

002191

LIGER 41 PAGE 401

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30 day of September, 1985. and I acknowledge the same to be my act.

WITNESS.

INCORPORATOR:

Cheryl A. Jones

Brett W. Wilson (SEAL)  
Brett W. Wilson

LIBER 41 PAGE 402

ARTICLES OF INCORPORATION  
OF  
ANTHONY'S RESTAURANT AND PIZZERIA INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 14, 1985 AT 03:05 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2753 , FOLIO 002189 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION &  
CAPITALIZATION FEE PAID: \$ 20

RECORDING FEE PAID: \$ 20

SPECIAL FEE PAID: \$ \_\_\_\_\_

D2013605

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.

*Paul B. Auburn*



A 187236

Received for Record Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Corp. 41, Folios 399-402.

*A. James Smith*

EX. 4 M. ROBERT F. COLFRESH 935 MT. HERMOX RD. MARKET PLACE EAST  
SALISBURY 1/23/86

A

000263

LIBER 41 PAGE 403

864080

VIDEO PRO, INC.

ARTICLES OF INCORPORATION

FIRST: I, ROBERT B. FINE, whose post office address is 110 N. Division St., Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is VIDEO PRO, INC.

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

(1) To engage in video productions, sales, rentals; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State of 104 New York Avenue, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are SHARON GRIBBIN, 104 New York Avenue, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be 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;

(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: SHARON GRIBBIN.

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:

REC FEE 5.00  
TOTL 5.00  
4706CHK 5.00  
02 01986 1-13 P3:18

52888300

5

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

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

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10<sup>th</sup> day of October, 1985, and I acknowledge the same to be my act.

*Robert B Fine*  
ROBERT B. FINE

LIBER 41 PAGE 405

ARTICLES OF INCORPORATION  
OF  
VIDEO PRO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 15, 1985 AT 10:53 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2754 FOLIO 000262 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ \_\_\_\_\_

D2014819

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 187439

Received in Records and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Vol. 41, Folios 403-405.

*[Handwritten Signature]*

864081

## ARTICLES OF INCORPORATION

SALISBURY SCOTTISH RITE CHARITABLE FOUNDATION, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Charles R. Dashiell, Jr., whose post office address is 126 East Main Street, Salisbury, Maryland 21801, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

SALISBURY SCOTTISH RITE CHARITABLE FOUNDATION, INC.

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or elsewhere, are as follows:

(a) Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by mention of any particular purpose, object or business, to limit or restrict any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations.

FOURTH: The post office address of the principal office of the Corporation in this State is 110 N. Division St., Salisbury, Maryland 21801. The Resident Agent of the Corporation is Charles R. Dashiell, Jr., whose post office address is

RECFEE	5.00
TOTL	5.00
4705CHW	5.00
00 01986	1-15 F3:10

52968215

3.

126 East Main Street, Salisbury, Maryland 21801. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a Board of three (3) Directors, which number may be increased or decreased in accordance with the Bylaws of the Corporation, but shall always be an odd number and shall never be less than three (3) nor more than nine (9). The names of the Directors who shall act as such until the first annual meeting of the Directors or until their successors are duly chosen and qualify are:

- N. Lee Dolbey
- J. Morris Jones
- Howard R. Walls

SIXTH: The Corporation shall not have any capital stock.

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

EIGHTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or

scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Wicomico County in which the principal office of the Corporation is located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

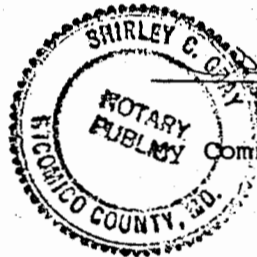
IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act, this 30th day of September, 1985.

*Charles R. Dashiell, Jr.*  
 \_\_\_\_\_  
 Charles R. Dashiell, Jr.

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, That on this 30th day of September, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared CHARLES R. DASHIELL, JR., and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.



*Shirley G. C. [Name]*  
 \_\_\_\_\_  
 Notary Public  
 Commission Expires: 7/1/86



LIBER 41 PAGE 409

ARTICLES OF INCORPORATION  
OF  
SALISBURY SCOTTISH RITE CHARITABLE FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 17, 1985 AT 10:21 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2754 , FOLIO 4 002729 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20      RECORDING FEE PAID: \$ 20      SPECIAL FEE PAID: \$ \_\_\_\_\_  
D2016806

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.

*Richard W. Fisher*



A 187586

Received for Record Jan 13, 1986 and recorded in the  
CWP Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41 . Folios 406-407.

*A. James Smith*

001462

LIBER 41 PAGE 410  
ARTICLES OF INCORPORATION

OF

FRONT ROW VIDEO PRODUCTIONS, INC.

864082

A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, Ricki B. Taylor, whose post office address is Box 785, Rt. 5, Cotton Patch Island, Salisbury, MD 21801, being at least eighteen (18) years of age, by virtue of the general laws of the State of Maryland authorizing the formation of close corporations, does hereby act with the intention of forming a close corporation by the execution and filing of these Articles.

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

FRONT ROW VIDEO PRODUCTIONS, INC.

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

(a) To engage generally in the operation of an audio and video production and communication business on both a commercial and industrial basis offering its services under any medium to the general public.

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

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

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

FEES 5.00  
TOTL 5.00  
4722CHK 5.00  
02 01986 1-13 PS:26

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001463

LIBER 41 PAGE 411

sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(e) 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.

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

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

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

Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 785, Rt. 5, Cotton Patch Island, Salisbury, MD 21801. The resident agent of the Corporation is Russell C. Dashiell, Jr., 124 E. Main St., Salisbury, MD 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000.00) shares without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have one director, Ricki B. Taylor, 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 Corporation and Associations Article of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation this 17th day of September, 1985.

TEST:

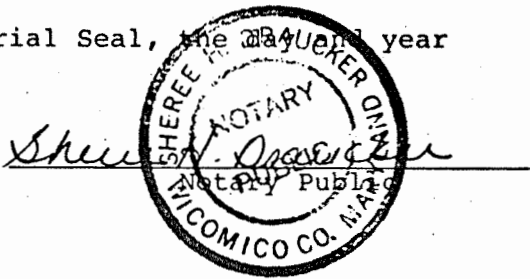
Shirley H. Braucher Ricki B. Taylor (SEAL)  
Ricki B. Taylor

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 17th day of September, 1985, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Ricki B. Taylor, and he acknowledged the foregoing Articles of Incorporation to be her act.

WITNESS my hand and Notarial Seal, the 22nd day of September, 1985, year last above written.

My Commission Expires:  
7/1/86



REC-13 10 18

LIBER 41 PAGE 413  
ARTICLES OF INCORPORATION  
OF  
FRONT ROW VIDEO PRODUCTIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 18, 1985 AT 10:19 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2748, FOLIO 001461, OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2002467

WICOMICO

TO THE CLERK OF THE CIRCUIT COURT OF

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

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

*Carl B. Johnson*



A 185768

Received for Record Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
41, Folios 410-413.

*A. James Smith*

001763

LIBER 41 PAGE 414

864083

## ARTICLES OF INCORPORATION

OF

INNOVATIVE CASH REGISTERS, INC.

AK

A CLOSE CORPORATION

## THIS IS TO CERTIFY:

FIRST: That the subscriber, Michael W. Kelley, whose post office address is Rt. 3, Whipple Dr., Delmar, MD 21875, 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

INNOVATIVE CASH REGISTERS, INC.

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

(a) To own and operate a business dealing in the distribution, sale and service of cash registers, scales and related parts, supplies and components on both a wholesale and retail basis.

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

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

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

REC FEE 5.00  
TGT L 5.00  
4721CHK 5.00  
1-13 F3:26

52628242

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sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(e) 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.

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

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

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

Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 2213-15 Northwood Dr., Salisbury, Maryland 21801. The resident agent of the Corporation is Russell C. Dashiell, Jr., 124 E. Main St., Salisbury, MD 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand five hundred (1,500.00) shares without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have one director, Michael W. Kelley, 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 Corporation and Associations Article of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation this 17<sup>th</sup> day of September, 1985.

TEST:

Russell C. Dashiell, Jr. Michael W. Kelley (SEAL)

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 17<sup>th</sup> day of Sept, 1985, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Michael W. Kelley, and he acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal, the 17<sup>th</sup> day of Sept, 1985.

My Commission Expires: 7/1/86

Shirley H. Draucker  
Notary Public  
WICOMICO CO. MARYLAND



LIBER " 41" PAGE 417

ARTICLES OF INCORPORATION  
OF  
INNOVATIVE CASH REGISTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 19, 1985 AT 10:03 A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2748 , FOLIO 001768 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ \_\_\_\_\_

D2002954

WICOMICO  
TO THE CLERK OF THE CIRCUIT COURT OF

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

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

*Gal B. Johnson*



A 185817

received Record Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Corp. 41, Folios 414-417.

*A. James Smith*

864084

ARTICLES OF INCORPORATION  
OF

THE LOWER EASTERN SHORE COMMITTEE ON EMPLOYMENT  
OF THE HANDICAPPED, INC.

A NON-PROFIT CORPORATION

FIRST: The undersigned, Jean S. Laws, whose address is 107 North Baptist Street, Salisbury, Maryland 21801, being at least eighteen years of age, does hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

THE LOWER EASTERN SHORE COMMITTEE ON EMPLOYMENT  
OF THE HANDICAPPED, INC.

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

(a) Promoting the employment of handicapped individuals on the Lower Eastern Shore, and providing support and financial assistance to handicapped individuals or groups, programs, projects and other organizations that provide services to handicapped people; and the Corporation, in order to provide such support and assistance, is organized for the purpose of receiving contributions, donations and/or grants from citizens, groups, societies, corporations and/or State and Federal agencies; and to do any and all things necessary or proper in connection with or incidental to any of the foregoing. The Corporation shall have the power, either directly or indirectly and either alone or in conjunction or cooperation with others, to do any and all lawful acts or things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

(b) 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 dis-

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TOTAL 5.00  
4/20/64 5.00  
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LIBER 41 PAGE 419

tribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the same now exist or as they may hereafter be amended from time to time.

FOURTH: The address of the principal office of the Corporation is Holly Center, Snow Hill Road, P. O. Box 2358, Salisbury, Maryland 21801. The name and address of the resident agent of the Corporation in Maryland is Jean S. Laws whose address is 107 N. Baptist Street, P. O. Box 75, Salisbury, Maryland 21801. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The Corporation has no authority to issue capital stock.

SIXTH: The number of directors of the Corporation shall be no more than fifteen (15) nor less than three (3), which number may be increased and decreased pursuant to the by-laws of the Corporation but shall never be less than the number required by law; and the names of those who will serve as directors until the first annual meeting and until their successors are elected and qualify are Paul Rendine, Joel Rodney and Ralph Murray.

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

(a) The Corporation is not formed for pecuniary profit or financial gain. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any

distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all its debts and obligations, shall be used or distributed exclusively for purposes within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be amended from time to time.

(b) 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.

(c) The number of; qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

(d) The Corporation shall indemnify its directors and officers to the fullest extent permitted by applicable Maryland law as it now exists or as it may be amended from time to time.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its trustees, any amendments to these articles which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, the undersigned incorporator has signed and executed these Articles of Incorporation on this 23rd day of September, 1985, and has acknowledged the same to be her act and deed for the purposes herein contained.

WITNESS:

*Shelley L. Evans*

*Jean S. Laws*  
Jean S. Laws

002794

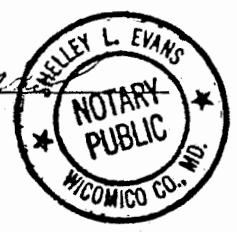
LIBER 41 PAGE 421

STATE OF MARYLAND; WICOMICO COUNTY, TO WIT:

THIS IS TO CERTIFY that on this 23<sup>rd</sup> day of September, 1985, appeared before me, a Notary Public in and for the State of Maryland, Jean S. Laws, who acknowledged herself to be the incorporator in the above-mentioned Articles of Incorporation and acknowledged the foregoing Articles of Incorporation to be her act and deed for the purposes therein contained.

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

*Shelley L. Evans*  
Notary Public



My Commission Expires:  
July 1, 1986

LIBER 41 PAGE 422

ARTICLES OF INCORPORATION  
OF  
THE LOWER EASTERN SHORE COMMITTEE ON EMPLOYMENT OF THE H  
ANDICAPPED, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 24, 1985 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2748 <sup>5</sup> FOLIO 002790 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION &  
CAPITALIZATION FEE PAID:  
\$ 20

RECORDING FEE PAID:  
\$ 20

SPECIAL FEE PAID:  
\$ \_\_\_\_\_

D2004330

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.

*[Signature]*



A 185954

received to record Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41 Folios 418-422.

*[Signature]*

000768

LIBER 41 PAGE 423

864085

ARTICLES OF INCORPORATION  
OF  
GINGERBREAD HOUSE, INC.

A Maryland Close Corporation

THIS IS TO CERTIFY:

That I, the subscriber, Arthur D. Webster, whose post office address is 300 West Main 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:

GINGERBREAD HOUSE, INC.

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 and carry on the ownership and management of a bakery and ice cream shop; and
- (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; and

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REC FEE  
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LAW OFFICES  
Heurte, Webster & Sperry  
P. O. BOX 307  
SALISBURY, MARYLAND 21801-0007  
(301) 745-0333

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(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 the United States of America; and

(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; and

(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 410 Viewfield Drive, Salisbury, Wicomico County, Maryland 21801.

The resident agent of the Corporation is Arthur D. Webster whose post office address is 300 West Main 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

LAW OFFICES  
Heurte, Webster & Sperry  
P. O. BOX 307  
SALISBURY, MARYLAND 21801-0307  
(301) 749-0333



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 least one share of stock of the Corporation are complete. Until the election not to have a Board of Directors becomes effective, Hugh F. Renshaw, 410 Viewfield Drive, Salisbury, Wicomico County, Maryland 21801, Robert M. Spery, 300 West Main Street, Salisbury, Wicomico County, Maryland 21801 and Arthur D. Webster, 300 West Main Street, Salisbury, Wicomico County, Maryland 21801 shall serve as the Directors 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 Twenty Thousand (20,000) shares of common stock of One Dollar (\$1.00) par value each share.

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.

LAW OFFICES  
**Harris, Webster & Spery**  
P. O. BOX 307  
SALISBURY, MARYLAND 21801-0307  
(410) 746-0313

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 26th day of September, 1985.

TEST:

Linda A. Collins                      Arthur D. Webster (SEAL)  
Arthur D. Webster

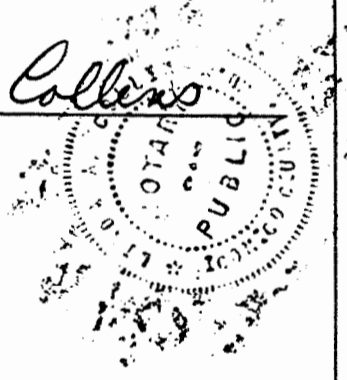
STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 26th day of September, 1985, before me, the subscriber, a Notary Public for 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. Collins  
Notary Public

My Commission Expires:  
July 1, 1986



LAW OFFICES  
Harris, Webster & Sperry  
P. O. BOX 307  
SALISBURY, MARYLAND 21801-0307  
(301) 749-0333

LIBER 41 PAGE 427

ARTICLES OF INCORPORATION OF GINGERBREAD HOUSE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 30, 1985 AT 10:09 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2730, FOLIO 000767 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D2006930

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 of G. B. Robinson



A 186425

Received for Record Jan 13, 1986 and recorded in the Corp. Records of Wicomico County, Maryland in Liber A.J.S. No. 41, Folios 423-427.

Handwritten signature of G. James Smith

864086

ARTICLES OF INCORPORATION  
OF  
CIRCLE E, INC.

A Maryland Close Corporation

THIS IS TO CERTIFY:

That I, the subscriber, Arthur D. Webster, whose post office address is 300 West Main 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:

CIRCLE E, INC.

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 and carry on the business of operating a convenience store and market open to the general public; and
- (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; and

LAW OFFICES  
Heurte, Webster & Sperry  
P. O. BOX 307  
SALISBURY, MARYLAND 21801-0307  
(301) 749-0333

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(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 the United States of America; and

(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; and

(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 Route 1, Box 369A, Salisbury, Wicomico County, Maryland 21801.

The resident agent of the Corporation is Arthur D. Webster whose post office address is 300 West Main 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

LAW OFFICES  
**Henne, Webster & Sperry**  
P. O. BOX 307  
SALISBURY, MARYLAND 21801-0307  
(410) 749-0338

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 least one share of stock of the Corporation are complete. Until the election not to have a Board of Directors becomes effective, Gerald W. Elliott, Route 1, Box 369A, Salisbury, Wicomico County, Maryland 21801, Robert M. Spery, 300 West Main Street, Salisbury, Wicomico County, Maryland and Arthur D. Webster, 300 West Main Street, Salisbury, Wicomico County, Maryland 21801 shall serve as the Directors 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 Twenty Thousand (20,000) shares of common stock of One Dollar (\$1.00) par value each share.

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 27<sup>th</sup> day of September, 1985.

TEST:

Shirley A. Sperry Arthur D. Webster (SEAL)  
Arthur D. Webster

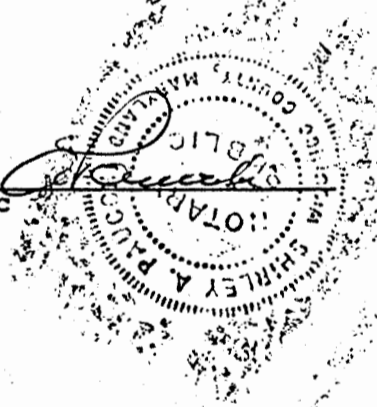
STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 27<sup>th</sup> day of September, 1985, before me, the subscriber, a Notary Public for 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.

Shirley A. Sperry  
Notary Public

My Commission Expires:  
July 1, 1986



LAW OFFICES  
**Heurte, Webster & Sperry**  
P. O. BOX 307  
SALISBURY, MARYLAND 21801-0307  
(301) 749-0333

LIBER 41 PAGE 432

ARTICLES OF INCORPORATION  
OF  
CIRCLE E, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 30, 1985 AT 10:09 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2730, FOLIO 000830, OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION &  
CAPITALIZATION FEE PAID: \$ 20

RECORDING FEE PAID: \$ 20

SPECIAL FEE PAID: \$

D2007052

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.

*Gal B. Auburn*



A 186437

received for Record *Jan 13, 1986* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. *41*, Folios *428-432*.

*A. James Smith*



X

LIBER 41 PAGE 433  
W & A MARINE, INC.

002631

ARTICLES OF INCORPORATION

864087

FIRST: I, Henry M. Rutledge, whose post office address is P.O. Box 4247, One Plaza East, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is W & A Marine, Inc.

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

(1) To purchase, sell, lease, charter, or mortgage boats, ships and any other type of marine craft, and

(2) To enter into shipping contracts, leases or charter parties for sailing to any and all ports in the world, and

(3) To arrange or provide for carriage by ship or other marine craft of freight or passengers anywhere in the world including specifically over and across international waters, and

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

FOURTH: The post office address of the principal office of the Corporation in this State is 232 Mill Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is David Wallace, 22 Catherell Court, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares with par value of \$1.00 per share, all of which shares are of one class and are designated common stock.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: David Wallace, James Kramer, and Garland Marshall.

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:

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock 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 all the votes cast by stockholders who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1 day of October, 1985, and I acknowledge the same to be my act.

WITNESS:

Darcie A. O'Barry

Henry M. Rutledge (SEAL)  
Henry M. Rutledge

LIBER 41 PAGE 436

ARTICLES OF INCORPORATION  
OF  
W & A MARINE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION,  
OF MARYLAND OCTOBER 03, 1985 AT 10:14 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2751 FOLIO 002630 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2009181

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 186700

Received for Record Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41, Folios 433-436.

*A. James Smith*

*ELM. DAVID WALLACE 22 CATHERELL CT. SANB. 1/23/86*

864088 C. W. SHORES AND ASSOCIATES, INC.

A Maryland Close Corporation  
Organized Pursuant to Title Four of the  
Corporations and Associations Article of the  
Annotated Code of Maryland

PS

ARTICLES OF INCORPORATION

FIRST: I, Hugh Kristian Hanson, whose post office address is 132 East Main Street, Post Office Box 109, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is C. W. SHORES AND ASSOCIATES, INC.

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

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

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

✓

FIFTH: The post office address of the principal office of the Corporation in this State is 18 Catherell Court, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Charles W. Shores, 18 Catherell Court, Salisbury, Maryland. Said Resident Agent is an individual actually residing in this State.

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

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

52808165

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000944

LIBER 41 PAGE 438

SEVENTH: The number of Directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Director, who shall act until the first annual meeting or until his successor is duly chosen and qualified, is Hugh Kristian Hanson.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting, of a majority of all the votes cast by stock holders 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 12<sup>th</sup> day of October, 1985, and I acknowledge the same to be my act.

WITNESS:

*Anna W. DeWitt*

*Hugh Kristian Hanson* (SEAL)  
HUGH KRISTIAN HANSON

RECFEE  
707L  
4715/40  
02 01966 1-13 67 25

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 1<sup>st</sup> day of *October*, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Hugh Kristian Hanson, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within, and acknowledged the foregoing

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

LISCR 41 PAGE 439 000945

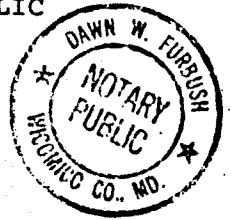
Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

*Dawn W. Furbush*

NOTARY PUBLIC

My Commission Expires: July 1, 1986



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

LIBER 41 PAGE 440

ARTICLES OF INCORPORATION  
OF  
C. W. SHORES AND ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 07, 1985 AT 09:35 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2752 FOLIO 000942 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2010452

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 186811

Accepted for Record Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41 Folios 437-440

*[Handwritten Signature: A. James Smith]*

EX. P.M. CHARLES W. SHORES CATHRELL CT. SANIS. 1/23/86



001296

A

LIBER 41 PAGE 441

864089

ARTICLES OF INCORPORATION

FIRST: The undersigned, BARRETT E. MORRISON, D.C., whose post office address is 709 Edgewater Drive, # 201, Salisbury, Maryland, 21801, being at least eighteen years of age, does hereby form a Professional Service Corporation under the general laws of the State of Maryland.

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

BARRETT E. MORRISON, D.C., P.A.

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

1. To engage in the general practice of Chiropractic. This Corporation shall not engage in any business other than the rendering of the professional services for which it was specifically incorporated, but it shall be permitted to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and shall be permitted to own any real or personal property necessary in the rendering of its professional services.
2. To do such acts and carry on such business as may be permitted by Title 5 Subtitle (1) of the Corporations and Associations Article of the Annotated Code of Maryland.

REC FEE	5.00
TOTL	5.00
4723CHK	5.00
02 01986 1-13 P3:27	

52598338

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001297

LIBER 41 PAGE 442

FOURTH: The post office address of the principal office of the Corporation in Maryland is:

2002 North Salisbury Boulevard  
Salisbury, Maryland  
Wicomico County 21801

The name and post office address of the Resident Agent of the Corporation in Maryland are:

BARRETT E. MORRISON, D.C.  
2002 North Salisbury Boulevard  
Salisbury, Maryland  
Wicomico County 21801

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) common shares of the par value of One Dollar (\$1.00) per share, all of one class, and having an aggregate par value of \$1,000.00.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of Stockholders, and the name of the Director who shall act until the first meeting or until a successor is duly chosen and qualified is:

BARRETT E. MORRISON, D.C.

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 Officers.

1. The Stockholders, Directors and Officers of this Corporation shall be duly licensed Chiropractors.

001298

LIBER 41 PAGE 443

2. The Corporation shall not cause, nor shall any Stockholder convey or transfer any shares to any one unless it be to an individual who has been duly licensed by the State to be a practicing Chiropractor.
3. No Stockholder, Director, or Officer shall be permitted to act by proxy. No Stockholder shall enter into a voting trust agreement.
4. Any Stockholder, Director, Officer, Agent or Employee of this Corporation shall, upon becoming legally disqualified to render such professional service within this State for which this Corporation was organized, or accepts employment, that pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, shall sever all employment with, and financial interest in this Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on September 6, 1985, and acknowledge the same to be my act.

*Barrett E. Morrison D.C.*  
BARRETT E. MORRISON, D.C.  
Incorporator

ARTICLES OF INCORPORATION  
OF  
BARRETT E. MORRISON, D.C., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 16, 1985 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2748 FOLIO 001295 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2002111

WICOMICO

TO THE CLERK OF THE CIRCUIT COURT OF

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE

*Paul B. Quinn*



A 185750

Received for Record Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
91, Folios 441-444.  
*A. James Smith*

Stock Corporation Charter  
Pat's Preschool Incorporated

LIBER 41 PAGE 445

003459

864090

Articles of Incorporation

1. The undersigned Patricia Kay McKenzie and Kevin George McKenzie whose post office address is 105 Culver Street Hebron, Maryland 21830, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.
2. The name of the corporation is Pat's Preschool Incorporated.
3. The purpose for which the Corporation is formed are as follows:
  - a. To provide a day care service for children
  - b. To teach children basic skills
4. The post office address of the principal office of the Corporation in Maryland is 118 East Church Street Hebron, Maryland 21830 Wicomico County. The name and post office address of the resident agent of the Corporation in Maryland is Patricia Kay McKenzie 105 Culver Street Hebron, Md. in Wicomico county zip 21830.
5. The total number of shares of stock which the Corporation has authority to issue is 100 shares of the par value of \$1.00 a share, all of one class, and having an aggregate par value of \$100.00.
6. The number of directors of the Corporation shall be two which number may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than 3 stockholders, the number of directors may be less than 3 but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Kevin George McKenzie and Patricia Kay McKenzie.
7. The duration of the Corporation shall be perpetual.

In WITNESS WHEREOF, We have signed these Articles of Incorporation on September 3rd, 1985, and severally acknowledge the same to be our act.

*Kevin G McKenzie*  
Kevin George McKenzie

*Patricia K McKenzie*  
Patricia Kay McKenzie

REC FEE 5.00  
TOTL 5.00  
4726CHK 5.00  
02 01986 1-13 P3:27

52598371

LIBER 41 PAGE 446  
ARTICLES OF INCORPORATION  
OF  
PAT'S PRESCHOOL INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 16, 1985 AT 10:08 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2747 FOLIO 003458 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2000875

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.

*G. B. Adams*



A 185576

Received for Record Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Corp. 41, Folios 445-446.  
*A. James Smith* (clerk)

ARTICLES OF INCORPORATION  
OF

864091 QUAIL'S TAIL, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Donald D. Ronk and Chester D. Cornman, Sr., whose post office address is 800 East Main Street, Salisbury, Wicomico County, Maryland, 21801, being over eighteen (18) years of age, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, do execute and file these Articles of Incorporation with the intention of forming a corporation.

SECOND: The name of the corporation (hereinafter, the "Corporation") hereby formed is:

QUAIL'S TAIL, INC.

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

- (1) To purchase and develop or sell real estate.
- (2) 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 or otherwise, 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.
- (3) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance of 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.
- (4) To carry on any business hereinbefore enumerated for itself, or for account of other, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights. 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

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

52598367  
REC FEE 5.00  
TOTL 5.00  
4725CHK 5.00  
02 01986 1-13 FT:27

the mention of any particular purpose, object, or business, in any manner to limit or restrict the generality of any purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

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

(6) To do every other act not inconsistent with law which is appropriate to promote and attain the purposes set forth herein.

(7) To have and enjoy, in addition to the foregoing purposes, objects and powers, all other rights, privileges, powers and immunities provided under the general laws of the State of Maryland and any future additions or amendments thereto or enlargements thereof.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is: 800 East Main Street, Salisbury, Maryland, 21801. The name and post office of the resident agent of the Corporation is: Donald D. Ronk, 800 East Main Street, Salisbury, Maryland, 21801. The resident agent is an individual actually residing in the State of Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is TEN THOUSAND (10,000) shares, having a par value of TEN DOLLARS (\$10.00) per share, all of which shares are of one class and designated "Common Capital Stock". The aggregate par value of all shares having a par value is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

SIXTH: Until the first annual meeting of stockholders or until their successors are duly chosen or qualified, the Corporation shall have three directors, who are: Donald D. Ronk, 800 East Main Street, Salisbury, Maryland, 21801, and Chester D. Cornman, Sr., 800 East Main Street, Salisbury, Maryland, 21801; and Edward Q. Wilgus, 132 East Main Street, Salisbury, Maryland, 21801.

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

(a) Authorize the issuance, from time to time, of shares of the Corporation's stock with or without par value of any class and securities converted into shares of its stock with or without par value of any class, for such consideration as the stockholders may deem advisable irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.



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LICER 41 PAGE 449

(b) To fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, and if any, what part of the surplus of the net profits of the Corporation arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter; and to direct and determine the use and disposition of any such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as shall be deemed expedient.

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

(d) To execute mortgages and liens upon the real and personal property of the Corporation.

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

The enumeration and definition of 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 to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

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

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with 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 subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted

meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

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

WITNESS:

George A. [Signature]  
George A. [Signature]

Donald D. Ronk (SEAL)  
Donald D. Ronk

Chester D. Cornman Sr. (SEAL)  
Chester D. Cornman, Sr.

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 11 day of September, 1985, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald D. Ronk, and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

George A. [Signature]  
Notary Public  
GEORGE A. [Signature]  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1986

My Commission Expires: 7/1/86

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 11 day of September, 1985, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Chester D. Cornman, Sr., and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

George A. [Signature]  
Notary Public  
GEORGE A. [Signature]  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1986

My Commission Expires: 7/1/86

LIBER 41 PAGE 451

ARTICLES OF INCORPORATION  
OF  
QUAIL'S TAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 16, 1985 AT 10:04 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2747 FOLIO 003461 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2000883

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.

G. B. Adams



A 185577

RECORDED Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41 Folios 447-451  
A. James Smith Clerk

X

864092

ARTICLES OF INCORPORATION

OF

BRADFORD ENTERPRISES, INC.

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Donald C. Davis, whose post office address is 212 East Main Street, Salisbury, Wicomico County, Maryland, 21801, being at least eighteen (18) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, particularly the Provisions of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

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

(a) To purchase and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm, fruit, vegetable, and garden products, and of cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packing, shipping, buying, and selling, at wholesale and retail, all kinds of fruit, vegetable, farm, and garden products, and to carry on all other business incident thereto or connected therewith; and to do a general commission and broker's business in any or all of the foregoing produce.

(b) To breed, raise, import, export, and deal in poultry, cattle and livestock of all kinds, and to carry on a general poultry and livestock business, purchasing or acquiring, and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, products and by-products of such business.

(c) To engage in, conduct, and carry on, as principals, agents, or in any capacity whatever, the business of dismantlers and excavators, including dismantling, removing, wrecking, or otherwise engaging in any demolition or related work on any and all kinds of buildings and structures.

(d) To carry on a general excavating, earth-moving, tractor, and contracting business, and to that end to lease, charter, own, manufacture, acquire, deal in, advertise, and dispose of cranes, bulldozers, tractors, trucks, rigging, automobiles and other vehicles, and kindred appliances and equipment.

(e) To act as a general contractor for the construction, repairing, and remodeling of buildings and structures of all kinds, and for the improvement of real estate, and the doing of any and all other

RECEIVED 5.00  
TOTAL 5.00  
42700K 5.00  
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LICER 41 PAGE 453

business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

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

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

(h) Nothing herein contained shall be construed as authorizing the corporation to possess the power of issuing bills, notes or other evidences of debt for circulation as money, or the power of

carrying on the business of receiving deposits of money, or the business of buying gold or silver bullion or foreign coins, or the business of banking or insurance.

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

FOURTH: The post office address of the principal office of the corporation is Waste Gate Road, Route 1, Parsonsburg, Maryland 21849. The resident agent of the corporation is Earl W. Bradford, whose address is Waste Gate Road, Route 1, Parsonsburg, Maryland 21849. Said resident agent is a citizen of the State of Maryland. ✓

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

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

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

(c) Each stock certificate, upon issue, shall contain a clear reference to the fact that the Corporation is a close corporation.

SIXTH: The Corporation shall initially have one director, and Earl W. Bradford shall act as such until the first annual meeting or until his successors are duly chosen and qualified. The number of directors may be changed in any lawful manner as the By-Laws may, from time to time provide, which number shall be at least one (1) but not more than nine (9).

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following, subject to such restrictions, if any, as may be set forth and included in Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland:

(a) Authorize the issuance, from time to time, of shares of its stock with or without par value of any class for such consideration as said Board may determine, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

(b) To fix and determine and to vary the amount of working capital of the corporation to determine whether any and, if any, what part of the surplus of the net profits of the corporation arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

(e) May by Resolution passed by a majority of the whole Board, designate one or more committees, each to consist of one (1) or more of the Directors of the Corporation, which to the extent provided in said Resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it, and such committees shall have such names as may be stated in the By-Laws or as may be determined by Resolution adopted by the Board of Directors.

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

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

like force and effect as if he was not such a director or officer of such other corporation or not so interested.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 13<sup>th</sup> day of September, 1985.

WITNESS:

Barbara C. Batey Donald C. Davis (SEAL)  
DONALD C. DAVIS

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 13<sup>th</sup> day of September, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DONALD C. DAVIS and acknowledged the foregoing Articles of Incorporation to be his act.

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

Barbara C. Batey  
NOTARY PUBLIC

My Commission Expires: 7/1/86





LIBER 41 PAGE 457

ARTICLES OF INCORPORATION  
OF  
BRADFORD ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 17, 1985 AT 12:32 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2747 FOLIO 003436 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2000834

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.

*Paul B. Quinn*



A 185572

Received for Record Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Corr. No. 47, Folios 452-457

*A. James Smith*

864093

ARTICLES OF INCORPORATION

OF

EASTERN SHORE SHEET METAL & MILLWRIGHTS, INC.

OK

FIRST: The undersigned, Carol A. Truitt, whose post office address is 130 E. Main Street, Salisbury, Maryland, and being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

EASTERN SHORE SHEET METAL & MILLWRIGHTS, INC.

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

(1) IRON AND STEEL:

To construct, acquire by purchase or otherwise, maintain and operate, or sell or otherwise dispose of sheet metal plants, cement plants, blast furnaces, or furnaces of any kind or character, coke ovens, or plants of any kind or character for converting coal into coke, foundries, rolling mills, steel mills, rod mills, wire mills, or mills, plants, or constructions of any kind or character for the manufacture of iron, steel, or other metals, or for converting iron, steel, or other metal into a manufactured product of any kind or character or into a finished product of any kind or character; to construct, acquire by purchase, or otherwise, and maintain and operate, or sell or otherwise dispose of by-product plants of any and all kinds for the conservation of or refining or utilizing of any by-product or substance produced at any plant or construction of any kind or character, including a plant or plants for generating electricity or heat, or for the manufacture of cement; to construct, acquire by purchase or otherwise, and maintain and operate or sell, or otherwise dispose of, plants or constructions for purifying or refining oil, gas, petroleum, or mineral substance of any kind; and to construct, acquire by purchase or otherwise, and maintain and operate machinery, appliances, and constructions of all kinds necessary or deemed necessary for any or all of these purposes, and to sell or otherwise dispose of and deal in machinery, appliances, and constructions of all kinds and character that may be or be deemed to be of use for or in connection with any of these purposes.

(2) MACHINE SHOP

To acquire, by purchase, lease, or otherwise, and to equip, maintain, and operate a general machine shop. To design and manufacture tools, machinery, boilers, engines, motors, and all things made wholly or partly from metals. To do repairing, welding, brazing, soldering, polishing, moulding, casting,

RICHARDSON, ANDERSON  
& HELAND  
ATTORNEYS AT LAW  
RICHARDSON BUILDING  
120 EAST MAIN STREET  
P. O. BOX 288  
SALISBURY, MARYLAND 21801-0288  
1201-781-8264

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pattern-making, lacquering, enameling, metal stamping and cutting, and electrical work of all kinds.

(3) MACHINE TOOLS

To manufacture, buy, or otherwise acquire, and to sell, lease, repair, trade, and deal in and with, machine tools, machinery, motors, engines, and equipment, and their parts, accessories, appliances, tools, and implements.

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

FIFTH: The post office address of the principal office of the Corporation is Dennis Street, Willards, Maryland 21849, and the name and post office address of the Resident Agent of the Corporation is Don E. Richardson, 130 E. Main Street, P. O. Box 258, Salisbury, Maryland 21801.

SIXTH: The total number of share of stock which the Corporation has authority to issue is SEVEN HUNDRED FIFTY (750) shares, each having a par value of ONE HUNDRED DOLLARS (\$100.00), all of one class, and all designated common stock, having an aggregate par value of \$75,000.00.

SEVENTH: After the completion of the organization meeting of the Corporation and the issuance of one or more shares of stock of the Corporation, the Corporation shall have a Board of Directors consisting of at least one (1) director. The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Craig W. Givens, Dewey T. Sisk, and Carol A. Truitt, P. O. Box 4037, Salisbury, Maryland 21801.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of October, 1985, and I acknowledge the same to be my act.

WITNESS:

Elois P. Crowley

Carol A. Truitt (SEAL)  
Carol A. Truitt

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 1st day of October, 1985, before me, a Notary Public in and for the state and county aforesaid, personally appeared Carol A. Truitt and she acknowledged the foregoing Articles of Incorporation to be her

RICHARDSON ANDERSON  
& HELAND  
ATTORNEYS AT LAW  
RICHARDSON BUILDING  
130 EAST MAIN STREET  
P. O. BOX 258  
SALISBURY, MARYLAND 21801  
1501 200 0700

002111

LIBER 41 PAGE 460

act and deed.

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

*Edward P. Crowley*  
Notary Public

My commission expires: 7/1/86.



RICHARDSON, ANDERSON  
& HELLARD  
ATTORNEYS AT LAW  
RICHARDSON BUILDING  
100 EAST MAIN STREET  
P. O. BOX 438  
GALSBURY, MARYLAND 21054  
TELEPHONE 284

LIBER 41 PAGE 461

ARTICLES OF INCORPORATION  
OF  
EASTERN SHORE SHEET METAL & MILLWRIGHTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 07, 1985 AT 04:00 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2732 , FOLIO 002108 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2011112

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.

*Paul B. Carlson*



A 187004

received for Record Jan 13, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41, Folios 458-461.

*A. James Smith*

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001124

LIBER 41 PAGE 462

864519

E. J. F. BROS., INC.

A Maryland Close Corporation,  
Organized Pursuant to Title Four of the  
Corporations and Associations Article of the  
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Earl F. Jones, whose post office address is Route #10, Stanton Avenue, P.O. Box 1488, Salisbury, MD 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is E. J. F. BROS., INC.

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

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

- (1) Excavation and scrap iron and debris removal.
- (2) To engage in any lawful purpose and/or business;

and

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

FIFTH: The post office address of the principal office of the Corporation in this State is Route #10, Stanton Avenue, P.O. Box 1488, Salisbury, MD 21801. The name and post office

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RECFEE 5.00  
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LAW OFFICES OF  
BANKS, NASON &  
HICKSON  
PROFESSIONAL ASSOC.  
218 EAST MAIN ST.  
P.O. BOX 44  
SALISBURY, MD  
21801

001125

LIBER 41 PAGE 463

address of the Resident Agent is Earl F. Jones, Route #10, Stanton Avenue, P.O. Box 1488, Salisbury, MD 21801. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

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

LAW OFFICES OF  
BANKS, NASON &  
HICKSON  
PROFESSIONAL ASSOC.  
216 EAST MAIN ST.  
P.O. BOX 44  
SALISBURY, MD  
21801

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LIBER 41 PAGE 464

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25<sup>th</sup> day of October, 1985.

WITNESS:

  
\_\_\_\_\_

  
EARL F. JONES  
\_\_\_\_\_

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 25<sup>th</sup> day of October, 1985, before me, a Notary Public in and for the State and County aforesaid, personally appeared Earl F. Jones and

LAW OFFICES OF  
BANKS, NASON &  
HICKSON  
PROFESSIONAL ASSOC.  
216 EAST MAIN ST.  
P.O. BOX 44  
SALISBURY, MD  
21801




001127

LIBER 41 PAGE 465

acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

*Dandra C. Webb*  
 My Commission Expires: 1/1/86



STATE DEPARTMENT OF  
 NOTARIAL AND PROBATE  
 APPROVED FOR RECORD

DATE	1985	10	10
TIME	10:00	AM	
NOTARY	DANDRA C. WEBB		
COMMISSION	EXPIRES 1/1/86		
BOOK	41		
PAGE	465		

*Handwritten notes and signatures, including a signature that appears to read 'Dandra C. Webb'.*

LAW OFFICES OF  
 BANKS, NASON &  
 HICKSON  
 PROFESSIONAL ASSOC.  
 216 EAST MAIN ST.  
 P.O. BOX 44  
 SALISBURY, MD  
 21801

LIBER 41 PAGE 466  
ARTICLES OF INCORPORATION  
OF  
E. J. F. BROS., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 30, 1985 AT 08:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2757, FOLIO 5 001123, OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2022937

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 188517

received for Record Feb 5, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41, Folios 462-466.

*[Handwritten Signature]*

P.

LIBER 41 PAGE 467

002540

CERTIFICATE  
OF  
LIMITED PARTNERSHIP

864520

THIS AGREEMENT, Made this 1st day of May, 1985, between OSCAR L. CAREY, WILLIAM B. RINNIER, and LARMAR CORPORATION, a Maryland Corporation, WITNESSETH:

WHEREAS, the parties hereto have agreed to form a limited partnership for the purpose of acquiring real property.

NOW, THEREFORE, in consideration of the mutual promises of the parties hereto and of other good and valuable considerations, the receipt of which is hereby acknowledged, it is agreed as follows:

(1) Formation and Name.

The undersigned parties do hereby form a limited partnership, under the name of O. H. ASSOCIATES LIMITED PARTNERSHIP pursuant to the Maryland Limited Partnership Act, Title 10, Corporations and Associations Article of the Annotated Code of Maryland.

(2) Principal Office and Resident Agent.

The principal office of the partnership shall be 218 ✓  
East Main Street, Salisbury, Maryland 21801. The Resident  
Agent for the Partnership shall be William B. Rinnier, whose ✓  
address is 218 East Main Street, Salisbury, Maryland 21801.

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(3) Purposes.

LIBER 41 PAGE 468

The purposes of the partnership are to acquire, own, operate, dispose of, and otherwise deal with real property, and more specifically to acquire, own and operate an apartment project known as "Oak Hill Townhouses", located on Riverside Drive in the City of Salisbury, Maryland, and further to engage in the operation of said apartment project and to improve, enlarge, and/or convert same to a cooperative or condominium project and to sell and dispose of the same in any manner consistent with the laws of the State of Maryland.

(4) Names, Addresses and Contributions of Partners.

<u>Name</u>	<u>Status</u>	<u>Initial Capital Contribution</u>	<u>Percent of Partnership Interest</u>
✓ Oscar L. Carey 706 Riverside Pines Ct. Salisbury, MD 21801	General Partner	\$4,000.00	20%
✓ William B. Rinnier 616 Manor Drive Salisbury, MD 21801	General Partner	1,000.00	5
✓ Larmar Corporation 218 East Main Street Salisbury, MD 21801	General Partner	5,000.00	25
Larmar Corporation 218 East Main Street Salisbury, MD 21801	Limited Partner	10,000.00	50

(5) Capital.

The General and Limited Partners shall be credited in their respective capital accounts for the amount of

contributed capital to the partnership. The amount of such initial contributed capital shall be as set forth herein. Larmar Corporation shall contribute an additional sum of One Million Dollars (\$1,000,000.00) as a limited partner to purchase and settle the Oakhill Townhouse property at the time of settlement of such purchase, but otherwise, limited partners shall not be required to contribute any additional capital.

(6) Term of Partnership.

The term of the partnership shall commence on May 1, 1985 and continue until December 31, 1995 and thereafter from year to year until terminated in accordance with provisions hereinafter set forth.

(7) Profits and Losses.

Net profits and taxable income or net losses shall be divided and borne in proportion to the respective partnership interests of each partner, except that limited partners shall not bear any loss which would reduce their capital accounts to less than zero. Such allocations of profits and losses shall be reflected by appropriate adjustments to each partner's capital account, and said accounts shall be properly maintained in accordance with tax accounting principles.

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 TOTL 12.50  
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LIBER 41 PAGE 470

(8) Distributions.

Available cash in excess of working capital needs, as determined by the general partners, shall be distributed pro rata to each partner in proportion to each partnership interest, and said distributions may be a return of all or any part of the partner's contribution.

(9) Death of a Partner.

If any partner shall die during the continuance of the partnership, the estate of the decedent may offer the partnership interest of the decedent to the surviving partners. The surviving partners shall have the option to purchase the interest of the deceased partner in proportion to their partnership interests. In the event such interest is not purchased, the estate of the deceased partner shall succeed to the decedent partner's interest. The surviving partners electing to purchase such interest, shall accept the offer to purchase within Thirty (30) days from said offer and settle for such partner's interest within three (3) months from the date of such offer on the basis of a cash down payment of twenty-five percent (25%) and the balance evidenced by a Note secured by such partnership interest payable over a period of three (3) years in equal annual installments together with interest at the prime rate established by Maryland National Bank in effect on the date the offer is accepted.

002544

LIBER 41 PAGE 471

(10) Bankruptcy of a Partner.

If any partner shall take advantage of any bankruptcy or insolvency act, or if any insolvency petition shall be filed against any partner and a final adjudication of insolvency entered thereon, or if any partner shall make an assignment for the benefit of his creditors, then, for a period of sixty (60) days after such adjudication or assignment, the partners shall have the absolute option and right to purchase such partnership interest at a price equal to his capital account as of the date when the adjudication or assignment is made, or One Dollar (\$1.00), whichever is greater.

(11) Sale of Partnership Interest.

If any partner shall at any time desire to sell or transfer his interest in the partnership, pursuant to a bona fide written offer from an "outside" person or persons, he shall firstly offer same for a period of Thirty (30) days to the partnership for purchase by it, and secondly offer the same for a period of Thirty (30) days to the other partners for purchase by them, individually, in proportion to their partnership interests (if the partnership decides not to exercise its first option and right of purchase), and the partnership or other partners, as the case may be, may purchase his interest at the same price and upon the same terms as the bona fide "outside" purchase offer obtained by

him and submitted in writing by him to the partnership or other partners.

If this partnership shall be succeeded and replaced by a corporation, then the provisions of this Paragraph (with such modifications as may be necessary to make same applicable to corporate securities rather than partnership capital accounts) shall be part of the corporate structure and shall apply to the securities received by the partners from such corporation.

If neither the partnership nor the partners exercises the option to purchase, the partner desiring to transfer his interest may do so, provided he obtain the consent of the General Partners and he notify the partnership of the name and address of the transferee and upon the amendment of this Certificate in accordance with the laws of the State of Maryland.

(12) Dissolution of Partnership.

The partnership shall be dissolved upon the occurrence of any of the following:

(a) The retirement, adjudication of insanity or bankruptcy, or death of the sole remaining individual general partner.

(b) The agreement of all of the partners to terminate.



002546

LIBER 41 PAGE 473

(13) Bank Accounts.

The funds of the partnership shall be deposited in its name in such bank account or accounts as may be designated by the general partners.

(14) Books of Account.

There shall be kept at the principal office of the partnership, true books of account in which shall be entered fully and accurately each and every transaction of the partnership. Each partner shall during business hours have access thereto. An accounting shall be made as of the end of each accounting year and each partner shall be entitled to a summary thereof. Any partner shall further have the right to a private audit of the books and records of the partnership provided such audit is made at the expense of the partner requesting it and is made at reasonable times after due notice.

The fiscal year of the partnership shall be the calendar year.

(15) Management.

The partnership business shall be managed by the general partners and a majority vote of their partnership interests shall control. Such management decisions shall be evidenced by the signature of any one general partner, and any deed, mortgage or other instrument so executed shall be deemed conclusively binding upon the partnership and no

grantee, mortgagee or any other person need inquire into the authority of the general partner who may execute the instrument in question.

(16) Additional Partners.

Additional partners, general or limited, may be admitted to the partnership by the general partners.

(17) Filing of Certificate.

The general partners will promptly prepare, for execution by all the partners, a certificate and affidavits to be recorded in the office of the Clerk of the Court, Wicomico County, Maryland, and the State Department of Assessments and Taxation of the State of Maryland and will see to the filing thereof for record, and will do all other things requisite for the perfection of this partnership as a limited partnership pursuant to the laws of the State of Maryland.

(18) Death or Withdrawal of a General Partner.

In the event of the death or withdrawal of a general partner, the partnership shall not terminate and the remaining general partners shall continue the partnership.

(19) Miscellaneous Provisions.

(a) It is the intent of the parties hereto that all questions with respect to the construction of this Agreement and the rights and liabilities of the parties shall be

determined in accordance with the provisions of the laws of the State of Maryland governing limited partnerships.

(b) No partner shall be liable to any other partner or the partnership by reason of his action in connection with the partnership unless otherwise so provided in this Agreement, except in the case of actual fraud, gross negligence or dishonest conduct.

(c) Nothing herein contained shall be construed to constitute any partner the agent of another, except as provided herein, or in any manner to limit partners in the carrying on of their own respective businesses or activities.

(d) This Partnership Agreement except with respect to vested rights of partners, may be amended by the holders of two-thirds (2/3) of the general and limited partnership interests executing an instrument in writing.

(e) This Agreement shall be binding upon and inure to the benefit of the parties, and except as specifically herein limited, to the benefit of their heirs, successors, personal representatives and assigns.

IN WITNESS WHEREOF, the parties have hereunto affixed their signatures and seals this 1st day of May, 1985.

WITNESS:

James P. Monahan

Oscar L. Carey (SEAL)

LISER

41 PAGE 476

002549

Thomas P. Monahan

William B. Rinnier (SEAL)  
William B. Rinnier

ATTEST:

LARMAR CORPORATION

Thomas P. Monahan  
Thomas P. Monahan, Secretary

BY: Oscar L. Carey (SEAL)  
Oscar L. Carey

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I, the undersigned Notary Public, in and for the State and County aforesaid, do hereby certify that Oscar L. Carey and William B. Rinnier, whose names are signed to the foregoing instrument, personally appeared before me and acknowledged the same to be their act and deed.

AS WITNESS my hand and Notarial seal.



Thomas P. Monahan  
Notary Public

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I, the undersigned Notary Public, in and for the State and County aforesaid, do hereby certify that Oscar L. Carey, -- President of Larmar Corporation personally appeared before me and acknowledged the same to be the act and deed of the Corporation.

AS WITNESS my hand and Notarial seal.

*Thomas P. Monahan*  
Notary Public

LIBER 41 PAGE 478

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
O. H. ASSOCIATES LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND OCTOBER 28, 1985 AT 11:07 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2757 , FOLIO 002539 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 0  
RECORDING FEE PAID: \$ 50  
SPECIAL FEE PAID: \$           

M2024388

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.

*[Signature]*



A 188602

Received for Record Feb 5, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41, Folios 467-478.

*[Signature: A. James Smith]*

LIBER 41 PAGE 479

COASTAL HOSPICE SOCIETY

864521 BOARD OF DIRECTORS' RESOLUTION AUTHORIZING CHANGE OF RESIDENT AGENT AND CHANGE OF PRINCIPAL OFFICE

RESOLVED, That the Resident Agent of Coastal Hospice Society, (hereinafter "The Corporation") be and is hereby changed from Mary Jane Hynes, 803 Kipling Drive, Salisbury, Maryland 21801, to Marion F. Keenan, whose post office address is 1137 South Division Street, P. O. Box 1733, Salisbury, Maryland 21801, and who is a resident of the State of Maryland.

RESOLVED, That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of Coastal Hospice Society to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

RESOLVED, That the principal office of The Corporation be and it is hereby changed from 803 Kipling Drive, Salisbury, Maryland, to 1137 South Division Street, P. O. Box 1733, Salisbury, Maryland, and that the proper officers of The Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all necessary and proper acts incident thereto.

I hereby certify that the foregoing constitutes a resolution duly adopted by the Board of Directors of Coastal Hospice Society on March 14, 1985.

WITNESS:

Sally D. Adams

John DiPietro  
John DiPietro  
President

53198016

REC FEE 1.25  
TOTL 1.25  
6028CHK 1.25  
01 01986 2-05A10:54

2761 0832

125

LIBER 41 PAGE 480

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

OF

COASTAL HOSPICE SOCIETY, INC.

received for record November 15, 1985, at 8:30 A. M.  
and recorded on Film No. 8761 Frame No. 831 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> 22916

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

Return to: Adkins, Potts & Smethurst  
One Plaza East  
Salisbury, Maryland 21801

rc

Received for Record *Filed 5, 1986* and recorded in the  
*Corp.* Records of Wicomico County, Maryland in Liber A.J.S.  
 10. *41*. Folios *479-482*.  
*A. James Smith*

2761 0831

*Ex. Del. AMAS 2/11/86*



SM/rhb/1513M

LIBER 41 PAGE 481

001014

ARTICLES OF INCORPORATION

864522

OF

ZAREMBA SALISBURY CO.

*gr*

The undersigned, being at least 18 years of age, and desiring to form a corporation for profit under the Maryland General Corporation Law, does hereby acknowledge and certify that:

FIRST: The name of the Corporation is:

ZAREMBA SALISBURY CO.

SECOND: The purposes for which, and for any of which, the Corporation is formed are as follows:

- 1) To become a general partner of Maryland limited partnerships, and to acquire, own, develop, lease and/or operate real property either alone or in conjunction with other persons or entities;
- 2) To own, lease, hold, and deal with real and personal property, tangible and intangible, of every nature and to do and perform every deed and act necessary in connection therewith; and
- 3) In general, to carry on any other lawful business whatsoever in connection with the business of the Corporation or which is calculated, directly or indirectly, to promote the interests of the Corporation or to enhance the value of its properties; and to have and exercise all rights, powers, and privileges which are now or may hereafter be conferred upon corporations by the laws of Maryland.

THIRD: The number of shares of Capital Stock which the Corporation is authorized to have outstanding is FIVE THOUSAND (5,000) shares of Common Stock, without par value.

FOURTH: Notwithstanding any provision of Maryland law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall

REC FEE 5.00  
 TOTL 5.00  
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53028141

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be effective and valid if taken or authorized by the affirmative vote of a majority of all the votes entitled to be cast thereon.

**FIFTH:** No holders of stock of the Corporation of whatever class, shall have any right of subscription, preference or otherwise, to any shares of any class or to any securities convertible into shares of stock of the Corporation other than such shares or securities, if any, as the Board of Directors, in its discretion, may determine, and at such price as the Board of Directors, in its discretion, may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to holders of stock may, as the Board of Directors determines, be offered to holders of any class or classes of stock at the time to the exclusion of holders of any or all other classes at the time.

**SIXTH:** The address of the Principal Office of the Corporation is One Plaza East, Suite 600, Salisbury, Maryland 21801, and the name and address of the Registered Agent of the Corporation is Raymond Stephen Smethurst, whose business address is identical to that of the Principal Office.

**SEVENTH:** The initial Board of Directors of the Corporation shall consist of the following three (3) members who will serve as Directors until the first annual meeting of the Stockholders and until their successors are elected and qualify are Walter Zaremba, Nathan Zaremba, and Timothy Zaremba.

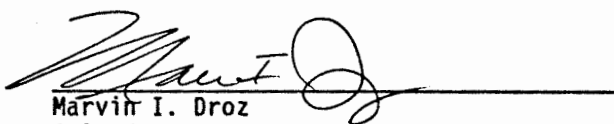
**EIGHTH:** The Incorporator of the Corporation is:

Marvin I. Droz

c/o Zaremba Corporation  
14600 Detroit Avenue  
Suite 1500  
Lakewood, Ohio 44107

**NINTH:** The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act this 22nd day of October, 1985.

  
Marvin I. Droz  
Sole Incorporator

1513M

LICER 41 PAGE 483

ARTICLES OF INCORPORATION  
OF  
ZAREMBA SALISBURY CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 29, 1985 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2757, FOLIO 001013 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2022796

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.

David W. Fisher



A 188504

Received for Record Feb 5, 1986 and recorded in the  
Corp. Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41. Folios 481-483.  
A. James Smith *clerk*

KKB9 - 10/24/85

LIBER 41 PAGE 484

003138

KOR, INC.

864523

A Maryland Close Corporation  
Organized Pursuant to Title Four of the  
Corporations and Associations Article  
of the Annotated Code of Maryland

Articles of Incorporation

FIRST: This is to certify that I, the subscriber, K. King Burnett, being at least 18 years of age, do, under and by virtue of the General Laws of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these articles.

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

KOR, Inc.

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

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

- (a) To own and/or operate a restaurant or restaurants.
- (b) To buy, sell, own, lease, mortgage, rent, or otherwise deal in any real or personal property, wheresoever situate.
- (c) To undertake, guarantee, assume and pay the indebtedness and liabilities of others, whether related in ownership and interest or otherwise.
- (d) To purchase or to otherwise acquire, hold and re-issue shares of its capital stock in accordance with the Annotated Code of Maryland, Corporations and Associations, Title 4, Section 501.
- (e) To purchase, acquire or otherwise deal in stock, bonds, or securities of any nature, of any corporation, domestic or foreign, and whether its powers and purposes are similar or dissimilar to those contained herein.
- (f) And generally to carry on any other lawful purpose and/or business and to do every act or thing not inconsistent with law, which may seem to the corporation's Board of Directors or stockholders calculated at any time and from time to time, directly or indirectly, to effectuate the aforesaid business and objects, or any of them, or to enhance the value of the corporation's property and rights.

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5.00

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KKB9 - 10/24/85

LISER 41 PAGE 485

003139

✓  
**FIFTH:** The post office address of the place at which the principal office of the corporation in this State will be located is: Shopper's World Shopping Center, Route 50 East, Salisbury, Md. 21801. The Resident Agent of the corporation shall be K. King Burnett and his post office address is 115 Broad Street, P. O. Box 910, Salisbury, Md. 21801. Resident Agent is an individual actually residing in Maryland.

**SIXTH:** The total number of shares of stock which the corporation has authority to issue is 1,000 shares, all having a par value of \$100.00 per share, all of one class, and all designated common stock. The aggregate authorized capital stock of the corporation is \$100,000.00.

**SEVENTH:** This corporation shall have a Board of Directors consisting of three; provided, however, that the number of Directors may be increased pursuant to the By-Laws of the corporation. The names and addresses of the Directors are:

- |                 |   |
|-----------------|---|
| Oscar R. Rommel | Ivy Hall Apartments<br>Building 103, Apt. 34<br>Kenilworth Park Drive<br>Baltimore, Md. 21212 |
| Orpah L. Rommel | Ivy Hall Apartments<br>Building 103, Apt. 34<br>Kenilworth Park Drive<br>Baltimore, Md. 21212 |
| Karen S. Rommel | 1217 Lochwood Circle<br>Salisbury, Md. 21801  |

**EIGHTH:** The following provisions are hereby adopted for the purpose of defining and regulating the powers of the corporation and shareholders:

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

2. No contract or transaction of any nature between this corporation and any individual, firm, or other corporation, shall be void or voidable solely by reason of the fact that any Director or Directors of this corporation authorizing such contract or other transaction has a conflicting interest therein, directly or indirectly, whether as an actual party thereto, or as an officer or stockholder of such other corporation, or of any nature whatsoever, provided the provisions of the Annotated Code of Maryland, Corporations and Associations, Title 2, Section 2.419, are met.

KKB9 - 10/24/85

LIBER 41 PAGE 486

003240

3. The stockholders of the corporation, by a stockholders' agreement signed by all stockholders may regulate any aspect of the affairs of the corporation as permitted by law.

4. The Directors shall have authority to exercise all powers of the corporation, whether conferred by law or by these articles, and shall have the power to purchase, lease, or otherwise acquire the business, assets or franchise, in whole or in part, of other corporations or unincorporated business entities.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The above granted powers to the corporation and to its stockholders are in furtherance, and not in limitation of, the general powers conferred by law upon the corporation and its stockholders and directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24<sup>th</sup> day of October, 1985.

WITNESS:

Janet P. Craven

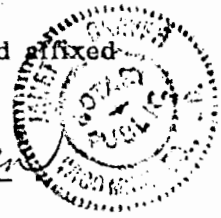
K. King Burnett (SEAL)  
K. King Burnett

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 24<sup>th</sup> day of October, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared K. KING BURNETT and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

Janet P. Craven  
Notary Public



My Commission Expires: July 1, 1986

LIBER 41 PAGE 487

ARTICLES OF INCORPORATION  
OF  
KOR," INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 25, 1985 AT 09:34 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2755, FOLIO 003137 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$

D2020428

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.

*Paul B. Quinn*



A 188167

Received for Record Feb. 5, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 47, Folios 488-492.  
*A. James Smith*

864524

LIBER 41 PAGE 488

LORENZ W. DENNIS, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, Robert A. Eaton, whose post office address is 121 East Market Street, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is LORENZ W. DENNIS, INC.

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

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

(1) To engage in the business of buying, selling and otherwise dealing in or with, in any manner whatsoever, as broker, agent or principal, and on commission or otherwise, options and all other manner of contracts respecting the purchase, sale or other disposition of food and non-food items. To do all things proper, incidental and conducive to the accomplishment of the foregoing purposes. To engage in any other lawful purpose or business; and,

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

FIFTH: The post office address of the principal office of the Corporation in this State is P. O. Box 4056, 651 South Salisbury Boulevard, Salisbury, Maryland, 21801. The name

52988183

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

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TOTAL  
60.19  
CHK  
01986  
2-05A10:35  
5.00  
5.00



003151

LIBER 41 PAGE 489

and post office address of the Resident Agent of the Corporation in this State are Lorenz W. Dennis, 229 Canal Park Drive, ✓ Salisbury, Maryland, 21801. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is Lorenz W. Dennis.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23<sup>rd</sup> day of October, 1985, and I acknowledge the same to be my act.

WITNESS: Linda J. Nobbs Robert A. Eaton (SEAL)

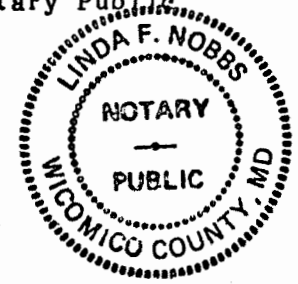
STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 23<sup>rd</sup> day of October, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ROBERT A. EATON and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Linda J. Nobbs  
Notary Public

My commission expires 7/1/86



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

LIBER 41 PAGE 490

ARTICLES OF INCORPORATION  
OF  
LORENZ W. DENNIS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 25, 1985 AT 10:01 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2155 , FOLIO 3 003149 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20      RECORDING FEE PAID: \$ 20      SPECIAL FEE PAID: \$ \_\_\_\_\_

D2020444

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 188169

Received for Record Filed 5, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41, Folios 485-490.  
*[Handwritten Signature]*

*[Handwritten mark]*

LIBER 41 PAGE 491  
ARTICLES OF INCORPORATION

002797

864525

OF

ENGINEERING CONTRACTING SERVICES INC.

THIS IS TO CERTIFY:

1. That I, the subscriber, Gary R. Watson, whose post office address is Box 106 B, Hebron, Maryland 21830, Wicomico County, being at least twenty-one (21) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, execute and file these Articles with the intention of forming a corporation.

2. The name of the corporation (which is hereinafter called the "corporation") is: Engineering Contracting Services Inc.

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

(a) To engage in building construction, project development and all related fields.

(b) To engage in real estate development.

4. The post office address of the principal office of the corporation is c/o Gary R. Watson, 235 Florida Avenue, Salisbury, Maryland 21801. The resident agent of the corporation is Gary R. Watson [Box 106 B, Hebron, Maryland 21830]. Said agent is a citizen of the State of Maryland.

5. The total number of shares of stock which the corporation has authority to issue is ten million (10,000,000) shares, having a par value of One Cent (\$.01) per share, all of which shares are of one class and are designated "common stock". The aggregate par value of all shares having a par value is One Hundred Thousand Dollars (\$100,000.00).

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

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

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

6. The corporation shall initially have not less than three (3) nor more than nine (9) directors, and, except as provided in §2-402, Corporations and Associations Article, Gary R. Watson and H. L. Hugh Bradley shall act as such until the first annual meeting or until stock is issued and successors are duly chosen and qualified.

7. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22<sup>nd</sup> day of October, 1985.

REC'D  
TOTL 5.00  
CHK 10.00  
6012 CNG 5.00  
01 01986 2-05A10:16

52968255

WITNESS:

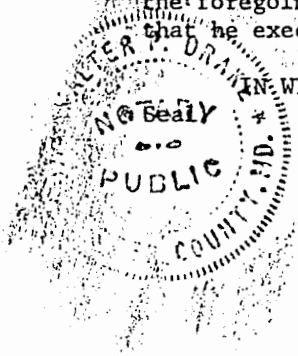
James J. Danziger

Gary R. Watson (SEAL)  
GARY R. WATSON

STATE OF MARYLAND, WORCESTER COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 22<sup>nd</sup> day of October, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GARY R. WATSON and acknowledged the foregoing Articles of Incorporation to be his act and deed and that he executed the same for the purposes therein contained.

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



Walter P. Drankin  
NOTARY PUBLIC

My Commission Expires 7/1/86

RECEIVED FOR RECORD

NOV 1 1985	
RECORDS & CLERK	
COURT HOUSE	
100 N. W. CORNER	
ANNAPOLIS, MD.	

LIBER 41 PAGE 493

ARTICLES OF INCORPORATION  
OF  
ENGINEERING CONTRACTING SERVICES INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 23, 1985 AT 11:29 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 3 FOLIO 002796 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2019909

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 188115

Received for Record Feb. 5, 1986 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Corp. 41, Folios 491-493

*[Handwritten Signature]* (0)421

003337

864526

LIBER 41 PAGE 491

1985 OCT 30 A 10:03

MID ATLANTIC AIR FILTER NETWORK CORP.

A Maryland Close Corporation,  
Organized Pursuant to Title Four of the  
Corporations and Associations Article of the  
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Wade H. Insley, III, whose post office address is 132 East Main Street, Post Office Box 109, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is MID ATLANTIC AIR FILTER NETWORK CORP.

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

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

(1) To carry on the business of making, manufacturing, preparing, assembling, fabricating, processing, finishing and converting all kinds of materials, whether natural, synthetic or artificial, specifically including, but not limited to, air filters and air filter products in the HVAC industry, and to make, manufacture, produce, prepare, process and otherwise acquire, and to hold, own, use, sell, import, export, dispose of, or otherwise deal or trade in all such materials of all kinds, and other goods and components, to sell, lease, service and otherwise deal in same, and all other articles, products and substances related thereto, or of a like of similar nature, or which may enter into the manufacture of any of the foregoing or to be used in connection therewith; to engage in the business of and to act as general contractors, sub-contractors, builders and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of building and construction trades; and to engage in all other lawful purposes and/or businesses; and,

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

FIFTH: The Post Office address of the principal office of the Corporation in this State is 309 Truitt Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Rex Glen Garris, 309 Truitt Street, Post Office Box 313, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand

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

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(10,000) Shares having a par value of Ten Dollars (\$10.00) per share, all of which shares are of one class and are designated "common capital stock". The aggregate par value of all shares having a par value is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The number of Directors shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the Directors, who shall act until the next annual meeting or until their successors are duly chosen and qualified are:

- Rex Glen Garris
- Andrew G. Golden, Jr.
- J. K. Beckett

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25<sup>th</sup> day of October, 1985, and I acknowledge the same to be my act.

WITNESS:

Karen E. Stewart

Wade H. Insley, III (SEAL)

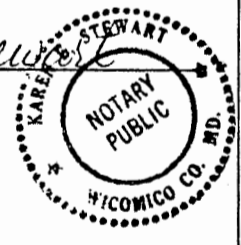
STATE OF MARYLAND, WICOMICO COUNTY, to wit:

October I HEREBY CERTIFY, that on this 25<sup>th</sup> day of 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wade H. Insley, III, and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Karen E. Stewart  
Notary Public

My Commission Expires: 7/1/86



LIBER 41 PAGE 496

ARTICLES OF INCORPORATION  
OF  
MID ATLANTIC AIR FILTER NETWORK CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 30, 1985 AT 10:03 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2757, FOLIO 003336 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID: \$ 20  
RECORDING FEE PAID: \$ 20  
SPECIAL FEE PAID: \$

D2023711

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 188664

Received for Record Feb 5, 1986 and recorded in the  
Corp. Records of Wicomico County, Maryland in Liber A.J.S.  
No. 41 Folios 494-496.  
*[Handwritten Signature]*





any manner to limit or restrict the generality of any purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

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

(6) To do every other act not inconsistent with law which is appropriate to promote and attain the purposes set forth herein.

(7) To have and enjoy, in addition to the foregoing purposes, objects and powers, all other rights, privileges, powers and immunities provided under the general laws of the State of Maryland and any future additions or amendments thereto or enlargements thereof.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is: 800 East Main Street, Salisbury, Maryland, 21801. The name and post office of the resident agent of the Corporation is: Donald D. Ronk, 800 East Main Street, Salisbury, Maryland, 21801. The resident agent is an individual actually residing in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is TWENTY THOUSAND (20,000), divided into TEN THOUSAND (10,000) shares of Class A Common Stock having a par value of TEN DOLLARS (\$10.00) per share, and TEN THOUSAND (10,000) shares of Class B Common Stock having a par value of (\$10.00) per share.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers and qualifications of each class:

(1) Except as otherwise provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

(2) With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

SIXTH: Until the first annual meeting of stockholders or until their successors are duly chosen or qualified, the

Corporation shall have three directors, who are: Donald D. Ronk, 800 East Main Street, Salisbury, Maryland, 21801, and Chester D. Cornman, Sr., 800 East Main Street, Salisbury, Maryland, 21801; and Edward Q. Wilgus, 132 East Main Street, Salisbury, Maryland, 21801.

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

(a) Authorize the issuance, from time to time, of shares of the Corporation's stock with or without par value of any class and securities converted into shares of its stock with or without par value of any class, for such consideration as the stockholders may deem advisable irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) To fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, and if any, what part of the surplus of the net profits of the Corporation arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter; and to direct and determine the use and disposition of any such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as shall be deemed expedient.

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

(d) To execute mortgages and liens upon the real and personal property of the Corporation.

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

The enumeration and definition of 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 to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

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

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with

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SALISBURY, MD. 21801

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

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

WITNESS:

Melissa A. Easter

Donald D. Ronk (SEAL)  
Donald D. Ronk

Melissa A. Easter

Chester D. Cornman, Sr. (SEAL)  
Chester D. Cornman, Sr.

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 14th day of October, 1985, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald D. Ronk, and acknowledged the foregoing Amended Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Nancy L. Howell  
Notary Public



My Commission Expires: 7/1/86

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