paragraph 11 of the Limited Partnership Agreement dated December 31, 1980.

6. That all members of the limited partnership have consented to the above referred sale and withdrawal of capital contribution and there will remain property of the partnership sufficient to pay liabilities of the partnership after the sale and withdrawal.

7. That in all other respects the said Certificate of Limited Partnership and the applicable changes of the First and Second Amendments to the Certificate of Limited Partnership are hereby ratified and reaffirmed.

IN WITNESS WHEREOF, Michael C. Weisner, General Partner and Attorney-in-Fact, has executed this Third Amendment to the Certificate of Limited Partnership as of the day and year first above written and acknowledged this to be his act and deed.

WITNESS:

Patricia L. Snyder

Michael C. Weisner

Michael C. Weisner, General Partner for himself and as Attorney-in-Fact for all Limited Partners, pursuant to Section 22 of the Limited Partnership Agreement dated December 31, 1980.

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

Received for Record DEC. 2, 1983 and recorded in the
CORP. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 572-574.

D. James Smith, Clerk

E & W E & W, P.A. 12/12/83

835521

LIBER 38 PAGE 575

NOTICE OF MERGER

We, Robert S. Messersmith and Eleanor Carpenter, respectively, of the Lincoln Federal Savings and Loan Association, a corporation of The United States of America, and in its behalf, and Donald S. Hackett and Ruth S. Kraenzlin, respectively, of the Equity Savings and Loan Association, a corporation of New Jersey, and in its behalf, do hereby certify that:

1. The Agreement of Merger between the Lincoln Federal Savings and Loan Association and the Equity Savings and Loan Association, dated March , 1982, was agreed upon by a vote of two-thirds or more of the boards of directors of said associations at duly convened meetings called for that purpose. N.J.S.A. 17:12B-200.
2. That in all other respects we have complied with the requirements of the New Jersey Statutes Annotated (N.J.S.A. 17:12B-198 et seq.) and Federal statutory and regulatory requirements.

IN WITNESS WHEREOF, the said associations have caused these presents to be signed by their respective presidents and attested by their respective secretaries, and their corporate seals to be hereto affixed, this 14th day of July, 1982.

ATTEST:

Eleanor Carpenter
Asst. Secretary
(Seal)

The Lincoln Federal Savings and Loan Association

By *Robert S. Messersmith*
President

ATTEST:

Ruth S. Kraenzlin
Assistant Secretary
(Seal)

The Equity Savings and Loan Association

By *Donald S. Hackett*
President

*Dist to
Lincoln Fed.
Savings
1 Lincoln Plaza
Hartfield, N.J. 07091*

RECEIVED

JUL 19 1982
DIVISION OF
SAVINGS & LOAN
ASSOCIATIONS

REC FEE 14.25
TOTL 14.25
0524CHK 14.25
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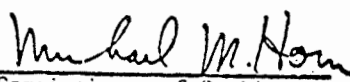
received in the Clerk's Office of the County of Union, N. J. on Aug 6 1982, at 9:45 AM and recorded in Book 184 of Incorporations of said County on page 622, etc.
Walter G. Halpin
WALTER G. HALPIN, Clerk

622

LIBER 38 PAGE 576

CERTIFICATE OF APPROVAL OF MERGER
OF
EQUITY SAVINGS AND LOAN ASSOCIATION
INTO
LINCOLN FEDERAL SAVINGS AND LOAN ASSOCIATION

I, Michael M. Horn, Commissioner of Banking of the State of New Jersey, do hereby, in accordance with law, deem the merger of the Equity Savings and Loan Association of Kearny, N. J., into the Lincoln Federal Savings and Loan Association of Westfield, N. J., both corporations of New Jersey, in the interest of the public and of all the members of said associations, and approve the merger.



Commissioner of Banking
of New Jersey

Dated: July 20, 1982

Mailed to:

Forrest R. Goodrum, Esq.
Lincoln Federal Savings & Loan Assoc.
1 Lincoln Plaza
Westfield, NJ 07091

623

END OF DOCUMENT

STATE OF NEW JERSEY

COUNTY OF UNION

UNION COUNTY, SS.:

I, WALTER G. HALPIN, Clerk of the County of Union, aforesaid, and also Deputy Clerk of the Superior Court, of Union County, Holden therein

DO HEREBY CERTIFY, That the foregoing is a true and correct copy of a certain

CERTIFICATE OF NOTICE OF MERGER OF:.....

.....EQUITY SAVINGS AND LOAN ASSOCIATION.....

.....INTO.....

.....LINCOLN FEDERAL SAVINGS AND LOAN ASSOCIATION.....

as the same is taken from and compared with the original recorded in Incorporation Book #184.... Page 622 etc.

Dated August 6, 1982.....in my office.

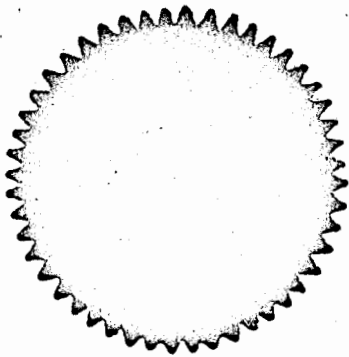
IN TESTIMONY WHEREOF, I have hereunto set my hand and

affixed the seal of said Court and County, at Elizabeth, N.J.

this 31st day of May 1983.

Walter G. Halpin

County Clerk and Deputy Clerk of the Superior Court



Received for Record Dec. 20, 1983 and recorded in the Corp. Records of Wicomico County, Maryland in Liber A.J.S. No. 38, Folios 525 - 527.

A. James Smith Clerk

Ex 474 Lincoln Fed. S & L Assn., Attn: Investment Servicing, Kathleen R. Fallon, One Lincoln Plaza, Westfield, N.J. 07091 1/19/84

835686

CERTIFICATE OF LIMITED PARTNERSHIP
CONNELLY MILL LIMITED PARTNERSHIP

Preliminary Statement

WHEREAS, the purpose of this Certificate of Limited Partnership is to organize and form Connelly Mill Limited Partnership (the "Partnership") under the provisions of the Maryland Revised Uniform Limited Partnership Act (the "Uniform Act").

Now, therefore, it is hereby agreed that Connelly Mill Limited Partnership shall be formed pursuant to the following Certificate of Limited Partnership and one or more other documents signed by its partners, including their "Limited Partnership Agreement".

Berts:
APS

Particulars

1. Name. The name of the Partnership is "Connelly Mill Limited Partnership".

2. Purpose. The purpose and business of the Partnership shall be to own, manage and develop real estate and to do all things necessary, convenient or incidental to the achievement of the foregoing.

3. Principal Office; Resident Agent. The principal office of the Partnership office is One Plaza East, Salisbury, Maryland. The resident agent of the Partnership is Raymond S. Smethurst, Jr., whose address is One Plaza East, Salisbury, Maryland.

4. Partners' Names, Etc. The name, home or business address and Percentage Interest of each General and Limited Partners are as follows:

REC'D
TOTL 42.00
1007CHR 42.00
01 01983 12-30 P4:08

Percentage Interest

General Partner:

IDC, Inc.
P. O. Box 671
Salisbury, Maryland

2.654

Limited Partners

Robert H. Auman
19 Grosse Point Drive
Salisbury, Maryland 21801

8.850

Alden H. Balfany
P. O. Box 51
Salisbury, Maryland 21801

5.309

Central Grain Employees
Profit Sharing Plan & Trust
P. O. Box 51
Salisbury, Maryland 21801

4.425

Drs. Derrickson, Loughrey &
Associates, P.A., Employees
Defined Contribution Benefit
Plan (Charles R. Derrickson)
c/o Dr. Charles R. Derrickson
612 Fountain Road
Salisbury, Maryland 21801

8.850

Hamilton P. Fox
106 Downtown Plaza
Third Floor
Salisbury, Maryland 21801

4.425

Charles C. Habliston
Pemberton Drive and
Quantico Road
Salisbury, Maryland 21801

4.425

Richard A. Henson
Henson Airlines
Salisbury-Wicomico Airport
Salisbury, Maryland 21801

4.425

W. Thomas Hershey
Robinhood Drive, Rt. 6
Salisbury, Maryland 21801

4.425

	<u>Percentage Interest</u>
<u>Limited Partners - Continued</u>	
John E. Hess and Sue L. Hess, T/E 401 Bering Rd. Ocean City, Maryland 21842	1.769
Fulton P. Jeffers, Trustee P. O. Box 138 Salisbury, Maryland 21801	8.850
John R. Lerch Harris J. Riggin Insurance N. Division & W. Church Street Salisbury, Maryland 21801	2.654
Drs. Derrickson, Loughrey & Associates, P.A., Employees Defined Contribution Benefit Plan (Theophane L. Loughrey) c/o Dr. Theophane L. Loughrey 617 Indian Lane Salisbury, Maryland 21801	8.850
P. Curtis Massey and Jane R. Massey, T/E Rt. 3, Box 224C Salisbury, Maryland 21801	4.425
John W. McCabe 712 Camden Avenue Salisbury, Maryland 21801	7.964
Bruce A. Moore Robert E. Warfield 4501 Coastal Highway Ocean City, Maryland 21842	4.425
Nanticoke Radiology Associates M. J. Cosgrove, M.D., P.A., Defined Contribution Pension Trust c/o Dr. Martin J. Cosgrove P. O. Box 865 Seaford, Delaware 19973	4.425
Peninsula Realty Associates Rt. 1, Box 506 Eden, Maryland 21822	8.850
TOTAL	100.000

5. Partners' Contributions. As of the date of this Certificate the Partners made the following cash contributions to the Partnership:

<u>Name</u>	<u>Amount</u>
IDC, Inc.	15,000
Robert H. Auman	50,000
Alden H. Balfany	30,000
Central Grain Employees Profit Sharing Plan & Trust	25,000
Drs. Derrickson, Loughrey & Associates, P.A., Employees Defined Contribution Benefit Plan (Charles R. Derrickson)	50,000
Hamilton P. Fox	25,000
Charles C. Habliston	25,000
Richard A. Henson	25,000
W. Thomas Hershey	25,000
John E. Hess and Sue L. Hess, T/E	10,000
Fulton P. Jeffers, Trustee	50,000
John R. Lerch	15,000
Drs. Derrickson, Loughrey & Associates, P.A., Employees Defined Contribution Benefit Plan (Theophane L. Loughrey)	50,000
P. Curtis Massey and Jane R. Massey, T/E	25,000
John W. McCabe	45,000
Bruce A. Moore and Robert E. Warfield	25,000
Nanticoke Radiology Associates M. J. Cosgrove, M.D., P.A., Defined Contribution Pension Trust	25,000
Peninsula Realty Associates	<u>50,000</u>
TOTAL	565,000

The Limited Partners have agreed to contribute up to an additional \$50,000. under the circumstances described in paragraph 6 of this Certificate (the "Additional Capital Contributions").

6. Additional Capital Contributions. The Limited Partners, within 30 days of receiving written notice from the General Partner that additional funds are needed for certain development costs of the Project, are obligated to contribute to the Partnership their pro rata share of the funds called for, up to a maximum Additional Capital Contribution of \$50,000.

7. Assignment Power. A Limited Partner has the power to transfer or assign his interest in the Partnership and to grant the right to become a limited partner to an assignee of his interest in the Partnership, only with the consent of the General Partner.

8. Withdrawal Rights. No General Partner or Limited Partner may withdraw from the Partnership and receive any distribution respecting his interest in the Partnership until December 31, 2035, or such earlier time as it may be dissolved.

9. Distributions.

A. No Partner shall have the right to demand and receive property other than cash.

B. Distributions Prior to Dissolution.

1. Cash Flow.

a. Cash Flow for each calendar year (or fractional portion thereof) shall be distributed to the Partners according to their Percentage Interests. Distributions of Cash Flow to the Partners shall be made at such reasonable intervals during the fiscal year as shall be determined by the General Partner and in any event shall be made within 45 days after the close of each fiscal year.

b. The term "Cash Flow" shall mean the taxable income of the Partnership for federal income tax purposes (excluding profits and losses arising from the sale or other disposition of all or substantially all of the assets of the Partnership), plus depreciation and other non-cash charges deducted in determining such taxable income, and minus (a) principal payments on all indebtedness, (b) property replacement reserves and capital expenditures when made from other than such reserves, (c) any other cash expenditures which have not been deducted in determining

the taxable income of the Partnership, and (d) any amount retained to maintain a reasonable working capital.

2. Distributions of Other Than Cash Flow. Prior to dissolution, if there is cash available for distribution from sources other than Cash Flow (such as, for example, from a refinancing, or a disposition of all or any substantial portion of the Project), such cash shall be distributed in the same calendar year in which the event generating the cash occurs as follows:

First, to discharge, to the extent required by any lender or creditor, of debts and obligations of the Partnership.

Second, to fund reserves for contingent liabilities to the extent deemed reasonable by the General Partner.

Third, the balance thereof, in accordance with Percentage Interests.

C. Distributions Upon Dissolution.

1. Upon dissolution, after payment of, or adequate provision for, the debts and obligations of the Partnership, the remaining assets of the Partnership (or the proceeds of sales or other dispositions in liquidation of the Partnership assets, as may be determined by the remaining or surviving General Partner(s)) shall be distributed to the Partners in accordance with their respective positive Capital Account balances. The Partners' Capital Accounts shall be appropriately adjusted to reflect the allocation of profits and losses prior to such distribution.

2. In the event the General Partner or liquidating trustee shall determine that an immediate sale of part or all of the Partnership's assets would cause undue loss to the Partners, the General Partner or liquidating trustee may, in order to avoid such loss, either (i) defer liquidation of, and withhold from distribution for a reasonable time, any assets of the Partnership except those necessary to satisfy the Partnership debts and obligations (other than those to the Partners) or (ii) distribute the assets to the Partners in kind.

3. If any assets of the Partnership are to be distributed in kind, the unrealized appreciation and depreciation in such assets shall be treated as realized and allocated among the Partners. Such assets

shall be distributed on the basis of the fair market value thereof in accordance with positive Capital Accounts as adjusted by such unrealized appreciation and depreciation. Any Partner entitled to any interest in such assets shall receive such interest therein as a tenant-in-common with all other Partners so entitled.

4. Upon termination and winding up of the Partnership and distribution or liquidation of substantially all of the assets of the Partnership, any negative balance in a Partner's Capital Account, after adding to such Capital Account all gains on the disposition of Partnership assets allocated to such Partner, shall be considered an asset of the Partnership and shall be paid by such Partner to the Partnership upon demand, to be distributed to each Partner with a positive balance in his Capital Account, pro rata in accordance with such positive balance.

10. No Limited Partner or General Partner has the right to receive, and no General Partner has the right to make, distributions to a Partner which include a return of all or any part of the Partner's Capital Contributions until the Partnership is dissolved pursuant to Paragraph 11 hereof.

11. Term and Dissolution. The Partnership shall continue in full force and effect until December 31, 2035, except that the Partnership shall be dissolved prior to such date upon the happening of any of the following events:

A. The sale or other disposition of all or substantially all the assets of the Partnership and the collection in full of the sales price of such assets.

B. The occurrence of any of the events of bankruptcy, insolvency or related events listed in Section 10-402(3) or (4) of the Uniform Act, if no General Partner remains and the Partnership is not continued as provided in paragraph 12.

C. The dissolution or voluntary or involuntary withdrawal of a General Partner from the Partnership, if no General Partner remains and the Partnership is not continued as provided in paragraph 12. Any of the events described in paragraph 11 B or C shall hereinafter be referred to as an event of "Retirement".

D. The election to dissolve the Partnership made in writing by the General Partner and each Limited Partner.

12. Upon the Retirement of a General Partner, any remaining General Partner, if any, or if none, the Retired General Partner or its heirs, successors or assigns, shall

immediately send notice of such Retirement (the "Retirement Notice") to each Limited Partner. In such event the Partnership (i) shall be dissolved (unless it is continued by all of the Partners as provided in the following paragraph) if there is no remaining General Partner, or (ii) shall be continued by the remaining General Partner if the remaining General Partner, in its sole discretion, so elects.

If, following the Retirement of a General Partner, there is no remaining General Partner or Substitute General Partner of the Partnership, the Limited Partners may, within ninety (90) days after such Retirement, elect to reconstitute the Partnership and continue the business of the Partnership for the balance of the term specified in paragraph 11 by selecting a substitute General Partner by unanimous consent. If the Limited Partners elect to reconstitute the Partnership and admit a Substitute General Partner, the relationship of the Partners and of any person who has acquired an interest of a Partner in the Partnership shall be governed by this Agreement.

IN WITNESS WHEREOF, the General Partner and Limited Partners have executed this Certificate of Limited Partnership this 22nd day of December, 1983.

ATTEST

Raymond S. Smethurst, Jr.
Raymond S. Smethurst, Jr.,
Secretary

GENERAL PARTNER:

IDC, INC.

By: Richard A. Henson (SEAL)
Richard A. Henson,
President

WITNESS:

Bonnie J. Hansen

Bonnie J. Hansen

Bonnie J. Hansen

Bonnie J. Hansen

LIMITED PARTNERS:

Robert H. Auman (SEAL)
Robert H. Auman

Alden H. Balfany (SEAL)
Alden H. Balfany

Central Grain Employees
Profit Sharing Plan & Trust

By: Alden H. Balfany (SEAL)
Alden H. Balfany, Trustee

By: John W. McCabe (SEAL)
John W. McCabe, Trustee

Drs. Derrickson, Loughrey & Associates, P.A., Employees Defined Contribution Benefit Plan (Charles R. Derrickson)

Bonnie J. Hansen

By: Charles R. Derrickson (SEAL)
Charles R. Derrickson

Bonnie J. Hansen

Hamilton P. Fox (SEAL)
Hamilton P. Fox

Bonnie J. Hansen

Charles C. Habliston (SEAL)
Charles C. Habliston

Bonnie J. Hansen

Richard A. Henson (SEAL)
Richard A. Henson

Bonnie J. Hansen

W. Thomas Hershey (SEAL)
W. Thomas Hershey

Bonnie J. Hansen

John E. Hess (SEAL)
John E. Hess

Bonnie J. Hansen

Sue L. Hess (SEAL)
Sue L. Hess

Bonnie J. Hansen

Fulton P. Jeffers, Trustee (SEAL)
Fulton P. Jeffers, Trustee

Bonnie J. Hansen

John R. Lerch (SEAL)
John R. Lerch

Drs. Derrickson, Loughrey & Associates, P.A., Employees Defined Contribution Benefit Plan (Theophane L. Loughrey)

Bonnie J. Hansen

By: Theophane L. Loughrey (SEAL)
Theophane L. Loughrey

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Bonnie J. Hansen

P. Curtis Massey (SEAL)
P. Curtis Massey

Bonnie J. Hansen

Jane R. Massey (SEAL)
Jane R. Massey

Bonnie J. Hansen

John W. McCabe (SEAL)
John W. McCabe

Paula M. Young

Bruce A. Moore (SEAL)
Bruce A. Moore

Paula M. Young

Robert E. Warfield (SEAL)
Robert E. Warfield

Nanticoke Radiology Assoc.
M. J. Cosgrove, M.D., P.A.,
Defined Contribution Pension

Trust

Bonnie J. Hansen

By: Martin J. Cosgrove (SEAL)
Martin J. Cosgrove, Trustee

Peninsula Realty Associates

Bonnie J. Hansen

By: Judith G. Smethurst (SEAL)
Judith G. Smethurst, Partner

Received for record Dec. 30, 1983 and recorded in the
corp Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 578-581.

A. James Smith (Clk)

Ex + D AP+S Atty. 1/9/84

835718

State of Delaware

LIBER 38 PAGE 588



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF MURPHY OIL CORPORATION FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1983, AT 10:01 O'CLOCK A.M.

|||||

Glenn C. Kenton
Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10100939

DATE: 10/31/1983

833040207

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION

MURPHY OIL CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by consent signed October 31, 1983, adopted the following resolution:

"RESOLVED, that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article First of the Certificate of Incorporation be amended to read as follows:

"First: The name of the corporation shall be MURPHY OIL USA, INC. (hereinafter called the "Company")."

SECOND: That the said amendment has been consented to and authorized by the holder of all of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and filed with the Corporation on the 31st day of October.

THIRD: That the aforesaid amendment was duly adopted in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Murphy Oil Corporation has caused its corporate seal to be hereunto affixed and this certificate to be filed by Jerry W. Watkins, its Vice President, and Ann A. Ripley, its Assistant Secretary, this 31st day of October, 1983.

By s/Jerry W. Watkins
Vice President

(SEAL)

ATTEST: s/Ann A. Ripley
Assistant Secretary

This instrument was prepared by
JERRY W. WATKINS
Murphy Building
El Dorado, Arkansas 71730

RECFEE 12.00
TOLL 12.00
1110CHK 12.00
01 01984 1-04A10:56

STATE OF ARKANSAS) LIBER 38 PAGE 590
)ss.
COUNTY OF UNION)

BE IT REMEMBERED that on this 31st day of October, A.D., 1983, personally came before me, Renee' Bryant, a Notary Public in and for the County and State aforesaid, Jerry W. Watkins, Vice President of MURPHY OIL CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Jerry W. Watkins, as such Vice President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice President and Assistant Secretary of said corporation to the said foregoing certificate are in the handwriting of the said Vice President and Assistant Secretary of said Corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation and that the facts stated in the foregoing certificate are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(SEAL)

s/Renee' Bryant
Notary Public in and for
Union County, Arkansas

My Commission expires:

January 28, 1990

Received for Record Jan. 4, 1984 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 588-590.

A. James Smith Clerk

*Ex 476 Murphy Oil Corp - USA Inc., Attn: Land Division
Raymond B. Higgins, Murphy Building, 200 Jefferson Ave
257 North St. SPO 20230-4986 1/9/84*

LIBER 38 PAGE 591

345900

PINE BLUFF ASSOCIATES
 FOURTH AMENDMENT TO THE
 FIRST AMENDED LIMITED PARTNERSHIP AGREEMENT
 AND
 CERTIFICATE OF LIMITED PARTNERSHIP

WHEREAS, PINE BLUFF ASSOCIATES was formed as a limited partnership under the Uniform Limited Partnership Act as in effect in the State of Maryland pursuant to a Certificate of Limited Partnership dated November 7, 1977, and recorded in the land records of Wicomico County, Maryland, on November 23, 1977; and

WHEREAS, the Partners of PINE BLUFF ASSOCIATES entered into a First Amended Limited Partnership Agreement and Certificate of Limited Partnership, dated as of November 23, 1977 (the "Partnership Agreement"), for the purpose of setting forth additional terms and conditions with respect to the Partnership, making provision for admitting certain persons as Additional Limited Partners, and restating in its entirety the provisions of the Certificate of Limited Partnership, dated November 7, 1977, which Partnership Agreement was recorded in the land records of Wicomico County, Maryland, on December 1, 1977; and

WHEREAS, the Partners of PINE BLUFF ASSOCIATES entered into a First Amendment to the First Amended Limited Partnership Agreement and Certificate of Limited Partnership, dated as of December 21, 1977, for the purpose of admitting certain persons as Additional Limited Partners, which was recorded in the land records of Wicomico County, Maryland, on December 29, 1977; and

WHEREAS, the Partners of PINE BLUFF ASSOCIATES entered into a Second Amendment to the First Amended Limited Partnership Agreement and Certificate of Limited Partnership, dated as of May 22, 1979, for the purpose of effecting the transfer of the interest of one Additional Limited Partner to another Additional Limited Partner, which was recorded in the land records of Wicomico County, Maryland, on June 12, 1979; and

WHEREAS, the partners of the Partnership entered into a Third Amendment to the First Amended Limited Partnership Agreement and Certificate of Limited Partnership, dated as of October 26, 1979, for the purpose of amending certain of the provisions of the Partnership Agreement pursuant to the provisions of Article XIII in order to clarify decisions reached relative to a fire which occurred at the Project February 6, 1979 and the subsequent rebuilding of the damaged structures, which was recorded in the land records of Wicomico County, Maryland, on December 27, 1979; and

WHEREAS, the partners of the Partnership now desire to provide for the transfer of the 6.0625% Limited Partner interest of Thomas E. Adams, individually, to the Thomas E. Adams Trust under Sections 8.03 and 8.04 of the Limited Partnership Agreement;

NOW, THEREFORE, in consideration of the foregoing, of mutual promises of the parties hereto, and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Partners of PINE BLUFF ASSOCIATES hereby agree as follows:

LIBER 38 PAGE 592

1. The 6.0625% Limited Partner interest of Thomas E. Adams is hereby transferred to the Thomas E. Adams Trust, as Substitute Limited Partner; and

2. There is hereby stricken from the Partnership Agreement the signature page of Thomas E. Adams and the EXHIBIT B providing the name, address and capital contribution and partnership interest of Thomas E. Adams. There are hereby added to the Partnership Agreement the revised EXHIBIT B attached hereto, providing the name and residence address, maximum aggregate capital contribution, and partnership interest, as Limited Partner, of the Thomas E. Adams Trust.

3. This Amendment may be executed in several counterparts, each of which shall be deemed to be an original copy, and all of which together shall constitute one agreement binding on all parties hereto, notwithstanding that all the parties shall not have signed the same counterpart.

4. The provisions of the Partnership Agreement, except as expressly amended by the provisions of this Fourth Amendment, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have affixed their signatures and seals as of the 4th day of October, 1983.

GENERAL PARTNERS:

OXFORD EQUITIES, INC.

BY: [Signature]
(authorized signature)

[Signature]
LEO E. ZICKLER

THE INVESTMENT GROUP, INC.

BY: [Signature]
(authorized signature)
PRESIDENT

INITIAL LIMITED PARTNERS:

OXFORD ASSOCIATES '77

BY: [Signature]
Leo E. Zickler,
General Partner

[Signature]
DAVID R. LEWIS

PINE BLUFF VILLAGE, INC.
BY: The Investment Group, Inc.
BY: [Signature] [SEAL]

Stephen E. Smith, President
- 2 - Under Power of Attorney for
Pine Bluff Village, Inc.

ATTEST:

[Signature]

WITNESS:

[Signature]

[Signature]

WITNESS:

[Signature]

WITNESS:

[Signature]

[Signature]



LIGER 38 PAGE 593

Transferor Limited Partner

Thomas E. Adams
Thomas E. Adams

Substitute Limited Partner
Thomas E. Adams Trust

BY: Thomas E. Adams
Thomas E. Adams, Trustee

ADDITIONAL LIMITED PARTNERS:

- Medical Specialty Services
- William M. Wahle
- Robert Berry
- Samuel M. Leb
- Sam E. Myrick, Jr.
- Arthur Cecil Thomas III
- Joseph E. Frank
- Estate of Hyman M. Spector
- William B. Snyder
- John J. Byrne, Jr.
- James E. Durbin
- Ross F. Hunt, Jr.
- Andrew E. Taylor
- George Y. Wheeler III
- William H. Couch, Jr.
- Raymond E. Bisha
- Eloise C. Bisha
- Vinod B. Patel

RECFEE	47.00
TOTL	47.00
1653CHK	47.00
01 01984	1-17 P2:28



BY: THE INVESTMENT GROUP, INC.,
as the Attorney-in-Fact for
the Additional Limited Partners
pursuant to Section 9.04 of
the Partnership Agreement

BY: Raymond M. [Signature]
PRESIDENT

COUNTY OF SARASOTA)
STATE OF FLORIDA)

ss:

On this 19TH day of SEPT. in the year of 1983, before me, a Notary Public of said State and County, duly commissioned and sworn, personally appeared THOMAS E. ADAMS, known to me personally to be the person whose name is subscribed to the foregoing Fourth Amendment to the First Amended Limited Partnership Agreement and Certificate of Limited Partnership, as the Transferrer Limited Partner and as Trustee for the THOMAS E. ADAMS Trust, the Substitute Limited Partner, and he, being by me duly sworn, did depose and say that he subscribed his own name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Rex E. Mayo
Notary Public

My Commission expires:

JUNE 14, 1984



LIGER 38 PAGE 595

Montgomery
COUNTY OF ~~MARION~~)
Maryland ss:
STATE OF ~~INDIANA~~)

On this 3rd day of January in the year of 1982⁴, before me, a Notary Public of said State and County, duly commissioned and sworn, personally appeared LEO E. ZICKLER, known to me to be the President of OXFORD EQUITIES, INC., the corporation named in and subscribing to the foregoing Fourth Amendment to the First Amended Limited Partnership Agreement and Certificate of Limited Partnership, as a General Partner, and he, being by me duly sworn, did depose and say that he subscribed the same as such officer of OXFORD EQUITIES, INC., as the duly authorized act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Berenice K. Sommer
Notary Public

BERENICE K. SOMMER
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986

My Commission expires:

Montgomery
COUNTY OF ~~MARION~~)
Maryland) ss:
STATE OF ~~INDIANA~~)

On this 3rd day of January in the year of 1982⁴, before me, a Notary Public of said State and County, duly commissioned and sworn, personally appeared LEO E. ZICKLER, known to me personally to be the person whose name is subscribed to the foregoing Fourth Amendment to the First Amended Limited Partnership Agreement and Certificate of Limited Partnership, as a General Partner, and he, being by me duly sworn, did depose and say that he subscribed his own name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Berenice K. Sommer
Notary Public

BERENICE K. SOMMER
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986

My Commission expires:

LIBER 38 PAGE 596

Montgomery
COUNTY OF MARION)
Maryland) ss:
STATE OF INDIANA)

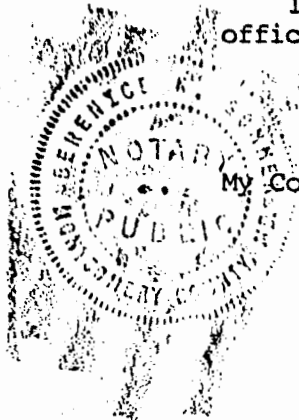
On this 3rd day of January in the year of 1983, before me, a Notary Public in and for the aforesaid State and County, duly commissioned and sworn, personally appeared LEO E. ZICKLER, known to me to be a general partner of OXFORD ASSOCIATES '77, the partnership named in and subscribing to the foregoing Fourth Amendment to the First Amended Limited Partnership Agreement and Certificate of Limited Partnership, as an Initial Limited Partner, and he, being by me duly sworn, did depose and say that he subscribed the same as a general partner of OXFORD ASSOCIATES '77, as the duly authorized act and deed of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Berenice K. Sommer
Notary Public

BERENICE K. SOMMER
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1985

My Commission expires:



LIBER 38 PAGE 598

CITY OF WASHINGTON)

DISTRICT OF COLUMBIA)

)
: SS
)

On this 4th day of October in the year of 1983, before me, a Notary Public in and for the aforesaid District, duly commissioned and sworn, personally appeared Stephen B. Smith, known to me to be the President of The Investment Group, Inc., Attorney-in-Fact for PINE BLUFF VILLAGE, INC., the corporation named in and subscribing to the foregoing Fourth Amendment to the First Amended Limited Partnership Agreement and Certificate of Limited Partnership, as an Initial Limited Partner, and he, being by me duly sworn, did depose and say that he subscribed the same as such officer of The Investment Group, Inc., under Power of Attorney for PINE BLUFF VILLAGE, INC., as the duly authorized act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Ruth K. Hanna
Notary Public

My Commission Expires July 31, 1988
My Commission Expires _____



CITY OF WASHINGTON)
) ss:
DISTRICT OF COLUMBIA)

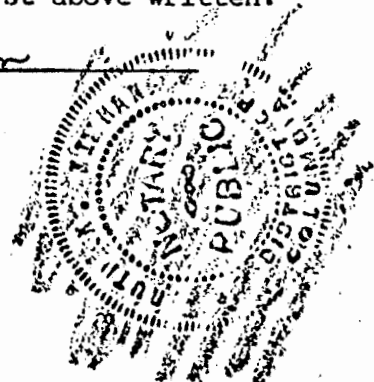
LIGER 38 PAGE 599

On this 4th day of October in the year of 1983, before me, a Notary Public in and for the aforesaid Washington, D.C., duly commissioned and sworn, personally appeared Steven B. Smith, known to me to be the President of THE INVESTMENT GROUP, INC., the corporation named in and subscribing to the foregoing Fourth Amendment to the First Amended Limited Partnership Agreement and Certificate of Limited Partnership, as Attorney-in-Fact for the Additional Limited Partners, Medical Specialty Services, William M. Wahle, Robert Berry, Samuel M. Leb, Sam E. Myrick, Jr., Arthur Cecil Thomas III, Joseph E. Frank, Estate of Hyman M. Spector, William B. Snyder, John J. Byrne, Jr., James E. Durbin, Ross F. Hunt, Jr., Andrew E. Taylor, George Y. Wheeler III, William H. Couch, Jr., Raymond E. Bisha, Eloise C. Bisha, and Vinod B. Patel, and he, being by me duly sworn, did depose and say that he subscribed the same as such officer of THE INVESTMENT GROUP, INC., as the duly authorized act and deed of said corporation in its capacity as Attorney-in-Fact for the aforesaid Additional Limited Partners.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Ruth K. Hoffman
Notary Public

My Commission expires: My Commission Expires July 31, 1988



COUNTY OF Montgomery)
STATE OF INDIANA MD) ss:

On this 3rd day of January in the year of 1983⁴, before me, a Notary Public of said County and State, duly commissioned and sworn, personally appeared DAVID R. LEWIS, known to me personally to be the person whose name is subscribed to the foregoing Fourth Amendment to the First Amended Limited Partnership Agreement and Certificate of Limited Partnership, as an Initial Limited Partner, and he, being by me duly sworn, did depose and say that he subscribed his own name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Berenice K. Sommer
Notary Public

BERENICE K. SOMMER
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986

My Commission expires:

