Salisbury, MD 21801

FIFTH: The name, title and address of each officer of the Corporation are as follows:

President -	John T. Holt, Jr. 112 Edinburgh Ct. Salisbury, MD 21801
Vice President-	Anne Holt Waldron 55 Juniper Creek Blvd. Pinehurst, N.C. 28374
Secretary-Treasurer-	Mary Emily Holt 112 Edinburgh Ct.

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, HOMESTEAD DAIRY FARM, INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this $\frac{\delta^{+h}}{\delta^{+h}}$ day of $\frac{\delta^{-eeebeer}}{\delta^{-eebber}}$, 1988, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of HOMESTEAD DAIRY FARM, INCORPORATED

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47 PAGE 302 LIBER and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief. AT HOMESTEAD DAIRY FARM, INCORPORATED Stolf By 17 hn John T. Holt, Jr., President Mary Emily Secretary Holt の中学者を言いたがないないないないないないで、などでなっていたがないで、これではいいに 3124 1871 3



STATE OF MARYLAND COMPTROLLER OF THE TREASURY LOUIS L. GOLDSTEIN TREASURY BUILDING P.O. BOX 466 PHONE 974-3814 ANNAPOLIS, MARYLAND 21404-0472

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setter, A. J.

LOUIS L GOLDSTEIN COMPTROLLER J. BASIL WISNER CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION ARNOLD G. HOLZ CPA DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

HOMESTEAD DAIRY FARM, INCORPORATED

have been paid. WITNESS my hand and official seal this and o A.D. 19 89 1.13 Dariere, DEPUTY COMPTROLLER COMPTROLLER OF THE TREASURY

3124 1872 PS-409

LIBER 47 PAGE 304 Micomico County, Maryland

Department of Finance P. D. BOX 4036 SALISBURY, MARYLAND 21801-4036

COUNCIL

304

HENRY 5. PARKER, PREBIDENT PHILIP L. TILGHMAN, VICE PRES. BETTY K. GARDNER JULIA FOXWELL JOHN M. MORRIS C. JOSEPH SCHILLER Director of Finance

February 3, 1989

Homestead Dairy Farm, Incorporated John T. Holt, Jr. 112 Edinburgh Ct. Salisbury, Md 21801

To Whom It May Concern:

The undersigned, Collector of Taxes for Wicomico County, State of Maryland does hereby certify that all Corporation taxes levied on Assessments made by the State of Maryland, Department of Assessments and Taxation and billed by and payable to the undersigned Director of Finance, Wicomico County, Maryland by Homestead Dairy Farm, Incorporated, & John T. Holt, Jr., 112 Edinburgh Ct., Salisbury, MD 21801 have been paid for the business year ending Dec. 31, 1987, fiscal year 1988-89.

Respectfully submitted,

Joseph Schiller

Director of Finance Wicomico County, MD

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				PAGE 305 ssments and Taxation
•				Gene L Burner, Director
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64		Consolidation) Rec. Fee (Transfer)	-	
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LIBER 47 PAGE 306

THE ARTICLES OF DISSOLUTION OF HOMESTEAD DAIRY FARM, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 7, 1989 AT 9:03 O'CLOCK A+M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

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RECORDING FEE PAID:

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SPECIAL FEE PAID:

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TO THE CLERK OF THE COURT OF WICHMICH COUNTY IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON. HAS

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BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: LONG, HUGHES, BAHEN, ETAL 124 E- MAIN ST-, P-Q- BOX 259 SALISBURY MD 21801 0259

Zand recorded in the Received for Record Records of Wiconich County, Maryland in Liber M.S.B. 19603021361 Fullos ASSESSA marked. Bowen apr 292733 RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS ARYLAND WEELERARD AND TAXATION OF MARYLAND IN LIBER, FOLIO. 01 3124 1063

LIEER 47 PAGE 307 GREENMACK DEVELOPMENT, INC.

13-30-09

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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: Greenmack Development, 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 purchase, sell, manage and otherwise deal with real property and to acquire, by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, nor or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned or held by the Corporation. To do all things broker, buildings and

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

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conducive to the accomplishment of the aforegoing 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 426 Snow Hill Road, Salisbury, Maryland, 21801. The name and post office address of the Resident Agent of the Corporation in this State is J. David Mackes, 1011 Camden Avenue, 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 J. David Mackes.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27^{T} day of March, 1989, and I acknowledge the same to be my act.

WITNESS: ida J. Adula

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

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STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this $\underline{29^{UU}}$ day of March, 1989, 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.

3124 1737

309 13 1. 47 PAGE 309 LIBER AS WITNESS my hand and Notarial Seal. Birda J. Dollas Notary Public My commission expires 7/1/90 A F. NOA LAW OFFICES EATON & WIDDOWSON, P.A. 121 East Market Street P.O. Box 41 Salisbury, MD. 21801 (301) 749-1530 3124 1738

		02 .		Gene L Burner, Director	
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63		Rec. Fee (Merger or Consolidation)			
64 65 66		Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival)	,		
52 50		Foreign Qualification Cert. of Qual. or Reg.		Change of Name Change of Principal Offic	e -
51		Foreign Name Registration Certified Copy		Change of Resident Agent	
56 54 53		Penalty For. Supplemental Cert. Foreign Resolution		Change of Resident Agent Address	
73		Certificate of Conveyance		_ Resignation of Resident Agen	t
76		Certificate of Merger/Transfer	-		
		Special Fee			
75 80 83		For. Limited Partnership Cert. Limited Partnership		Code	
84		Amendment to Limited Partnership Terminaton of Limited		ATTENTION:	
85		Partnership Recordation Tax	•		
22 23		State Transfer Tax Local Transfer Tax	1019	MAIL TO ADDRESS:	
31 NA	l	Corp. Good Standing D Foreign Corporation Registration	5011	Robert Eatin	
87 71		Limited Part. Good Standi Financial Person	•	PU BOX 41	-01
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ARTICLES OF INCORPORATION OF GREENMACK DEVELOPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 30, 1989 AT 10:44 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID: 311

D2771152

TO THE CLERK OF THE COURT OF

20.00

WICOMICO COUNTY

20.00

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

> RETURN TO: RUBERT EATON P+C- BOX 41 SALISBURY

MD 21801

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Robert Eaton, atty. 91



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LISER, FOLIO.

1989 APR 12 A 9:21

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COURTESY CHEVROLET INC DELASTICICE ON AGAIN

THIS IS TO CERTIFY:

FIRST: That I, JAMES R. GRISWOLD, whose address is Henry & Price, P.O. Box 838, Easton, Maryland 21601, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

<u>SECOND</u>: The name of the Corporation (which is hereinafter called the "Corporation") is:

COURTESY CHEVROLET, INC.

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

(1) To own and operate an automobile dealership and to engage in any other related businesses and any other lawful purposes and/or business.

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

FOURTH: The address of the principal office of the Corporation in this State is located at 833 South Salisbury Boulevard, Salisbury, Maryland. The name and the address of the Resident Agent of the Corporation in this State are Glenn Ray Nordstrom, c/o Midway, U.S. Route 13, Pocomoke City,

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Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides in Maryland.

FIFTH: The number of directors of the corporation shall be three (3), which number may be increased, or decreased pursuant to the Bylaws of the Corporation, and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are Glenn Ray Nordstrom, Dennis Hopson and Gregory Dennis.

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, all of which are one class.

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

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

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

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may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific 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 or 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 $\underline{873}$ day of $\underline{4pn}$, 1989, and I acknowledge the same to be my act.

WITNESS: Maucy CAlipuour James R. Griswold

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63		Rec. Fee (Merger or	
64		Consolidation) Rec. Fee (Transfer)	
55 . 56		Rec. Fee (Dissolution) Rec. Fee (Revival)	Change of Name
5 2		Foreign Qualification	Change of Name
50 51		Cert. of Qual. or Reg. Foreign Name Registration	Change of Principal Office
13 56		Certified Copy	Change of Resident Agent
54		For. Supplemental Cert.	Change of Resident Agent
53 ⁻ 73 -		Foreign Resolution Certificate of Conveyance	Address
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76		Certificate of Merger/Transfer	
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5		Special Fee	Code
30 33		For. Limited Partnership Cert. Limited Partnership	
34	· · · · · · · · · · · · · · · · · · ·	Amendment to Limited	ATTENTION:
35		Partnership Terminaton of Limited	
21		Partnership Recordation Tax	•
2 2		State Transfer Tax	
23		Local Transfer Tax Corp. Good Standing	MAIL TO ADDRESS:
A		Foreign Corporation	James Griewold
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316 47 PAGE 316 LIBER ARTICLES OF INCORPORATION 0f COURTESY CHEVROLET, INC. APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 12, 1989 AT 9:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED. ORGANIZATION AND CAFITALIZATION FEE PAID: RECORDING FEE PAID: SPECIAL FEE PAID: 20.00 20.00 D2770733 TO THE CLERK OF THE 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. RETURN TO: JAMES GRISHALD P.O. BOX 833 MD 21501 0838 ASTON Repeived for Report (1995, 1982 and reported in the Records of Wiccumbs County, Marylard in Liner M.S.B. Folios No. Mark S. Bowen Clerk 19603021292 ASSESSMEN OF A 292678 RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3124 1487 MARY 15 Joy 838 2160

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8:56 4/11/89 MT. PLEASANT COMMUNITY C Articles of Incorporation

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47 PAGE 317

This is to certify that I, Vaughn E. Richardson, of 130 East Main Street, Salisbury, Maryland, 21801, being at least twenty one years of age, do under and by virtue of the general laws of Maryland, authorizing the formation of corporations, hereby form a corporation, by the execution and filing of these articles.

Article One

The name of the corporation (which is hereafter called the "Corporation"), is Mt. Pleasant Community Cemetery, Inc..

Article Two

50 The post office address of the principal office of the Corporation in this State is: Massey Crossing Road, Willards, Maryland 21874. The name and post office address of the Resident Agent of the Corporation in this State is William Adkins, Bent Pine Road, Willards, Maryland 21874. Said Resident Agent is an individual actually residing in this State.

Article Three

The period of duration of this Corporation is perpetual.

Article Four

The purpose for which this Corporation is organized is to operate a cemetery of less than ten (10) acres in size, located on the North side of Mt. Pleasant Road, on the West side of the property formerly owned by the Jones heirs, on the East side of the property formerly owned by Alberta Brittingham, and 3124 0207

. O. BOX 258 BALIBBURY, MD 81801 (301) 742-8744

LAW OFFICES OF

RICHARDSON & ANDER -----

SIVIOI2:

47 PAGE 318 I IBER

on the South side of the Alberta Brittingham land and the Jones' heirs land, in Willards Election District, Wicomico County, State of Maryland.

Article Five

The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. No dividends or pecuniary profits shall be declared or paid to the members thereof.

Article Six

Membership in the Corporation shall be restricted to those persons who are related by blood or marriage to those persons who are presently buried in the cemetery, or to those persons whose status shall be as set forth in the By-Laws of the Corporation.

Article Seven

The number o Directors of the Corporation shall be no less than three (3) nor more than seven (7), which number shall be determined 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:

George Hammond

Charles Jones

Richard Ennis

William Adkins

Powellville Road, Willards, Maryland 21874

Purnell Crossing Road, Willards, Maryland 21874

Mt. Pleasant Road, Willards, Maryland 21874

Bent Pine Road, Willards, Maryland 21874

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HARDSON & ANDER DO EAST MAIN STREET ALISHURY, MD #1801

LAW OFFICES OF

1301) 742-8744

Article Eight

The Board of Directors shall be authorized to furnish and offer to members, the provision of perpetual care for the cemetery. In such event, they shall have authority to establish a trust fund for that purpose in accordance with the Laws of the State of Maryland in effect at the time of such election.

Article Nine

 As used in this Article Nine, 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 sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify

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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 constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) a affirmative vote, at a duly constituted meeting of a majority of all 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.

Article Ten

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of of 1989, and I acknowledge the same to be my activity

Vaugha E. Richardson

CAN OF ICES OF RICHARDSON & ANDERBO 150 EAST MAIN STREET P. O. BOX 238 BALISBUILY. MD \$1801 (301) 742-8744

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321 a at a star 47 PAGE 321 LIBER TATE OF MARYLAND State Department of Assessments and Taxation Gene L. Burner, Director 0 02 BUSINESS CODE COUNTY DOCUMENT CODE $\widehat{\mathbf{O}}$ _____Stock ____Nonstock # P.A ____Religious Close Surviving Aerging (Transferor) (Transferee) AMOUNT CODE FEE REMITTED Name Change 20 Organ. & Capitalization (New Name) ZD 61 Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) 62 Rec. Fee (Merger or 63 Consolidation) 64 Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) 65 66 Change of Name Foreign Qualification Cert. of Qual. or Reg. 52 50 Change of Principal Office 51 Foreign Name Registration Certified Copy 13 Change of Resident Agent 56. Penalty 54 For. Supplemental Cert. Change of Resident Agent 53 Foreign Resolution Address 73 Certificate of Conveyance Resignation of Resident Agent 76 Certificate of Merger/Transfer Special Fee 75 Code For. Limited Partnership 80 Cert. Limited Partnership 83 Amendment to Limited ATTENTION: 0 84 Partnership Terminaton of Limited 85 Partnership 21 Recordation Tax の見たかながったがなどのできたかい State Transfer Tax Local Transfer Tax 22 23 31 Corp. Good Standing MAIL TO ADDRESS: Foreign Corporation NA an Registration An 87 _Limited Part. Good Standing 130 may Financial St. 71 600 Personal P.0, 2 58 Property Reports and Sol late filing m2180/ penalties 70 Change of P.O., R.A. or R.A.A. NOTE : 91 Amend/Cancellation, For. Limited Part. Other Other TOTAL 1000 FEES Check Cash Documents on checks APPROVED BY: 3124 0211

47 PAGE 322 LIBER

ARTICLES OF INCORPORATION OF MT. PLEASANT COMMUNITY CEMETERY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 11, 1989 AT 8:56 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: RECORDING FEE PAID: SPECIAL FEE PAID: 20.00 20.00 D2769834 TO THE CLERK OF THE 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. RETURN TO: VAUGHN E. RICHARDSON, ESQ. RICHARDSON & ANDERSON 130 EAST MAIN ST. P. U. BOX 258 ALISBURY MD_21801 9 Received for Recorder 914/98 and recorded in the Records of Wicomico County, Maryland in Liber M.S.B, ASSEC No. 19603021202 Folios a ASSESSAIFA ř292603 Mark S. Bours RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. MARY 3124 0206 44 hichardon Eg

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QUALITY CUSTOM BUILDERS, INC.

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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, John C. Seipp, whose post office address is One Plaza East, P. O. Box 4247, 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 Quality Custom Builders, 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 any aspect of the field of building construction, commercial and residential; and in any of the various trades pertaining to commercial and residential construction;

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

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

FIFTH: The post office address of the principal office of the Corporation in this State is Rt. 6, Box 456, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are John C. Seipp, One Plaza East, P. 0. Box 4247, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors

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becomes effective, there shall be one (1) director, whose name is Howard J. Parsons.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this $\underline{5^{\prime\prime\prime\prime}}$ day of $\underline{6\rho\prime\prime\prime}$, 1989, and I acknowledge the same to be my act.

WITNESS Theday

John/C.

d:jcs±jcscorp.009

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2		Foreign Qualification	
)		Cert. of Qual. or Reg. Foreign Name Registr ation	Change of Principal Office
3		Certified Copy	Change of Resident Agent
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3		Foreign Resolution Certificate of Conveyance	Address
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6		Certificate of Merger/Transfer	
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326ŝ. 1.55 41 f_i 47 PAGE 326 LIBER ARTICLES OF INCORPORATION OF QUALITY CUSTOM BUILDERS, INC. APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 3, 1989 OF MARYLAND APRIL AT 10:13 O'CLOCK M. AS IN CONFORMITY A . WITH LAW AND ORDERED RECORDED. RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID: SPECIAL FEE PAID: 20.00 20+00 D2769131 WICOMICO COUNTY TO THE CLERK OF THE COURT OF IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON. HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND. **RETURN TO:** JOHN SEIPP P.O. BOX 4247 SALISBURY MD 21801 Received for Record 1914/189 and recorded in the Records of Wicombro County, Maryland in Liber M.S.B. Folios -No. Mark S. Bowen Clerk 19403021071 \$8955. ASSESSAR A 292262 RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. (rg MARY 3123 2456 9

47 PAGE 327 LIBER

ARTICLES OF INCORPORATION

OF

900952

KANAS CORPORATION

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 indicated my intention of forming a corporation.

ARTICLE I

Name

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

KANAS CORPORATION

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 the business of owning and operating a neighborhood convenience market to serve the general public; AND TAXATION and

APPROVED FOR RECORD

et 9:00

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WEBSTER & MOORE, P.A. P. O. BOX 307 SALISBURY, MD 21801-0307 LAW OFFICES 301) 749-0333

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LIBER 47 PAGE 328

(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

(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 401 Snow Hill Road, 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, Maryland 21801. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV

Status of Corporation and Election

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LAW OFFICES WEBSTER & MOORE, P.A. P.O. BOX 307 SALISBURY, MD 21801-0307 (301) 749-0333

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

ARTICLE V

Directors

The Corporation elects not to have a Board of Directors, said election to become effective at the time of the organizational meeting of the Directors and the issuance of a least one (1) share of stock of the Corporation are complete. Until the election not to have a Board of Directors becomes effective, Antonios Nomikos, 401 Snow Hill Road, Salisbury, Maryland 21801, Arthur D. Webster, 300 West Main Street, Salisbury, Maryland 21801 and David W. Moore, 300 West Main Street, Salisbury, Maryland 21801, shall serve as the Directors of the Corporation

LAW OFFICES WEBSTER & MOORE, P. A. P. O. BOX 307 SAUISBURY, MD 21801-0307 (301) 749-0333

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

47 PAGE 330 LIBER

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 $\underline{440}$ day of \underline{April} , 1989.

TEST: nda A. Collins

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY that on this $\underline{\Psi\Psi}$ day of $\underline{Apr_1}$, 1989, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Arthur D. Webster and acknowledged the aforegoing Articles of Incorporation to be his act and deed.

Notary Public

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AS WITNESS my hand and Notarial/Seal.

My Commission Expires: July 1, 1990

WEBSTER & MOORE, P.A.

LAW OFFICES

P. O. BOX 307 SALISBURY, MD 21801-0307

301) 749-0333

47 PAGE 331 LIBER STATE OF MARYLAND State Department of Assessments and Taxation Gene L. Burner, Director BUSINESS CODE DOCUMENT CODE 021 COUNTY ¢]ose P.A Religious · \ tock Nonstock Surviving .terging (Transferor) (Transferee) AMOUNT FEE REMITTED CODE Name Change 20 Organ. & Capitalization (New Name) Rec. Fee (Arts. of Inc.) 61 Rec. Fee (Amendment) 62 Rec. Fee (Merger or 63 Consolidation) Rec. Fee (Transfer) 64 Rec. Fee (Dissolution) Rec. Fee (Revival) 65 66 _ Change of Name 52 Foreign Qualification Cert. of Qual. or Reg. 50 Change of Principal Office 5١ Foreign Name Registration Certified Copy 13 Change of Resident Agent 56 Penalty 54 For. Supplemental Cert. Change of Resident Agent 53 Foreign Resolution Address 73 Certificate of Conveyance **Resignation of Resident Agent** 76 Certificate of Merger/Transfer 75 Special Fee Code___ For. Limited Partnership 80 Cert. Limited Partnership 83 ATTENTION: Amendment to Limited 84 Partnership Terminaton of Limited 85 Partnership Recordation Tax 21 State Transfer Tax Local Transfer Tax 22 23 Corp. Good Standing MAIL TO ADDRESS 31 Foreign Corporation NA webst hun Registration 87 Limited Part. Good Standing St (1) 71 Financial 600 Personal Hd 21801 Property Reports and _ late filing penalties 70 Change of P.O., R.A. or R.A.A. NOTE: 91 Amend/Cancellation, For. Limited Part. Other N. Other TOTAL. YD FEES Check Cash Documents on checks APPROVED BY: N er 3123 1937

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47 PAGE 332 LIBER

ARTICLES OF INCORPORATION OF KANAS CORPORATION

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APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 5, 1989 AT 9:09 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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TO THE C	LERK OF THE	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.

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Ex x O arthur	v Welester, Ar	ty 9/11/89	<u>Efferietzen en e</u>

47 PAGE 33 CAPITOWN HIDE-A-WAY CORPORATION STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

A CLOSE CORPORATION UNDER TITLE 4

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APPROVED FOR RECORD

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ARTICLES OF INCORPORATION

and the state of the

FIRST: THE UNDERSIGNED WILLIAM GORDON BOEVERS AND TUETJE NMN BOEVERS, WHOSE POST OFFICE ADDRESSES ARE 106 SOUTH STREET, P.O. BOX 86, SECRETARY, MARYLAND 21664, BEING AT LEAST EIGHTEEN YEARS OF AGE, DO HEREBY FORM A CORPORATION UNDER THE GENERAL LAWS OF THE STATE OF MARYLAND.

SECOND: THE NAME OF THE CORPORATION (WHICH IS HEREAFTER CALLED THE CORPORATION), IS SHARPTOWN HIDE-A-WAY CORPORATION.

THIRD: THE COPPORATION SHALL BE A CLOSE CORPORATION AS AUTHORIZED BY TITLE 4.

FOURTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS: PROVIDE A PLACE WHERE BEER AND LIGHT WINE MAY BE PURCHASED AND CONSUMED ON THE PREMISES; OFF SALE OF BEER AND LIGHT WINE; PROVIDE A FOOD SERVICE TO PATRONS ON AND OFF THE PREMISES: PROVIDE A PLACE WHERE MEETINGS AND PARTIES MAY BE HELD IN SEMI-PRIVATE ATMOSPHERE; PROVIDE ENTERTAINMENT FOR PATRONS THROUGH THE UTILIZATION OF BANDS, DISC JOCKEYS, JUKE BOX, TELEVISED SPORTING EVENTS, AND AMISEMENT MACHINES.

FIFTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN MARYLAND IS 103 STATE STREET, SHARPTOWN, WICOMICO COUNTY 21861. THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION // IN MARYLAND IS WILLIAM CORDON BOEVERS, 106 SOUTH STREET, P.O. BOX 86, SECRETARY, DEPCHESTER COUNTY 21664.

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 100 SHARES OF THE PAR VALUE OF \$0.00 A SHARE, ALL OF ONE CLASS, AND HAVING AN ACCRECATE PAR VALUE OF \$0.00.

EIGHTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE THREE (3) WHICH NUMBER MAY BE INCREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION, BUT SHALL NEVER BE LESS THAN THREE (3); AND THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DLLY CHOSEN AND QUALIFIED ARE: WILLIAM G. BOEVERS, DIRECTOR; TUETJE NMN BOEVERS, SECRETARY/TREASURER; ELBA SCHIRNER, MONITOR (REQUIRED BY WICOMICO COUNTY).

NININI: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSES OF DEFINING, LIMITING, AND RECULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS: THE ABOVE GRANTED POWERS TO THE CORPORATION AND THE BOARD OF DIRECTORS ARE IN FUTHERANCE AND NOT IN LIMITATION, OF THE GENERAL POWERS CONFERRED BY LAW UPON THE CORPORATION AND DIRECTORS.

TENTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

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IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON APRIL 7 ,1989, AND SEVERALLY ACKNOWLEDGE THE SAME BY OUR ACT.

haut 114181 WILLIAM CORDON BOEVERS, DIRECTOR

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ELBA SCHIRVER, WICO. CO. MINITOR

Micho Borves TUETJE NAN BOEVERS, SECRETARY/TREASURER

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334 47 PAGE 334 LIBER STATE OF MARYLAND State Department of Assessments and Taxation Gens L. Burner, Director DOCUMENT CODE BUSINESS CODE COUNTY Religious Close P.A v Stock Nonstock Surviving .4erging (Transferee) (Transferor) AMOUNT FEE REMITTED CODE 20 Name Change 20 Organ. & Capitalization (New Name) Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) 20 61 62 Rec. Fee (Merger or 63 Consolidation) 64 Rec. Fee (Transfer) 65 Rec. Fee (Dissolution) Rec. Fee (Reviva)) 66 Change of Name Foreign Qualification 52 Cert. of Qual. or Reg. 50 Change of Principal Office 51 Foreign Name Registration 7 / Certified Copy 13 Change of Resident Agent Penalty 56 54 For. Supplemental Cert. Change of Resident Agent 53 Foreign Resolution Address 73 Certificate of Conveyance Resignation of Resident Agent 76 Certificate of Merger/Transfer Special Pee 75 Code For. Limited Partnership 80 Cert. Limited Partnership 83 ATTENTION: Amendment to Limited 84 Partnership Terminaton of Limited 85 Partnership Recordation Tax 21 State Transfer Tax Local Transfer Tax 22 23 31 Corp. Good Standing Foreign Corporation NA Registration Limited Part. Good Standing 87 Financial 71 Personal 600 Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. NOTE: COX 70 y.maile 91 Amend/Cancellation, For. Limited Part. Other Other TOTAL FEES Cash Check checks Documents on APPROVED BY: 3123 1837

LIBER 47 PAGE 335 ARTICLES OF INCORPORATION OF SHARPTOWN HIDE-A-WAY CORPORATION

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TO THE CLERK OF THE COURT OF	WICOMICO COUNTY
IT IS HEREBY CERTIFIED, THAT	THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
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47 PAGE 336 I IEER ALTRI PERDUE, RAYNE & DAVIS; P.A

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1989 MAR ARTICLES OF AMENDMENT Perdue, Rayne & Davis, Dpur., a Maryland corporation, hereinafter referred to as "the Corporation"' having its principal office in Salisbury, Wicomico County, Maryland, hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by the deletion of Paragraph SECOND hereof, setting forth the name of the Corporation as "Perdue, Rayne & Davis, P.A.", and the insertion in lieu thereof the following:

The name of the corporation (which is hereinafter called the "Corporation") is: Perdue, Rayne, Davis & White, P. Perdue, Rayne, Davis & White, P.A.

SECOND: By unanimous informal action taken by the Board cf Directors of the Corporation on July 1, 1987, the Board of Directors of the Corporation duly advised the aforegoing amendment and thereafter by unanimous consent by informal action of all of the stockholders of the Corporation, the stockholders of the Corporation duly and unanimously approved said amendment.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its proper officers on this 1st day of July, 1987, and its Vice President acknowledges that these Articles of Amendment are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge and belief.

ATTEST: In Donald C. Davis, Secretary

PERDUE, RAYNE & D/VIS, P.A. (SEAL) By: Ronald (G. Rayne, Vice President

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OAKDWOOD SOD FARM, INC.

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Articles of Incorporation

FIRST: This is to certify that I, the subscriber, Paul D. Wilber, 115 Broad Street, P. O. Box 910, Salisbury, Maryland 21801, being at least 21 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 is:

900955

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Oakwood Sod Farm, Inc.

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

To grow and sell agricultural products, in-(a) cluding, but not limited to, cool season grasses, warm season grasses, warm/cool season grasses, sod, nursery stock, Christmas trees, grain crops and chickens.

(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, whether related in ownership and interest or otherwise.

(d) To purchase or to otherwise acquire, hold and re-issue shares of its capital stock of any class in accor-dance with Section 2-310 of the Corporations and Associations Article of the Annotated Code of Maryland.

(e) To purchase, acquire or otherwise deal in stock, bonds, or securities of any nature, of any corpor-ation, domestic or foreign, and whether its powers and pur-poses are similar or dissimilar to those contained herein.

(f) And generally to carry on any other lawful trade or business and to do every act or thing not incon-sistent with law, which may seem to the Corporation's 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 business and objects, or any of them, or to enhance the value of the Corporation's property and rights. STATE DIE DIE ANGENERS

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FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: Route 11, Box 662, Salisbury, Maryland 21801. The resident agent of the Corporation shall be Paul D. Wilber and his post office address is 115 Broad Street, P. O. Box 910, Salisbury, Maryland 21801, and such resident agent is a citizen of the State of Maryland, and actually resides therein.

<u>FIFTH</u>: The total number of shares of stock which the Corporation has the authority to issue is 200 shares, all having a par value of \$1.00 per share, all of one class, and all designated common stock. The aggregate authorized capital stock of the corporation is \$200.00.

SIXTH: The number of Directors of the Corporation shall be initially set at four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the initial Directors who shall act until the organizational meeting and the first issuance of shares of stock has been completed, are:

Alan V. Wilber	Route 11, Box 662 Salisbury, Md. 21801
Gary A. Wilber	Route 11, Box 662 Salisbury, Md. 21801
Melanie Wilber	Route 11, Box 662 Salisbury, Md. 21801

Janice Wilber

Route 11, Box 662 Salisbury, Md. 21801

<u>SEVENTH</u>: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and shareholders:

1. The stockholders may from time to time and at any time before the issuance of shares of stock, classify or reclassify 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.

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No contract or transaction of any nature 2. between this Corporation and any individual, firm, or other corporation, shall be void or voidable solely by reason of the fact that any stockholder or stockholders 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 such interest shall be disclosed to the stockholders of this Corporation before such contract or other transaction is authorized. No stockholders' vote and authorization of such contract or other transaction shall be invalidated in any way, whether for purposes of determining a quorum or for authorization in the particular action, by reason of such conflicting interest.

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EIGHTH: The duration of the Corporation shall be perpetual.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27 # day of March, 1989.

WITNESS:

Martha a. Minton

(SEAL)

Wilber Paul

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COMICO COUN 5121

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STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this $2\eta^{+h}$ day of March, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforocoid the State and County aforesaid, personally appeared PAUL D. WILBER 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.

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Martha a Minter Notary Public

My Commission Expires: July 1, 1990

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DE	AMOUNT	FEE REMITTED	
1	-20	Organ. & Capitalization Rec. Fee (Arts. of Inc.)	Name Change (New Name)
1		Rec. Fee (Amendment) Rec. Fee (Merger or	
Ι.		Consolidation) Rec. Fee (Transfer)	
		Rec. Fee (Dissolution) Rec. Fee (Reviva))	Change of Name
2		Foreign Qualification Cert. of Qual. or Reg.	Change of Principal Office
L 3		Foreign Name Registration	Change of Resident Agent
5 1		For. Supplemental Cert.	Change of Resident Agent
		Foreign Resolution Certificate of Conveyance	Address Resignation of Resident Agent
))		Certificate of Merger/Transfer	Resignation of Resident Agent
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) 9		For. Limited Partnership Cert. Limited Partnership Amendment to Limited	ATTENTION:
5		Partnership Terminaton of Limited	
1		Partnership Recordation Tax	•
3		State Transfer Tax Local Transfer Tax	
1 A		Corp. Good Standing Foreign Corporation	Paul Wilber
7		Registration Limited Part. Good Standing	
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ARTICLES OF INCORPORATION OF DAKWOOD SOD FARM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAX ATION A. M. AS IN CONFORMITY O'CLOCK OF MARYLAND APRIL 3, 1989 AT 8:35 WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID:

ORGANIZATION AND CAPITALIZATION FEE PAID:

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TO THE CLERK OF THE COURT OF

1185521222

MARYLAND COMPANY

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ASSESSMEN

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WICOMICO COUNTY

20.00

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

> RETURN TO: PAUL WILBER BOX 910 SALISBURY

l Wilber, atter 9/11/89

MD 21801 0910

SPECIAL FEE PAID:

ved for Record Lite 9/14/187 and recorded in the Records of Wicomico County, Maryland in Liber M.S.B, Agceived for Record Lite No, Folios . 19003020504

· RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

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SALISBURY AREA CHAMBER OF COMMERCE, INC. ARTICLES OF AMENDMENT

Salisbury Area Chamber of Commerce, Inc., a Maryland nonstock corporation, with its principal office at 300 East Main Street, Salisbury, Maryland 21801 (hereinafter referred to as the Corporation) hereby certifies to the Maryland State Department of Assessments and Taxation (hereinafter referred to as the Department) that:

FIRST: The charter of the Corporation is hereby amended by adding the additional items set forth hereinbelow immediately following Article Eighth of the amended and restated charter:

> NINTH: The liability of the Corporation's directors and officers to the Corporation or its members for money damages shall be limited or restricted to the fullest extent permitted by §2-405.2 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

> <u>TENTH</u>: As used in this Item Tenth, any word or words defined in $\S2-418$ of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, shall have the same meaning as provided by said statute:

> 1. The Corporation may, with the approval of its Board of Directors, indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with said §2-418 of the Corporations and Associations Article.

> 2. With respect to an employee or agent other than a director or officer of the Corporation, the Corporation may, as determined by its Board of Directors, indemnify and advance expenses to such employee or agent in connection with a proceeding to the same extent authorized herein for directors and officers.

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STATE DEPARTMENT OF ASSESSMENTS AND TAXADION ADDAOV_D FOR RECORD

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03-30-89 at 10:11

LIBER 47 PAGE 345

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held at 12:00 P.M. on October 26, 1988, adopted a resolution setting forth the aforegoing amendments to the charter of the Corporation, declaring that such amendments to the charter were advisable and directing that such amendments be submitted for action thereon at a meeting of the general membership of the Corporation.

THIRD: Notice setting forth such amendments to the charter of the Corporation was given to the members of the Corporation as required by law and the Corporation's charter, and the amendment to the Corporation's charter as hereinabove set forth was duly approved and adopted by its members at a regular meeting of the general membership held at Salisbury, Maryland, at 12:00 P.M. on <u>March 16</u>, 1989, by the affirmative vote of not less than the majority of all members present and entitled to vote thereon, a majority vote being sufficient to carry the amendment as set forth in the Corporation's charter.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its president and its corporate seal to be affixed hereunder and attested by its secretary on this <u>28th</u> day of <u>March</u>, 1989, and its president acknowledges that these Articles of Amendment are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval hereof are true in all material respects to the best of his knowledge, information and belief.

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ATTEST:

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1Z Weisner, Secretary chael

SALISBURY AREA CHAMBER OF COMMERCE, INC.

N- Jian Bray, President Robbin W. Gray,

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62	20	Rec. Fee (Amendment)		
63		Rec. Fee (Merger or Consolidation)		
64 65		Rec. Fee (Transfer) Rec. Fee (Dissolution)		
66 60		Rec. Fee (Revival) Foreign Qualification		_ Change of Name
52 50				_ Change of Principal Office
51 13		Foreign Name Registration Certified Copy		Change of Resident Agent
56 54	`	Penalty For. Supplemental Cert.		Change of Resident Agent
53 73		Foreign Resolution Certificate of Conveyance		Address
				Resignation of Resident Agent
76		Certificate of Merger/Transfer		
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75		Special Pee		Code
80 83		For. Limited Partnership Cert. Limited Partnership		
84		Amendment to Limited Partnership		ATTENTION:
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70 91		Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limite	d Part.	NOTE:
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ARTICLES OF AMENDMENT OF SALISBURY AREA CHAMBER OF COMMERCE, INC.

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APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 30, 1989 AT 10:11 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID: SPECIAL FEE PAID: 20.00 D0386995 WICOMICO COUNTY TO THE CLERK OF THE COURT OF IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND. RETURN TO: LAWS & LAWS, P.A. 107 N. BAPTIST ST. P.O. BOX 75 SALISBURY MD 21801 EF and recorded in the Received for Recordly $|l|_1$ Records of Wicomico County, Maryland in Liber M.S.B. 11995599555 18803020261 , Fulios L ASSESSMEN UN. marked Bowen Clerich 292559 DEPARY RECORDED IN THE RECORDS OF THE MARYLAND STREET STATE DEPARTMENT OF ASSESSMENTS 3120 2195 O_F AND TAXATION OF MARYLAND IN LIBER, FOLIO. AT5 060

LISER 47 page 348

ARTICLES OF INCORPORATION

OF

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RED ROOST, INC.

THIS IS TO CERTIFY:

3-29-89

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FIRST: That the subscriber, PETER S. PALMER, whose post office address is Clara Road, White Haven, Maryland, 21856, 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 corportion by the execution and filing of these articles.

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

RED ROOST, INC.

<u>THIRD</u>: That the purposes for which the Corporation is formed are as follows:

(a) Own, operate and manage a restaurant.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is Clara Road, White Haven, Maryland/* The resident agent of the Corporation is Peter S. Palmer, whose post office address is Clara Road, White Haven, Maryland, 21856. Said resident agent is a citizen of the State of Maryland and actually resides therein.

*21856

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47 PAGE 349 LISER

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

The Corporation shall initially have one (1) SIXTH: director, Peter S. Palmer, who shall serve until the organizational meeting, at which time the Board of Directors shall cease to exist and thereafter there shall be no Board of Directors and the Corporation shall proceed under Section 4-303 of the Corporations and Associations Articles of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation. on this 27th day of <u>March</u>, 1989.

TEST:

M. Dryde-

(SEAL) Palmer

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT :

THIS IS TO CERTIFY, that on this <u>27th</u> day of <u>March</u>, 1989, before me, the undersigned, personally appeared **PETER S. PALMER** and acknowledged the aforegoing Articles of Incorporation to be his act.

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

My Commission expires: July 1, 1990

			13/4	٨	Gene L Burner, Director
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	66 52		Rec. Fee (Revival) Foreign Qualification	·	Change of Name
	50		Cert. of Qual. or Reg.		Change of Principal Office
	51 13		Foreign Name Registration Certified Copy		Change of Resident Agent
	56		Penalty		
	54 · 53		For. Supplemental Cert. Foreign Resolution		Change of Resident Agent Address
	73		Certificate of Conveyance		Resignation of Resident Agent
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	75 80		Special Fee For. Limited Partnership		Code
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ARTICLES OF INCORPORATION 05 RED ROOST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 29, 1989 AT 10:13 O'CLOCK A . M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FUE PAID:		• SPECIAL FEE PAID	
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BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: JOHN LANG P. O. BOX 259 SALISBURY

MD 21801 0259

ved for Record Cit Maryland in Liber M.S.B. Received for Recordect No 18803020167 ASSESSALEA Mark S. Sower And 292487 01:24 RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS 3120 1677 MARYLAND OF AND TAXATION OF MARYLAND IN LIBER, FOLIO. STEET 1432 ATS CO ۶ tter 91

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MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS * OF TRI-STATE INSULATION, INC.

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A meeting of the Board of Directors of the Corporation was held at the offices of the Corporation on <u>January 1, 1989</u>, at which meeting all directors attended. The following resolution was unanimously approved:

RESOLVED, that the resident agent of the Corporation as set forth in Article Third of the Articles of Amendment and Restatement of the Corporation is hereby changed from "Lewis A. Abbott, Jr." to "Stephen W. Ashcraft, Route 5, Pemberton Drive, Salisbury, Maryland 21801".

There being no further business to come before the Board

of Directors the meeting was declared adjourned.

Ashcfaft ephen resident and secretary of Meeting

CERTIFICATION

BEFORE ME, a Notary of the State of Maryland, personally appeared Stephen W. Ashcraft who certified under the penalties of perjury that the within and aforegoing resolution is a true copy of the resolution adopted by the Board of Directors of Tri-State Insulation, Inc., on <u>January 1, 1989</u>.

My Commission Expires: July 1, 1990

TE C. QI NOTARY Alice PIRIK 90397360

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

APPROVED FOR RECORD 9:28 A. 3-30-89 at

de a stat ł STATE OF MARYLAND LIBER 47 PAGE 353 State Department of Assessments and Taxation Gens L. Burner, Director COUNTY_ 22 BUSINESS CODE JOCUMENT CODE • DO212928 P.A Religious Close Stock Nonstock Surviving terging (Transferee) (Transferor) 1 CODE AMOUNT FEE REMITTED Name Change 20 Organ. & Capitalization (New Name) Rec. Fee (Arts. of Inc.) 61 62 Rec. Fee (Amendment) 6) Rec. Fee (Merger or Consolidation) 64 Rec. Fee (Transfor) 65 Rec. Fee (Dissolution) 56 Rec. Fee (Revival) Change of Name 52 Foreign Qualification 5.0 Cert. of Qual. or Req. Change of Principal Office 51 Foreign Name Registration 13 Certified Copy _ Change of Resident Agent 56 Penalty 54 For. Supplemental Cert. Change of Resident Agent 53 Foreign Resolution Address 73 Certificate of Conveyance Resignation of Resident Agent 76 Certificate of Herger/Transfer 75 Special Fee Code 6.0 For. Limited Partnership 8 1 Cert. Limited Partnership 84 Amendment to Limited ATTENTIONI Partnership 85 Terminaton of Limited Partnership. 21 Recordation Tax 22 State Transfer Tax 23 Local Transfer Tax 3.1 Corp. Good Standing HAIL TO ADDRESS NA Foreign Corporation Registration 87 Limited Part. Good Standing 71 Financial 600 Personal Property Reports and _ late filling penalties, 21801 70 \$10.00 Change of P.O., R.A. or R.A.A. 91 Amend/Cancellation, for Limited Part. NOTE: Other Other TOTAL \$10.00 FEES 1 Check Cash Documents on checks 1 3120 1289 APPROVED BY: MC 3120 1105

Ŋ 47 PAGE 354 LIBER CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS OF TRI-STATE INSULATION, INC. APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 30, 1989 AT 9:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED. ORGANIZATION AND CAPITALIZATION FEE PAID; RECORDING FEE PAID: SPECIAL FEE PAID: 10.00 D0212928 TO THE CLERK OF THE 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. RETURN TO: LONG, HUGHES, ETAL-124 EAST MAIN ST-P-0+ BOX 259 SALISBURY MD 21801 ved for Record 1214/4/98 and recorded in the 87C3020082 Records of Wicounicy County, Maryland in Liber M.S.B. Received for Record Stall Story No. Folios _ ASSESSMEN 290907 Mark S. Borto DEPARTA **RECORDED IN THE RECORDS OF THE** 3120 1287 STATE DEPARTMENT OF ASSESSMENTS MARYLAND CONSTRUCTION 3120-1103 AND TAXATION OF MARYLAND IN LIBER, FOLIO. 05 $\gamma 0.$

47 PAGE 355 LIEER

ARTICLES OF INCORPORATION

OF

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SHORE STOP OF PARSONS ROAD, INC. STATE LINE VIE TO GO / CL. CLIMATO

(A Close Corporation)

THIS IS TO CERTIFY:

IS TO CERTIFY: 3-27-89 11:320 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: Shore Stop of Parsons Road, Inc.

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

(a) To engage generally in the convenience store and dairy market business and to do and engage in all other activities directly or indirectly related thereto.

(b) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes (including specifically alcoholic beverages), and to generally deal in groceries and grocery products.

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

To establish, purchase, lease as lessee, or (d) otherwise acquire, own, operate, and maintain, sell, mortgage, deed of trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and expertence to acquire all cuch merchandise importers, and exporters; to acquire all such merchandise, supplies, materials; and other arbicles as shall be necessary or incidental to such business; and to have any and all power to 3120 0416

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carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

(e) 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.

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

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LIBER . 47 PAGE 357

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

(h) In addition to the aforegoing 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 Pemberton Drive and Parsons Road, Salisbury, Maryland, 21801. The resident agent of the corporation is Donald C. Davis, 212 East Main Street, Salisbury, Maryland, 21801. Said resident agent is a citizen of the State of Maryland.

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

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

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

(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 Donald C. Davis shall act as such until the first annual meeting or until 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

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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

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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 or transaction 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 15 th day of March, 1989.

WITNESS:

Egon (1. Yarka)

(SEAL) DONALD C. DAVIS

NOTARY

My Commission Expires:

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STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 15^{4A} day of March, 1989, 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.

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and Notarial Seal.

IN WITNESS WHEREOF, I hereunto set my hand

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LIBER , 47 PAGE 361

ARTICLES OF INCORPORATION OF SHORE STOP OF PARSONS ROAD, INC.

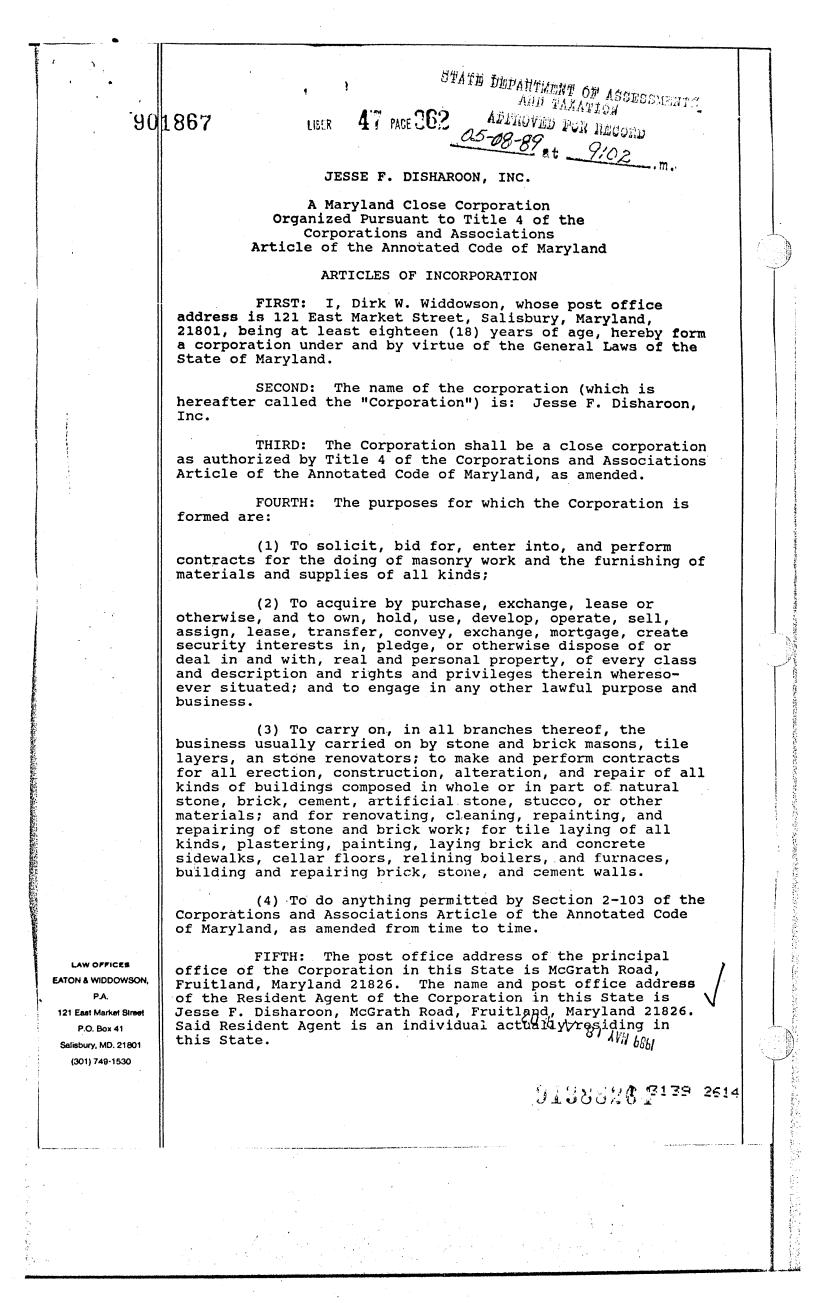
APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 27, 1989 AT 11:32 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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TO THE CLERK OF THE COURT OF	WICOMICO COUNTY	
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	LIDEP 47 PAGE 363
	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 Jesse F. Disharoon.
	IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of, 1989, and I acknowledge the same to be my act.
	WITNESS:
	Canice Carrow Dirk W. Widdowson
	STATE OF MARYLAND, WICOMICO COUNTY, to wit:
	I HEREBY CERTIFY that on this day of , 1989, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DIRK W. WIDDOWSON and he acknowledged the foregoing Articles of Incorporation to be his act and deed.
	AS WITNESS my hand and Notarial Seal.
	Notary Public
	Notary Fubric
	My Commission Expires: July 1, 1990.
	PUBLIC
	STO COUNT
LAW OFFICES EATON & WIDDOWSON,	
P.A. 121 East Market Street	
P.O. Box 41 5 Selisbury, MD, 21801	s
(301) 749-1530	3139 261

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ATTICLES OF INCORPORATION

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JESSE F. DISHAROON, INC.

TO THE CLERK OF THE COURT OF

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

OF MARYLAND MAY 8, 1989 AT 9:02 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPHALIZATION FEE, PAID(RECORDING FEE PAID:	SPECIAL FLE PAID:	
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D2801561 NICOMICO COUNTY

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

> RETURN TO: EATON AND MIDDOUSON, P.A. 121 E. MARKET STREET P. O. BOX 41 SALISBURY MD 21801

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STATE DEPARIMENT OF ASSESSMENTS .

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LIBER 47 PAGE 366

ARTICLES OF INCORPORATION

OF

THUMB'S UP NURSERY, INC.

A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscribers, TIMOTHY R. SHERMAN, whose post office address is #25 Nevins Place Salisbury, Maryland 21801, and JAMES W. WILLIAMS, whose post office address is Snow Hill Road, R.F.D. No. 4, Box 296, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, by virtue of the General Laws of the State of Maryland authorizing the formation of close corporations, do hereby act with the intention of forming a close corportion by the execution and filing of these articles.

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

THUMB'S UP NURSERY, INC.

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

(a) To engage in the business of planting, growing, harvesting and sale of any and all kinds of plants, trees, shrubs and ornamental plants; and to perform any and all acts or businesses incident thereto.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is #25 Nevins Place , Salisbury, Maryland 21801. The resident wagent of the Corporation is TIMOTHY R. SHERMAN,

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whose post office address is #25 Nevins Place Salisbury, Maryland, 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall initially have two (2) directors, TIMOTHY R. SHERMAN and JAMES W. WILLIAMS, who shall serve until the organizational meeting, at which time the Board of Directors shall cease to exist and thereafter there shall be no Board of Directors and the Corporation shall proceed under Section 4-303 of the Corporations and Associations Articles of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation on this 23.1 day of May 1989.

TEST: uly a. Ho (SEAL) Timothy R. Sherman Whan (SEAL) James W. Williams

STATE OF MARYLAND, COUNTY OF WICOMICO

THIS IS TO CERTIFY, that on this <u>23rd</u> day of <u>May</u>, 1989, before me, the undersigned, personally appeared **TIMOTHY R. SHERMAN** and acknowledged the aforegoing Articles of Incorporation to be his act.

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

My Commission expires: July 1, 1990

Deruly Cl. Study Notary Public (SEAL) State 00 2.059 2 0

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STATE OF MARYLAND, COUNTY OF WICOMICO

THIS IS TO CERTIFY, that on this <u>23rd</u> day of <u>May</u>, 1989, before me, the undersigned, personally appeared JAMES W. WILLIAMS and acknowledged the aforegoing Articles of Incorporation to be his act.

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

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My Commission expires: July 1, 1990

Benuly Q. flor Notary Publ

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LIBER 47 PAGE 370

ARTICLES OF INCORPORATION OF THUMB®S UP NURSERY? INC.

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APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 25, 1989 AT 11:06 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: RECORDING FEE PAID: SPECIAL FEE PAID: 20.00 20.00 D2801116 A TO THE CLERK OF THE 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. **RETURN TC:** LONG, HUGHES, BAHEN, DASHIEL ATTN: HOBART B. HUGHES 124 E. MAIN STREET P. D. BOX 259 SALISBURY MD 21 MD 21801 0259 28 Yand recorded in the 250 3023269 Received for Recorded Records of Wicomico County, Maryland in Hiber MySB 905 OY _ Folios _D mark A. Bowers Clark Card Courses RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 01 2122 2222 MARY 1088 10-24-89

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STATE DEPARTMENT OF ASSESSMENTS

ARTICLES OF INCORPORATION

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OF

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is:

BAYSIDE BASKETBALL OFFICIALS ASSOCIATION, INC.

FIRST: I, the undersigned, Brett W. Wilson, whose post office address is 317 Crusader Road, Cambridge, Maryland 21613, being at least eighteen (18) years of age, desire to form a corporation under and by virtue of the General Laws of the State of Maryland:

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

IBAYSIIDE IBASIKIETIBAILIL OIFIFICIAILS ASSOCIATION, INC.

THIRD:

The purposes for which this Corporation is formed are:

(a). The corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes, or any of them, any property, real, personal or mixed, without limitation as to amount of value except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof and to deal with and expend the income therefrom from any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such a manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTII of these Articles of Incorporation, or as shall, in the opinion of the Board of Directors, jeopardize the Federal Income Tax Exemptions of the Corporation, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all, and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for Scientific, Educational, and Charitable Purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in the furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and Entropy weted to pay reasonable compensation for services

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LIBER 47 PAGE 372

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

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

- (1) To educate, train, develop and provide continuous instruction for basketball officials.
- (2) To promote the welfare of the game of basketball, its players and officials.
- (3) To maintain the highest standard of basketball officiating.
- (4) To encourage the spirit of fair play and sportsmanship.

(7)

- (5) To have available at all times an adequate number of thoroughly trained and capable officials
- (6) To cooperate with all organizations officially connected with the game of basketball in furthering its interest and ideals.

For the general purposes aforesaid and limited to those purposes, this Corporation shall have the following powers: to purchase, encumber, or dispose of real or personal property of every kind; to purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber and dispose of real and personal property wherever situate; to borrow, or raise money for any of the purposes of the Corporation, and to issue Notes or other obligations of any nature, in any manner permitted by Law for monies so borrowed or in payment for property purchased, or for any other lawful consideration, to secure the payment thereof by mortgage upon, pledge, or conveyance or assignment in trust of 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; generally to carry on any other lawful trade or business and to do every other act and thing not inconsistent with law, which may seem to the Corporation's Board of Trustees calculated at any time and from time to time, directly or indirectly, to effectuate the aforesaid purposes and objectives, or any of them, or to enhance the value of the Corporation's property or rights.

(d) The foregoing enumerations of the purposes, objects, and activities of the Corporation are 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 activity, in any manner to limit or restrict the generality of any other purpose, object or activity mentioned or to limit or restrict any of the powers of this Corporation inconsistent with the educational and charitable purposes for which this Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD.

FOURTH: The Post Office address of the principal office of the Corporation is 540 Riverside Drive, P. O. Box 72, Salisbury, Maryland 21801. The name and Post Office address of the resident agent of the Corporation in this State is Brett W. Wilson, 317 Crusader Road, Cambridge, Maryland 21613. The resident agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The membership of the Corporation shall be composed of those persons who are members in good standing of the Corporation from time to time. The qualifications for membership, procedures for admittance, removal and suspension of members, and of dues for members shall be set forth in the by-laws. Until or unless otherwise directed in the by-laws, the membership shall consist of the Directors of the Corporation. The number of qualifications for, and other matters relating to its members shall be set forth in the bylaws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be nine (9), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3) nor more than twenty-five (25). The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified are:

Rick Roman Donald Sparpaglione Jay Waddell Chuck Cooper Robert Detweiler Doug Young Patrick Chiesa Jim Webster Marty Ross

SEVENTH: Upon 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 the assets of the Corporation exclusively for the purposes of the Corporation, in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any 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 for Wicomico County, Maryland, or the Circuit Court of any County in which the principal office of the Corporation is located, exclusively for such purposes or to such organization(s) as the Court shall determine, which are organized and operated exclusively for such purposes.

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

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NINTH: In these Articles of Incorporation,

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

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

TENTH:

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

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

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

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

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

ELEVENTH:

(1) 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 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.

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(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 this specific case by (i) an affirmative vote at a duly constituted meeting of the majority of the Board of Directors who were not parties to the proceeding or, (ii) an affirmative vote, at a duly constituted meeting of the majority, of the votes cast by members who were not party to the proceedings, the indemnification of such Corporate Representative other than a present appresentative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in this specific case by (i) an affirmative vote at a duly constituted meeting of the majority of the Board of Directors who were not parties to the proceeding or, (ii) an affirmative vote, at a duly constituted meeting of the majority, of the votes cast by members who were not party to the proceedings, the 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 $\frac{18^{\circ}}{Ma_{\odot}}$ day of $\frac{Ma_{\odot}}{Ma_{\odot}}$, 1989, and I acknowledge the same to be my act.

WITNESS:

Darbara N. Bramble

INCORPORATOR: (SEAL) Brett-W.

STATE OF MARYLAND, Dorchester COUNTY, to wit:

I HEREBY CERTIFY, That on this <u>Bet</u> day of <u>Mary</u>, 1989, before me, the Subscriber, a Notary Public in and for <u>Det clester</u> County, Maryland, personally appeared Brett, W. Wilson, and acknowledged the aforegoing Articles of Incorporation to be his act.

AS WITNESS, my hand and Notarial Seal.

richary Notary Public

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My Commission Expires: 7/1

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47 PAGE 377 LIBER

ARTICLES OF INCORPORATION OF BAYSIDE BASKETBALL OFFICALS ASSOCIATION, INC.

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APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 22, 1989 AT 9:01 O'CLOCK A. M. AS IN CONFORMITY OF MARYLAND MAY WITH LAW AND ORDERED RECORDED.

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TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO: ROBINS & JOHNSON 128 EAST MAIN STREET P.C. DOX 506 SALISBURY

HD 21801

SPECIAL FEE PAID:

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ived for Record 2022/22 and recorded in the 2903022072 Records at Wiconico County, Maryland in Litter M.C.E. 2903022072 Ńα. Folios 205723 Mank S. Sources

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

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foo	01870	ARTICLES OF INCORPORATION
		The Olive Garden, Inc. FOR MECORD $5-23-89$ at $9:026$.m.
	<u>FIRST:</u>	I, Sheila Brooks-Tahir, Esquire, whose post office address is 233 West Main Street, Downtown Plaza, 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 the "Corporation") is The Olive Garden, Inc.
	THIRD:	The purposes for which the Corporation is formed are:
		 To engage in the retail preparation and sales of convenience foods and related products; and,
		3. To do anything permitted by Section 1-103 of the Corporations and Associations Articles of the Annotated Code of Maryland, as amended from time to time.
	<u>FOURTH:</u>	The post office address of the Corporation in this State is 227 West Main Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Sheila Brooks-Tahir, whose post office address is 233 West Main Street, Salisbury, Maryland 21801. Said Resident Agent is an individual residing in this State.
	FIFTH:	The total number of shares of capitol stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.
law Office of Sheila Brooks - Tallir, Fug.	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, but never less than three (3), provided that:
233 West Main Street Domisionn Plaza Soluthury, Maryland 21801 (301) 543-4335		 If there is no stock outstanding, the number of directors may be less than three, but not less than one; and,
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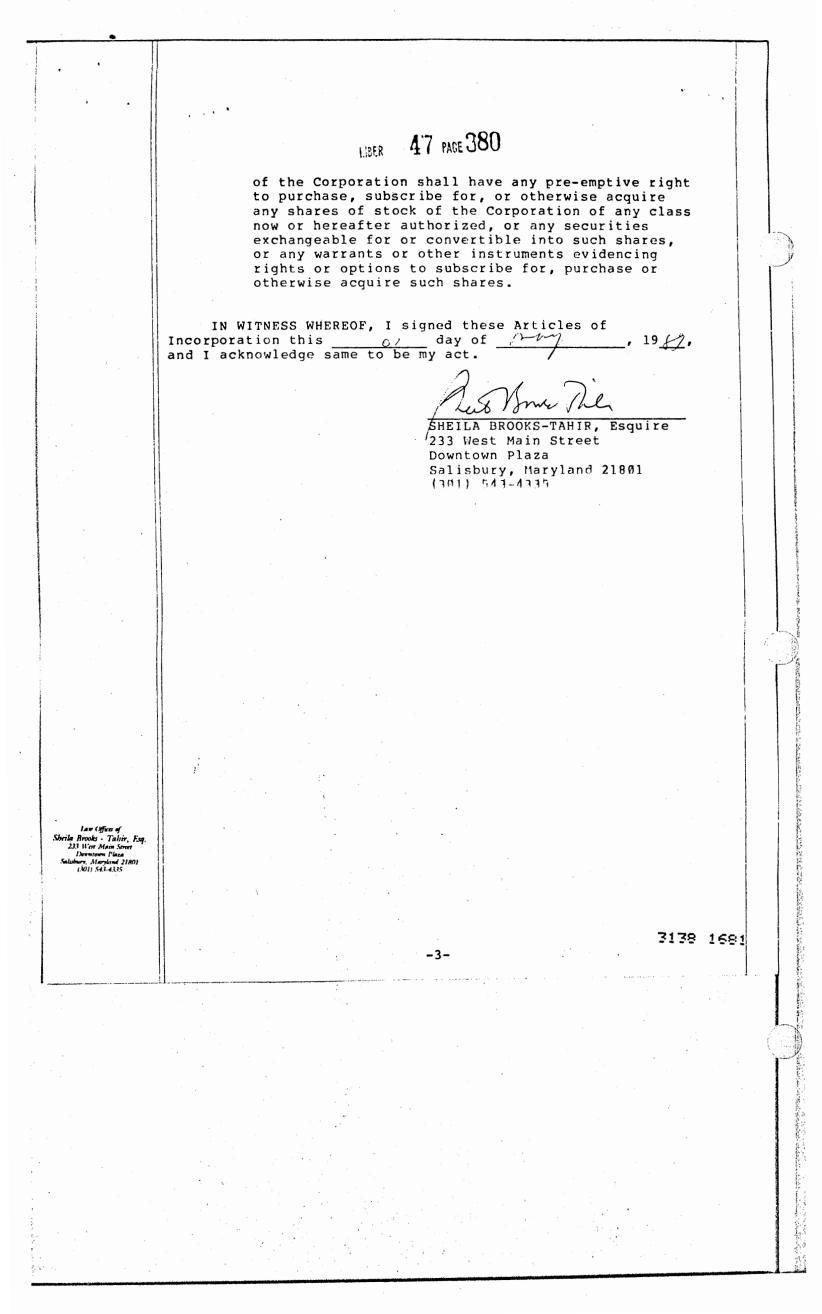
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		LISER 47 PAGE 379	
		 If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders. 	
		The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:	
		Muhammad Tahir and Sheila Brooks-Tahir.	
	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:	
		 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, whether now or hereafter authorized. 	ı
		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, restriction and gualifications of, the dividends on, the times and prices of redemption of, and the conversion right of, such shares.	
Law Office of Sheila Brooks - Tahir, Esq. 233 Went Main Screet Downtown Place		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 articles of the Chapter 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.	
Salisbur, Margina 21801 (301) 543-43.55	EIGHTH:	Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock	
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ARTICLES OF INCORPORATION OF THE OLIVE GARDEN, INC.

	OF MARYLAND MAY	23, 19	89 AT 9:02	O'CLOCK	A. M. AS IN CONFO	RMITY
	WITH LAW AND ORDERED F	ECORDED.				
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	TO THE CLERK OF THE COU	JRT OF	WICOMICE CO	UNTY		
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ARTICLES OF INCORPORATION

OF

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EASTERN SHORE BRICK CO. OF ADSECTION A CLOSE CORPORATION TALATION 5(72/89-1-9;1/A.m.

THIS IS TO CERTIFY:

FIRST: That the subscriber, DONALD L. WILLIAMS, whose post office address is 703 Riverside Road, Salisbury, Maryland, 21801 being at least eighteen (18) years of age, by virtue of the General Laws of the State of Maryland authorizing the formation of close corporations, do 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

EASTERN SHORE BRICK CO.

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

To own, operate and manage a business (a) establishment engaging in wholesale and retail sale of bricks and other masonry supplies.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is Coles Circle, Salisbury, Maryland, 21801. The resident agent of the Corporation is DONALD L. WILLIAMS, whose post office address is 703 Riverside Road, Salisbury, Maryland. Said resident agent is a citizen of the State of Maryland and actually 11 P A SS YAH PBPI resides therein.

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

SIXTH: The Corporation shall initially have one (1) director, Donald L. Williams, 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 of Directors and the Corporation shall proceed under Section 4-303 of the Corporations and Associations Articles of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation May_, 1989. on this <u>18th</u> day of ____

TEST: aun

and (SEAL) Williams

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT

THIS IS TO CERTIFY, that on this <u>18th</u> day of <u>May</u>, 1989, before me, the undersigned, personally appeared **DONALD L. WILLIAMS** and acknowledged the aforegoing Articles of Incorporation to be his act.

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

My Commission expires: July 1, 1990

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LIGER 47 PAGE 385 ARTICLES OF INCORPORATION OF EASTERN SHORE BRICK CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 22, 1989 AT 9:11 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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47 PAGE 387 STATE LOTIONALET OF ACCESSIONTS AND TAXATION

ARTICLES OF INCORPORATION OF OVED FOR RECORD 5/22/89 at 7:08 Am. OF

ABLE ELECTRIC MOTOR SERVICE, INC.

LISER

A Maryland Close Corporation Organized pursuant to Title 4 of the Corporations And Associations Article of the Annotated Code of Maryland ٩

* * * * * * * * * * *

The undersigned, James V. Anthenelli, whose Post FIRST: 989 address is 108 E. Market Street, Salisbury, Maryland, 21801, Office being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

ABLE ELECTRIC MOTOR SERVICE, INC.

The Corporation shall be a close corporation as THIRD: 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 install, repair, buy, sell, import, export, trade and deal in machinery and appliances for the generation, transmission, and utilization of electricity, direct or alternating current machinery, motors, power tools, generators, engines, pumps, fans, electric cutting and welding machines and electrical tools, machinery, devices, condensers, tools, dies, apparatus, appliances, equipment and accessories of every description.

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

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

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FIFTH: The Post Office address of the principal office of the Corporation in the State of Maryland is: 520 North Salisbury Boulevard, Salisbury, Maryland, 21801.

SIXTH: The Resident Agent of the Corporation is James V. Anthenelli, who is a citizen of and actually resides in the State of Maryland, and whose address is: 108 E. Market Street, Salisbury, Maryland, 21801.

<u>SEVENTH</u>: 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.

EIGHTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) Directors, namely, Charles Edward Pruitt, Sr., and Brenda J. Pruitt.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this $\underline{18^{\text{K}}}$ day of \underline{May} , 1989, and I acknowledge same to be my act.

WITNESS: Chuye a. Jawes

INCORPORATOR: James V. Anthenelli

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بمحجفة بمرب بالمجري 47 PAGE 389 LISER TATE OF MARYLA State Department of Assessments and Taxation Gene L. Burner, Director 172 BUSINESS CODE 03 COUNTY 72 DOCUMENT CODE Close # Religious Stock Nonstock P.A Surviving Aerging (Transferee) (Transferor) AMOUNT FEE REMITTED CODE Name Change 20 Organ. & Capitalization (New Name) 61 Rec. Fee (Arts. of Inc.) 70_ Rec. Fee (Amendment) 62 63 Rec. Fee (Merger or Consolidation) 64 Rec. Fee (Transfer) 65 Rec. Fee (Dissolution) 66 Rec. Fee (Revival) Change of Name 52 Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration 50 Change of Principal Office 51 13 _Certified Copy _ Change of Resident Agent Penalty 56 54 For. Supplemental Cert. Change of Resident Agent 53 Foreign Resolution Address 73 Certificate of Conveyance **Resignation of Resident Agent** 76 Certificate of Merger/Transfer Special Fee 75 Code_ 80 For. Limited Partnership 83 Cert. Limited Partnership ATTENTION: 84 Amendment to Limited Partnership Terminaton of Limited 85 Partnership Recordation Tax 21 State Transfer Tax Local Transfer Tax 22 23 Corp. Good Standing 31 MAIL TO Foreign Corporation NA Registration Wa 87 Limited Part. Good Standing 4091 71 Financial 600 Personal K/ 2 list Property Reports and late filing penalties 70 Change of P.O., R.A. or R.A.A. NOTE : 91 Amend/Cancellation, For. Limited Part. Other Other TOTAL 40.00 FEES Check Cash . Documents on checks APPROVED BY: 3138 1133

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ARTICLES OF INCORPORATION

OF

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ADVANTAGE COLOR LABS, INC.

5-19-89

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

FIRST: The undersigned, Deborah S. Burley, whose Post Office Address is Route 1, Box 214, Princess Anne, Maryland, 21853, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

ADVANTAGE COLOR LABS, 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 color film processing and to provide any other service pertaining to film processing and photography;

2. To engage in the business of retail sale of photography supplies and equipment;

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

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

FIFTH: The Post Office address of the principal office of the corporation in the State of Maryland is 1019 South Division Street, Salisbury, Wicomico County, Maryland, 21801; and the name and post office address of the Resident Agent of the Corporation is Deborah S. Burley, Route 1, Box 214, Princess Anne, Maryland, 21853. Said Resident Agent is an individual actually residing in the State of Maryland.

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

LAW OFFICES ROBINS & JOHNSON 128 EAST MAIN STREET SALISBURY, MD. 21801

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47 PAGE 392

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (1) Director, namely, Deborah S. Burley.

LIBER

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 10 mg

day of WITNESS:

arts 25th

INCORPORATOR:

Nebarah S. Burley (SEAL) Deborah S. Burley

LAW OFFICES ROBINS & JOHNSON 128 EAST MAIN STREET SALISBURY, MD. 21801

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		RD BY THE STATE DEPARTMENT OF ASSESSME	NTS AND TAXATION
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	BEEN RECEIVED, APPROVED AND RECORD	ED BY THE STATE DEPARTMENT OF ASSESSMENTS A	ND TAXATION OF MARYLAND.
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SMMI HOLDINGS, INC. ARTICLES OF VOLUNTARY DISSOLUTION

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بالمقار وفيعم والأجل

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is in care of Jose P. Rodriquez, 123 Westbury Drive, Route 5, Salisbury, Md. 21801.

THIRD: The name and address of the resident agent of the Corporation, who shall serve for one year after dissolution and until the affairs are wound up, are Jose P. Rodriquez, 123 Westbury Drive, Route 5, Salisbury, Md. 21801.

<u>FOURTH</u>: The name and address of each Director of the Corporation are as follows:

Jose P. Rodriguez 123 Westbury Drive, Route 5 Salisbury, Md. 21801

Fabiola G. Rodriguez 123 Westbury Drive, Route 5 Salisbury, Md. 21801

Colin C. Chopin 5204 Seascape Lane Piano, Texas 75075 ,1:11 ∀ Z1 XVH b&bl

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FIFTH: The name, title and address of each officer of the Corporation are as follows:

LISER

President:

Fabiola G. Rodriguez 123 Westbury Drive, Route 5 Salisbury, Md. 21801

Vice President:

Jose P. Rodriguez 123 Westbury Drive, Route 5 Salisbury, Md. 21801

Secretary/Treasurer:

Colin C. Chopin 5204 Seascape Lane Piano, Texas 75075

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all stockholders of the Corporation, duly approved by the stockholders of the Corporation by the affirmative vote of all of the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the

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LIBER 47 PAGE 397

Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, SMMI Holdings, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this <u>4th</u> day of <u>October</u>, 1988, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of SMMI Holdings, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

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ATTEST: 1 Secretary

SMMI HOLDINGS, INC. By <u>Falicala M. Kodugu</u> (SEAL) President



ROGER BASKERVILLE, C.P.A. Director of Finance Salisbury, Md. 21801-4118

398

P.O. Box 4118 548-3110 548-3115

1989

3138 0033

Feb. 1, 1989

I, Roger Baskerville, Treasurer and Collector of taxes in and for the City of Salisbury, Wicomico County, Maryland, do hereby certify that all personal taxes in regard to Statesman Motel, Inc. have been paid in full through the fiscal year 1987-1988 to June 30, 1988.

Roger Baskerville, Dir of Finance

CERTIFIED TRUE AND CORRECT as of

Hicomico County, Maryland Bepartment of Finance SALISBURY, MARYLAND 21801-4036

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COUNCIL

HENRY S. PARKER, PREBIDENT PHILIP L. TILGHMAN, VICE PREB. BETTY K. GARONER JULIA FOXWELL JOHN M. MORRIS C. JOSEPH SCHILLER DIRECTOR OF FINANCE

2028 - 2024

April 12, 1989

Statesman Motel, Inc. 712 N. Salisbury Blvd. Salisbury, MD 21801

To Whom It May Concern:

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The undersigned, Collector of Taxes for Wicomico County, State of Maryland does hereby certify that all Corporation taxes levied on Assessments made by the State of Maryland, Department of Assessments and Taxation and billed by and payable to the undersigned Director of Finance, Wicomico County, Maryland by Statesman Motel, Inc., 712 N. Salisbury Blvd., Salisbury, MD 21801 have been paid for the business year ending Dec. 31, 1986, fiscal year 1987-88.*

Respectfully submitted,

Joseph Schiller

Director of Finance Wicomico County, MD

*Fiscal year 1988-89, business year ending Dec. 31, 1987, was billed to SMMI Holdings, Inc. with the same corporate ID number as Statesman Motel, Inc. due to a name change. This assessment was abated due to a double assessment with Statesman, Inc..

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47 PAGE 400 LIBER STATE OF MARYLAND **COMPTROLLER OF THE TREASURY** LOUIS L. GOLDSTEIN TREASURY BUILDING P.O. BOX 466 PHONE 974-3814 ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN COMPTROLLER J. BASIL WISNER CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

THE STATEMAN MOTEL, INC.

have been paid.

IL BUILD

WITNESS my hand and official seal this

14TH day of FEBRUARY A.D. 19 89

Varlene DEPUTY COMPTROLLER

3179 GOPL

PS-405

COMPTROLLER OF THE TREASURY