

LISER 39 PAGE 301

by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE VI

## VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1988.

## ARTICLE VII

## BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are: Robert D. Dashiell, Jr., June T. Dashiell, and Joseph T. Dashiell.

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Name	Address
Robert D. Dashiell	1215 Ocean City Road, Salisbury, Maryland 21801
June T. Dashiell	1215 Ocean City Road, Salisbury, Maryland 21801
Joseph T. Dashiell	1215 Ocean City Road, Salisbury, Maryland 21801

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

#### ARTICLE VIII

##### Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE IX

##### DURATION

The corporation shall exist perpetually.

#### ARTICLE X

##### AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

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ARTICLE XI

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 26th day of January, 1984.

*Robert D. Dashiell*  
Robert D. Dashiell

STATE OF MARYLAND, WICOMICO COUNTY, to-wit:

I HEREBY CERTIFY that on this 26th day of January, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert D. Dashiell, Director of Coulbourne Glen Community Association, Inc., and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and

*Virginia Humphrey*  
Notary Public

LIBER 30 PAGE 304  
ARTICLES OF INCORPORATION  
OF  
COULBOURNE GLEN COMMUNITY ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY , 31 1984 AT 11:45 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2631 , FOLI 000385 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 22 SPECIAL FEE PAID \$

D1663590

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. [Signature]*



A 154452

received for Record *July 6, 1984* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
to *39*, Folios *298-304*.

*D. James Smith*

LISER 30 PAGE 305

842712

ARTICLES OF INCORPORATION

OF

R & L MID-ATLANTIC CORP.

A Maryland Close Corporation

THIS IS TO CERTIFY:

That I, the subscriber, Robert M. Spery, whose post office address is 110 Baptist Street, P.O. Box 307, Salisbury, Wicomico County, Maryland 21801, being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations do by the execution of these Articles of Incorporation indicate my intention of forming a corporation.

ARTICLE I - Name

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

R & L MID-ATLANTIC CORP.

ARTICLE II - Purpose

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

(1) To engage in such activities including the sale of retail services in the entertainment industry.

(2) To purchase, lease, hire or otherwise acquire machinery, equipment and facilities, and any other property, appliances or equipment which may appertain to or be useful in the conduct of any of the business of the Corporation.

(3) To enter into partnerships, joint ventures and other business associations, for any lawful purposes at any location of their choosing within or without the borders of United States of America.

LAW OFFICES  
WEBSTER, WALSH  
& SPERY  
110 BAPTIST STREET  
ALISBURY, MD. 21801  
(301) 749-0333

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LIBER 30 PAGE 306

(4) To purchase, lease and otherwise acquire, hold, mortgage and otherwise dispose of all kinds of property, real, personal and mixed, both in this State and in any part of the world.

(5) To do anything permitted a corporation by the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

### ARTICLE III

#### Principal Office, Address and Resident Agent

The principal office of the Corporation in the State of Maryland will be maintained at 110 Baptist Street, P.O. Box 307, Salisbury, Wicomico County, Maryland 21801.

The resident agent of the Corporation is Robert M. Sperry, whose post office address is 110 Baptist Street, P.O. Box 307, Salisbury, Wicomico County, Maryland 21801. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

### ARTICLE IV

#### Status of Corporation and Election

The corporation elects to be a close corporation pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland and shall exist as a close corporation until such time as the Stockholders by unanimous consent shall file Articles of Amendment to change such status.

### ARTICLE V

#### Directors

The Corporation elects not to have a Board of Directors; said election to become effective at the time of the organization meeting of the directors and the issuance of at

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least one share of stock of the corporation are complete. Until the election not to have a Board of Directors become effective, Roger P. Robinson, 969 Fife Avenue, Apartment 6, Wilmington, Ohio 45177, shall serve as the sole Director of the Corporation.

ARTICLE VI

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE VII

Capital Stock

The total amount of the authorized stock of the Corporation is One Hundred Thousand (100,000) shares of common stock of One Dollar (\$1.00) par value each share, aggregating One Hundred Thousand Dollars (\$100,000.00).

The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, for such consideration as said stockholders may deem advisable, as permitted by law, after first obtaining the unanimous approval of all stockholders of the Corporation.

ARTICLE VIII

Amendment

The Corporation upon unanimous approval of the stockholders reserves the right to amend, alter, change or repeal any provisions contained in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24<sup>th</sup> day of January, 1984.

TEST:

Connie G. Holland

Robert W. Sperry (SEAL)

LAW OFFICES  
WEBSTER, WALSH  
& SPERY  
110 BAPTIST STREET  
SALISBURY, MD. 21801  
(301) 749-0333

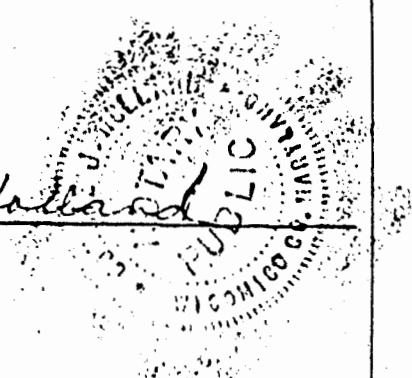
LISER 33 PAGE 308

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 24<sup>th</sup> day of January, 1984, before me, the subscriber, a Notary Public of the state and county aforesaid, personally appeared Robert M. Spery and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

*Connie G. Holland*  
Notary Public



My Commission Expires:  
July 1, 1986



LIBER 39 PAGE 309

ARTICLES OF INCORPORATION  
OF  
R & L MID-ATLANTIC CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY , 30 1984 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2630 , FOLI 001123 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1660174

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 154439

Received for record July 6, 1984 and recorded in the  
Corp. Records of Wicomico County, Maryland in Liber A.J.S.  
No. 39 Folios 305-309.

*A. James Smith*

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LIBER 30 PAGE 310

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842713

ARTICLES OF INCORPORATION

OF

GRAY'S FLOOR COVERING, INC.

A Maryland Close Corporation  
Organized Pursuant to Title 4 of the Corporations  
And Association Article of the Anotated Code of Maryland

\*\*\*\*\*

FIRST: The undersigned, James V. Anthenelli, whose Post Office address is 128 East Main Street, Salisbury, Maryland, 21801, being at least eighteen (18) 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 hereby called the "Corporation") is:

GRAY'S FLOOR COVERING, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

1. To carry on a general manufacturing, merchandising, and trading business and any business incidental thereto or in any way connected with, and particularly to produce, manufacture, make, store, prepare for market, advertise, purchase, buy, sell, import, export, exchange, pledge, lease or otherwise dispose of and generally deal in and render services with respect to goods, wares, merchandise, carpets, rugs, carpet cushions, and floor coverings, whether soft surface of hard surface, and whether made of natural fiber, rubber, synthetic or otherwise; and machinery, apparatus, equipment, supplies, tools and articles of any kind useful in connection with the manufacture and sale of any of the foregoing.

2. To carry on all or any of the businesses of dry goods merchants, wholesale and retail dealers of and in textile fabrics of all kinds, food products and other articles and commodities of personal and household use and consumption; and, generally, to deal in all manufactured goods, materials, provisions and produce.

3. To such extent as a corporation organized under the General Laws of the State of Maryland may now or hereafter lawfully do, to do, either as principal or agent, and either alone or in conjunction with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated,

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or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Laws of the State of Maryland or any act amendatory thereof, supplemental thereto, or substituted therefor.

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

FIFTH: The Post Office address of the principal office of the corporation in the State of Maryland is 118 Downtown Plaza, Salisbury, Maryland 21801; and the name and Post Office address of the Resident Agent of the corporation is Larry E. Gray, Tilghman Road, Salisbury, Maryland, 21801. Said Resident Agent is an individual actually residing in the State of Maryland.

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

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) Directors, namely: Larry E. Gray and Robbin W. Gray.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 6<sup>th</sup> day of February, 1984, and we acknowledge same to be our act.

WITNESS:

Cheryl A. Nash

INCORPORATORS:

James V. Anthenelli (SEAL)  
James V. Anthenelli

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ARTICLES OF INCORPORATION  
OF  
GRAY'S FLOOR COVERING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 08, 1984 AT 11:12 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2632, FOLIO 002876 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1667930

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 154713

Received for Record Jul 6, 1984 and recorded in the  
Corp Records of Wicomico County, Maryland in Liber A.J.S.  
No. 239, Folio 310-312.

*[Handwritten Signature: G. James Smith]*

*[Handwritten text at bottom: Received for Record...]*

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LISER 39 PAGE 313

842714

ARTICLES OF INCORPORATION  
OF  
RIVERSIDE STORES, INC.

FIRST: We, the undersigned, Carolyn Campbell, whose Post Office address is Rose <sup>Drive</sup> ~~Street~~, Salisbury, Maryland, 21801, and Thelma Cummings, whose address is 304 Lincoln Avenue, Salisbury, Maryland, 21801, both being at least eighteen (18) years of age, do hereby associates ourselves as incorporators with the intention of forming a corporation under and by virtue of the laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is "RIVERSIDE STORES, INC."

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

(a) To buy, sell, lease, deal in and deal with, store and otherwise prepare for sale, beverages and other merchandise, and/or food products and to acquire by purchase or otherwise and to market, sell and distribute same.

(b) To construct, acquire, own, hold, hire, buy, sell and lease or let buildings or shops and machinery or equipment for any allied purposes.

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

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

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any

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LAW OFFICES  
LONG, LAWS,  
HUGHES & BAHEN, P.A.  
124 EAST MAIN STREET  
SALISBURY, MARYLAND  
21801 - 0299

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

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

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

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LIBER 33 PAGE 315

this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, district, 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, and subject in all particulars to the limitations relative to corporations which are contained in the public general laws of this State.

FOURTH: The Post office address of the principal office of the Corporation in this State is 2801 Old Ocean City Road, Salisbury, Maryland, 21801. The name and Post Office address of the resident agent of the Corporation in this State is Thelma Cummings, 304 Lincoln Avenue, Salisbury, Maryland, 21801. Said Resident Agent is a citizen of this State and actually resides herein.

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



000647

LIGER 33 PAGE 317

share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00). The aforesaid stock shall be issued in accordance with the provisions of section 1244 of the Internal Revenue Code of 1954 and amendments thereto.

SIXTH: The number of directors of the Corporation shall be two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Carolyn Campbell and Thelma Cummings.

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

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

(2) No share holder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation, unless such share shall first have been offered for sale to the Corporation, and the Corporation reserves and shall have the exclusive right and option to purchase such share at a price equal to the par value thereof within thirty (30) days after such offer. After the expiration of such time, the share holder, if the Corporation shall not have exercised its option to purchase such share, shall be free to transfer, alienate, or otherwise dispose of such share without any

restriction whatsoever. Each certificate of stock shall have printed thereon a statement as follows: "This certificate is issued subject to the restrictions on transfer contained in the Articles of Incorporation and the Minutes of the first meeting of the Board of Directors."

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 1<sup>st</sup> day of February, 1984.

WITNESS:

Gary Hutchinson Carolyn Campbell (SEAL)  
CAROLYN CAMPBELL

Gary Hutchinson Thelma Cummings (SEAL)  
THELMA CUMMINGS

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 1<sup>st</sup> day of Feb, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared CAROLYN CAMPBELL and THELMA CUMMINGS and each acknowledged the foregoing Articles of Incorporation to be their respective acts.

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

Larry Makowski  
NOTARY PUBLIC  
My Commission Expires: 7/1/86



LIBER 39 PAGE 319

ARTICLES OF INCORPORATION  
OF  
RIVERSIDE STORES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY , 02 1984 AT 09:02 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2631 , FOLIO 000642 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 22 SPECIAL FEE PAID \$

D1664010

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 154494

Received for Record *Jul 6, 1984* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
*Vol. 39, Folios 313-319.*

*A. James Smith* Clerk

*Elm Helma Cummings 304 Lincoln Ave, Salisbury, Md. 21801 7-17-84*

842715

LISER 33 PAGE 320  
ARTICLES OF INCORPORATION  
OF

"GRAY SPECTRUM, INC."

A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, JAMES C. GRAY, whose post office address is 229 South Boulevard, Salisbury, Maryland 21801, he, 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

GRAY SPECTRUM, INC.

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

(a) To operate and conduct a florist decorating service at both the retail and wholesale levels.

(b) To own, operate and conduct a formalwear rental business.

(c) To own, operate and conduct a dry cleaning business.

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

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

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LIBER 33 PAGE 321

✓  
 FOURTH: The post office address of the principal office of the Corporation in this State is City Center, 213 West Main Street, Salisbury, Maryland 21801. The resident agent of the Corporation is James C. Gray, whose address is 229 South Boulevard, 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 ten thousand shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have one director, James C. Gray, 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 30<sup>th</sup> day of December, 1983.

TEST:

Cynthia B. Laws

James C. Gray  
 James C. Gray

(SEAL)

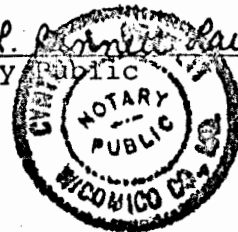
STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 30<sup>th</sup> day of December, 1983, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared James C. Gray 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

Cynthia L. Burnett Laws  
 Notary Public



LIBER 39 PAGE 322  
ARTICLES OF INCORPORATION  
OF  
GRAY SPECTRUM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 10, 1984 AT 01:25 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2632 , FOLIO 001841 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1668987

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 154818

Received for Record July 6, 1984 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Corp. 39, Folios 320-322.

*A. James Smith* C) (e)

LISER 39 PAGE 323

842716 CDF PROPERTIES, INC.,

A MARYLAND CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Christopher H. Hill, whose post office address is 836 Ritchie Higway, Severna Park, Maryland 21146, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is CDF Properties, Inc.

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

(1) To engage the construction of residential housing, make real estate investments, engage in other real property transactions and commercial endeavors, to act in the field of real estate and land development, making investments in furtherance of that purpose, and generally to engage in construction and real estate activities and any other lawful purpose and/or business which a corporation may legally enter into.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and in particular to make any act generally permitted of any Corporation pursuant to such Section reasonably related to the purposes above or such other purposes as the Board of Directors may subsequently select.

FOURTH: The post office address of the principal office of the Corporation in this State is 404 Tony Tank Lane, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is James A. Chalmers, 404 Tony Tank Lane, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State and is over eighteen (18) years of age.

Law Offices of:  
Christopher Harris Hill  
Severna Park Business Center  
836 Ritchie Hwy., Suite 22  
Severna Park, MD 21146  
(301) 544-3904

REC FEE 5.00  
TOTL 5.00  
2682CHK 5.00  
01 01984 7-06P12:38

40418281

LISER 39 PAGE 324

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

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are James A. Chalmers, George C. Dunsten and J. H. Filbert.

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of



the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland or hereafter in force.

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

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

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

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

Law Offices of:  
Christopher Harris Hill  
Severna Park Business Center  
836 Ritchie Hwy., Suite 22  
Severna Park, MD 21146  
(301) 544-3904

Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of February, 1984 and I acknowledge the same to be my act.

WITNESS:

Nancy F Jewett

  
Christopher H. Hill

Law Offices of:  
**Christopher Harris Hill**  
Sevens Park Business Center  
836 Ritchie Hwy., Suite 22  
Sevens Park, MD 21146  
(301) 544-3904

LIBER 39 PAGE 327

ARTICLES OF INCORPORATION  
OF  
CDF PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 10, 1984 AT 11:19 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2632, FOLIO 001687, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_

D1668722

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 154792

Received for Record Jul 6, 1984 and recorded in the  
Corp Records of Wicomico County, Maryland in Liber A.J.S.  
Vol. 39, Folios 323-327.

*[Handwritten Signature]*

842717

LISER 30 PAGE 328

ARTICLES OF INCORPORATION

OF

LAMER ENTERPRISES, INC.

A CLOSE CORPORATION

(Pursuant to Annotated Code of Maryland - Corporations and Associations, Sections 4-101, et seq.)

\*\*\*\*\*

THIS IS TO CERTIFY:

FIRST:

That I, Fulton P. Jeffers, of 126 East Main Street, P.O. Box 138, Salisbury, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND:

The name of the Corporation is:

LAMER ENTERPRISES, INC.

THIRD:

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

(a) To own and operate all sorts of equipment, including road grading and clearing and excavation equipment, hauling equipment and to provide services in connection with that equipment and own any other type of personal property and to provide services in connection therewith or independent thereof;

(b) To purchase, lease, hire, or otherwise own and acquire, either for the use of the corporation, or for lease, rental, or sale to others, personal and real property of any nature and description, including but not limited to: aircraft, boats, motor vehicles, salvaged or surplus items, or other goods of any nature or description, regardless of its value or the lack thereof;

(c) To purchase, lease, hire or otherwise acquire real and personal property, improved or 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,

HEARNE & BAILEY, P.A.  
ATTORNEYS AT LAW  
SALISBURY, MD.  
AREA CODE 301  
749-5144

*Witnessed*

60 JUN 25 1961

40418283 40418361

build, erect, maintain for the purposes of said company, construct, re-construct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, machinery rights, easements, privileges, franchises and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company or any part thereof;

(d) To act as agent, distributor, attorney-in-fact, factor or broker, incident to any or all of the business of this corporation, on commission or otherwise, for individuals, co-partnerships, joint stock associations or corporations, foreign or domestic, including governments or governmental authorities; and to aid, assist, promote and conserve the interest of, and afford facilities for the convenient transaction of business by its principals and patrons in all parts of the world;

(e) To purchase shares of its own stock in accordance with the provisions of Maryland law or the stock or securities of any other corporation, domestic or foreign;

(f) To borrow money and to issue therefor promissory notes, and to give as security for its indebtedness mortgages, pledges, deeds of trust or other liens upon the corporate assets or property, real, personal and mixed, and to endorse, pledge company assets, collaterally secure or in anywise guarantee the payment or performance of any notes, mortgages, contracts, obligations or undertakings of any person, firm or corporation in which the stockholders of this corporation shall determine is in the furtherance of the business purposes of the corporation;

(g) To issue bonds, debentures or other obligations of the corporation, and to give as security therefor mortgages, deeds of trust by way of mortgages, pledges or other liens upon the corporate assets or property, real, personal and mixed;

(h) To apply for, acquire, hold, use, pledge, mortgage, license, assign or otherwise acquire, dispose of and deal in letters patent, copyrights, registered trade names and trademarks, issued or granted by the United States or any foreign country, state or province, and generally to acquire, dispose of, use, hold and deal in patents, inventions, articles, processes and improvements;

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation;

(j) To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation, and to pay for the same in cash, stocks or bonds of this corporation or otherwise;

(k) To do any and all things necessary or desirable or which may be appropriate to promote and attain the objects and purposes hereinabove enumerated;

(l) In general, to carry on any other business in connection with the foregoing, whether manufacturing or

LISER 39 PAGE 330

otherwise, and to have and exercise all the powers conferred by the laws of Maryland upon corporations, and to do any or all of the things hereinbefore set forth to the extent as natural persons might or could do;

(m) The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH:

✓ The post office address of the principal office of the Corporation in this state will be Route 4, Johnson Road, Salisbury, Maryland 21801. The resident agent of the Corporation is James C. Lamer, who resides at Route 4, Johnson Road, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH:

Pursuant to the Annotated Code of Maryland, Corporations and Associations, Section 4-302, the Corporation elects not to have a Board of Directors, and the business and affairs of this Corporation shall be managed by direct action of the Stockholders of the Corporation, and all powers given to Directors by the Annotated Code of Maryland, Corporations and Associations, or any other law, contract, or agreement may be exercised by the Stockholders. This election to have no Board of Directors shall become effective at such time as the organizational meeting of the Directors and the issuance of one share of stock of the Corporation have been completed, pursuant to Section 4-302. Until such time as the election is effective, the Corporation shall have three Directors and Fulton P. Jeffers, James C. Lamer and Nancy L. Lamer shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH:

The total amount of authorized capital stock is ten thousand (10,000) shares without par value. Each share, regardless of how held, shall be entitled to one (1) vote; however, this may be altered or changed by either the By-Laws or Stockholders' Agreements pursuant to Annotated Code of Maryland, Corporations and Associations, Sections 4-401, et seq.

SEVENTH:

The Board of Directors and the Stockholders of the Corporation are hereby empowered to authorize from time to time the issuance of shares of its stock of the par value and class authorized hereby or now or hereafter authorized by them. There shall be only one (1) class of stock of the said Corporation and said stock may be issued for such consideration as said Board of Directors or Stockholders may deem advisable, subject to such restrictions and limitations, if any, as may be set forth in the By-Laws or Stockholders' Agreement and as may be imposed by the State of Maryland.

EIGHTH:

At any time or from time to time any of the provisions of these Articles of Incorporation, including but without limiting the generality of the foregoing, and any of the terms of the stock of the Corporation at the time outstanding may be amended, altered or repealed (and the said terms changed by classification, reclassification or otherwise) and other provisions authorized by the statutes of the State of Maryland at the time in force may be added or inserted in the manner prescribed by said statutes; and all rights at any time conferred upon the Stockholders of the Corporation by its Articles of Incorporation are granted subject to the provisions of this Section Eighth.

IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation, on this 23rd day of January, A.D., 1984.

TEST:

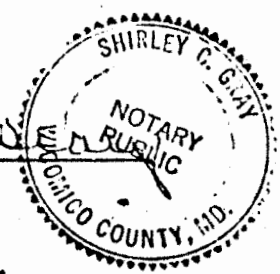
Melanie Stefursky Fulton P. Jeffers (SEAL)  
Fulton P. Jeffers

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, That on this 23rd day of January, A.D., 1984, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared Fulton P. Jeffers and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Shirley C. Gray  
Notary Public



My Commission Expires:  
July 1, 1986

LIBER 39 PAGE 332  
ARTICLES OF INCORPORATION  
OF  
LAMER ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 10, 1984 AT 11:42 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2632, FOLIO 001637 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 40 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1668649

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE

*Dean W. Fisher*



A 154784

Received for Record *July 6, 1984* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
*Corp. 39* Folios *328-332*.

*A. James Smith* Clerk

*Attn: James C. Lamer, Rt. 4, Johnson Rd. Salisbury, Md. 21801 7-17-84*



842718

LIBER 39 PAGE 333


RESOLUTION ADOPTED  
by the  
BOARD OF DIRECTORS  
of  
BANKS DAIRY MARKETS, INC.  
On February 24, 1984

RESOLVED, that the resident agent of the Corporation be changed to Donald C. Davis, Esquire; that the resident office of the Corporation be changed to 212 East Main Street, Salisbury, Maryland, 21801, and that a certified copy of this Resolution be filed with the Corporate Charter Division of the Maryland State Department of Assessments and Taxation.

The undersigned, President of Banks Dairy Markets, Inc., does hereby certify under the penalties of perjury that the foregoing is a true, correct and complete extract of a resolution adopted by the Directors of Banks Dairy Markets, Inc. and that the resolution set forth above has not been repealed, revoked, rescinded or amended but is in full force and effect on the date hereof.

9S:11490-2 +8610 10  
1.25 2682CHK  
1.25 101L  
1.25 REC FEE

WITNESS my hand and seal this 24 day of February, 1984.

  
Lucius Kellam, III, President

1984 MAR -1 P 12:09

40618151

1.25

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

BANKS DAIRY MARKETS, INC.

received for record March 1, 1984, at 12:09 PM.  
and recorded on Film No. 2630 Frame 002035 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 72

AA N<sup>o</sup> 19702

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

Return to: Wilcox, Savage, Dickson, Hollis & Eley  
Sovran Center  
Norfolk, Virginia 23510-2197

re

received for Record July 6, 1984 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 39, Folios 333-334.  
*A. James Smith* 03-11-84

*Wm. Wilcox, Savage, Dickson, Hollis & Eley, Sovran Center, Norfolk, Va. 23510-2197*

842719

LISER 39 PAGE 335

CERTIFIED COPY OF RESOLUTIONS  
OF TORREY, INC.

I, the undersigned, being Secretary of Torrey, Inc., hereby certify that at a meeting of the Board of Directors and Shareholders of said Corporation held on the 28th day of April, 1983, the following resolutions were unanimously adopted:

RESOLVED, that the resident agent of the Corporation in the State of Maryland be and he is hereby changed to Victor H. Laws III, whose post office address is 124 East Main Street, P. O. Box 259, Salisbury, Maryland 21801, who is a citizen of and who actually resides in the State of Maryland; and

FURTHER RESOLVED, that the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this Resolution with the Maryland State Department of Assessments & Taxation and to perform any and all other necessary and proper acts incident thereto.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the corporation, this 18<sup>th</sup> day of May, 1983.

*Jeanne Y. Torrey*  
Jeanne Y. Torrey, Secretary



40608124

REC FEE  
TOTL  
2681CHK  
01 01984 7-06A11:56  
1.25  
1.25

1.25

336

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

LIBER 39 PAGE 336

OF  
TORREY, INC.

received for record February 29, 1984

, at 10:52 A.M.

and recorded on Film No. 2630

Frame No. 002054 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 72

AA No 19692

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

Mr. Clerk Mail to: Long, Laws, Hughes & Bahen  
124 East Main Street  
Salisbury, Maryland 21801-0259

rs

Received for Record July 6, 1984 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Vol. 39, Folios 335-336.

*A. James Smith*

CLERK

USER 39 PAGE 337

842720

CERTIFIED COPY OF RESOLUTIONS  
OF ART EXPRESS, INC.

The undersigned, secretary of Art Express, Inc., hereby certifies that by written informal action of the stockholders of the said corporation (functioning as the Board of Directors of the corporation, the Board having been abolished in accordance with law for this Maryland statutory close corporation), the following resolutions were unanimously adopted on the 15<sup>th</sup> day of February, 1984:

RESOLVED, that the address of the resident agent of the corporation in the state of Maryland be, and it is hereby changed, from 812 Selby Boulevard, Edgewater, Maryland 21037 to 1305 South Division Street, Suite E, Salisbury, Maryland 21801. The resident agent of the corporation remains a citizen of the state of Maryland, actually residing therein.

RESOLVED, that the principal office of the corporation be, and it is hereby changed, from 812 Selby Boulevard, Edgewater, Maryland 21037 to 1305 South Division Street, Suite E, Salisbury, Maryland 21801.

RESOLVED, that the proper officers of the corporation be, and they are hereby authorized and directed for and on behalf of the corporation, to file an appropriate certified copy of the within and foregoing resolutions with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

IN WITNESS WHEREOF, I have hereunto set my hand and affix the seal of the corporation this 15<sup>th</sup> day of February, 1984.

*Robert J. McElroy*  
Robert J. McElroy

RECEIVED  
FEB 15 1984  
11:38 AM

REC'D  
TOTL  
2680CHK  
01 01984 7-06A11:56  
1.25  
1.25  
1.25

40548258

125

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

OF

LIBER 39 PAGE 338

ART EXPRESS, INC.

received for record February 23, 1984

, at 11:38 A.M.

and recorded on Film No. 2629

Frame No. 002243 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 72

AA N<sup>o</sup> 19670

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

Return to: Long, Laws, Hughes & Bahen  
P. O. Box 259  
Salisbury, Maryland 21801

re

Received for Record July 6, 1984 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
39 Folios 337-338.

*A. James Smith*

63...

842721

LISER 33 PAGE 339

CERTIFICATE OF Merger

Clerk of Circuit Court of Wicomico County  
Courthouse  
Salisbury, Maryland 21801

Dear

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of Merger have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_  
See attached List

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is PARGAS, INC. (Md. Corp.) Survivor

3) The Articles were accepted for record on January 20, 1984 at 11:30 A.M.

As Witness my hand and the Official seal of the said Department at Baltimore this 28th day of February, 1984.

David W. Fisher

REC FEE 1.00  
TOTL 1.00  
2679CHK 1.00  
01 01984 7-06A11:55

CERTIFICATE OF CONVEYANCE  
OF REAL PROPERTY BY ARTICLES OF MERGER

Pursuant to Corporations and Associations Article, Section 3-112 of the Annotated Code of Maryland, Title 3 "Corporations in General-Extraordinary Actions", subtitle 1 "Consolidation, Merger and Transfer of Assets": We hereby certify that the herein described property is being conveyed by Articles of MERGER  
by Pargas of Millsboro, Inc. <sup>Successor to</sup> Collins & Ryan Gas Co. to \_\_\_\_\_  
(transferor)  
Pargas, Inc.  
(transferee)

REAL PROPERTY AFFECTED: (Show separately for each parcel deed reference and brief description preferably as shown on recent tax bill and state the consideration paid or to be paid for the property:)

Copies of recent tax bills are attached.

Ordinary Post Office Address for receipt tax bills

P. O. Box 67, Waldorf, Maryland 20601  
Address of transferee

For Department  
use only.

As Witness to the act of the State Department  
of Assessments and Taxation at Baltimore,  
this 20 day of January  
19 87 I have set my hand and caused the  
seal of said Department to be hereto affixed.

Paula Cary McLean  
Supervisor Charter Division

POST  
ORIGINAL

Note: Submit in duplicate.



003786

LISER 30 PAGE 341

"IF APPLICABLE PLEASE COMPLETE"

A Recordation Tax is payable pursuant to Article 81, Section 277 (T) at the rate of \$1.65 per 500 of the actual consideration paid or to be paid for any real property or improvements thereto so transferred, and a Transfer Tax is payable pursuant to Article 81, Section 278A (a) and (b) at the rate of one-half of one percent (.05%) of the actual consideration paid or to be paid for the conveyance of title of real property.

We hereby acknowledge and affirm under the penalties of perjury that the herein stated consideration paid on the conveyance of title of real property is the actual amount stated herein:

CONSIDERATION NONE

TRANSFEROR CORPORATION Pargas of Millsboro, Inc.

SIGNATURE OF OFFICER [Signature]  
Comptroller

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation at Baltimore, this 20 day of January 1984 I have set my hand and caused the seal of said Department to be hereto affixed.

Paula Cary McLean  
Charter Specialist Legal Officer

RECORDATION TAX PAID: N/A  
TRANSFER TAX PAID: N/A  
TOTAL: N/A

POOR COPY

MAKE PAYABLE TO: TOWN OF WILLARDS  
 WILLARDS, MARYLAND 21874

REAL ESTATE TAXES FOR TOWN OF WILLARDS  
 JULY 1, 1983 - JUNE 30, 1984

215 193  
 173 59

ED REFER.	ASSESSMENT	TOWN TAX DUE	PAY IN AMOUNT
566 501	TOWN 15,940	\$175.34	JUL 173.59
33A	PER \$100 OF ASMT.		AUG 173.59
ID 1	TOWN RATE \$1.10		SEP 173.59
CEL 255			OCT 176.51
OS 2.12 AC			NOV 177.68
BENT PINE RD 27			DEC 178.85
WILLARDS			JAN 180.02
THIS ACCOUNT			FEB 181.18
ON YOUR CHECK			MAR 182.35
14-00089-5			APR 183.52
			MAY 184.69
			JUN 185.86

BLK TOTAL TAX DUE  
 173 59

TOWN OF WILLARDS  
 RECEIVED PAYMENT  
 SEP 22 1983

INTEREST ON TAXES UNPAID BY AMOUNT Pd 173.57  
 FROM 1, 1983 IS 2/3 OF 1 PCT  
 PER MONTH OR PORTION OF MONTH G Smith

#306228  
 TAXPAYER'S COPY

POOR ORIGINAL

NOTE  
FAILURE TO RECEIVE A  
BILL IS NO EXCUSE FOR  
NOT PAYING TAXES,  
INTEREST, OR PENALTY

RECEIVED  
JULY 1, 1983--JUNE 30, 1984

P. O. BOX 350  
SALISBURY, MARYLAND 21801

INTEREST: 2/3 OF 1 PCT. MONTHLY AFTER 30 DAYS. PENALTY 1/2 OF 1 PCT. MONTHLY AFTER 120 DAYS.	TOTAL BILLED AMOUNT
CROP MAINT AT WOOD MAINT AT 2.40 PER ACRE 1.00 PER ACRE	\$5.09
	\$5.09

TAXPAYER'S COPY RETAIN FOR YOUR RECORDS

BILL NUMBER
14-00011
AYDELOTTE

ASSESSED VALUE
CROPLAND WOODLAND
2.12 AC

COLLINS & RYAN GAS CO  
MILLSBORO DE 19966

PRINT THIS NUMBER ON  
YOUR CHECK  
14 00089 5  
LEGAL DESCRIPTION

IMPS2.12 AC  
MS BENT PINE RD 271  
WILLARDS

LIBER 39 PAGE 343

FOR  
ORIGINAL

Received for Record Jul 6, 1984 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 39. Folios 339-343.

*A. James Smith*

(C) MPT

*By em, Pargas Inc. P.O. Box 67, Waldorf, Md. 20601 7-17-84*

LIBER 39 PAGE 344

842722

ARTICLES OF TRANSFER AND SALE

ARTICLES OF TRANSFER AND SALE, entered into this 30th day of December, 1983, by and between WICOMICO COUNTY HISTORICAL PROPERTIES, INC., a Maryland corporation, (hereinafter sometimes referred to as "Transferor") and ARTHUR D. WEBSTER, O. PALMER GILLIS, III and EDWIN A. ROMMEL, III (hereinafter sometimes referred to as "Transferees").

## THIS IS TO CERTIFY:

FIRST: Transferor does hereby sell, assign and transfer substantially all of its property and assets to Transferees, their successors and assigns, as hereinafter set forth.

SECOND: The address and principal place of business of the Transferees is Market and W. Main Streets, Salisbury, Maryland 21801.

THIRD: WICOMICO COUNTY HISTORICAL PROPERTIES, INC. is a non-stock corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of consideration to be paid by Transferees for the property and assets hereby transferred to them is Forty-Six Thousand Dollars (\$46,000.00).

FIFTH: The principal office of the Transferor is 115 Broad Street, Salisbury, Maryland 21801. Transferees' principal place of business in the State of Maryland is Market and W. Main Streets, Salisbury, Maryland 21801.

SIXTH: Transferor owns no real estate other than that being transferred herein.

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LISER 30 PAGE 345

SEVENTH: Transferees together own no real estate other than that being transferred herein.

EIGHTH: The Board of Directors, being also all the members, of Transferor, by vote at a duly called special meeting, duly adopted resolutions declaring that the sale, assignment and transfer of substantially all of the assets of the Transferor as herein set forth, is advisable and directed that the transaction be submitted for action thereon by the members of the Transferor, all in the manner and vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the charter of the Transferor.

NINTH: The members of the Transferor, by vote at a duly called special meeting, approved such transfer, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the charter of the Transferor.

TENTH: In consideration of the payment to Transferor of the sum set forth and performance by the Transferees in accordance with the terms and conditions of the contract of sale, Transferor does hereby bargain, sell, deed, convey, transfer and assign to Transferees, their respective heirs, personal representatives and assigns, the property set forth in the Deed attached as Schedule A, and with the warranties and covenants contained therein, the provisions of such Deed being hereby incorporated by reference, and it being understood that an executed original of such Deed has been or will be filed in the Land Records of Wicomico County. The consideration given for the land and buildings described in Schedule A is Forty-Six Thousand Dollars (\$46,000.00).

IN WITNESS WHEREOF, Wicomico County Historical Properties, Inc. and Arthur D. Webster, O. Palmer Gillis, III and Edwin A. Rommel, III, parties to these Articles of Transfer and Sale, have caused these Articles to be signed and acknowledged as of this 31st day of December, 1983.

ATTEST:

WICOMICO COUNTY HISTORICAL PROPERTIES, INC.

Janet P. Craven  
Secretary

By: K. King Burnett (SEAL)  
K. King Burnett, President

Shirley A. Pausch  
Witness

Arthur D. Webster (SEAL)  
Arthur D. Webster

Shirley A. Pausch  
Witness

O. Palmer Gillis, III (SEAL)  
O. Palmer Gillis, III

Shirley A. Pausch  
Witness

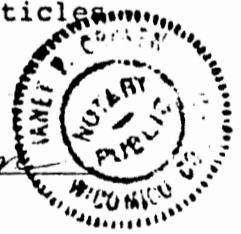
Edwin A. Rommel, III (SEAL)  
Edwin A. Rommel, III

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 30th day of December, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared K. King Burnett, President of Wicomico County Historical Properties, Inc., a Maryland corporation, and as the duly authorized officer, executed the foregoing Articles of Transfer and Sale for the purposes contained therein.

AS WITNESS my hand and Notarial Seal.

Janet P. Craven  
Notary Public



My Commission Expires: 7/1/86

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 30th day of December, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Arthur D. Webster, O. Palmer Gillis, III and Edwin A. Rommel, III, who made oath in due form of law that they each executed the foregoing Articles of Transfer and Sale for the purposes contained therein.

AS WITNESS my hand and Notarial Seal.

Shirley A. Pausch  
Notary Public

My Commission Expires: 7/1/86

001020

LISER 30 PAGE 347

-4-

The undersigned, President of Wicomico County Historical Properties, Inc., who executed on behalf of said corporation the foregoing Articles of Transfer and Sale, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of the said corporation, the foregoing Articles of Transfer and Sale to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters set forth therein with respect to approval thereof, are true in all material respects, under the penalties of perjury.

WICOMICO COUNTY HISTORICAL  
 PROPERTIES, INC.

By: K King Burnett (SEAL)  
 K. King Burnett, President

2686CHK 01 01984 7-06P12:34  
 5.00

RECFEE 101L  
 5.00

LIBER

39 PAGE 348

ARTICLES OF TRANSFER AND SALE

BETWEEN

WICOMICO COUNTY HISTORICAL PROPERTIES, INC.  
(MD CORP) Transferor

AND

ARTHUR D. WEBSTER, O. PALMER GILLIS, III AND  
EDWIN A ROMMEL, III Transferees

approved and received for record by the State Department of Assessments and Taxation

of Maryland February 14, 1984 at 11:19 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2633, folio, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
4.00 Certif to Wicomico Co land records  
\$ 24.00

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

*Paul B. Auburn*



A 154000

Received for Record *July 6, 1984* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. *37*, Folios *344-348*.

bt

*A. James Smith*

03000



ARTICLES OF INCORPORATION

FOR

ALDAN, INC.

842723

[a close corporation]

FIRST: I, FREDERICK A. WHEELER, whose post office address is Route 5, Mary Jane Drive, Salisbury, Maryland 21801, being at least eighteen (18) years of age, do hereby form a close corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation, herein referred to as Corporation, is ALDAN, INC.

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

1. To engage in the dispensing of alcoholic beverages and food for consumption both on and off the premises, operating as a bar, restaurant, and carry-out, and generally to purchase, lease, rent, or sell such business or businesses.

2. To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of, and

operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes; to buy or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all food, beverages, alcoholic or non-alcoholis, and all other preparations or refreshments of all kinds.

3. To engage in the business of buying, selling, trading, manufacturing, and dealing with goods, wares, clothing, jewelry, miscellaneous sundries and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire

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*[Handwritten signature]*

5.50

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2635CHK  
7-06P12:33

PA

LIBER 30 PAGE 350

all such merchandise, supplies, materials and articles as shall be necessary or incidental to such business; to enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose.

4. To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber, and dispose of all kinds of property, real, personal, tangible and intangible and mixed, both in this State and in any part of the World.

5. To construct, erect, own, equip, maintain, operate and use, and to contract with others to construct and erect, and to lease to others to maintain, operate and use, storehouses, office buildings, hotels, restaurants, houses, and buildings of all kinds.

6. To engage in and carry on any other business which may be conveniently conducted in conjunction with any business of the Corporation.

7. To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy, and in any manner to dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of such person, firm, association or corporation.

8. To acquire, by subscription or otherwise, and to 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, 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 any other state, territory, district, colony or dependency of the United States of America, or any foreign country; and, while the owner or holder of any such shares of stock, voting certificates, bonds or other obligations, to possess

LIBER 33 PAGE 351

any and all the rights, powers and privileges of individual holders, including 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.

9. To let concessions to others to do any of the things this Corporation is empowered to do.

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

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of the Charter, but that the objects and purposes specified in each of the clauses of this Article Third shall be regarded as independent objects and purposes.

FOURTH: The post office address of the principal office of the Corporation in this State is 103 W. Rustic Drive, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Jennie R. Wilkins, Rt. 2, Hastings Drive, Snug Harbor, Berlin, Maryland 21811. ✓

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

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

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

2. If there is stock outstanding and so long as there are less than four stockholders, the number of directors may be less than four 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: Frederick A. Wheeler, who will serve as President; Dan A. Kwiatkowski, who will serve as Vice-President; Darlene A. Kwiatkowski, who will serve as Treasurer, and Suzan M. Wheeler, who will serve as Secretary.

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

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

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

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

EIGHTH: Except as may otherwise be provided by the

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

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


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

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

LISER 33 PAGE 354

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 31<sup>st</sup> day of December, 1983, and I acknowledge the same to be my act.

  
FREDERICK A. WHEELER

LIBER 39 PAGE 355

ARTICLES OF INCORPORATION  
OF  
ALDAN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY , 02 1984 AT 09:23 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2631 , FOLIO 000715 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 22 SPECIAL FEE PAID \$

D1664127

TO THE CLERK OF THE CIRCUIT COURT OF  
WICOMICO

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 154535

received for Record July 1984 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Vol. 39, Folios 349-355.  
*A. James Smith* (S. 11)

842724

ARTICLES OF INCORPORATION  
OF  
SALISBURY JAYCEE WOMEN, INC.

FIRST: I, ARTHUR D. WEBSTER, whose post office address is 110 Baptist Street, Salisbury, Maryland 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

SALISBURY JAYCEE WOMEN, INC.

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

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

LAW OFFICES  
WEBSTER, WALSH  
& SPERY  
110 BAPTIST STREET  
SALISBURY, MD. 21801  
(301) 749-0333

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6.00

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40338072

*[Handwritten signature]*



LISER 39 PAGE 357

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

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

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

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following: to raise funds for community activities; to conduct educational seminars and courses for the development of young women in business; to conduct and develop safety programs regarding the use of child care seats and to encourage the use of child care seats in automobiles; to provide individual development and leadership training to its members; to promote community service; to promote the programs of the United States Jaycettes and the Maryland Jaycee Women; to promote the programs of the Salisbury Jaycees; and to encourage cooperation between Jaycees and Jaycee Women.

002941

LICER 30 PAGE 359

FOURTH: The post office address of the principal office of the Corporation in this State is 528E Alabama Avenue, P.O. Box 607, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are Arthur D. Webster, 110 Baptist Street, P.O. Box 307, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to By-Laws of the Corporation, but shall never be less than three (3). The name of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Rhonda A. Evans, Carol Meagher and Martha Hughes.

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

002942

LIGER 39 PAGE 360

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 607, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are Arthur D. Webster, 110 Baptist Street, P.O. Box 307, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to By-Laws of the Corporation, but shall never be less than three (3). The name of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Rhonda A. Evans, Carol Meagher and Martha Hughes.

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

LISER 30 PAGE 381

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

NINTH: In these Articles of Incorporation,

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

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States,

LISER 39 PAGE 362

any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16<sup>th</sup> day of January, 1984, and I acknowledge same to be my act.

 (SEAL)  
Arthur D. Webster

002945

LIGER 30 PAGE 303

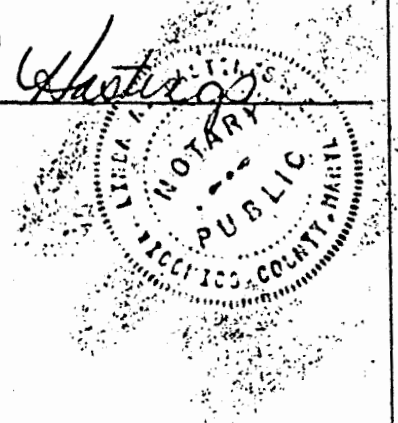
STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 16<sup>th</sup> day of January, A.D., 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Arthur D. Webster and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

*Linda A. Hastings*  
Notary Public

My Commission Expires:  
July 1, 1986



LAW OFFICES  
WEBSTER, WALSH  
& SPERY  
110 BAPTIST STREET  
SALISBURY, MD. 21801  
(301) 749-0333

LIBER 39 PAGE 364

ARTICLES OF INCORPORATION  
OF  
SALISBURY JAYCEE WOMEN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 02, 1984 AT 10:54 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2631, FOLIO 002937 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 24 SPECIAL FEE PAID \$ \_\_\_\_\_

D1664333

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 DEPARTMENT AT BALTIMORE

*[Handwritten Signature]*



A 154529

Received for Record July 6, 1984 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 89, Folios 356-364.

*[Handwritten Signature]*



001518

843447

LIBER 39 PAGE 365

CERTIFICATE OF SALE & TRANSFER

Clerk of the Circuit of Wicomico County  
Salisbury, Md 21801

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and  
Associations Article of the Annotated Code of Maryland, the State  
Department of Assessments and Taxation does hereby certify that Articles  
of SALE & Transfer have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_

George L. Ralph, Inc. (Md Corp) Transferor

2) The name of the successor and the location of its principal  
office in this State or if it has none, its principal place of business is

The Housewarmers, Inc. (Md Corp) Transferee

3) The Articles were accepted for record on March 30, 1984 at 10:48 AM

As Witness my hand and the Official  
seal of the said Department at Baltimore  
this 30th day of March,  
1984.

REC FEE 1.00  
TOTL 1.00  
5073CHK 1.00  
02 01984 8-20 A9:48

D. W. Hill

052100

WHL

001519

LIBER 39 PAGE 366

CERTIFICATE OF CONVEYANCE

OF INTEREST IN LAND BY ARTICLES OF SALE AND TRANSFER

I. We hereby certify that the herein described property is being conveyed by Articles of Sale and Transfer, between the Transferor, Merging or Consolidating Corporation(s) herein named George L. Ralph, Inc.

and the Transferee Corporation(s), Individual(s), Surviving Corporation, or New Corporation in the Consolidation herein named The Housewarmers, Inc.

INTEREST IN LAND AFFECTED: (Show separately for each parcel a deed reference and brief description preferably as shown on recent tax bill). (ATTACH ADDITIONAL SHEETS IF NECESSARY). See Attached

II. Mailing address for receipted tax bills: NAME The Housewarmers, Inc. ADDRESS 315 Lake Street CITY OR COUNTY, STATE AND ZIP CODE Salisbury, Maryland 21801

III. We hereby acknowledge and affirm under the penalties of perjury that the herein stated consideration paid on the conveyance of title of real property is the actual amount of the consideration involved in the transfer of the property.

CONSIDERATION 620,000 TRANSFEROR CORPORATION GEORGE L. RALPH INC. SIGNATURE OF OFFICER [Signature]

IV. AFFIDAVIT

Please check the applicable boxes;

1. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution, or termination of that corporation?

YES NO (with X checked under NO)

(If the answer to question 1 is yes, please answer the following questions. If the answer is no, then skip Parts 2 and 3, and sign Part 4.)

2. Is this real property being transferred to:

A) a person who was an original shareholder of the corporation?

YES NO

B) a person who is a direct descendant or relative within 2 degrees of a person who was an original shareholder of the corporation?

YES NO

012100

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LIBER 39 PAGE 367

C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?

\_\_\_ YES \_\_\_ NO

(If the answer to questions 2A, 2B, or 2C is no, then answer #3. If the answer to questions 2A, 2B, or 2C is yes, then skip Part 3, and sign Part 4.)

3. The full cash value of the property as determined by the Department at the last date of finality is \_\_\_\_\_.

(Indicate full cash value for each piece of property.)

4. I hereby affirm under the penalties of perjury that the foregoing statements are true to the best of my knowledge, information and belief.

[Signature]  
(SIGNATURE AND TITLE) -  
MUST BE OFFICER OR ATTORNEY FOR THE TRANSFEROR

George L. Ralph, Inc.  
(NAME OF CORPORATION)

V. FOR DEPARTMENT USE ONLY

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this

30 day of March, 1984,

I have set my hand and caused the seal of said Department to be hereto affixed.

Paula Cary McLean

MARYLAND RECORDATION TAX PAID:	<u>2046.00</u>
MARYLAND TRANSFER TAX PAID:	<u>3100.00</u>
LOCAL TRANSFER TAX PAID:	<u>N/A</u>
( )	
TOTAL:	<u>5146.00</u>

MAKE PAYABLE TO:  
WICOMICO COUNTY, MARYLAND  
P.O. BOX 350  
SALISBURY, MARYLAND 21801

WICOMICO COUNTY AND STATE OF MARYLAND  
REAL ESTATE TAXES

#2

DEED REFER. NO 373	ASSESSMENT CNTY. 46,010 STATE 46,010	JULY 1, 1983 - JUNE 1, 1984
MAP 15 DND CANCEL	PER \$100 OF ASMT. STATE RATE .21 COUNTY RATE 1.78	COUNTY TAX 8818.00
MAPS BL-19 L-7 225-327 LAKE ST CITY OF SALIS	BLK	STATE TAX 196.02 TOTAL TAX DUE \$915.00

PRINT THIS ACCOUNT NUMBER ON YOUR CHECK

CASH  CHECK

IF PAID IN	AMOUNT
JUL	894.22
AUG	907.41
SEP	915.60
OCT	921.71
NOV	927.00
DEC	933.91
JAN	944.11
FEB	956.31
MAR	964.50
APR	974.71
MAY	984.90
JUN	995.11

09-64740-4  
RALPH, GEORGE L INC  
315 LAKE STREET  
SALISBURY

FD 21801

INTEREST 2/3 OF 1 PCT MONTHLY 10/1/83.  
PENALTY 1/2 OF 1 PCT ON COUNTY TAXES  
PAID 1/1/84

SEE BACK OF SECOND COPY FOR IMPORTANT NOTICES

MAKE PAYABLE TO:  
WICOMICO COUNTY, MARYLAND  
P.O. BOX 350  
SALISBURY, MARYLAND 21801

WICOMICO COUNTY AND STATE OF MARYLAND  
REAL ESTATE TAXES

#4

DEED REFER. NO 699	ASSESSMENT CNTY. 78,780 STATE 78,780	JULY 1, 1983 - JUNE 30, 1984
MAP 13 DND CANCEL	PER \$100 OF ASMT. STATE RATE .21 COUNTY RATE 1.78	COUNTY TAX \$1,402.25
MAPS BL-19 L 8-9 200X270 117-325 LAKE ST CITY OF SALIS	BLK	STATE TAX \$165.44 TOTAL TAX DUE \$1,567.72

PRINT THIS ACCOUNT NUMBER ON YOUR CHECK

CASH  CHECK

IF PAID IN	AMOUNT
JUL	1,539.67
AUG	1,553.70
SEP	1,567.72
OCT	1,578.10
NOV	1,588.62
DEC	1,599.07
JAN	1,616.54
FEB	1,633.99
MAR	1,651.40
APR	1,668.94
MAY	1,686.34
JUN	1,703.85

09-03973-2  
RALPH, GEORGE L INC  
315 LAKE ST  
SALISBURY

FD 21801

INTEREST 2/3 OF 1 PCT MONTHLY 10/1/83.  
PENALTY 1/2 OF 1 PCT ON COUNTY TAXES  
PAID 1/1/84

SEE BACK OF SECOND COPY FOR IMPORTANT NOTICES

MAKE PAYABLE TO:  
WICOMICO COUNTY, MARYLAND  
P.O. BOX 350  
SALISBURY, MARYLAND 21801

WICOMICO COUNTY AND STATE OF MARYLAND  
REAL ESTATE TAXES

DEED REFER.	ASSESSMENT	JULY 1, 1983 - JUNE 30, 1984
	CNTY. 31,620	
	STATE 31,620	
MAP 13	PER \$100 OF ASMT.	COUNTY TAX 31,452
GRID	STATE RATE .21	
PARCEL 1	COUNTY RATE 1.78	
MAPS BL-19 L-PT 11 & 12	BLK	STATE TAX \$171.4
LAKE ST		TOTAL TAX DUE \$1,624.24
CITY OF SALIS		

3A

PRINT THIS ACCOUNT NUMBER ON YOUR CHECK

CASH  CHECK

IF PAID IN AMOUNT

09-05554-1  
RALPH, GEORGE L INC  
P.O. BOX 1936  
SALISBURY...

MD 21801

JUL	1,595.18
AUG	1,609.71
SEP	1,624.24
OCT	1,639.07
NOV	1,645.89
DEC	1,656.72
JAN	1,674.82
FEB	1,692.91
MAR	1,711.00
APR	1,729.10
MAY	1,747.16
JUN	1,765.26

INTEREST 2/3 OF 1 PCT MONTHLY 10/1/83,  
PENALTY 1/2 OF 1 PCT ON COUNTY TAXES  
UNPAID 1/1/84

SEE BACK OF SECOND COPY FOR IMPORTANT NOTICES

MAKE PAYABLE TO:  
WICOMICO COUNTY, MARYLAND  
P.O. BOX 350  
SALISBURY, MARYLAND 21801

WICOMICO COUNTY AND STATE OF MARYLAND  
REAL ESTATE TAXES

DEED REFLK.	ASSESSMENT	JULY 1, 1983 - JUNE 30, 1984
	CNTY. 47,050	
	STATE 47,050	
MAP 13	PER \$100 OF ASMT.	COUNTY TAX 3837.49
GRID	STATE RATE .21	
PARCEL	COUNTY RATE 1.78	
MAPS BL-19 L-10 & PT 11	BLK	STATE TAX \$93.81
313-315 LAKE ST		TOTAL TAX DUE \$4936.30
CITY OF SALIS		

3A

PRINT THIS ACCOUNT NUMBER ON YOUR CHECK

CASH  CHECK

IF PAID IN AMOUNT

09-05557-6  
RALPH, GEORGE L INC  
P.O. BOX 1936  
SALISBURY...

MD 21801

JUL	919.5
AUG	927.9
SEP	936.3
OCT	942.5
NOV	948.7
DEC	955.0
JAN	965.4
FEB	975.8
MAR	986.3
APR	996.7
MAY	1,007.1
JUN	1,017.6

INTEREST 2/3 OF 1 PCT MONTHLY 10/1/83,  
PENALTY 1/2 OF 1 PCT ON COUNTY TAXES  
UNPAID 1/1/84

SEE BACK OF SECOND COPY FOR IMPORTANT NOTICES

LIBER 39 PAGE 370

## WICOMICO COUNTY

Parcel No. 1: Lot 13A of Subdivision Plat to be Recorded Being  
a Portion of Liber A.J.S. 947, Folio 596

Parcel No. 2: Liber A.J.S. No. 948, Folio 373

Parcel No. 3A: Liber J.W.T.S. No. 272, Folio 570

No. 3B: Liber J.W.T.S. No. 309, Folio 595

Parcel No. 4: Liber A.J.S. No. 923, Folio 699

received for Record AUG. 20, 1984 and recorded in the  
CORP. Records of Wicomico County, Maryland in Liber A.J.S.  
No. 39, Folios 365-370.

*A. James Smith* Clerk

*C/O M. The Housewarmers Inc. 315 Lake St., Salisbury, Md. 21801 8/27/84*



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LIBER

39 PAGE 371

003810

Ronald H. Gore  
P O Box M  
Salisbury, Md 21801  
(301) 749-5108

April 2, 1984

State Dept. of Assessment & Taxation  
301 W. Preston Street  
Baltimore, Maryland 21201

Gentlemen:

The Board of Directors of RONALD H GORE, INC., a close corporation organized in the State of Maryland, on July 01, 1981 duly approved a resolution as follows:

RESOLVED: That the principal office of the corporation is changed to: 1117 E. Main Street, P O Box M, Salisbury, Md. 21801.

The previous address was: 636 S. Salisbury Blvd., Salisbury, Md.

I, RONALD H GORE certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

This change should be effective upon your receipt or as soon thereafter.

Sincerely,

Ronald H. Gore

40958153

12:11 V H- 84V 1984

REC FEE	1.25
TOTL	1.25
5074CHK	1.25
02 01984 8-20 A9:48	

NATIONWIDE MUTUAL INSURANCE COMPANY  
NATIONWIDE MUTUAL FIRE INSURANCE COMPANY  
NATIONWIDE LIFE INSURANCE COMPANY  
NATIONWIDE GENERAL INSURANCE COMPANY

135  
130

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

RONALD H. GORE, INC.

received for record April 4, 1984

, at 11:21 A. M.

and recorded on Film No. 2638

Frame 003809 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 72

AA N<sup>o</sup> 19900

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

Return to: Ronald H. Gore, Inc.  
P. O. Box M  
Salisbury, Maryland 21801

re

Received for Record AUG. 20, 1984 and recorded in the  
CORP. Records of Wicomico County, Maryland in Liber A.J.S.  
No. 39, Folios 371 & 372.

*A. James Smith* C)-v-



001397

843449

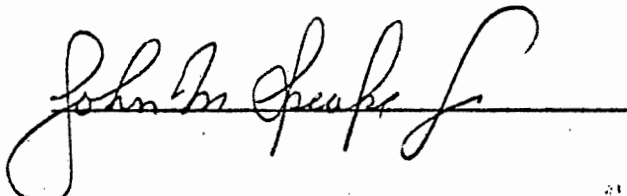
LIBER 39 PAGE 373

CERTIFICATE OF RESOLUTION  
OF  
EASTERN DISPOSAL, INC.

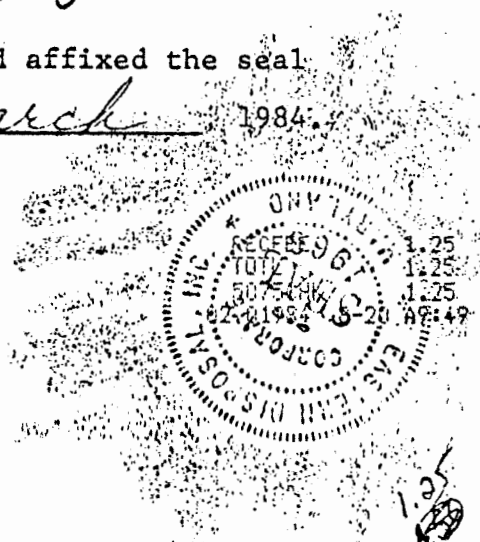
I. JOHN M. SPEAKE, JR., President of Eastern Disposal, Inc., do hereby certify that the following is a true, correct and complete copy of a Resolution of the Board of Directors of Eastern Disposal, Inc. adopted by unanimous consent of the Board of Directors on July 20, 1983.

RESOLVED: That the Resident Agent of the Corporation be changed from Russell T. Baker, Jr., 26 S. Charles St., Baltimore, Maryland 21201 to Thomas M. Downs, 77 West Street, Suite 300, Annapolis, Maryland 21401.

I. JOHN M. SPEAKE, JR., President, certify under the penalties of perjury that to the best of my knowledge, information and belief the foregoing resolution is true in all material respects.



IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation on this 21st day of March 1984.



NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

EASTERN DISPOSAL, INC.

received for record March 22, 1984

, at 10:55 A.M.

and recorded on Film No. 2636

Frame 001398 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 72

AA N<sup>o</sup> 19845

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

Return to: Thomas M. Downs  
77 West Street, Suite 300  
Annapolis, Maryland 21404

rc

received for Record AUG. 20, 1984 and recorded in the  
CORP. Records of Wicomico County, Maryland in Liber A.J.S.  
No. 39, Folios 373 + 374.

*A. James Smith* (C) - r.

*E/ & M. Thomas M. Downs, Suite 300, 77 West Street, Annapolis, md. 21404*

002185


LIBER 39 PAGE 375  
843450 DELMARVA HEALTH SPA, LTD.

CORPORATE RESOLUTION and APPOINTMENT

WHEREAS, a special meeting of the Board of Directors was held on January 24, 1984, and a new Board of Directors was elected, and controlling interest of the stock of the corporation was transferred, and;

WHEREAS, there was no Resident Agent of the Corporation registered with the State Department of Assessments and Taxation,

BEING RESOLVED, that JEFFREY H. GABLE of 2825 Gull Way Ocean City, Maryland 21842, lives as an adult citizen of the State of Maryland and he resides at the above address shall hereafter be Resident Agent of the said Corporation.

  
\_\_\_\_\_  
JEFFREY H. GABLE, President

  
\_\_\_\_\_  
JEFFREY H. GABLE, Secretary

DATED: January 24, 1984

REC FEE 1.25  
TOTL 1.25  
5076CHK 1.25  
02 01984 3-20 A9:50

40478131

1984 FEB 16 P 12:02

1.25  
REC'D

376

NOTICE OF DESIGNATION OF RESIDENT AGENT  
AND AGENT'S ADDRESS

OF

DELMARVA HEALTH SPA, LTD.

received for record February 16, 1984

, at 12:02 P.M.

and recorded on Film No. 2629

Frame 002184 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 72

AA N<sup>o</sup> 19643

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

Return to: Darryl G. Fletcher  
8503 Harford Road  
Baltimore, Maryland 21234

rs

received for Record AUG. 20, 1984 and recorded in the  
CORP. Records of Wicomico County, Maryland in Liber A.J.S.  
No. 39, Folios 375 + 376.

*A. James Smith* (C) 1984

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CA

LIBER 39 PAGE 377

843451

ARTICLES OF MERGER

MERGING

SULLIVAN DIECASTING, INC.

(A Corporation of the State of Maryland)

into

S.D.H. INDUSTRIES, INC.

(A Corporation of the Commonwealth of Pennsylvania)

THESE ARTICLES OF MERGER, dated as of the 30th of October, 1983, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, (hereinafter referred to as the "Code") and Section 903 of the Business Corporation Law, Act of May 5, 1933 (P. L. 334) (15 P.S. §1903) of Pennsylvania, by and between S.D.H. INDUSTRIES, INC. (hereinafter sometimes referred to as the "Surviving Corporation") and SULLIVAN DIECASTING, INC. (hereinafter sometimes referred to as the "Merged Corporation"). These Articles of Merger shall be effective upon filing.

FIRST: The Surviving Corporation which will be named S.D.H. INDUSTRIES, INC. and the Merged Corporation have agreed to effect a merger. The terms and conditions of such merger, the mode of carrying same into effect, the manner and basis of converting or exchanging the shares of issued stock of the Surviving Corporation

40808038

REC FEE 10.00  
TOTL 10.00  
5077CHK 10.00  
02 01984 8-20 A9:50

10.

LIBER 39 PAGE 378

and the Merged Corporation into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Surviving Corporation and the Merged Corporation not to be so converted or exchanged shall be and are as set forth herein.

SECOND: S.D.H. INDUSTRIES, INC., the Surviving Corporation was organized under the General Business Corporation Law of the Commonwealth of Pennsylvania on October 24, 1983 and is not presently qualified or registered to do business in the State of Maryland. Its registered office in the Commonwealth of Pennsylvania is Room 103, 120 Pennsylvania Avenue, Oreland, Pennsylvania 19075. Its registered agent in Maryland is David M. Williams, Semmes, Bowen & Semmes, 10 Light Street, Baltimore, Maryland 21202. The Merged Corporation was organized under the laws of the State of Maryland and is not presently qualified to do business in the Commonwealth of Pennsylvania.

THIRD: Other than the Surviving Corporation and the Merged Corporation, no other domestic business corporation or qualified foreign business corporation is a party to these Articles of Merger or the Joint Plan of Merger and Consolidation attached hereto as Exhibit A and made a part hereof.

FOURTH: These Articles of Merger and the Joint Plan of Merger were adopted by each corporation in compliance with the laws of the jurisdiction in which they were formed, as follows:

The Surviving Corporation:

In accordance with Section 902.1 of the Business Corporation Law and the corporation's

charter the Board of Directors adopted a resolution by a unanimous vote approving and authorizing these Articles of Merger and the Joint Plan of Merger and Consolidation.

The Merged Corporation:

The Board of Directors, by unanimous written consent, duly adopted a resolution declaring that a merger on substantially the terms and conditions set forth in these Articles of Merger and Joint Plan of Merger or Consolidation was authorized and adopted and they directed that their resolution be submitted for consideration by the sole stockholder entitled to vote thereon, and they directed that the proper officers of the Merged Corporation be authorized and directed in the name and on behalf of the Merged Corporation to execute, acknowledge, seal, and file with the State Department of Assessments and Taxation of Maryland these Articles of Merger and Joint Plan of Merger or Consolidation following the due approval thereof by the sole stockholder of the Merged Corporation, and to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary and proper in connection therewith.

The sole stockholder waived notice of the special meeting and approved the Articles of Merger and Joint Plan of Merger or Consolidation by informal action pursuant to Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland.

FIFTH: S.D.H. INDUSTRIES, INC., the Surviving Corporation, has 1,000 shares common stock authorized, with a par value of One Hundred (\$100.00) Dollars each, amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00), of which 100 shares are issued and outstanding. John M. Sullivan owns all 100 shares of issued stock. The aggregate par value of all of the shares of the classes of authorized stock is One Hundred Thousand Dollars (\$100,000.00).

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The Merged Corporation has 100 shares of common stock authorized, with no par value per share, having no aggregate par value, of which 100 shares are issued and outstanding. John M. Sullivan owns all 100 shares of issued stock. All of the shares of all classes of stock have no aggregate par value.

SIXTH: The Stock of the Merged Corporation shall be converted into that of the Surviving Corporation by the exchange of one (1) share of capital stock of the Merged Corporation with no par value per share for one (1) share of the capital stock of the Surviving Corporation with a par value of One Hundred Dollars (\$100.00) per share.

SEVENTH: The principal office of the Merged Corporation in the State of Maryland is located in Wicomico County. Neither the Surviving Corporation nor the Merged Corporation owns an interest in land in any county in Maryland.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these presents to be executed in its name and on its behalf, and its corporate seal to be hereunto affixed, by the respective corporate officers whose names appear below, this 30<sup>TH</sup> day of October 1983. Each officer executing these Articles on behalf of the respective corporation's party hereto acknowledges that the foregoing Articles of Merger are the act and deed of each body corporate, that to the best of their knowledge, information and belief, all the



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matters and facts set forth herein are true in all material respects,  
and that this statement is made under penalties of perjury.

ATTEST:

Edwin B. Barnett  
EDWIN B. BARNETT, Secretary

S.D.H. INDUSTRIES, INC.

BY: John M. Sullivan  
JOHN M. SULLIVAN, President

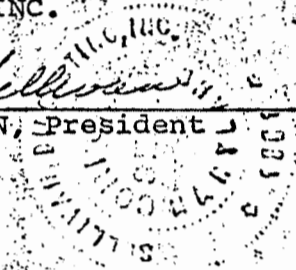


ATTEST:

Mary M. Sullivan  
MARY M. SULLIVAN, Secretary

SULLIVAN DIECASTING, INC.

BY: John M. Sullivan  
JOHN M. SULLIVAN, President



LIBER 39 PAGE 382

JOINT PLAN OF MERGER OR CONSOLIDATION

THIS JOINT PLAN OF MERGER OR CONSOLIDATION, dated this  
30th day of OCTOBER, 1983, pursuant to Section 902 of the Business  
Corporation Law of Pennsylvania, Act of May 5, 1933, P.L. 364, as amended,  
and Section 3-109 of the Corporations and Associations Article of The  
Annotated Code of Maryland, as amended, made by and among each of the  
following corporations, the directors of each of said corporations, and  
the shareholders of each of the said corporations:

S.D.H. INDUSTRIES, INC., a Pennsylvania corporation (herein-  
after sometimes called either S.D.H. or the "surviving corporation");  
and

SULLIVAN DIECASTING, INC., a Maryland corporation (hereinafter  
sometimes called SULLIVAN or the "merged corporation");

## WITNESSETH THAT:

WHEREAS, the Business Corporation Law of Pennsylvania permits  
two corporations to merge with one as the survivor; and

WHEREAS, S.D.H., the surviving corporation, under its certificate  
of incorporation, filed in the Office of the Secretary of the Commonwealth  
on October 24, 1983, has an authorized capital stock of 1,000 shares  
consisting of common stock, of the par value of One Hundred (\$100.00)  
Dollars each, amounting in the aggregate to One hundred thousand (\$100,000.00)  
Dollars. One hundred (100) of those shares have been issued and are now  
owned by John M. Sullivan; and

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WHEREAS, SULLIVAN, under its certificate of incorporation issued on November 12, 1981 by the State of Maryland has an authorized capital of One hundred (100) shares of common stock, all of which are of one class and have no stated par value per share. All One hundred (100) shares have been issued and are now owned by John M. Sullivan; and

WHEREAS, S.D.H., the surviving corporation, is organized for the purpose of having unlimited power to do any lawful act concerning any lawful business for which a corporation may be incorporated under the Business Corporation Law of 1933, as amended, and all of the directors and shareholders of the corporation deem it advisable, in order to promote the general welfare of S.D.H. and SULLIVAN as well as their respective shareholders: to merge SULLIVAN (a Maryland corporation), into S.D.H. (a Pennsylvania corporation), which shall be the surviving corporation, under and pursuant to the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania, as amended, and particularly Section 902 thereof;

NOW, THEREFORE, S.D.H. and SULLIVAN, each by its board of directors, have agreed and do hereby agree, each with the other, that S.D.H. and SULLIVAN be merged into S.D.H. pursuant to the aforementioned law of the Commonwealth of Pennsylvania, and S.D.H. and SULLIVAN, all the directors of each and all of the shareholders of each, each with the others, do hereby agree upon and prescribe the terms and conditions of said merger and the plan for carrying the same into effect.

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ARTICLE ONE

S.D.H. INDUSTRIES, INC., a Pennsylvania corporation, into which SULLIVAN DIECASTING, INC., is hereby merged, as aforesaid, shall be the corporation continuing after the merger, which surviving corporation shall be governed by the Business Corporation Law of the Commonwealth of Pennsylvania and have its principal office in the Commonwealth of Pennsylvania located at Room 103, 120 Pennsylvania Avenue, Oreland, County of Montgomery, Commonwealth of Pennsylvania.

ARTICLE TWO

From and after the effective date of this Agreement, the Certificate of Incorporation and Articles of Incorporation of the surviving corporation, as in effect on that date and until further amended as provided by law, shall continue in full force and effect as the Certificate of Incorporation and Articles of Incorporation of the corporation surviving this merger: S.D.H.

ARTICLE THREE

The by-laws of S.D.H., the surviving corporation, shall remain and be the by-laws of the corporation surviving this merger, S.D.H., until the same shall be altered or amended according to the provisions thereof and in the manner permitted by the statutes of the Commonwealth of Pennsylvania or by this Agreement.

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ARTICLE FOUR

Upon the effective date of this merger, the issues and outstanding shares of the common stock of SULLIVAN shall be converted into that of S.D.H. the surviving or consolidated corporation by the exchange of one (1) share of the capital stock of the new or consolidated corporation having the par value of One hundred (\$100.00) Dollars each.

ARTICLE FIVE

The terms and conditions of the merger are as follows:

A. This merger shall become effective upon the filing of the Articles of Merger and this Plan with the proper authorities of the Commonwealth of Pennsylvania or the State of Maryland whichever is later. However, for all accounting and other purposes, the effective date of this merger shall be as of the close of business on October 31, 1983.

B. Upon the date when this Agreement shall become effective, the separate existence of SULLIVAN shall cease and the said corporation shall be merged into S.D.H., the surviving corporation, in accordance with the provisions of this Plan, which surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of the merged constituent corporations, and all property, real, personal and mixed, and all debts due to the merged constituent corporations on whatever account, as well as stock subscriptions as all other things in actions of or belonging to the merged constituent corporations shall be

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vested in the surviving corporation and all property, rights, privileges, powers and franchises and all and every other interest of the merged constituent corporations shall be thereafter as effectually the property of the surviving corporation as they were of the merged constituent corporations; and the title to any and all real estate, whether by deed or otherwise, vested in the merged constituent corporations shall not revert or be in any way impaired by reason of this merger; provided, however, that all rights of creditors and all liens upon any property of the merged constituent corporations shall be preserved unimpaired and all debts, liabilities, obligations and duties of the merged constituent corporations shall thenceforth attach to the surviving corporation and may be enforced against the surviving corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If, at any time, the surviving corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of the merged corporation, the proper officers and directors of such corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation and to otherwise carry out the purposes of this Plan.

C. Upon this Plan's becoming effective, the assets and liabilities of the merged constituent corporation shall be taken up on the books of the surviving corporation in accordance with the provisions of the Internal

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Revenue Code of 1954, as amended, and the regulations issued pursuant thereto.

D. Upon this Plan's becoming effective, the capitalization of the surviving corporation shall be as set forth in its Certificate of Incorporation filed in the office of the Secretary of the Commonwealth of Pennsylvania on October 24, 1983, providing for an authorized capital stock of 1,000 shares consisting of common stock of the par value of One Hundred (\$100.00) Dollars each, amounting in the aggregate to One hundred thousand (\$100,000.00) Dollars.

E. Each of the corporations, parties, hereto, shall furnish to the new or surviving corporation a list of its shareholders, with the post office address and the number of shares of stock held by each, as of and on the date the meeting of its shareholders herein contemplated is held.

F. The shareholders of each of the parties hereto shall deposit their certificates of stock with the Secretary of the new or surviving corporation, or in case of his death, refusal or inability to act, with such other officer of the new or surviving corporation as its Directors may designate, which certificates are to be assigned by the said shareholders to the new or surviving corporation.

#### ARTICLE SIX

The number, names and places of residence of the first director of the surviving corporation who shall hold office until his successors have been chosen or appointed according to the by-laws of said corporation is as follows:

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JOHN M. SULLIVAN

1101B Jefferson Court,  
Lansdale, PA 19446

The first officers of the surviving corporation shall be a President, a Treasurer and a Secretary. The names and places of residence of the first officers of the surviving corporation are as follows:

President  
TreasurerJOHN M. SULLIVAN  
1101B Jefferson Court,  
Lansdale, PA 19446

Secretary

EDWIN B. BARNETT  
309 Valley Road  
Merion, PA 19066

If, on the effective date of this Agreement, a vacancy shall exist on the Board of Directors of the surviving corporation or any of the offices above specified by reason of the inability or failure of any of the above-named persons to accept a directorship in the surviving corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided in the by-laws of the surviving corporation.

The first meeting of the board of directors of the surviving corporation to be held after the date when this Plan shall become effective may be called or may convene in the manner provided in the by-laws of the surviving corporation and may be held at the time and place specified in the notice of the meeting.



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ARTICLE SEVEN

A. The surviving corporation shall bear all expenses of the merger not paid by the merged corporation prior to the effective date of the merger.

B. Each of the corporations which are parties hereto, will under its corporate seal, duly attested, make, execute and deliver to the new or surviving corporation; Indentures to grant, bargain, sell convey, enfeoff, release, confirm, assign, transfer, set-over and deliver unto such Grantee, its successors and assigns, all, every and singular, the franchises, corporate property, rights and credits possessed, owned, held or exercised by such Grantor.

C. Each Indenture shall recite where appropriate, that the same is made under and subject to the payment and discharge by the Grantee, its successors and assigns, of all, every and singular, the debts, liabilities, duties and obligations of the Grantor, and shall be executed under the corporate seal, duly attested, of the Grantee, as evidence in said Indenture of the Grantee's assumption of the payment and discharge of said obligations.

ARTICLE EIGHT

The surviving corporation shall have the right to amend, alter change or repeal any provision contained in the certificate of Incorporation of the surviving corporation and any provision contained in this Agreement of Merger which could be contained in the Certificate of Incorporation or a corporation formed under the laws of the Commonwealth of Pennsylvania

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in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE NINE

For the convenience of the parties and to facilitate the filing of this Agreement, any number of counterparts thereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

ARTICLE TEN

This joint plan of merger or consolidation may, at any time prior to the filing of articles of merger or consolidation with the Department of State of the Commonwealth of Pennsylvania, be terminated by the board of directors of either corporation which is a party to this Plan (by the agreement of the boards of directors of all corporations which are parties to the Plan) notwithstanding approval of the Plan by the shareholders of any or all of the corporations which are parties to the Plan.

IN WITNESS WHEREOF, the President, Secretary and each of the directors of S.D.H. INDUSTRIES, INC. and SULLIVAN DIECASTING, INC., acting in its name and on its behalf, in pursuance of a resolution of their respective board of directors; have hereunto set their hands and seals and caused the common or corporate seal of their respective corporations to be hereunto affixed the day and year first above written.

ATTEST:

Edwin B. Barnett  
Edwin B. Barnett, Secretary

S.D.H. INDUSTRIES, INC.

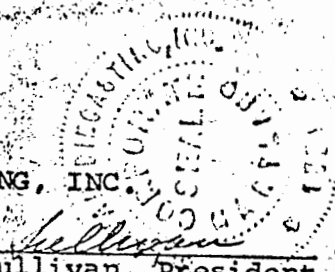
BY John M. Sullivan  
John M. Sullivan, President

John M. Sullivan  
John M. Sullivan  
(the above being the sole director  
of S.D.H. INDUSTRIES, INC.)

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SULLIVAN DIECASTING, INC.  
BY John M. Sullivan  
John M. Sullivan, President

ATTEST:  
Mary M. Sullivan  
Mary M. Sullivan, Secretary

John M. Sullivan  
Mary M. Sullivan  
James E. Sullivan  
(the above being all the directors  
of SULLIVAN DIECASTING, INC.)

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ARTICLES OF MERGER

MERGING

SULLIVAN DIECASTING, INC. (MD CORP)

INTO

S.D.H. INDUSTRIES, INC. (PA CORP) Survivor

approved and received for record by the State Department of Assessments and Taxation of Maryland March 16, 1984 at 3:28 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2639, folio 003783, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 40.00 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 164359

received for Record AUG. 20, 1984 and recorded in the CORP. Records of Wicomico County, Maryland in Liber A.J.S. No. 29, Folios 377-392.

bt

A. James Smith Clerk

G. M. Semmes, Bowen & Semmes, 10 Light St., Baltimore, Md. 21202

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GEORGE L. RALPH, INC.

## ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER, entered into this 28th day of March, 1984, by and between GEORGE L. RALPH, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor") and THE HOUSEWARMERS, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferee").

## THIS IS TO CERTIFY THAT:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee.

SECOND: The name, post office address and principal place of business of Transferee are: The Housewarmers, Inc., 315 Lake Street, Salisbury, Maryland 21801.

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

Transferor is George L. Ralph, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is The Housewarmers, Inc., a corporation organized under the general laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article Eighth herein, is Two million Two Hundred Ten Thousand One Hundred Thirty-six Dollars and Forty-Five Cents (\$2,210,136.45) to be paid to Transferor in accordance with the terms and conditions set forth in the Purchase Agreement dated March 26, 1984

LAW OFFICES OF  
MELNICOVE, KAUFMAN,  
WEINER & SMOUSE, P. A.  
36 S. CHARLES STREET  
BALTIMORE, MD  
21201-3080

REC FEE	7.00
TOTL	7.00
5078CHK	7.00
02 01984 8-20	AP:51

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(hereinafter referred to as the "Agreement") between Diamond Industries, Inc. and Transferor. Transferee is the assignee of Diamond Industries' rights and obligations under the Purchase Agreement.

FIFTH: The principal office of Transferor is in the city of Salisbury, Wicomico County, State of Maryland. The counties in which Transferor owns property, the title to which could be affected the recording of an instrument among the Land Records, are Harford, Caroline, Worcester, and Wicomico counties. The principal office of the Transferee is in the City of Salisbury, Wicomico County, State of Maryland.

SIXTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

LAW OFFICES OF  
MELNICOVE, KAUFMAN,  
WEINER & SMOUSE, P.A.  
38 S. CHARLES STREET  
BALTIMORE, MD  
21201-3000

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SEVENTH: As to Transferee, the sale, assignment and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Maryland under which Transferee was organized.

EIGHTH: In consideration of the payment to Transferor of *Two Million Two Hundred Ten Thousand One Hundred and Thirty-Six Dollars and Forty-Five Cents* (\$2,210,136.45) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, substantially all of its property and assets, consisting of the properties described in the Confirmatory Deeds of Assignment between the parties as well as the property set forth on Exhibit A attached hereto. The Transferee assumes no liabilities of the Transferor other than those set forth in Exhibit B.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Delaware corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the laws applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, George L. Ralph, Inc. and The Housewarmers, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its

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WEINER & SMOUSE, P. A.  
26 S. CHARLES STREET  
BALTIMORE, MD  
21201-3080

President or Vice President and was attested by the Secretary or Assistant Secretary, as of this \_\_\_\_ day of \_\_\_\_\_, 1984.

ATTEST:

GEORGE L. RALPH, INC.

Kathryn G. Landis  
Secretary

By: [Signature] (Seal)  
President

THE HOUSEWARMERS, INC.

[Signature]  
Secretary

By: [Signature] (Seal)  
President

THE UNDERSIGNED, THE PRESIDENT OF GEORGE L. RALPH, INC., WHO EXECUTED ON BEHALF OF SAID CORPORATION THE FOREGOING ARTICLES OF SALE AND TRANSFER, OF WHICH THIS CERTIFICATE IS MADE A PART, HEREBY ACKNOWLEDGES IN THE NAME AND ON BEHALF OF SAID CORPORATION, THE FOREGOING ARTICLES OF SALE AND TRANSFER TO BE THE CORPORATE ACT OF SAID CORPORATION AND FURTHER CERTIFIES THAT, TO THE BEST OF HIS KNOWLEDGE, INFORMATION AND BELIEF, THE MATTERS AND FACTS SET FORTH THEREIN WITH RESPECT TO THE APPROVAL THEREOF ARE TRUE IN ALL MATERIAL RESPECTS, UNDER THE PENALTIES OF PERJURY.

[Signature]  
President

THE UNDERSIGNED, THE PRESIDENT OF THE HOUSEWARMERS, INC., WHO EXECUTED ON BEHALF OF SAID CORPORATION THE FOREGOING ARTICLES OF SALE AND TRANSFER, OF WHICH THIS CERTIFICATE IS

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BALTIMORE, MD  
21201-3080



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MADE A PART, HEREBY ACKNOWLEDGES, IN THE NAME AND ON BEHALF OF SAID CORPORATION, THE FOREGOING ARTICLES OF SALE AND TRANSFER TO BE THE CORPORATE ACT OF SAID CORPORATION AND FURTHER CERTIFIES THAT, TO THE BEST OF HIS KNOWLEDGE, INFORMATION AND BELIEF, THE MATTERS AND FACTS SET FORTH THEREIN WITH RESPECT TO THE APPROVAL THEREOF ARE TRUE IN ALL MATERIAL RESPECTS, UNDER THE PENALTIES OF PERJURY.

*Jul Mann*

President

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LAW OFFICES OF  
MELNICOVE, KAUFMAN,  
WEINER & SMOUSE, P. A.  
38 S. CHARLES STREET  
BALTIMORE, MD  
21201-3060

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EXHIBIT A

All of Transferor's petroleum business assets including real estate, fixtures, inventory, customer lists, equipment, machinery, supplies, radios, telephones, automotive parts, tires, batteries, burner service parts, service equipment and other tangible personal property, all franchise agreements, branding agreements, lease agreements, options, tradenames, trademarks, service marks, restrictive covenants, licenses, permits, and all contract rights and intangibles of Transferor not otherwise specified in this Purchase Agreement dated March 26, 1984. Excluded from the Sale and Transfer are accounts receivable, cash and cash equivalents, the convenience store business of Transferor and any assets associated therewith and the Hebron House in Hebron, Maryland and the Lake Street Warehouse in Salisbury, Maryland, as set forth in the Purchase Agreement.

EXHIBIT B TO ARTICLES OF TRANSFER AND SALE

XXXXXXXXXXXX

LEASES, OPTIONS AND CONTRACTS TO BE  
ASSUMED AND ASSIGNED, SUBJECT  
TO COURT APPROVAL

<u>Party</u>	<u>Description</u>	<u>Approximate Date</u>
Towne Toyota	Field Equipment Agreement	1982
Logan's Store	Field Equipment Agreement	9/83
Willie Hunter & Sons	Field Equipment Agreement	4/73
Jolley Mem. Home	Field Equipment Agreement	8/78
M&M Market	Field Equipment Agreement	7/82
Citizens Gas Co.	Field Equipment Agreement	9/81
D&S Electronics	Field Equipment Agreement	10/80
Supersoda Center	Field Equipment Agreement	4/83
Eastern Shore Ref.	Field Equipment Agreement	10/73
Geo. L. Elliott & Son	Field Equipment Agreement	3/78
Green Acres	Field Equipment Agreement	10/82
J.R. Dashiell & Sons	Field Equipment Agreement	5/76
Salisbury Datsun	Field Equipment Agreement	1982
Outpost	Field Equipment Agreement	1982 and 1983
Coopers Market	Field Equipment Agreement	1983
Dover Datsun	Field Equipment Agreement	1983
Adkins Hardware	Field Equipment Agreement	Unknown

<u>Party</u>	<u>Description</u>	<u>Approximate Date</u>
A&W Hardware	Field Equipment Agreement	Unknown
Bahia Marina	Field Equipment Agreement	Unknown
Bishopville Fire Department	Field Equipment Agreement	Unknown
Megee Farms	Field Equipment Agreement	Unknown
S&S Market	Field Equipment Agreement	Unknown
Berlin AG Supply	Field Equipment Agreement	Unknown
Lester's Getty	Field Equipment Agreement	Unknown
Doughties Market	Field Equipment Agreement	7/81
Melson's Market	Field Equipment Agreement	5/83
Webb's Market	Field Equipment Agreement	Unknown
U.P.S.	Field Equipment Agreement	10/79
J&B Market	Field Equipment Agreement	8/82
Seaside Chevy Olds	Field Equipment Agreement	7/83
Willie's Fair	Field Equipment Agreement	7/81
Green Hill Yacht & Country Club	Field Equipment Agreement	8/78
Bill Hall Ford	Field Equipment Agreement	12/83
Concrete Block Systems	Field Equipment Agreement	4/82
Mills Communication, Inc.	Radio Tower Lease and Service Contract	1971 1981
Town of Greensboro	Real Property Lease	9/78
John and Augusta Williams	Berlin Supersoda Lease	1/83