

LIBER 47 PAGE 801

AFFIDAVIT OF E. DEAN FRENCH

I, E. Dean French, President of Cherokee Land Development Corp., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

ATTEST:

CHEROKEE LAND DEVELOPMENT CORP.

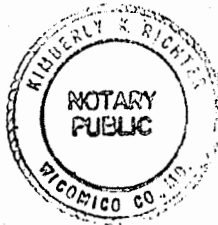
E. Dean French

By: E. Dean French (SEAL)  
E. Dean French,  
President

STATE OF MARYLAND  
COUNTY OF WICOMICO

I HEREBY CERTIFY that on this 31<sup>st</sup> day of July, 1989, before me, the subscriber, a notary public of the State and County aforesaid, personally appeared E. Dean French, known (or satisfactorily proven) to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he is the President of Cherokee Land Development Corp., a body corporate, and made oath under the penalties of perjury that the matters and facts set forth in this Affidavit are true to the best of his knowledge, information and belief, and that he, being authorized so to do, executed the same for the purposes therein contained by signing the name of the corporation by himself as President.

IN WITNESS WHEREOF, I hereunto set my hand and notarial seal.



Kimberly K. Richter  
Notary Public

My commission expires:  
July 1, 1990

c:/document/cherokee.afd  
aga:kr 7/13/89



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

LIBER 47 PAGE 802

DOCUMENT CODE 18 BUSINESS CODE \_\_\_\_\_ COUNTY 72

# D0058495 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	<u>Name Change</u>
61	_____	Rec. Fee (Arts. of Inc.)	<u>(New Name)</u> _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	<u>20</u>	Rec. Fee (Revival)	<u>Change of Name</u>
52	_____	Foreign Qualification	<input type="checkbox"/> <u>Change of Principal Office</u>
50	_____	Cert. of Qual. or Req.	<input checked="" type="checkbox"/> <u>Change of Resident Agent</u>
51	_____	Foreign Name Registration	<input checked="" type="checkbox"/> <u>Change of Resident Agent Address</u>
13	_____	Certified Copy _____	<input type="checkbox"/> <u>Resignation of Resident Agent</u>
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	<u>30</u>	Special Fee	Code <u>072</u>
80	_____	For. Limited Partnership	<u>ATTENTION:</u> _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	<u>MAIL TO ADDRESS:</u> _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ <u>Personal</u> Property Reports and _____ late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	<u>NOTE:</u> _____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 50 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: A

LIBER 47 PAGE 803

THE ARTICLES OF REVIVAL  
OF  
CHEROKEE LAND DEVELOPMENT CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 31, 1989 AT 9:14 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

\$ 30.00

D0058495

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:  
ADKINS, POTTS, & SMITHURST  
P O BOX 4247  
SALISBURY MD 21801

Received for Record July 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 298-803

024C3030247

*Mark S. Bowen* Clerk

A 302719



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3159 0774

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Ex + D: APS atlp 12-15-89

803298

ARTICLES OF INCORPORATION

OF

HOULIHAN BROS. INC.

A CLOSE CORPORATION

27-28-89 9:44

9

THIS IS TO CERTIFY:

FIRST: That the subscriber, THOMAS B. HOULIHAN, whose post office address is 501 South Division Street Fruitland, Maryland 21826, being at least eighteen (18) years of age, by virtue of the General Laws of the State of Maryland authorizing the formation of close corporations, does hereby act with the intention of forming a close corporation by the execution and filing of these articles.

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

HOULIHAN BROS. INC.

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

- (a) To own, develop, operate and manage mobile home parks.
- (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 501 South Division Street, Fruitland, Maryland 21826. The resident agent of the Corporation is THOMAS B. HOULIHAN, whose post office address is 501 South Division Street, Fruitland, Maryland 21826. Said resident agent is a citizen of the State of Maryland and actually resides therein.

RECORDED  
INDEXED  
A

✓

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, THOMAS B. HOULIHAN, 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 7th day of July, 1989.

TEST:

*Alice C. Bailey*


*Thomas B. Houlihan* (SEAL)  
Thomas B. Houlihan

STATE OF MARYLAND, COUNTY OF Worcester :

THIS IS TO CERTIFY, that on this 7th day of July, 1989, before me, the undersigned, personally appeared THOMAS B. HOULIHAN and acknowledged the foregoing 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

*Alice C. Bailey* (SEAL)  
Notary Public  




STATE OF MARYLAND State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 72

P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	<u>John T. King II</u>
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>King, Stephen, Baker, Daniel</u>
87	_____	Limited Part. Good Standing	<u>Boston</u>
71	_____	Financial	<u>124 Cambridge Street</u>
600	_____	Personal Property Reports and late filing penalties	<u>10 Oct 2007</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Secretary Md. 21.501-0359</u>
91	_____	Amend/Cancellation, For. Limited Part.	NOTE: _____
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 40  Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: Jm.T.

LIBER 47 PAGE 807

ARTICLES OF INCORPORATION  
OF  
HOULIHAN BROS. INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 28, 1989 AT 9:44 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

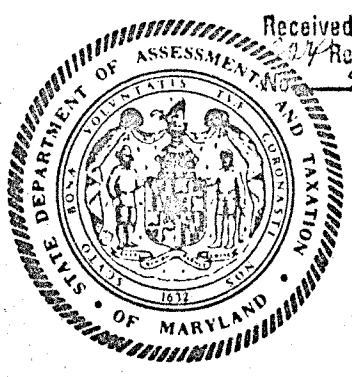
\$

D2838936

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:  
JOHN B. LONG, II  
LONG, HUGHES, BAHEN, DASHIELL  
124 E. MAIN ST.  
P. O. BOX 259  
SALISBURY MD 21801 0259



Received for Record 7/28/1989 and recorded in the 023C3030025  
Records of Wicomico County, Maryland in Liber M.S.B.  
47 Folios 804-807 A 302527  
*Mark S. Bowen* Clerk

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

7153 2205

AT5-060

Ex. D: John B Long II LNBDB Atty 12-15-89

ARTICLES OF AMENDMENT  
OF  
HOULIHAN ENTERPRISES, INC.

7/28/89

8:41

HOULIHAN ENTERPRISES, INC., a Maryland corporation, having its principal office at U.S. Route 13 South, P. O. Box H, Fruitland, Maryland 21826 (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation that:

FIRST

The Charter of the Corporation is hereby amended by striking out and deleting Article Second of the Articles of Incorporation in its entirety and inserting in lieu thereof the following:

"SECOND:

The name of the Corporation is: TBH, Inc."

SECOND

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

IN WITNESS WHEREOF, HOULIHAN ENTERPRISES, INC., 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

1989 JUL 28 A 8 41



Secretary on this 20th day of January, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Houlihan Enterprises, 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.

ATTEST:

HOULIHAN ENTERPRISES, INC.

BY: [Signature]  
John B. Long II, Asst. Secretary

BY: [Signature]  
Thomas B. Houlihan, President

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY that on this 20th day of January, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared THOMAS B. HOULIHAN, President of Houlihan Enterprises, Inc., and acknowledged the foregoing Articles of Amendment of Houlihan Enterprises, Inc., to be the corporate act of said Corporation; and at the same time personally appeared JOHN B. LONG II and made oath in due form of law that he was Asst. Secretary of the meeting of the stockholders of said Corporation at which the amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission Expires  
July 1, 1990

[Signature]  
Notary Public





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A WRF BUSINESS CODE \_\_\_\_\_ COUNTY 72

# D1898519 P.A. Religious Close Stock Nonstock

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) <u>TBH, Inc.</u>
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent Address
51	_____	Foreign Name Registration	_____ Resignation of Resident Agent
13	_____	Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Long Lane et al</u>
23	_____	Local Transfer Tax	<u>Box 259</u>
31	_____	Corp. Good Standing	<u>Salisbury, W 21801</u>
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standing	
71	_____	Financial	
600	_____	Personal 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 FEES 20 Check \_\_\_\_\_ Cash \_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: A

016 1005

LIBER 47 PAGE 811

ARTICLES OF AMENDMENT  
OF  
HOULIHAN ENTERPRISES, INC.  
CHANGING ITS NAME TO:  
TBH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 28, 1989 AT 8:41 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

\$ \_\_\_\_\_

D1898519

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, LAWS, ETAL.  
P.O. BOX 259  
SALISBURY

MD 21801

Received for Record MAY 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 808-811

022C3032584

*Mark S. Bowen* Clerk

A 302478



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

215 1182

Ex 4 D: JHBOB Atup 12-15-89

003301

LISER 47 PAGE 812

ARTICLES OF INCORPORATION  
OF  
GNI PROPERTIES, INC.  
A CLOSE CORPORATION

DEPARTMENT OF REVENUE  
TAX DIVISION  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 07-27-89 BY 9122

THIS IS TO CERTIFY:

FIRST: That the subscriber, **TERRY R. SELL**, whose post office address is 313 West Main Street, Salisbury, Maryland 21801, being at least eighteen (18) years of age, by virtue of the General Laws of the State of Maryland authorizing the formation of close corporations, does hereby act with the intention of forming a close corporation by the execution and filing of these articles.

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

GNI PROPERTIES, INC.

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

- (a) To own, operate and manage a residential and commercial leasing business.
- (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 313 West Main Street, Salisbury, Maryland 21801. The resident agent of the Corporation is **TERRY R. SELL**, whose post office address is 313 West Main Street, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

1989 JUL 27 A 9:22

003301

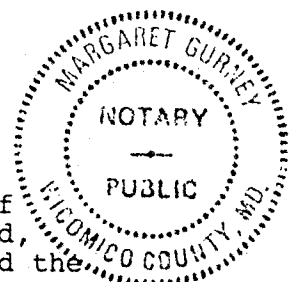
FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred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

SIXTH: The Corporation shall initially have one (1) director, TERRY R. SELL, 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 27 day of June, 1989.

TEST:

[Signature] \_\_\_\_\_ (SEAL)  
Terry R. Sell



STATE OF MARYLAND, COUNTY OF \_\_\_\_\_ :

THIS IS TO CERTIFY, that on this 27 day of June, 1989, before me, the undersigned, personally appeared TERRY R. SELL and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission expires: [Signature] (SEAL)  
July 1, 1990 Notary Public



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 TRF BUSINESS CODE 03 COUNTY 72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	<u>Name Change</u>
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	<u>(New Name)</u>
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	<u>Change of Name</u>
52	_____	Foreign Qualification	<u>Change of Principal Office</u>
50	_____	Cert. of Qual. or Req.	<u>Change of Resident Agent</u>
51	_____	Foreign Name Registration	<u>Change of Resident Agent</u>
13	_____	Certified Copy	<u>Change of Resident Agent</u>
56	_____	Penalty	<u>Change of Resident Agent</u>
54	_____	For. Supplemental Cert.	<u>Address</u>
53	_____	Foreign Resolution	<u>Resignation of Resident Agent</u>
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	<u>Code</u>
80	_____	For. Limited Partnership	<u>ATTENTION: JOHN B. LONG II</u>
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	<u>MAIL TO ADDRESS:</u>
22	_____	State Transfer Tax	<u>LONG, HUGHES, BAHEN, DASHIELL</u>
23	_____	Local Transfer Tax	<u>+ BADGER</u>
31	_____	Corp. Good Standing	<u>124 EAST MAIN ST. - P.O. BOX 259</u>
NA	_____	Foreign Corporation Registration	<u>SALISBURY, MD. 21801-0259</u>
87	_____	Limited Part. Good Standing	<u>NOTE:</u>
71	_____	Financial	_____
600	_____	Property Reports and <u>Personal</u> late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

LIBER 47 PAGE 815

ARTICLES OF INCORPORATION  
OF  
GNI PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 27, 1989 AT 9:22 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2838183

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:

JOHN B. LONG, II  
LONG, HUGHES, BAHEN, DASHIELL  
124 E. MAIN ST.  
P. O. BOX 259  
SALISBURY

MD 21801 0259



Received for Record 27 July 1989 and recorded in the 022C3032479  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 812-815 A 302388

Mark S. Bower Clerk

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

3156 2078

Ex + D John B. Long II, ANBOB, Atty 12-15-89

003302

ARTICLES OF INCORPORATION

OF 27-24-89 at 12:10 p.m.

CLEARWATER SERVICES, INC.

(A Maryland Close Corporation)

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

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Clearwater Services, 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 sale, rental, servicing and operation of equipment and facilities for water conditioning, treatment, filtration and purification; and to engage in any other lawful purpose and/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 Suite 10, 2213 Northwood Drive, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are Timothy J. Gabbard, Suite 10, 2213 Northwood Drive, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Timothy J. Gabbard. After such election becomes effective, the stockholders may exercise all powers of directors, and the business and affairs of the corporation shall be managed under their direction.

27-24-89



LIBER 47 PAGE 817

EIGHTH: Except to the extent that he or she may contract or otherwise agree, a director or officer of the Corporation shall not be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

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

(1) The Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, except to the extent expressly prohibited by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(3) The Corporation may and, if it enters into an agreement to do so, shall be required, according to the terms thereof, to purchase or redeem shares of its stock for a consideration greater than the net asset value per share, provided, however, that the Corporation shall purchase and redeem its stock only out of surplus unless otherwise permitted by law.

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

TENTH: No holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe

for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Each stockholder shall be deemed to have assented to this Article, which shall be deemed to permit the Corporation to issue stock without approval of such issuance by the affirmative vote of the holders of all outstanding stock of the Corporation.

ELEVENTH: RESTRICTION OF TRANSFERABILITY OF STOCK. Unless otherwise agreed in writing by all of the holders of and subscribers for stock of the Corporation:

(1) No sale, transfer or assignment of stock of the Corporation or any interest in such stock shall be valid or create any rights in any person or entity (and no stock shall be transferred on the books of the Corporation) until such stock or interest therein has first been offered in writing to the other stockholders of the Corporation and to the Corporation at a price designated by the stockholder desiring to sell, transfer or assign such stock or interest therein, and the other stockholders and the Corporation shall for sixty (60) days after receipt of such offer have the right or "first option" to purchase all of the stock or interest therein for the price so designated, and if they shall fail to do so, then the stock or interest therein may be sold, assigned and transferred for the price so designated during the six (6) months immediately following the sixty (60) day period referred to above, provided, however, that the stock shall remain subject to this provision, which shall restrict its sale, transfer and assignment by any transferee or subsequent owner of the stock.

(2) No pledge, hypothecation, escrow or other creation of a lien or security interest in the stock of the Corporation shall have any force, operation and effect unless the Corporation and all stockholders shall have consented to it in writing at or after the time of the occurrence or creation thereof, and unless the corporation and all stockholders shall agree to the contrary, their consent to such occurrence or creation shall not exempt the stock or the holder of any lien or security interest in the stock from the provision restricting the sale, transfer or assignment of stock, and any sale, transfer or assignment of the stock pursuant to such lien or security interest shall not be valid unless it complies with that provision, which shall apply fully to the sale of the stock by any transferee or subsequent owner of the stock.

(3) All certificates of stock issued by the Corporation shall be marked at issuance to state: "The sale, transfer

and assignment of this stock and any interest in it (and the pledge, hypothecation, escrow or other creation of a lien or security interest in this stock) is restricted by the terms of the Articles of Incorporation, and the Corporation will furnish information about the restriction to the stockholder(s) of this certificate on request and without charge." Any certificates not so marked will be promptly returned to the Corporation to be so marked.

(4) Transfers of the stock of the Corporation or any interest therein by operation of law, such as inheritance, intestate succession, bankruptcy, receivership, guardianship, attachment, levy, execution or otherwise, and the transferees by operation of law of such stock or interests therein shall be subject to the provisions of this Article, which shall apply fully to any sale, transfer, assignment or other act by such transferees and any subsequent owner or holder of the stock or interest claiming by, under or through a transferee by operation of law.

(5) No stockholder shall attempt to sell, transfer or assign the stock of the Corporation or any interest therein without first advising all parties to the transaction of the substance of this Article.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of July, 1989, and I acknowledge the same to be my act.

WITNESS:

*Richard K. Rutter*

*Robert B. Taylor*  
Robert B. Taylor

(c:#forms#corp#corp.024)  
d:#rbt#rbtcorp.010



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 TRF BUSINESS CODE 03 COUNTY 72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock

Mergering (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>10</u>	1 Certified Copy <u>4</u> Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code <u>072</u>
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	Property Reports and <u>Personal</u> late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 50 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: A

LIBER 47 PAGE 821

ARTICLES OF INCORPORATION  
OF  
CLEARWATER SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 24, 1989 AT 10:10 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2837045

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:  
ADKINS, POTTS, & SMITHURST  
P O BOX 4247  
SALISBURY MD 21801

Received for Record July 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 816-821 021C3032287

*Mark S. Brown* Clerk  
A 302223



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2157 0670

Ex. D: APS Atty 12-15-89

803303

7/26/89 10:53

ARTICLES OF INCORPORATION  
OF  
CONNOR FM BROADCASTING CO.

FIRST: The undersigned, J. Parker Connor, Susan C. Connor and S. Catherine Phillips, whose post office addresses are 220 First Street, Bethany Beach, Delaware 19930; 220 First Street, Bethany Beach, Delaware 19930; 313 Maryland Avenue, Bethany Beach, Delaware 19930 (respectively each) being at least 21 years of age, do hereby form a corporation under the Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation), is  
CONNOR FM BROADCASTING CO.

THIRD: The purpose of the Corporation is to engage in any lawful act of activity for which corporations may be organized under the general Corporation Law of Maryland, in particular to broadcast, disseminate, transmit, retransmit, receive or collect, by means of electricity, magnetism or electro-magnetic waves, variations or impulses, radio, television, or otherwise news, music, information, entertainment; to hold a license for such activity from the Federal Communications Commission and to generally engage in the field of broadcasting.

To borrow money, to issue bonds, debentures, notes or other obligations secured or unsecured of the Corporation, to secure the same by mortgage or mortgages or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges and franchise of the Corporation, wheresoever situated, acquired or to be acquired.

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized under the laws under which the Corporation is organized

1989 JUL 26 A 10:53

and any and all acts amendatory thereof and supplemental thereto.

To conduct business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more offices outside the State of Maryland, as well as within said state, and to hold, purchase, mortgage, and convey real and personal property outside of the State of Maryland as well as within said state; provided, however, that nothing herein contained shall be deemed to authorize the Corporation to construct, hold, maintain, or operate within the State of Maryland, railroads, or interurban or street railways, or telegraph or telephone lines, or to carry on within said state the business of a gas, electric, steam, heat or power company, or to carry on within said state any public utility business.

Generally, to carry on and undertake any other lawful business of the same general nature, which may from time to time seem to the directors of the Corporation capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to render valuable or enhance the value of any of the Corporation's properties, privileges, or rights.

Generally to perform any and all acts connected with, arising from or incidental to the business to be carried on by the Corporation, and to do all acts proper and necessary for the purposes of its business.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation is 1633 North Division Street, Salisbury, Maryland, 21801. The name and post office address of the resident agent of the Corporation in the State of Maryland is J. Parker Connor, Jr., whose post office address is 1633 North Division Street, Salisbury, Maryland, 21801. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is: Five Thousand (5,000) shares of Class A Common stock with a par value of Ten Dollars (\$10.00) per share; Five Thousand (5,000) shares of Class B Common stock with a par value of Ten Dollars (\$10.00) per share.

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

The voting power of the shares of capital stock in this Corporation shall be vested in the holders of the shares of Class A common stock, each share of stock being entitled to one vote.

There shall be no voting power of the shares of Class B capital stock in this corporation.

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

- J. Parker Connor
- Susan C. Connor
- S. Catherine Phillips

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its capital stock, with or without par value, of any class, whether now or hereafter authorized, and securities convertible into shares of its stock, with or without par value, of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in these Articles of Incorporation or in the By-Laws of the Corporation.

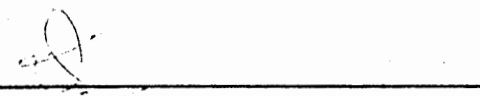
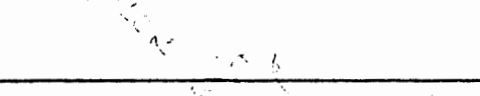
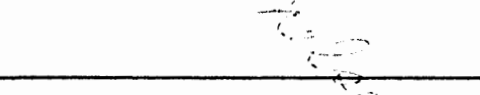


(2) No director shall be disqualified from voting or acting in behalf of the Corporation, in contracting with any other corporation in which he may be a director, officer or a stockholder, nor shall any director of the Corporation be disqualified from voting or acting in its behalf by reason of any personal interest.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 21st day of July, 1989.

WITNESSES:

 \_\_\_\_\_ J. Parker Connor (L.S.)  
 J. PARKER CONNOR  
 \_\_\_\_\_ Susan C. Connor (L.S.)  
 SUSAN C. CONNOR  
 \_\_\_\_\_ S. Catherine Phillips (L.S.)  
 S. CATHERINE PHILLIPS

STATE OF DELAWARE      ss:  
COUNTY OF SUSSEX

I hereby certify that on the 21<sup>st</sup> day of July, 1989, before me the subscriber, a Notary Public of the State of Delaware, County of Sussex, personally appeared J. Parker Connor, Susan C. Connor, and S. Catherine Phillips, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Susan C. Connor  
NOTARY PUBLIC

My Commission expires: Aug. 20, 1991

3107 0075



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 *TRIF*

BUSINESS CODE

03

COUNTY

92

P.A. Religious Close  Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name)
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	
65		Rec. Fee (Dissolution)	
66		Rec. Fee (Revival)	Change of Name
52		Foreign Qualification	Change of Principal Office
50		Cert. of Qual. or Req.	Change of Resident Agent
51		Foreign Name Registration	Change of Resident Agent Address
13		Certified Copy	Resignation of Resident Agent
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION:
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	MAIL TO ADDRESS:
22		State Transfer Tax	<i>Garth Connor</i>
23		Local Transfer Tax	<i>1613 N. Division St.</i>
31		Corp. Good Standing	<i>Salisbury, Md 21801</i>
NA		Foreign Corporation Registration	NOTE:
87		Limited Part. Good Standing	
71		Financial	
600		Personal Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
10	<u>30</u>	Other <u>F</u>	
		Other	

TOTAL FEES

70 Check Cash

Documents on checks

APPROVED BY: A

LIBER 47 PAGE 827  
ARTICLES OF INCORPORATION  
OF  
CONNOR FM BROADCASTING CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 26, 1989 AT 10:53 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2836856

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:  
J. PARKER CONNOR, JR.  
1633 N. DIVISION ST.  
SALISBURY MD 21801

Received for Record July 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B. 021C3032268  
No. 47 Folios 822-827  
Mark S. Bowe A 302188  
Clerk



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

357 0561

Ex + M: J. Parker Connor, Jr. 1633 N. Division St.

933304

LIBER 47 PAGE 828

ARTICLES OF INCORPORATION

OF

DELMARVA TELE-PLUS, INC.

A CLOSE CORPORATION

08-16-89

9:19

8

THIS IS TO CERTIFY:

FIRST: That the subscribers, Donald R. Tingle and M. Marjorie Tingle, 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

DELMARVA TELE PLUS, INC.

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

- (a) To market, install, design and do all matters related to the sale of telephone and related equipment.
- (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 1304 Wayne Street, Salisbury, Maryland 21801. The resident agent of the Corporation is Donald R. Tingle, whose post office address is 1304 Wayne Street, Salisbury, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

61 b v 91 907 686  
AUG 19 9 19

FIFTH: The total number of shares of stock which the

92288003

LISER 47 PAGE 829

Corporation has authority to issue is ~~Two Thousand~~ (2,000 ) 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 ~~Two Hundred Thousand Dollars~~ (\$ 200,000 ).

SIXTH: The Corporation shall initially have two (2) directors, Donald R. Tingle and M. Marjorie Tingle, 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 our signatures to these Articles of Incorporation on this 2<sup>nd</sup> day of August, 1989.

TEST:

Lynn Atkins

Lynn Atkins

Donald R. Tingle (SEAL)  
Donald R. Tingle

M. Marjorie Tingle (SEAL)  
M. Marjorie Tingle

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 2<sup>nd</sup> day of August, 1989, before me, the undersigned, personally appeared Donald R. Tingle and M. Marjorie Tingle and acknowledged the foregoing Articles of Incorporation to be their act.

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

My Commission expires:  
July 1, 1990

Lynn Atkins  
Notary Public



STATE OF MARYLAND

LIBER 47 PAGE 830

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 DEF

BUSINESS CODE

03

COUNTY

72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10		Expedited Fee	
20	40	Organ. & Capitalization	
61	20	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	Change of Name
65		Rec. Fee (Dissolution)	Change of Principal Office
66		Rec. Fee (Revival)	Change of Resident Agent
52		Foreign Qualification	Change of Resident Agent Address
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	Resignation of Resident Agent
13		Certified Copy	Designation of Resident Agent and Resident Agent's Address
56		Penalty	Other Change
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		Limited Part. Good Standing	Long, Hughes, Bachen, Dashiell
71		Financial	& Badger
600		Property Reports and late filing penalties	124 East Main Street
70		Change of P.O., R.A. or R.A.A.	P.O. Box 259
91		Amend/Cancellation, For. Limited Part.	Salisbury, MD 21801-0259
		Other	
		Other	

TOTAL FEES

60 Check \_\_\_\_\_ Cash

NOTE:

Documents on \_\_\_\_\_ checks

APPROVED BY: A

LIBER 47 PAGE 831

ARTICLES OF INCORPORATION  
OF  
DELMARVA TELE-PLUS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 16, 1989 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID.

\$ 40.00

RECORDING  
FEE PAID.

\$ 20.00

SPECIAL  
FEE PAID.

\$

02849792

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, BAHEN, DASHIELL  
ETAL  
124 E. MAIN STREET  
P. O. BOX 259  
SALISBURY MD 21801 0259



Received for Record 7/27/1989 and recorded in the 3031750  
Records of Wicomico County, Maryland in Lib. M.S.B.  
No. 47 Folios 828-831  
Mark S. Bowen Clerk 304081

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

3153 1512

Ex + B: LHB/B, Atty 12-15-89

LIGER 47 PAGE 832

903305

WM. B. TILGHMAN COMPANY, INCORPORATED  
 ARTICLES OF VOLUNTARY DISSOLUTION

8-15-89

300p

Wm. B. Tilghman Company, Incorporated, 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 P.O. Box 199, Salisbury, Maryland.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Richard L. Bunting, P.O. Box 296, Pocomoke, Maryland 21851.

FOURTH: The name and address of each director of the Corporation are as follows:

F. Nash Strudwick, 228 S. Clairmont Drive, Salisbury, MD 21801;

Richard L. Bunting, Route #2, Box 431, Pocomoke, MD 21851;

W. Booth Grier, 1033 Riverside Drive, Salisbury, MD 21801; and,

Charles J. Potts, 500 Pine Bluff Road, Salisbury, MD 21801.

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

Richard L. Bunting, President, Route #2, Box 431, Pocomoke, MD 21851;

Herbie Watson, Vice President (retired 10/20/88), 612 Market Street, Pocomoke, MD 21851;

H. Thomas Shockley, Vice President (retired 10/20/88), 107 Franklin Street, Snow Hill, MD 21863; and,

F. Nash Strudwick, Secretary/Treasurer, 228 S. Clairmont Drive, Salisbury, MD 21801.

903305



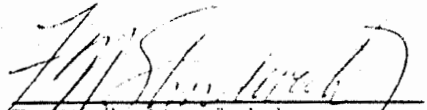
SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous action of the entire Board of Directors of the Corporation, deemed advisable and 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 duly approved by the Stockholders of the Corporation at a special meeting of Stockholders by the affirmative vote of at least two thirds (2/3) of all the votes entitled to be cast on the matter.

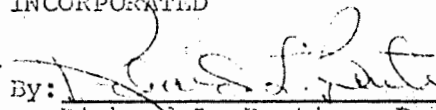
SEVENTH: The Corporation has no known creditors.

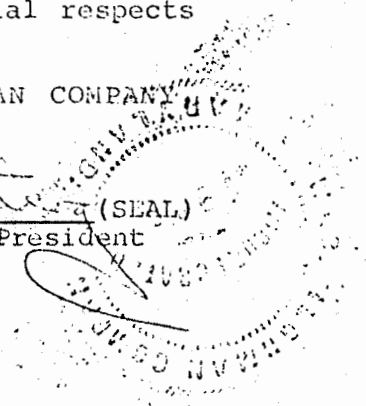
EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c) (2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department 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, Wm. B. Tilghman Company, 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 1<sup>st</sup> day of January, 1989 and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Wm. B. Tilghman Company, Incorporated 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.

ATTEST:

  
F. Nash Strudwick,  
Secretary

WM. B. TILGHMAN COMPANY  
INCORPORATED  
By:  (SEAL)  
Richard L. Bunting, President



c:\forms\JCS\corp.til  
JCS:dm 6/21/89

LIBER 47 PAGE 834 **TREASURER'S OFFICE****DORCHESTER COUNTY**  
228.4343**CAMBRIDGE, MD.**  
June 28, 1989

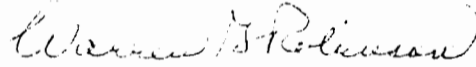
Adkins, Potts & Smethurst  
P.O. Box 4247  
Salisbury, MD 21801  
ATTENTION: John C. Seipp

Re: Wm. B. Tilghman Co., Inc.

Dear Mr. Seipp:

This is to certify that all State and County Taxes  
(Corporation) are paid through June 30, 1989 on Wm. B.  
Tilghman Company, Incorporated.

Very truly yours,



Warren G. Robinson, Treas.  
Dorchester County

ALWAYS GIVE NUMBER OR NAME OF THE DISTRICT IN WHICH THE PROPERTY IS LOCATED  
WHEN MAKING INQUIRIES REGARDING YOUR ASSESSMENT.

4/1/89

LIBER 47 PAGE 835

# The Mayor and Council of Hurlock

POST OFFICE BOX 327  
HURLOCK, MARYLAND 21643  
943-4181

DON W. BRADLEY  
MAYOR  
DIANE B. GANG  
CLERK  
HUGH C. VINSON  
ATTORNEY

COUNCIL MEMBERS  
DALE F. CARRIER  
JOHN E. FLETCHER  
IRIS B. NICHOLS  
RICHARD L. WILLEY

June 28, 1989

Adkins, Potts & Smethurst  
P. O. Box 4247  
Salisbury, Maryland 21801

Attention: John C. Seipp  
Attorney At Law

RE: William B. Tilghman Company, Incorporated

Dear Mr. Seipp:

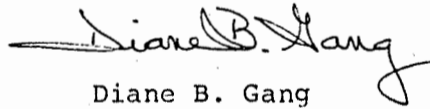
With reference to your letter dated June 26, 1989 regarding the Wm. B. Tilghman Company, Inc., please be advised that all taxes and assessments for The Town of Hurlock have been satisfied.

Therefore, please let this correspondence serve as a tax clearance letter from The Town of Hurlock.

If I can be of any further assistance, please do not hesitate to contact me.

Sincerely,

THE MAYOR AND COUNCIL OF HURLOCK



Diane B. Gang  
Clerk

dg/

JUN 29 1989

1/5/89

LIBER 47 PAGE 836

# Wicomico County, Maryland

## Department of Finance

P. O. BOX 4036  
SALISBURY, MARYLAND 21801-4036

### COUNCIL

HENRY S. PARKER, PRESIDENT  
PHILIP L. TILGHMAN, VICE PRES.  
BETTY K. GARDNER  
JULIA FOXWELL  
JOHN M. MORRIS

C. JOSEPH SCHILLER  
DIRECTOR OF FINANCE

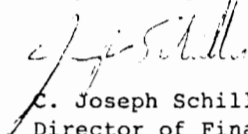
June 30, 1989

Wm. B. Tilghman Co.  
Fitzwater St.  
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 Wm. B. Tilghman, Fitzwater St., Salisbury, MD 21801 have been paid for the business year ending Dec. 31, 1987, fiscal year 1988-89\*

Respectfully submitted,

  
C. Joseph Schiller  
Director of Finance  
Wicomico County, MD

\*As of the above date, this corporation has not filed a return, nor has it been dissolved, therefore, the possibility exists that an estimated bill for 1989-90 could be due sometime during the 1989-90 fiscal year.

# City of Salisbury



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

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

MARYLAND

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 Wm. B. Tilghman Co., Inc. have been paid in full through the fiscal year 1988-1989 to June 30, 1989.

Roger Baskerville  
Roger Baskerville, Dir. of Finance

CERTIFIED TRUE AND CORRECT as of July 5, 1989

3167 1079

7/5/89

LIBER 47 PAGE 838  
COMMISSIONERS OF HEBRON  
HEBRON, MARYLAND 21830

June 29, 1989

Adkins, Potts & Smethurst  
Sixth Floor  
One Plaza East  
P.O.Box 4247  
Salisbury, Maryland 21801

Attn: John C. Seipp

Re: Wm. B. Tilghmen, Incorporated

Dear Mr. Seipp:

In response to your letter dated June 26, 1989, the above mentioned corporation has no tax or assessment obligation to the Town of Hebron.

Please let this office know if we can be of any assistance to you regarding this, or any other, matter.

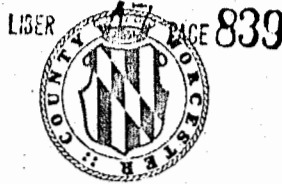
Sincerely,

*M. J. Schlesinger*

M.J. Schlesinger  
Manager/Clerk

7163 1080

TEL 301-632-0688



OFFICE OF THE TREASURER

**Worcester County**

ROOM 110 COURT HOUSE  
P.O. Box 248  
SNOW HILL, MARYLAND  
21863

GERALD T. MASON  
FINANCE OFFICER

June 29, 1989

John C. Seipp, Esquire  
Adkins, Potts and Smethurst  
Sixth Floor  
One Plaza East  
Post Office Box 4247  
Salisbury, Maryland 21801

Re: Tax Clearance for Wm. B. Tilghman  
Company, Incorporated  
Account No. D0210039

Dear Mr. Seipp:

I certify that as of this date, June 28, 1989, personal property taxes for Wm. B. Tilghman Company, Incorporated have been certified to Worcester County by the State Department of Assessment and Taxation, thru the year 1988-89 and same have been paid.

Sincerely,

Gerald T. Mason  
Finance Officer

GTM/dhc

3163 1081



MAYOR  
CURT LIPPOLDT  
CITY MANAGER  
RUSSELL W. BLAKE

Pocomoke City, Maryland

"FRIENDLIEST TOWN ON THE EASTERN SHORE"



July 25, 1989

CITY COUNCIL

- MARION L. BUTLER
- HONISS W. CANE
- ROBERT L. HAWKINS
- DR. SAMUEL A. LEISHEAR
- K. LEE WILKINSON

Adkins, Potts and Smethurst  
P. O. Box 4247  
Salisbury, MD 21801

ATTN: Mr. John C. Seipp

Dear Mr. Seipp:

Subject: Wm. B. Tilghman Company, Incorporated

This is to certify that William B. Tilghman Co., Inc. has paid to Pocomoke City all taxes and assessments levied against said company as of June 30, 1989.

Sincerely,

*Janet K. Stewart*

Janet K. Stewart  
City Clerk

JKS:lwf

CITY HALL, P.O. BOX 29  
POCOMOKE CITY, MARYLAND 21851  
PHONE (301) 957-1333

3163 1082





LISER 47 PAGE 841  
MAYOR AND COUNCIL OF SNOW HILL  
MUNICIPAL BUILDING • P.O. BOX 348  
SNOW HILL, MARYLAND 21863  
Telephone: 632-2080

July 12, 1989

John C. Seipp, Esquire  
Adkins, Potts & Smethurst  
One Plaza East  
P. O. Box 4247  
Salisbury, Maryland 21801

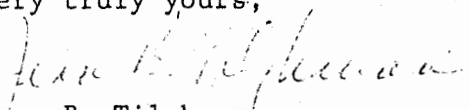
Re: Wm. B. Tilghman Company,  
Incorporated

Dear Mr. Seipp:

Pursuant to your request, this letter shall serve as acknowledgement that all taxes and assessments have been cleared to the satisfaction of the Town of Snow Hill.

If anything further is needed with regard to this matter, please do not hesitate to contact us.

Very truly yours,

  
Jean B. Tilghman  
Town Manager

jt



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  
ARNOLD C. 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

WM. B. TILGHMAN COMPANY, INCORPORATED  
have been paid.

WITNESS my hand and official seal this  
28TH day of JULY A.D. 1989.

*Harold J. Ladd*  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 198 BUSINESS CODE \_\_\_\_\_ COUNTY 72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change (New Name) _____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	<u>20</u>	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	<input checked="" type="checkbox"/> Change of Resident Agent
51	_____	Foreign Name Registration	<input checked="" type="checkbox"/> Change of Resident Agent Address
13	_____	Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	<u>30</u>	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>John Seisp</u>
23	_____	Local Transfer Tax	<u>PO Box 4247</u>
31	_____	Corp. Good Standing	<u>Salisbury Md</u>
NA	_____	Foreign Corporation Registration	<u>2/80</u>
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	Personal 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 FEES	<u>50</u>	_____	_____
_____	<input checked="" type="checkbox"/>	Check	_____
_____	_____	Cash	_____
_____	_____	Documents on _____ checks	_____

APPROVED BY: [Signature]

LIBER 47 PAGE 844

THE ARTICLES OF DISSOLUTION  
OF  
WM. B. TILGHMAN COMPANY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 15, 1989 AT 3:00 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00

\$ 30.00

00210009

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:  
JOHN SEIPP  
P. O. BOX 4247  
SALISBURY

MD 21801

Received for Record July 1987 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 832-844 039C3031680

*Mark S. Boyer* Clerk  
A 303999



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

3157 1073

Ex - D: John Seipp

008308

STATE DEPARTMENT OF ARTS AND INDUSTRIES  
INCORPORATION  
FEE PAID FOR PROCEED \$127

LIBER 47 PAGE 845

ARTICLES OF INCORPORATION

OF

THE GREEK ISLANDS, INC.

(A Maryland Close Corporation)

THIS IS TO CERTIFY:

FIRST: THAT I, DEMETRIS PAUL YIANNOURIS, whose post office address is 611 South Salisbury Blvd., Salisbury, 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 Close Corporation Act, execute and file these Articles with the intention of forming a Close Corporation.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is: The Greek Islands, Inc.

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

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

a. To own, operate and maintain a restaurant/carry-out/bar establishment opened to the general public and located on 611 South Salisbury Blvd., Salisbury, Maryland 21801.

b. 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 611 South Salisbury Blvd., Salisbury, Maryland 21801. The name and post office address of the resident agent of the corporation in this State is Demetris Paul Yiannouris, whose post office address is 611 South Salisbury Blvd., Salisbury, Maryland 21801. Said resident agent is an individual actually residing in the State of Maryland.

SIXTH: The total number of shares of capital stock which the corporation has authority to issue is ten thousand (10,000) shares of common stock, without par value.

1989 AUG 15 A 8:27

Law Offices  
Broughton & Caldwell, P.A.  
241 W. Main Street  
Salisbury, Maryland 21801

92278008

a. Each stockholder 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 issuance, shall contain a clear reference to the fact that the Corporation is a Close Corporation.

SEVENTH: The corporation shall initially have not less than three (3) nor more than five (5) directors and Costas Yiannouris, Demetris Paul Yiannouris and Michael Ann Yiannouris shall act as such until the first annual meeting or until the 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 may be less than two (2) pursuant to the provisions of the Close Corporation Act of the State of Maryland.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following, subject to such restrictions, if any, as may be set forth and included in the Close Corporation Act of the State 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 as 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 and any of its bonds or other evidence of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

LIBR 47 PAGE 817

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 two (2) or more of the Directors of the Corporation, which to the extent provided in said Resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it, and such committees shall have such names as may be stated in the By-Laws or as may be determined by Resolution adopted by the Board of Directors.

f. When and as authorized by the unanimous vote of the holders of the voting stock issued and outstanding at any stockholders meeting duly called for that purpose, or when authorized by written consent of the holders of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as its Board of Directors, shall deem expedient and for the best interest of corporation.

g. To adopt and carry into effect employees and officers pension, hospitalization, and other benefit plans.

NINTH: No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors,

individually, or any firm of which any director may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a Director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he was not such a director or officer of such other corporation or not so interested.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 12th day of July, 1989.

WITNESS:

[Signature]

[Signature]  
Demetris Paul Yiannouris

STATE OF MARYLAND, District COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 12th day of July, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Demetris Paul Yiannouris, and acknowledged the foregoing Article of Incorporation to be his act.

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

[Signature]  
Notary Public

My Commission Expires: 7/1/1990



STATE OF MARYLAND LIBER 47 PAGE 849  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 *DKF* BUSINESS CODE 03 COUNTY 72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>40</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____
51		Foreign Name Registration	_____ Resignation of Resident Agent
13		_____ Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56		Penalty	_____ Other Change _____
54		For. Supplemental Cert.	_____
53		Foreign Resolution	_____
73		Certificate of Conveyance	_____
76		Certificate of Merger/Transfer	_____
75		Special Fee	Code _____
80		For. Limited Partnership	_____
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	_____
23		Local Transfer Tax	_____
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Broughton &amp; Cahwell, P.A.</u>
71		Financial	<u>241 West Main Street</u>
600		_____ Personal	<u>P.O. Box 549</u>
		Property Reports and late filing penalties	<u>Salisbury, MD 21801</u>
70		Change of P.O., R.A. or R.A.A.	_____
91		Amend/Cancellation, For. Limited Part.	_____
		Other	_____
		Other	_____

TOTAL FEES 60

Check \_\_\_\_\_ Cash

NOTE:

Documents on \_\_\_\_\_ checks

APPROVED BY: J. M. T.

71 53 2211

LIBER 47 PAGE 850

ARTICLES OF INCORPORATION  
OF  
THE GREEK ISLANDS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 13, 1989 AT 3:27 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID.	RECORDING FEE PAID.	SPECIAL FEE PAID.
\$ 40.00	\$ 20.00	

02042040

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:  
BROUGHTON & CALDWELL, P.A.  
241 WEST MAIN STREET  
P.O. BOX 549  
SALISBURY MD 21801

Received for Record 7/27/1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 845-850 03503031654

*Mark S. Bowen* Clerk  
A 303974



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

2167 0845

Ex + D: B + C Atlas 12-15-89

LIBER 47 PAGE 851  
ARTICLES OF INCORPORATION

11330

OF

COMMERCIAL LAUNDRY DISTRIBUTORS, INC.

90

THIS IS TO CERTIFY:

8-11-59 9:03a

FIRST: That I, the subscriber, J. Marion Adkins whose post office address is 289 Bunting Avenue, Fenwick Island, Delaware 19944 being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation by the execution and filing of these articles.

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

COMMERCIAL LAUNDRY DISTRIBUTORS, INC.

1959 AUG 11 A 9:00-

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

- (a) To sell and install commercial laundry and dry cleaning equipment.
- (b) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products and marketable goods, wares and merchandise of every description.
- (c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (d) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks,

1959

tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to sell, lease, use, exercise and develop same, and to grant licenses or other rights in respect thereto.

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

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

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

(h) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through

LIBR 47 PAGE 853

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

The foregoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 1031 South Fower Drive, Salisbury, Maryland 21801. The resident agent of the Corporation is John Charles Adkins, whose post office address is 745 Nooring Road, Ocean City, MD 21842. 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 Two Thousand shares of stock having 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 Two Hundred Thousand Dollars (\$200,000.00).

SIXTH: The Corporation shall initially have four directors, J. Marion Adkins, Doris Jean Adkins, John Charles Adkins and Phillip J. Adkins and they shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

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:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considera-

L3CR 47 PAGE 851

tions as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or is in any way connected with such. Any person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested; subject, however, to the disclosure and ratification provisions of Section 3-419 of the Corporation and Associations Article.

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

(e) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued

shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 7<sup>th</sup> day of August, 1989.

WITNESS:

[Signature]  
J. Marion Adkins

STATE OF MARYLAND, COUNTY OF [Blank] :

THIS IS TO CERTIFY, that on this 7<sup>th</sup> day of August, 1989, before me, the undersigned officer, personally appeared J. Marion Adkins and acknowledged the foregoing Articles of Incorporation to be his act.

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

My commission expires: 7/1/90

[Signature]  
Notary Public





State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 TRF BUSINESS CODE 03 COUNTY 72

# 1478486 P.A. Religious Close  Stock Nonstock

Merging (Transferor) Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED	
20	<u>40</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name)
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	
65		Rec. Fee (Dissolution)	
66		Rec. Fee (Revival)	Change of Name
52		Foreign Qualification	
50		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 Address
53		Foreign Resolution	
73		Certificate of Conveyance	Resignation of Resident Agent
76		Certificate of Merger/Transfer	
75		Special Fee	Code
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION:
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	MAIL TO ADDRESS:
NA		Foreign Corporation Registration	<u>George Baker</u>
87		Limited Part. Good Standing	<u>PO Box 259</u>
71		Financial	<u>Salisbury md</u>
600		Personal Property Reports and late filing penalties	<u>2181-0259</u>
70		Change of P.O., R.A. or R.A.A.	NOTE: <u>2072</u>
91		Amend/Cancellation, For. Limited Part.	<u>file ad</u>
		Other	
		Other	

TOTAL FEES 60 Check Cash Documents on checks

APPROVED BY: [Signature]



LIBER 47 PAGE 857

ARTICLES OF INCORPORATION  
OF  
COMMERCIAL LAUNDRY DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 11, 1939 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID.

\$ 40.00

RECORDING  
FEE PAID.

\$ 20.00

SPECIAL  
FEE PAID.

\$

D2847929

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:  
GEORGE BAHEN  
P. O. BOX 259  
SALISBURY

MD 21801 0259

Received for Record July 19 1939 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 851-852 05403031502

*Mark S. B. An* 303848



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

7162 1322

Ex + D: G. Bahen, L.H.B.D.B., Atty 12-15-89

STATE DEPARTMENT OF ASSOCIATIONS

LIBER 47 PAGE 858

28-16-89 9131

ARTICLES OF INCORPORATION

OF

003508

MT. HERMON PROPERTIES, INC.

A Maryland Close Corporation

THIS IS TO CERTIFY:

That I, the subscriber, Arthur D. Webster, whose post office address is 300 West Main Street, P.O. Box 307, Salisbury, Wicomico County, Maryland 21801, being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations do by the execution of these Articles of Incorporation indicated my intention of forming a corporation.

ARTICLE I

Name

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

MT. HERMON PROPERTIES, INC.

ARTICLE II

Purpose

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

- (1) To engage in the business of developing, improving and investing in real property for lease and sale to commercial entities and the general public; and

186 10 10 31

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

P

47 PAGE 859  
(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 304 West Main Street, 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

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, Anthony S. Gilkerson, 304 West Main Street, 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

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

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

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 9th day of August, 1989.

TEST:

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

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

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY that on this 9th day of August, 1989, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Arthur D. Webster and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Linda A. Collins (Signature) Notary Public

My Commission Expires: July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 H

BUSINESS CODE

03

COUNTY

72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Other Change \_\_\_\_\_

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: Arthur A.

Webster

Webster & Moore

P.O. Box 307

300 West Main St

Salisbury, Md 21801-

0307

TOTAL FEES

40

Check \_\_\_\_\_ Cash

NOTE:

Documents on \_\_\_\_\_ checks

APPROVED BY:

*[Signature]*

LIBER 47 PAGE 863

ARTICLES OF INCORPORATION  
OF  
MT. HERMON PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 10, 1989 AT 9:31 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

D2846152

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:  
ARTHUR D. WEBSTER  
WEBSTER & MOORE  
300 W. MAIN STREET  
P. O. BOX 307  
SALISBURY

MD 21801



Received for Record July 11, 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B. 032C3031201  
47 Folios 858-863

Mark S. Bowen Clerk A 303600

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2160 2270

Ex & D: Arthur Webster, W+M, Atlys 12-15-89

LIBER 47 PAGE 864

01-24-99

8:36

003503

## SALISBURY LUBE, INC.

## ARTICLES OF INCORPORATION

2

**FIRST:** I, Victor H. Laws, whose post office address is 107 North Baptist Street, P. O. Box 75, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

**SECOND:** The name of the corporation (which is hereafter referred to as the "Corporation") is SALISBURY LUBE, INC. The Corporation shall be a Maryland Statutory Close Corporation in accordance with Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

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

(1) To carry on a general automotive lubrication and repair service business; and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

(2) To take title to, buy, exchange, lease or otherwise acquire real property and any interest therein, and to hold, own, operate, control, maintain, manage and develop such property and interests in any manner that may be necessary, useful or advantageous for the purposes of this corporation.

(3) To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable



instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

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

**FOURTH:** The post office address of the principal office of the Corporation in this state is 900 South Salisbury Boulevard, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this state is Louis W. Shockley, Jr., 7 Kilburnie Drive, Salisbury, Maryland 21801.

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

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Louis W. Shockley, Sr., Louis W. Shockley, Jr., and Lois Shockley Serman.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23<sup>rd</sup> day of August, 1989, and I acknowledge the same to be my act.

TEST:

Shirley L. Evans

Victor H. Laws (SEAL)  
Victor H. Laws

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 23<sup>rd</sup> day of August, 1989, before me the subscriber, a Notary Public for the State and County aforesaid, personally appeared Victor H. Laws and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission Expires:  
July 1, 1990

*Shirley L. Evans*  
Notary Public





STATE OF MARYLAND LIBER 47 PAGE 867  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 full BUSINESS CODE 03 COUNTY 72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Req.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	Personal 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 FEES	<u>49</u>		
	<input checked="" type="checkbox"/>	Check	<input type="checkbox"/> Cash
	_____	Documents on	_____ checks

APPROVED BY: PCM

LIBER 47 PAGE 868  
ARTICLES OF INCORPORATION  
OF  
SALISBURY LUBE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 24, 1989 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID.

\$ 20.00

RECORDING  
FEE PAID.

\$ 20.00

SPECIAL  
FEE PAID.

\$

D265545B

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:  
LAWS & LAWS, P.A.  
P. O. BOX 75  
SALISBURY

MD 21801

Received for Record 24/1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 804-808 C42C3032368

*Mark S. Bowen* Clerk  
A 304739



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 804-808

Ex d *LD* *LD*, *Atty* 12-15-89

003310

08-24-89

9110

Kids On The Grow, Inc.  
Articles of Incorporation

P

FIRST: The undersigned Daniel P. Williams, whose post office address is 105 Centennial Drive, Salisbury, Md. 21801, being at least eighteen years of age, does hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Kids on The Grow, Inc.

THIRD: The purposes for which the Corporation is formed are are to engage in the purchase and sale of retail items, including but not limited to clothing, furniture, and toys and all other activities deemed necessary to perform above activities.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 601 Shiloh Street, Salisbury, Md. 21801 in Wicomico County. The name and post office address of the resident agent of the Corporation in Maryland are Daniel P. Williams, 105 Centennial Drive, Salisbury, Md. 21801 in Wicomico County.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5000 shares of the par value of \$10 a share, all of one class, and having an aggregate par value of \$50,000.

SIXTH: The number of directors of the Corporation shall be four, which number may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three stockholders, the number of directors may be less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Daniel P. Williams, Maureen L. Williams, William H. Rouse, and Karen M. Rouse.

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

- NONE -

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on August 1, 1989 and severally acknowledge the same to be my act.

01 6 A 42 914 691  
1989 AUG 24 A 9 10

Daniel P. Williams  
Daniel P. Williams



STATE OF MARYLAND

LIBER

47 PAGE 870

State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE 021114 BUSINESS CODE 03 COUNTY 72

# P.A. Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED, and various fee categories like Organ. & Capitalization, Name Change, etc.

APPROVED BY: [Signature]

LIBER 47 PAGE 871

ARTICLES OF INCORPORATION  
OF  
KIDS ON THE GROW, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 24, 1989 AT 9:10 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

\$

D2893275

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:  
KIDS ON THE GROW, INC.  
601 SHILOH ST.  
SALISBURY MD 21801

Received for Record Nov 1, 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 867-871 04103032350



Mark S. Bowser Clerk 304724

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2196 1989

Ex+m; Kids on the Grow, Inc. 601 Shiloh St.

PS9 AUG 22 A 9

LIBER 47 PAGE 872  
ARTICLES OF INCORPORATION

003311

OF

CROUCH CONCRETE, INC.

8-14-89 8:40a

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Kenneth D. L. Gaudreau, whose post office address is 701 Roland Street, Salisbury, Maryland, 21801, being at least twenty-one (21) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations.

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

CROUCH CONCRETE, INC.

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

(A) To engage in the manufacture and distribution of concrete, concrete formties, concrete aggregates, and concrete products generally for the building industry, and to carry on all other businesses incident thereto or connected therewith.

(B) 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 of 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.

(C) 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 its business that may be calculated, directly or indirectly, to enhance the value of its property or rights, provided that in the

01:30 V 11 5/18/89





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.

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

✓ FOURTH: The post office address of the principal office <sup>AND RESIDENT AGENT</sup> of the Corporation is 200 Francis Drive, Salisbury, Maryland, 21801. The resident agent of the Corporation is Sandra M. Crouch. 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 seventy (70) shares, having a par value of One Thousand Dollars (\$1,000.00) 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 Seventy Thousand Dollars (\$70,000.00).

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

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

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

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

(c) Sandra M. Crouch, Ronda Lynn Phoebus and Brian G. Phoebus shall act as the directors of the Corporation until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 1st day of JULY, 1989.

WITNESS:

*[Handwritten Signature]*

*[Handwritten Signature]* (SEAL)  
KENNETH D. L. GAUDREAU

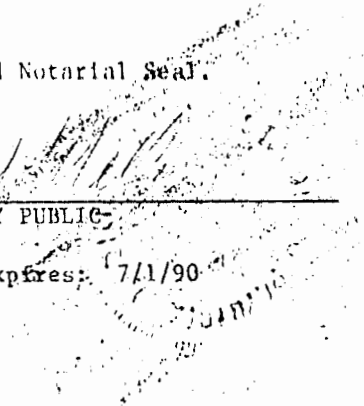
STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 1st day of JULY, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth D. L. Gaudreau and acknowledged the foregoing Articles of Incorporation to be his act.

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

*[Handwritten Signature]*  
NOTARY PUBLIC

My Commission Expires: 7/1/90





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 016 BUSINESS CODE 03 COUNTY 72

\_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	<u>Name Change</u>
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>9</u>	1 Certified Copy <u>3p</u>	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Sandra Crouch</u>
87	_____	Limited Part. Good Standing	<u>200 Francis Drive</u>
71	_____	Financial	<u>Salisbury, Md 21801</u>
600	_____	Personal 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 FEES 49 Check  Cash \_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: JW

LIBER 47 PAGE 876

ARTICLES OF INCORPORATION  
OF  
CROUCH CONCRETE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 14, 1989 AT 8:40 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2003210

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:  
JANDRA M. CROUCH  
200 FRANCIS DRIVE  
SALISBURY

MD 21801

Received for Record Nov 14 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 870-876

04103032344

Mark S. Bower Clerk  
A 304719



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

11 04 1989

Ex + m: Sandra M. Crouch 200 Francis Drive

903312

LISER 47 PAGE 877

ARTICLES OF INCORPORATION

OF

PINE BLUFF, LTD.

(A Maryland Close Corporation)

08-21-89 8151

FIRST: I, G. Donald Bowen, whose post office address is Rt. 14, Box 22, Shady Creek Way, 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 Pine Bluff, Ltd.

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) Purchase, sell, lease and invest in real estate; and to engage in any other lawful purpose and/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 Rt. 14, Box 22, Shady Creek Way, 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 - Sixth Floor, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is G. Donald Bowen. After such election becomes effective, the stockholders may exercise all powers of directors, and the business and affairs of the corporation shall be managed under their direction.

EIGHTH: Except to the extent that he or she may contract or otherwise agree, a director or officer of the Corporation shall

RECEIVED  
AUG 21 8 51 AM '89

92335010

not be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

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

(1) The Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, except to the extent expressly prohibited by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(3) The Corporation may and, if it enters into an agreement to do so, shall be required, according to the terms thereof, to purchase or redeem shares of its stock for a consideration greater than the net asset value per share, provided, however, that the Corporation shall purchase and redeem its stock only out of surplus unless otherwise permitted by law.

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

TENTH: No holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities

LIBER 47 PAGE 879

exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Each stockholder shall be deemed to have assented to this Article, which shall be deemed to permit the Corporation to issue stock without approval of such issuance by the affirmative vote of the holders of all outstanding stock of the Corporation.

ELEVENTH: RESTRICTION OF TRANSFERABILITY OF STOCK. Unless otherwise agreed in writing by all of the holders of and subscribers for stock of the Corporation:

(1) No sale, transfer or assignment of stock of the Corporation or any interest in such stock shall be valid or create any rights in any person or entity (and no stock shall be transferred on the books of the Corporation) until such stock or interest therein has first been offered in writing to the other stockholders of the Corporation and to the Corporation at a price designated by the stockholder desiring to sell, transfer or assign such stock or interest therein, and the other stockholders and the Corporation shall for sixty (60) days after receipt of such offer have the right or "first option" to purchase all of the stock or interest therein for the price so designated, and if they shall fail to do so, then the stock or interest therein may be sold, assigned and transferred for the price so designated during the six (6) months immediately following the sixty (60) day period referred to above, provided, however, that the stock shall remain subject to this provision, which shall restrict its sale, transfer and assignment by any transferee or subsequent owner of the stock.

(2) No pledge, hypothecation, escrow or other creation of a lien or security interest in the stock of the Corporation shall have any force, operation and effect unless the Corporation and all stockholders shall have consented to it in writing at or after the time of the occurrence or creation thereof, and unless the corporation and all stockholders shall agree to the contrary, their consent to such occurrence or creation shall not exempt the stock or the holder of any lien or security interest in the stock from the provision restricting the sale, transfer or assignment of stock, and any sale, transfer or assignment of the stock pursuant to such lien or security interest shall not be valid unless it complies with that provision, which shall apply fully to the sale of the stock by any transferee or subsequent owner of the stock.

(3) All certificates of stock issued by the Corporation shall be marked at issuance to state: "The sale, transfer and assignment of this stock and any interest in it (and the pledge, hypothecation, escrow or other creation of a lien or

security interest in this stock) is restricted by the terms of the Articles of Incorporation, and the Corporation will furnish information about the restriction to the stockholder(s) of this certificate on request and without charge." Any certificates not so marked will be promptly returned to the Corporation to be so marked.

(4) Transfers of the stock of the Corporation or any interest therein by operation of law, such as inheritance, intestate succession, bankruptcy, receivership, guardianship, attachment, levy, execution or otherwise, and the transferees by operation of law of such stock or interests therein shall be subject to the provisions of this Article, which shall apply fully to any sale, transfer, assignment or other act by such transferees and any subsequent owner or holder of the stock or interest claiming by, under or through a transferee by operation of law.

(5) No stockholder shall attempt to sell, transfer or assign the stock of the Corporation or any interest therein without first advising all parties to the transaction of the substance of this Article.

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

WITNESS:

[Signature] \_\_\_\_\_  
G. Donald Bowen

d:+jcs+jcscorp.029





LIBER 47 PAGE 881  
STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 72

P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	<u>John J. Supp. Inc.</u>
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Arthur Peltz Smithland</u>
87	_____	Limited Part. Good Standing	<u>611 Pine, Post Office East</u>
71	_____	Financial	<u>P.O. Box 4267</u>
600	_____	Personal Property Reports and late filing penalties	<u>Salisbury, Md 21801</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES 40  
 Check  Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

LIBER 47 PAGE 882

ARTICLES OF INCORPORATION  
OF  
PINE BLUFF, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 21, 1989 AT 8:51 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2852653

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:  
JOHN C. SEIPP, ESQ.  
ADKINS, POTTS & SMETHURST  
6TH FLOOR, ONE PLAZA EAST  
P.O. BOX 4247  
SALISBURY MD 21801



Received for Record Nov 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B. 040C3032240  
No. 47 Folios 877-882

*Mark S. Bowen* Clerk A 304629

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

318 0775

Ex + D: John Seipp, ADP's Atty 12-15-89

LIBER 47 PAGE 883

003313

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

LS-15-89 at 3125

August 10, 1989

Certificate of Incorporation  
A Stock Corporation

FIRST: The name of the Corporation is Palm Beach Weight Control Centres of Salisbury, Inc.

✓ SECOND: Its Registered Office in the State of Maryland is to be located at 925 Market Place, Suite A, Salisbury, Md. 21801. The Registered Agent in charge thereof is L. F. Moser. 925 Market Place, Suite A, Salisbury, MD.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland.

FOURTH: The amount of the total authorized capital stock of this corporation is Ten Thousand Dollars (\$10,000.00) divided into one hundred shares, of One hundred dollars \$100.00 each.

FIFTH: The name and mailing address of the incorporator is as follows:

Name - L. f. Moser, being at least 18 yrs. of age.  
Address - P.O. Box 994  
Dover, DE 19903

→ Sixth  
I, the Undersigned, for the purpose of forming a corporation under the laws of the State of Maryland, do make file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 10th day of August, 1989. *And acknowledge the same to be my act.* L. F. Moser

→ The number of directors of the Corporation shall be one. L. F. Moser shall act until the first meeting or until successors are duly chosen and qualified.

STATE DEPT. OF ASSESSMENTS & TAXATION  
RECEIVED  
89 AUG 15 PM 3 25

92288062

STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
10	59.00	Expedited Fee	Name Change (New Name) _____
20	20	Organ. & Capitalization	
61	20	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	Change of Name _____
65		Rec. Fee (Dissolution)	Change of Principal Office _____
66		Rec. Fee (Revival)	Change of Resident Agent _____
52		Foreign Qualification	Change of Resident Agent Address _____
50		Cert. of Qual. or Reg.	Resignation of Resident Agent _____
51		Foreign Name Registration	Designation of Resident Agent and Resident Agent's Address _____
13	7	1 Certified Copy 1	Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31	6	1 Corp. Good Standing #26537	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		Limited Part. Good Standing	L. F. Moser
71		Financial	666 Black Bird
600		Property Reports and late filing penalties Personal	Greenspring Rd.
70		Change of P.O., R.A. or R.A.A.	Smyrna Del. 19977
91		Amend/Cancellation, For. Limited Part.	
		Other	

TOTAL FEES

112

Check \_\_\_\_\_ Cash

NOTE:

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

CERTIFIED COPY MADE

LIBER 47 PAGE 885

ARTICLES OF INCORPORATION  
OF  
PALM BEACH WEIGHT CONTROL CENTRES OF SALISBURY,  
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 15, 1954 AT 3:25 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ 20.00	\$ 20.00	

0084933

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:  
L. F. MOSEN  
556 BLACK BIRD  
GREENSPRING RD.  
SMYRNA

DE 1957



Received for Record *Nov 4 1954* and recorded in the 03603031770  
Records of Wicomico County, Maryland in Liber M.S.B.  
*47* Folios *885-885* A 304092  
*Mark L. Bowen* Clerk

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

7167 1954

*Ex-m: L. F. Mosen 666 Black Bird, Greenspring Rd*

