

803314

EX-17-87 11:28

LIBR 48 PAGE 1

NORTHERN EXPOSURE RESTAURANT CORPORATION

A MARYLAND CLOSE CORPORATION

ARTICLES OF INCORPORATION

FIRST: The undersigned, DAVID G. WHITWORTH, JR., whose address is 2101 Defense Highway, Crofton, Maryland, 21114, being older than eighteen (18) years of age, does hereby form a corporation under the General Laws of the State of Maryland.

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

Northern Exposure Restaurant Corporation

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.

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

(a) To own, operate and manage a restaurant, and such other acts and enterprises as may be in the best interest of the corporation.

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

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

(d) 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, raw materials, manufactured products and marketable goods, ware and merchandise of every description, to carry on and transact any and all business concerning real estate transactions and business associated thereto.

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

32200430

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, or stocks, bonds or other securities of the Corporation or otherwise.

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

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock or 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 evidence of indebtedness issued or created by, any securities or evidence 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.

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

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by 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, acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

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

(l) To enter into any contractual relationship and to conduct any business in any way so long as this Corporation shall not be acting in a manner contrary to law.

FIFTH: The post office address of the principal office of the Corporation is: 1201 Mt. Hermon Road, Salisbury, Maryland, 21801. ✓

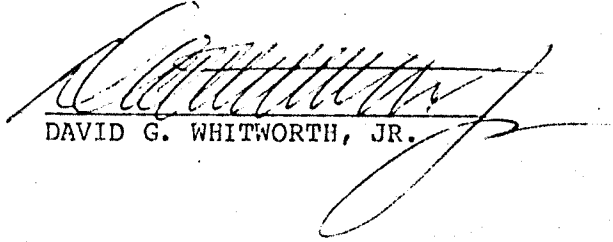
SIXTH: The name and post office address of the Resident Agent of the Corporation is: David G. Whitworth, Jr., 2101 Defense Highway, Crofton, Maryland, 21114.

SEVENTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5000) shares of common of no par value, all of one class.

EIGHTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) directors, whose names are Frank Kilian and Edwin A. Rommel.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Amendment on the 16 day of August, 1989, and I acknowledge the same to be my act.

  
DAVID G. WHITWORTH, JR.

STATE OF MARYLAND

LIBER 48 PAGE 1

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 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

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

76 Certificate of Merger/Transfer

Code

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 Personal
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

ATTENTION: Jodi L. Marcum

MAIL TO ADDRESS: Whitworth, Weber + Smith, P.A. 2101 Defense Hwy. Maryland Rt. 450 Crofton, MD 21114

TOTAL FEES

40

Check Cash

NOTE:

Documents on checks

APPROVED BY:

J.M.T.

LIBER 48 PAGE 5

ARTICLES OF INCORPORATION  
OF  
NORTHERN EXPOSURE RESTAURANT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 17, 1989 AT 11:28 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

\$

02850691

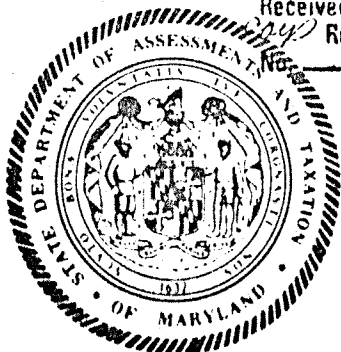
TO THE CLERK OF THE COURT OF WICOMICO COUNTY

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:  
WHITWORTH, WEBER & SMITH, P.A.  
ATTN: JODI L. MARCUM  
2101 DEFENSE HIGHWAY  
MARYLAND ROUTE 450  
CROFTON MD 21114

Received for Record 2/10/1989 and recorded in the 037C3331922  
Records of Wicomico County, Maryland in Liber M.S.B. 48 Folios 1-3

Mark J. Bowen Clerk 304539



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

903374

CERTIFICATE OF CANCELLATION OF LIMITED PARTNERSHIP

8-23-89 10:00a

gr

The undersigned, being all of the General Partners of Sea Isle Investments Limited Partnership Number Four, do hereby cancel the Certificate of Limited Partnership of Sea Isle Investments Limited Partnership Number Four pursuant to the provisions of the Maryland Uniform Limited Partnership Act, Corporations and Associations Article, Section 10-203, Annotated Code of Maryland, and state:

- 1. The name of the limited partnership of which the certificate is being cancelled is Sea Isle Investments Limited Partnership Number Four.
- 2. The initial certificate was dated July 15, 1971 and recorded among the Land Records of Worcester County, Maryland in Liber F.W.H. No. 319, Folio 681, et seq. and an amended certificate was filed among the records of the Maryland State Department of Assessments and Taxation on October 31, 1986.
- 3. The reason for filing the Certificate of Cancellation is that the limited partnership business has been concluded and all assets of the limited partnership have been distributed to its partners.
- 4. The cancellation shall be effective on the filing of this Certificate of Cancellation with the Maryland State Department of Assessments and Taxation.

IN WITNESS WHEREOF, THE UNDERSIGNED GENERAL PARTNERS HAVE HEREUNTO SET THEIR HANDS AND SEALS THIS 25TH DAY OF JULY, 1989.

[Signature] (SEAL)  
Russell R. Albert

[Signature] (SEAL)  
Robert E. Klinko

[Signature] (SEAL)  
Nicholas Korniloff, Jr.



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

DOCUMENT CODE 21000 BUSINESS CODE \_\_\_\_\_ COUNTY 12

# M2227650 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	_____	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	<u>50</u>	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>Donald Davis</u>
87	_____	Limited Part. Good Standing	<u>PO Box 949</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: <u>lp cancel</u>
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

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

APPROVED BY: hs

CERTIFICATE OF CANCELLATION  
OF  
SEA ISLE INVESTMENTS LIMITED PARTNERSHIP NUMBER  
FOUR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 23, 1989 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

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

\$ 50.00

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

1227550

TO THE CLERK OF THE COURT OF

WICONICO 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:  
DONALD DAVIS  
P. O. BOX 949  
SALISBURY

MD 21801



Received for Record 7/11/89 and recorded in the  
Records of Wiconico County, Maryland in Liber M.S.B.  
Folios 48

04103032447

Mark L. Bowyer Clerk 304813

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 7184 1374

Ex + D: Donald Davis, P. RDW, Atty 12-15-89



983318

08-18-89 81.33

*WJ*

INTERFAITH HOUSING DEVELOPMENT CORPORATION  
OF THE  
MARYLAND EASTERN SHORE, INC.  
ARTICLES OF INCORPORATION

ARTICLE I

I, John W. T. Webb, whose post office address is 115 Broad Street (P. O. Box 910), Salisbury, Maryland 21801, being at least eighteen years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE II

The name of this Corporation (hereinafter "Corporation") is Interfaith Housing Development Corporation of the Maryland Eastern Shore, Inc.

ARTICLE III

The Corporation is not organized for profit, and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to the members shall be as set forth in the by-laws of the Corporation.

1989 AUG 18 A 8:33

92308000

ARTICLE IV

The post office address of the principal office of the Corporation in the State of Maryland is 115 Broad Street (P. O. Box 910), Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in the State of Maryland is John W. T. Webb, 115 Broad Street, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

ARTICLE V

The Corporation is organized exclusively for charitable, educational and societal purposes. The specific purposes for which the Corporation is organized are to provide affordable housing for persons with low income and, in order to promote and provide such housing, to engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of Maryland, including, for such purposes, the making of distributions to organizations that themselves qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code).

INSEK 48 PAGE 11

In furtherance of, but not in limitation of, the foregoing purposes, the Corporation shall have the power to do and perform any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attaining of the corporate purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, department or agencies.

All of the foregoing purposes and powers shall be exercised in such manner that the Corporation shall qualify and continue to qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code). No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the

Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal and state income taxes under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code), or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE VI

The business and affairs of the Corporation shall be managed by a Board of Trustees. The number of Trustees shall be four, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three. The manner in which Trustees shall be elected to or removed from office, their qualifications, powers, duties, terms of office, the manner of filling vacancies, and the manner of calling and holding meetings of the Board of Trustees shall be as stated in the By-Laws. The Board of Trustees shall have the power to adopt, amend or repeal the By-Laws of the Corporation. The names of the Trustees who shall act

LIBR 48 PAGE 13

until the first annual meeting, or until their successors are duly sworn and qualified are:

Rev. Earle M. Brooks  
P. O. Box 21004  
Baltimore, MD 21228

The Very Rev. Charles L. Brown, III  
514 Camden Avenue  
Salisbury, MD 21801

Rev. William W. Blood  
P. O. Box 328  
Oxford, MD 21654

Rev. P. Thomas McKelvey  
1404 Camden Avenue  
Salisbury, MD 21801.

#### ARTICLE VII

The Corporation is organized solely for charitable, education and societal purposes. This Corporation is not organized for, nor shall it be operated for, the primary purpose of generating profit. The property and assets of the Corporation are irrevocably dedicated to charitable, educational and societal purposes, and no part of any profit on net income of the Corporation shall inure to the benefit of, or be payable or distributable to its Trustees, Officers, Members, or to any other individual or organization, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of its specific intent and purpose.

ARTICLE VIII

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed as the Board of Trustees shall determine to another organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and which shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code), and used exclusively for the same or an analogous character or purpose for which this corporation is organized. Any such assets not so disposed of, or any assets held in trust by the Corporation shall be disposed of as may be directed by decree of the Circuit Court in the County in which the Corporation's principal office is located.

ARTICLE X

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income

imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

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

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

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

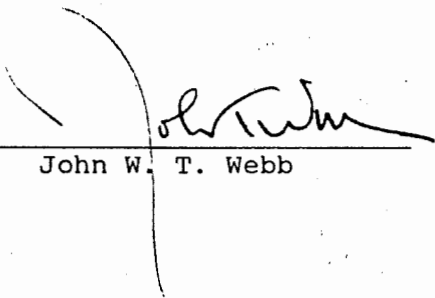
ARTICLE XI

The Corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed

by the Statute, and all rights here in conferred are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to Section CA5-201, et seq. of the Maryland Code do execute this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 15<sup>th</sup> day of August 1989.

I hereby sign these Articles and acknowledge the same to be my act.

  
\_\_\_\_\_  
John W. T. Webb





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

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 72

P.A.  Religious  Close  Stock  Nonstock

Mergering (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	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	_____	_____ Personal Property Reports and _____ late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	NOTE: _____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

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

APPROVED BY: JMT

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

MAIL TO ADDRESS: \_\_\_\_\_  
West Branch, York Pa  
Cremersville, Pa  
100 Broad St  
16000 Erie Pa  
Salisbury, Md 21801

NOTE: \_\_\_\_\_

LIBER 48 PAGE 18

ARTICLES OF INCORPORATION  
OF  
INTERFAITH HOUSING DEVELOPMENT CORPORATION OF THE MARYLAND EASTERN  
SHORE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 18, 1989 AT 8:35 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

\$

D2093776

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 W. T. WEBB, ESQ.  
WEBB, BURNETT, JACKSON, CORNBROOK  
113 BROAD ST.  
P.O. BOX 910  
SALISBURY MD 21801 0910

Received for Record 7/17/1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B. 64103032400  
Folios 1-18

*Mark S. Bowd* CR 04766



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 64103032400

Ex 40 WBJaw attyp 12-15-89

BOOK 48 PAGE 19

903517

ARTICLES OF INCORPORATION

OF

BEACH BOUND SHUTTLE, INC.

FILED FOR RECORD  
9-22-89 9:23 A

\* \* \* \* \*

THIS IS TO CERTIFY:

RECEIVED  
9-22-89

FIRST:

That I, Jeffrey Burgess, of 715 Camden Avenue, Salisbury, Maryland 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND:

The name of the Corporation is:

BEACH BOUND SHUTTLE, INC.

THIRD:

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

(a) To operate tours, lease ground transportation, and operate transportation facilities for tourism activities.

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

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

HEARNE & BAILEY, P.A.  
ATTORNEYS AT LAW  
SALISBURY, MD.  
AREA CODE 301  
719-5111

92314070

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

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

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

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

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

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

BOOK 48 PAGE 21

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

FOURTH:

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

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

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

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

3/10/07 2207

(d) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

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

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

FIFTH:

The post office address of the place at which the principal office of the Corporation in this state will be located is 715 Camden Avenue, Salisbury, Maryland 21801. The resident agent of the Corporation is Jeffrey Burgess, who resides at 715 Camden Avenue, Salisbury, Maryland 21801, said resident agent being a citizen of the State of Maryland and actually residing therein.

The Corporation shall have not less than three nor more than ten directors, provided that:

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

(b) 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;

and Jeffrey Burgess, Edward Parrott, and Jane R. Byrd shall act as directors until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the by-laws from time to time may provide.

SEVENTH:

The total amount of authorized capital stock is one thousand (1,000) shares at the par value of One Hundred Dollars (\$100.00) each, aggregating One Hundred Thousand Dollars \$100,000.00) of common stock.

IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation on this 27 day of August, 1989.

TEST:

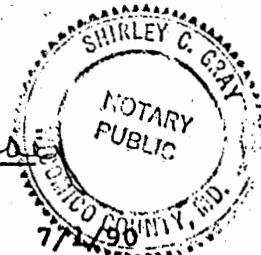
Andrew E. Wain Jeffrey Burgess (SEAL)  
JEFFREY BURGESS

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, That on this 27th day of August, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JEFFREY BURGESS and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Shirley C. Gray  
Notary Public  
My Commission Expires: 7/1/90



STATE OF MARYLAND

LIBER 48 PAGE 24

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 *JP*

BUSINESS CODE

03

COUNTY

72

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

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

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

CODE AMOUNT FEE REMITTED

- 10 \_\_\_\_\_ Expedited Fee
- 20 30 Organ. & Capitalization
- 61 30 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

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 \_\_\_\_\_

76 \_\_\_\_\_ Certificate of Merger/Transfer

Code \_\_\_\_\_

- 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 \_\_\_\_\_ Personal 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 \_\_\_\_\_

ATTENTION:

*Frederic L. Wieman, Esq.*

MAIL TO ADDRESS:

*Hearn & Bailey, P.A.  
126 E. Main St.  
P.O. Box 138  
Salisbury, Md. 21801*

TOTAL FEES

40

Check

Cash

NOTE:

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

APPROVED BY:

*A*



LIBER 48 PAGE 25

ARTICLES OF INCORPORATION  
OF  
BEACH SOUND SHUTTLE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 22, 1989 AT 9:03 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:

\$

D2835695

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:  
FREDERIC E. WIERMAN, ESQ.  
HEARNE & BAILEY  
120 E. MAIN ST.  
P.O. BOX 156  
SALISBURY, MD 21801

Received for Record 2017/1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B. 04103032372  
48 Folios 19-25

Mark S. Bowen Clerk 304758



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3154 2204

Ex + D: Frederic E. Wierman, Esq. H + B, Atty 12-15-89

903313

LIBER 48 PAGE 26

CERTIFICATE OF  MERGER  
 TRANSFER  
 CONSOLIDATION  
 SHARE EXCHANGE

TO:  Clerk of the Circuit Court for WICOMICO COUNTY  
 Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of TRANSFER have been filed in this office on August 3, 1989

1) The name of each party to the Articles is THE PARK CIRCLE MOTOR COMPANY (A MD. CORP.)-TRANSFEROR and BOB BELL CHEVROLET/NISSAN, INC. (A MD. CORP.) -TRANSFEE

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is BOB BELL CHEVROLET/NISSAN, INC.  
7900 Eastern Avenue  
Baltimore, Maryland 21224

As Witness my hand and the Official seal of the said Department at Baltimore this 15th day of August, 1989.

Dean W. Kitchen  
 Corporate Administrator

Received for Record 2/11/1989 and recorded in the Records of Wicomico County, Maryland in Liber M.S.B. No. 48 Folios 26

Mark L. Bowen Clerk 2/15/89

AT 5-076

28 793

Ex + m. Bob Bell Chevrolet/Nissan Inc, 7900 Eastern Avenue Baltimore, md 21224 12-15-89

003319

LIBER 48 PAGE 27

CERTIFICATE OF

MERGER

TRANSFER

CONSOLIDATION

SHARE EXCHANGE

TO:  Clerk of the Circuit Court for Wicomico Co. (Land Records)

\_\_\_\_\_ Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of Merger have been filed in this office on August 14, 1989 at 8:41 A.M.

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

BG DISTRIBUTING OF SALISBURY, INC. (A MD CORP.)

B. GREEN RETAIL STORES, INC. (A MD CORP.) - SURVIVOR

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

B. GREEN RETAIL STORES, INC. (A MD CORP.) - SURVIVOR

As Witness my hand and the Official seal of the said Department at Baltimore this 29th day of August, 1989.



Nancy Grueninger  
Nancy Grueninger  
Administrative Officer

Received for Record 7/27/1989 and recorded in the Corp Records of Wicomico County, Maryland in Liber M.S.B. No. 48 Folios 27

AT 5-076

Ex + M. B. Green 3601 Washington Blvd. Balt.  
md 21207 Attn Benji Green 1-11-90

Mark S. Bowen Clerk

STATE DEPARTMENT OF ASSOCIATIONS  
AND PARTNERSHIPS

APPROVED FOR RECORD

LIBER 48 PAGE 28

09-26-89

1101

RECEIVED

ARTICLES OF INCORPORATION

OF

'89 SEP 26 PM 1 01

BEVERAGE EXPRESS, INC.

904146

STATE DEPT. OF  
ASSESSMENTS & TAXATION

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

FIRST: The undersigned, Jeannie M. Cutlip, whose post office address is 130 E. Main Street, P. O. Box 258, Salisbury, MD 21801, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

BEVERAGE EXPRESS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Section 4-101, et al, of the Corporation and Association Article of the Annotated Code of Maryland.

FOURTH: The purpose for which the corporation is formed is as follows:

As principal agent, or broker, and on commission or otherwise: to buy sell, exchange, lease, let, grant, or take licenses in respect to buy, sell, exchange, lease, let, grant, manage, maintain, and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right or interest therein or pertaining thereto; to construct, improve, repair, raze, and wreck buildings, structures, and works of all kinds, for itself or for others; to buy, sell, and deal in building materials and supplies; to advance loans secured by mortgages or other liens on real estate. To act as loan broker, generally to do everything suitable, proper, and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

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

FIFTH: The post office address of the principal office of the Corporation is 1111 N. Salisbury Blvd., Salisbury, Maryland 21801 and the name and post office address of the Resident Agent of the Corporation is Don E. Richardson, 130 E. Main Street, P. O. Box 258, Salisbury, Maryland 21801.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand shares, (1,000) 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 Tonya L. Townsend.

EIGHTH: No director or officer of the Corporation shall 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

82708000

LAW OFFICES OF  
RICHARDSON & ANDERSON  
130 EAST MAIN STREET  
P. O. BOX 258  
SALISBURY, MD 21801  
(301) 742-8744

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25<sup>th</sup> day of September, 1989, and I acknowledge the same to be my act

WITNESS:

Sara J. Crockett

Jeannie M. Cutlip (SEAL)  
Jeannie M. Cutlip

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 25<sup>th</sup> day of September, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Jeannie M. Cutlip, and she acknowledged the foregoing Articles of Incorporation to be her act and deed.

AS WITNESS my hand and official seal.



Sara J. Crockett  
Notary Public

My commission expires: 7/1/90.

LAW OFFICES OF  
RICHARDSON & ANDERSON  
120 EAST MAIN STREET  
P. O. BOX 288  
SALISBURY, MD 21801  
---  
(801) 748-8744

3175 1123

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

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 72

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

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

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	<u>Name Change (New Name)</u>
20	<u>30</u>	Organ. & Capitalization	_____
61	<u>30</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.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	_____ 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	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	<u>Tonya Townsend</u>
71	_____	Financial	<u>1111 N. Salis Blvd</u>
600	_____	_____ Personal	<u>Salisbury, Md. 21801</u>
		Property Reports and late filing penalties	<u>c/o Beverage Express, Inc.</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 70

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

NOTE:

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

APPROVED BY: J.M.T.

LIBER 48 PAGE 31

ARTICLES OF INCORPORATION  
OF  
BEVERAGE EXPRESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 26, 1989 AT 1:01 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2874550

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:  
TONYA TOWNSEND  
1111 N. SALISBURY BLVD.  
C/O BEVERAGE EXPRESS, INC.  
SALISBURY MD 21901

Received for Record *Sept 25, 1989*  
and recorded in the  
Records of Wicomico County, Maryland in Liber *48*,  
No. *48*, Folios *2831*

*Mark L. Bowen* Clerk

063C3032786

A 309124

2175 1120



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

*Ex + M: Tonya Townsend 1111 N. Salisbury Blvd.*

ARTICLES OF AMENDMENT

TO THE ARTICLES OF INCORPORATION

OF 9-21-89

10:02a

GREATER SALISBURY COMMITTEE, INC.

jo

904147

1989 SEP 21 A 10:02

Pursuant to the provisions of Section 2-602 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned corporation hereby amends its charter by adding Items Eighth and Ninth, as follows:

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

NINTH: As used in this Item Ninth, any word or words defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, shall have the same meaning as provided by said statute:

1. The Corporation may, with the approval of the Executive Committee or members of the Corporation, in accordance with Item Seventh (b), indemnify and advance expenses to a member of the Executive Committee or to an officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with said Section 2-418 of the Corporations and Associations Article, as amended from time to time.

2. With respect to an employee or agent other than a member of the Executive Committee or an officer of the Corporation, the Corporation may, as determined by its Executive Committee, indemnify and advance expenses to such employee or agent in connection with a proceeding to the same extent authorized herein for members of the Executive Committee and officers. The term "employee or agent" shall include any member of this Corporation acting on behalf of the Corporation without compensation.

There is no stock outstanding or entitled to vote on this matter. The membership of the Corporation is entitled to vote on

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

3175 (2157



LIBER 48 PAGE 33

this matter, and the same was duly presented to them in accordance with the Articles of Incorporation and Bylaws of this Corporation at a regularly called meeting on Monday, September 11, 1989, at which time the foregoing amendments were approved by a majority of the entire membership of the Greater Salisbury Committee, Inc.

TEST:

*Richard Th. Hazel*  
Secretary

GREATER SALISBURY COMMITTEE, INC.

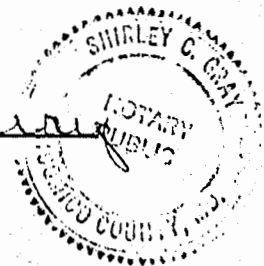
By *Wm. B. Rictor* (SEAL)  
Chairman

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, That on this 19th day of September, A.D., 1989, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared Wm. B. Rictor, who acknowledged himself to be the Chairman of Greater Salisbury Committee, Inc., and acknowledged the foregoing Articles of Amendment to the Articles of Incorporation of Greater Salisbury Committee, Inc. to be its corporate act and deed.

AS WITNESS my hand and Notarial Seal.

*Shirley C. Gray*  
Notary Public



My Commission Expires: 7/1/90

A:2A29658.36A

3175 2199

STATE OF MARYLAND

LIBER 48 PAGE 34

State Department of Assessments and Taxation

Gene L. Burner, Director

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

# R-0379545 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

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

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20		Organ. & Capitalization	
61		Rec. Fee (Arts. of Inc.)	
62	<u>20</u>	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		_____ Certified Copy	_____ 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: _____
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21		Recordation Tax	
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31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Fulton Jeffers</u>
71		Financial	<u>PO Box 138</u>
600		_____ Personal	<u>Salisbury Md</u>
		Property Reports and late filing penalties	<u>21801</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 20

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

NOTE:

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

APPROVED BY: GR

LIBER 48 PAGE 35

ARTICLES OF AMENDMENT  
OF  
GREATER SALISBURY COMMITTEE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 21, 1989 AT 10:02 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

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

00379545

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:  
FULTON JEFFERS  
P.O. BOX 138  
SALISBURG

MD 21801

Received for Record NOV 15 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 48 Folios 32-35

*Mark S. Bowen* Clerk

062C3032623

A 309500



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS

3175 2156

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

*Ex + D F. Jeffers H+B Atty 1-11-90*

EASTERN SHORE INVESTORS  
LIMITED PARTNERSHIP  
3rd AMENDMENT TO THE AMENDED  
AND RESTATED LIMITED PARTNERSHIP  
AGREEMENT AND CERTIFICATE

904148

RECEIVED  
03 SEP 18 PM 2 32  
STATE DEPT. OF  
ASSESSMENTS & TAXATION

3rd Amendment entered into as of the 1st day of September  
1989, by and between Milford W. Twilley and Robert D. Dashiell as  
General Partners of Eastern Shore Associates Limited Partnership (the  
"Partnership"), WFC Realty Co., Inc., a Massachusetts corporation, as  
Class A Limited Partner, the Limited Partners of the Partnership, the  
Withdrawing Limited Partner (as said term is defined below) and the  
Transferee Limited Partner (as said term is defined below).

WITNESSETH:

WHEREAS, the Partnership was formed as a limited partnership under the  
laws of the State of Maryland, pursuant to a Limited Partnership  
Agreement and Certificate dated December 27, 1978, which was amended  
and restated by the Amended and Restated Limited Partnership Agreement  
and Certificate dated June 28, 1985, as thereafter amended (as so  
amended, collectively, the "Agreement and Certificate"). All  
capitalized terms used herein that are not otherwise defined shall have  
the same meaning assigned to them in the Agreement and Certificate.

WHEREAS, James A. Griffin, Jr. held .666666 unit of limited partnership  
interest in the Partnership (the "Partnership Interest") pursuant to  
the terms of the Agreement and Certificate and upon his death, the  
Estate of James A. Griffin, Jr. (the "Withdrawing Limited Partner")  
succeeded to the Partnership Interest and Betsy Anne Griffin and  
Mercantile-Safe Deposit and Trust Company were named Personal  
Representatives of the Estate and Trustees of any Trusts created  
thereunder.

WHEREAS, on December 8, 1986, Mercantile-Safe Deposit and Trust Company  
resigned as a Personal Representative and Trustee and Betsy Anne  
Griffin is now the sole remaining Personal Representative and Trustee  
of the Residuary Trust U/W/O James A. Griffin, Jr.

WHEREAS, pursuant to the Last Will and Testament of James A. Griffin,  
Jr., the Partnership Interest will be distributed to Besty Anne  
Griffin, Trustee of the Residuary Trust U/W/O of James A. Griffin, Jr.  
(the "Transferee Limited Partner") pursuant to an Assignment and  
Assumption Agreement of even date herewith.

NOW, THEREFORE, in consideration of the mutual agreements contained  
herein the parties hereby agree as follows:

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

9-18-89 at 2:30pm

92628059 2120

LIBER 48 PAGE 37

1. The parties hereto consent to (a) the assignment by the Withdrawing Limited Partner of the Partnership Interest to the Transferee Limited Partner, (b) the withdrawal of the Withdrawing Limited Partner as a Limited Partner, (c) the admission of the Transferee Limited Partner as a Substitute Limited Partner, all in accordance with the terms in Section 8.3 of the Agreement and Certificate.

2. The Withdrawing Limited partner hereby grants to the Transferee Limited Partner the right to become a Substitute Limited Partner entitled to all the rights of a Limited Partner, and the Transferee Limited Partner hereby agrees to be bound by the terms and provisions of the Agreement and Certificate to the same extent as the other Limited Partners, and by his execution hereof adopts and acknowledges the Agreement and Certificate.

3. The Withdrawing Limited Partner hereby withdraws as a Limited Partner from the Partnership and the Transferee Limited Partner is hereby admitted as a Substitute Limited Partner succeeding to the Withdrawing Limited Partners' Partnership Interest in the Partnership pursuant to Section 8.3 of the Agreement and Certificate.

4. Schedule A of the Agreement and Certificate is hereby amended to reflect the withdrawal of the Withdrawing Limited Partner from the Partnership and the admission of the Transferee Limited Partner:

Residuary Trust U/W/O	two-third unit	\$39,333.29
James A. Griffin, Jr.		
Betsy Anne Griffin, Trustee		
13801 York Road, Apt. M7		
Hunt Valley, MD 21030		

5. In all other respects the Agreement and Certificate is hereby ratified and confirmed.

6. This 3rd Amendment may be executed in a number of counterparts, all of which together shall for all purposes constitute one amendment, binding on all parties hereto, notwithstanding that the parties have not signed the same counterpart.

IN WITNESS WHEREOF, the parties hereto have executed this 3rd Amendment as of 1st day of September, 1989

GENERAL PARTNERS:

By: Milford W. Twilley  
Milford W. Twilley  
c/o Rental Management Inc.  
P.O. Box 1591  
Salisbury, MD 21801

AFFIDAVIT

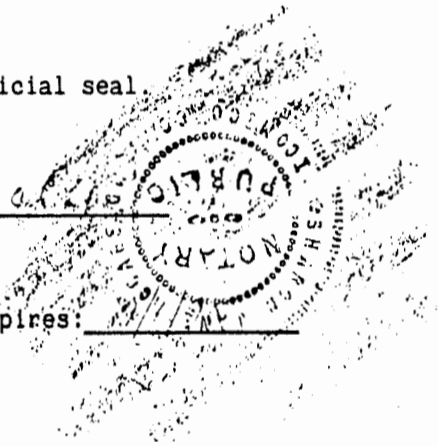
State of Maryland )  
County of Wicomico ) ss:

On this 12<sup>th</sup> day of September 1987, before me came Milford W. Twilley, as a General Partner of Eastern Shore Investors Limited Partnership, known to me to be the person who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed and in his duly authorized capacity.

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

Sharon J. Marshall  
Notary Public

My Commission Expires: \_\_\_\_\_



GENERAL PARTNERS:

LIBER 48 PAGE 39

By: Robert D. Dashiell  
Robert D. Dashiell  
c/o Rental Management Inc.  
P.O. Box 1591  
Salisbury, MD 21801

AFFIDAVIT

State of Maryland  
~~Commonwealth of Massachusetts~~ )  
County Of Suffolk: Wicomico ) ss:

On this 12<sup>th</sup> day of September, 1989, before me came Robert D. Dashiell, as a General Partner of Eastern Shore Investors Limited Partnership, known to me to be the person who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed and in his duly authorized capacity.

IN WITNESS WHEREOF, I hereunto set my hand and official seal

Sharon J. McCall  
Notary Public

My Commission Expires: 7/1/90

3175 2123

LIBER 48 PAGE 40

CLASS A LIMITED PARTNER:  
WFC Realty Co., Inc.,  
a Massachusetts corporation

By: [Signature]  
Jonathan W. Wexler  
c/o First Winthrop Corporation  
One International Place  
Boston, MA 02110

CLASS A LIMITED PARTNER

State of Massachusetts  
County of Suffolk )

On this 25<sup>th</sup> day of August, 1987, before me came Jonathan W. Wexler, of WFC Realty Co., Inc., known to me to be the person who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed and in his duly authorized capacity.

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

[Signature]  
Notary Public

My Commission Expires: 4-11-89  
5



3175 2124



LIBER 48 PAGE 41

WITHDRAWING LIMITED PARTNER  
.666666 unit  
Estate of James A. Griffin, Jr.

By: Betsy Anne Griffin  
Betsy Anne Griffin,  
Personal Representative  
13801 York Road, Apt. M7  
Hunt Valley, MD 21030

AFFIDAVIT

State of Maryland  
County of Hallwax ss:

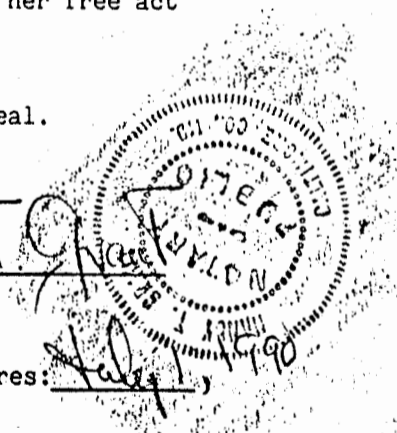
On this 21<sup>st</sup> day of August, 1989, before me, the undersigned notary public, personally appeared Betsy Anne Griffin, Personal Representative of the Estate of James A. Griffin, Jr., known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same as her free act and deed and in her duly authorized capacity.

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

Nancy T. [Signature]  
Notary Public

My Commission Expires: July 1, 1990

6



2175 2125

TRANSFEEE LIMITED PARTNER:  
.66666 unit  
Residuary Trust U/W/O  
James A. Griffin, Jr.

By: Betsy Anne Griffin  
Betsy Anne Griffin, Trustee  
13801 York Road, Apt. M7  
Hunt Valley, MD 21030

AFFIDAVIT

State Of Maryland  
County of Baltimore ss:

On this 21<sup>st</sup> day of August 1989, before me, the undersigned notary public, personally appeared Betsy Anne Griffin, Trustee of the Residuary Trust U/W/O of James A. Griffin, Jr., known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same as her free act and deed and in her duly authorized capacity.

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

Nancy T. Grant  
Notary Public

My Commission Expires: 11/1/1990

7



2178 2126

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 20

BUSINESS CODE \_\_\_\_\_

COUNTY 22

# M1951292

P.A. \_\_\_\_\_

Religious \_\_\_\_\_

Close \_\_\_\_\_

Stock \_\_\_\_\_

Nonstock \_\_\_\_\_

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

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

CODE AMOUNT

FEE REMITTED

- 10 Expedited Fee
- 20 Organ. & Capitalization
- 61 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 13 1 Certified Copy 7fy
- 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 50 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 \_\_\_\_\_ Personal
- 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: Rosemarie

Goguen

Winthrop Securities Co.

One International Place

Boston, MA 02110

TOTAL FEES

63

Check

Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: dy

LIBER 48 PAGE 44

CERTIFICATE OF AMENDMENT  
OF  
EASTERN SHORE INVESTORS LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 18, 1989 AT 2:32 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

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

\$ 50.00

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

M1951292

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:  
ROSEMARIE GOGUEN  
WINTHROP SECURITIES CO.  
ONE INTERNATIONAL PLACE  
BOSTON MA 02110

Received for Record Nov 15, 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.,  
No. 48 Folios 36-44 062C3032613  
*Mark S. Bowser* Clerk 309491



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS 3175 2119  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Ex. M: Rosemarie Goguen Winthrop Securities Co  
One International Place Boston Ma 02110 1-11-90

LIBER 48 PAGE 45  
ARTICLES OF INCORPORATION

OF

H. H. CHRISTENSEN CO.

904149

J

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, RICHARD L. SHIPLEY, whose post office address is 109 Elbow Lane, Burlington, New Jersey 08016 and HELEN H. SHIPLEY, whose post office address is 109 Elbow Lane, Burlington, New Jersey 08016, 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 ourselves 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

H. H. CHRISTENSEN CO.

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

(a) To manufacture, buy, sell, deal in, and to engage in, conduct, and carry on the business of manufacturing, buying, selling, and dealing in wholesale and retail milk and dairy products and related food products and dealing in goods, wares and merchandise of every class and description.

(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

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR PAYMENT

9-25-89 at 9:54 a.m.

the Corporation or otherwise.

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

(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 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 503 South Maryland Avenue, Delmar, Maryland 21875. The resident agent of the Corporation is Hobart B. Hughes, whose post office address is 124 East Main Street, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall initially have two (2) directors and Richard L. Shipley and Helen H. Shipley 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 insance 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 considerations 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 or 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 2-419 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 21st day of September, 1989.

WITNESS:

Benedy A. Gordy as to Richard L. Shipley  
Benedy A. Gordy as to Helen H. Shipley

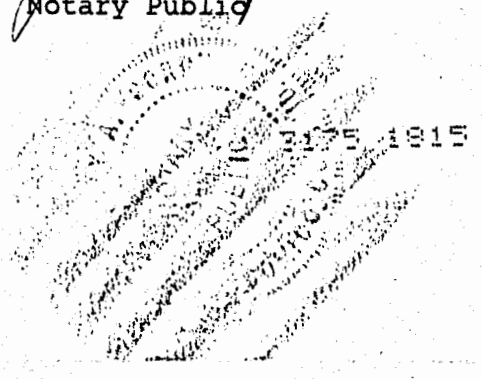
STATE OF MARYLAND , COUNTY OF WICOMICO :

THIS IS TO CERTIFY, that on this 21st day of September, 1989, before me, the undersigned officer, personally appeared RICHARD L. SHIPLEY 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

Benedy A. Gordy  
Notary Public



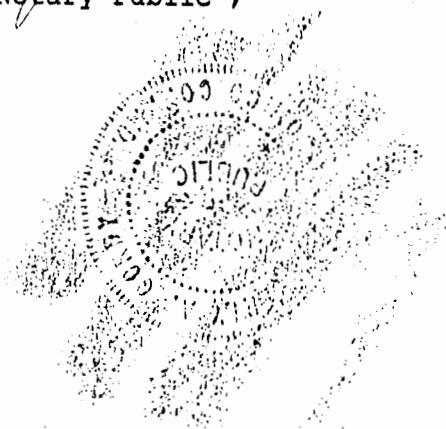
STATE OF MARYLAND , COUNTY OF WICOMICO :

THIS IS TO CERTIFY, that on this 21st day of September, 1989, before me, the undersigned officer, personally appeared HELEN H. SHIPLEY and acknowledged the foregoing Articles of Incorporation to be her act.

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

My commission expires:  
7/1/90

Benedy A. Hardy  
Notary Public



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 028 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	<u>50</u>	Organ. & Capitalization	_____
61	<u>22</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.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ 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	<u>Beverly A. Hardy</u>
85		Termination of Limited Partnership	_____
21		Recordation Tax	MAIL TO ADDRESS: _____
22		State Transfer Tax	<u>Long, Hughes, Baker,</u>
23		Local Transfer Tax	<u>Daskell &amp; Cadger</u>
31		_____ Corp. Good Standing	<u>124 East Main St.</u>
NA		Foreign Corp. Registration	<u>Salisbury, Md</u>
87		_____ Limited Part. Good Standing	<u>21801-0259</u>
71		Financial _____ Personal	_____
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 _____	_____

TOTAL FEES 42

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

NOTE:

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

APPROVED BY: J.M.T

LIBER 48 PAGE 52

ARTICLES OF INCORPORATION  
OF  
H. H. CHRISTENSEN CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 25, 1989 AT 9:54 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 22.00

SPECIAL  
FEE PAID:

\$

D2873390

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:  
BEVERLY A. GORDY  
LONG, HUGHES, BAKER, DASHIELL &  
124 EAST MAIN ST.  
SALISBURY MD 21801 0259

Received for Record *Sept 25, 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. *48* Folios *45-52*  
*Mark S. Bowser* Clerk  
062C3032562  
A 309453



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER. FOLIO 3175 1810

Ex + D: Bev. Gordy JHBDB Atty 1-11-90

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

LIBER 48 PAGE 53 APPROVED FOR PAYMENT . .  
ARTICLES OF INCORPORATION 9-25-89 at 8:30 A.m.

904150

OF  
STAR OIL, INC.

A CLOSE CORPORATION  
(Pursuant to annotated Code of Maryland -  
Corporations and Associations,  
Sections 4-101, et seq.)

\*\*\*\*\*

THIS IS TO CERTIFY:

FIRST:

That I, Gwyne A. Church, 404 Oriole Place, Salisbury, MD 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the state of Maryland.

SECOND:

The name of the corporation is:

STAR OIL, INC.

THIRD:

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

(a) To carry on and conduct an oil delivery business, including executing, assigning, and receiving assignments of contracts, and otherwise engaging in any work connected therewith;

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

(c) To purchase, lease, hire or otherwise acquire real and personal property, improved or unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber, and mortgage said property, or any part thereof; to acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said company, 112 construct, re-construct or purchase, either directly or through

92052911

ownership of stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, machinery rights, easements, privileges, franchises and licenses, and to sell, lease, hire or otherwise dispose of lands, buildings or other property of the company or any part thereof;

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

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

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

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

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

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

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

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

(l) In general to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Maryland upon corporations, and to do any or all of the things hereinbefore set forth to the extent as natural persons might or could do;

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

FOURTH:



The post office address of the principal office of the Corporation in this state will be 404 Oriole Place, Salisbury, MD 21801. The resident agent of the Corporation is Gwyne A. Church, who resides at 404 Oriole Place, Salisbury, MD 21801, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH:

Pursuant to the Annotated Code of Maryland, Corporations and Associations, Section 4-302, the Corporation elects not to have a board of directors, and the business and affairs of this Corporation shall be managed by direct action of the stockholders of the Corporation, and all powers given to directors by the Annotated Code of Maryland, Corporations and Associations, or any other law, contract, or agreement may be exercised by the stockholders. This election to have no board of directors shall become effective as such time as the organizational meeting of the directors and the issuance of one share of stock of the Corporation have been completed, pursuant to Section 4-302. Until such time as the election is effective, the Corporation shall have one director, and Gwyne A. Church shall act as such until the first annual meeting or until her successor is duly chosen and qualified. Also, the Corporation will elect to be a small corporation under the Internal Revenue Code Sec. 1244.

SIXTH:

The total amount of authorized capital stock is five thousand (5,000) shares without par value. Each share, regardless of how held, shall be entitled to one (1) vote; however, this may be altered or changed by either the By-Laws or stockholders' agreements pursuant to Annotated Code of Maryland, Corporations and Associations, Sections 4-401, et seq.

SEVENTH:

The board of directors and the stockholders of the Corporation are hereby empowered to authorize from time to time the issuance of shares of its stock of the par value and class authorized hereby or now or hereafter authorized by them. There shall be only one (1) class of stock of the said Corporation, and said stock may be issued for such consideration as said Board of Directors or stockholders may deem

156  
22  
A  
9-51


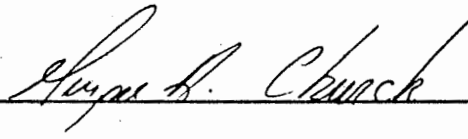
advisable, subject to such restrictions and limitations, if any, as may be set forth in the By-Laws or stockholders' agreement and as may be imposed by the State of Maryland.

## EIGHTH:

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act, on this 15th day of September, A.D., 1989.

WITNESS:

  (SEAL)



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 L 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	<u>20</u>	Organ. & Capitalization	
61		Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	<input type="checkbox"/> Change of Name
65		Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Principal Office
66		Rec. Fee (Revival)	<input type="checkbox"/> Change of Resident Agent
52		Foreign Qualification	<input type="checkbox"/> Change of Resident Agent Address
50		Cert. of Qual. or Reg.	<input type="checkbox"/> Resignation of Resident Agent
51		Foreign Name Registration	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
13		Certified Copy	<input type="checkbox"/> 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		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		Limited Part. Good Standing	<u>Guynne A. Church</u>
71		Financial	<u>404 Oriole Place</u>
600		Property Reports and late filing penalties <input type="checkbox"/> Personal	<u>Salisbury, Md</u>
70		Change of P.O., R.A. or R.A.A.	<u>21801</u>
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 40

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

NOTE:

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

APPROVED BY: J.M.T.

LIBER 48 PAGE 58

ARTICLES OF INCORPORATION  
OF  
STAR OIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 22, 1989 AT 8:30 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

\$

D2871697

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:  
GWYNE A. CHURCH  
404 ORIOLE PLACE  
SALISBURY

MD 21801

Received for Record *Dec 15, 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. *48* Folios *53-58*

061C3032353

*Mark S. Bowser* Clerk  
A 308964



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS 3174 1111  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

*Ex + M Gwyne A. Church 404 Oriole Place  
Salis Md 21801 1-11-90*

STATE OF MARYLAND DEPARTMENT OF ASSESSMENTS AND TAXATION

CARITAS, INC.

ARTICLES OF AMENDMENT

9-20-89 10:39a

904151

jo

FILED SEP 20 A 10 39

Caritas, Inc., a Maryland non-stock corporation having its principal office in Wicomico County and State of Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by adding a new Article Ninth to its Articles of Incorporation, as follows:

"NINTH: Upon dissolution of this Corporation assets shall be distributed for one or more exempt purposes within the meaning Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future federal tax codes or shall be distributed to the Federal government, or to a state or local government for a public purpose."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on September 13, 1989, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that same be submitted for action thereon at a special meeting of the members of the Corporation to be held on September 13, 1989, at 4:00 o'clock P.M.

THIRD: The amendment of the charter of the Corporation as hereinabove set forth was approved by unanimous vote of the members of the Corporation at a meeting called on the 13th day of September, 1989, at 4:00 o'clock P.M., and all of the members were present and voting at the aforesaid meeting.


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

LAW OFFICES  
LONG, HUGHES, BAHEN,  
DASHIELL & BADGER  
124 EAST MAIN STREET  
BALISBURY, MARYLAND  
21801-0259  
301-749-2356

3174 0195

92098280

IN WITNESS WHEREOF, Caritas, Inc., has caused these presents to be signed in its name and its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 14th day of September, 1989.

ATTEST:  
  
[Signature]


CARITAS, INC.  
BY: [Signature]  
President

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 14th day of September, 1989, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared [Signature], President of Caritas, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Article of Amendment to be the corporate act of said corporation; and at the same time personally appeared [Signature] and made oath in due form of law that she was Secretary of the meeting of the members 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 her knowledge, information and belief.

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

My Commission Expires:  
July 1, 1990

[Signature]  
Notary Public  


JBLII:acb  
3-5216

LAW OFFICES  
LONG, HUGHES, BAHEN,  
DASHIELL & BADGER  
124 EAST MAIN STREET  
BALISBURY, MARYLAND  
21801-0259  
301-749-2356

3174 0196

STATE OF MARYLAND LIBER 48 PAGE 61  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 092 BUSINESS CODE \_\_\_\_\_ COUNTY 22

# 10 2577625 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

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

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	<u>Name Change</u>
20	_____	Organ. & Capitalization	<u>(New Name)</u>
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	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	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	Code _____
75	_____	Special Fee	ATTENTION: _____
80	_____	For. Limited Partnership	_____
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 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	_____

TOTAL FEES 20

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

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

APPROVED BY: JAS

NOTE: \_\_\_\_\_

LIBER 48 PAGE 62

ARTICLES OF AMENDMENT  
OF  
CARITAS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 20, 1989 AT 10:39 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

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

D2577625

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 LONG  
P. O. BOX 259  
SALISBURY

MD 21801 0259

Received for Record 09/15/1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 48 Folios 59-62

060C3032173

*Mark L. Bouyer* Clerk **308699**



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS

3174 0194

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Ex + D: John Long ANBDB Alup 1-11-90

STATE DEPARTMENT OF AGREEMENTS  
AND TAXATION  
APPROVED FOR FILING  
at 12:00 P.M. 9/18/89

LIBER 48 PAGE 63

ARTICLES OF INCORPORATION  
OF  
SUN FRESH PRODUCE, INC.

904152  
THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Ronald G. Rayne, whose post office address is 212 East Main Street, Salisbury, Wicomico County, Maryland, 21801, being at least eighteen (18) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, execute and file these Articles with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is: Sun Fresh Produce, Inc.

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

(1) To act as a produce broker, to buy and sell produce for itself and for others, and to perform all acts of any kind necessary or desirable in connection therewith.

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

(3) To carry on any other businesses which may seem to the corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate the transaction of its business, or any part thereof, or in the transaction of any business that may be calculated, directly or indirectly, to enhance the value of its property or rights, provided that in the transaction of its business the corporation shall at all

LAW OFFICES, PERDUE, RAYNE, DAVIS & WHITE, PROFESSIONAL ASSOCIATION

904152

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.

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

FOURTH: The post office address of the principal office of the corporation is 213 Poplar Street, P.O. Box 277, Salisbury, Maryland 21801. The resident agent of the corporation is Ronald G. Rayne, whose address is 212 East Main Street, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland.

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

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

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

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

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

(a) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and 2290



LIBER 48 PAGE 65

(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.

Donald C. Davis and Ronald G. Rayne shall act as the directors of the corporation until the first annual meeting or until their successors are duly chosen and qualified.

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

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

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

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

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

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

3173 2291

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

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

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15th day of September, 1989.

WITNESS:


Shirley J. Perdue \_\_\_\_\_ (SEAL)  
 RONALD G. RAYNE

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 15th day of September, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RONALD G. RAYNE and acknowledged the foregoing Articles of Incorporation to be his act.

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

Shirley J. Perdue  
 NOTARY PUBLIC 3173 2292  
 My Commission Expires: 7/1/90



LAW OFFICES, PERDUE, RAYNE, DAVIS & WHITE, PROFESSIONAL ASSOCIATION

STATE OF MARYLAND

LIBER 48 PAGE 67

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		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61		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	<u>10</u>	<u>1</u> 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 _____ Personal _____
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: Ronald S. Rayne, Esq.

MAIL TO ADDRESS: 212 E. Main St.

P.O. Box 949

Salisbury, Md.

21801

TOTAL FEES 50

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

NOTE:

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

APPROVED BY: J.M.T.

LIBER 48 PAGE 68

ARTICLES OF INCORPORATION  
OF  
SUN FRESH PRODUCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 18, 1989 AT 12:00 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:

\$

02868883

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:  
RONALD G. RAYNE, ESQ.  
212 E. MAIN ST.  
P.O. BOX 949  
SALISBURY

MD 21801

Received for Record *Dec 15, 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B. 058C3031959  
No. *48* Folios *63-68*

*Mark S. Bowen* Clerk 306791



3173 2288

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

*Ex + D R. Rayne PRDW Atty 1-11-90*

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION  
APPROVED FOR PAYMENT  
at 10:16 AM  
9/18/89 904153 J

ARTICLES OF INCORPORATION  
OF

CALVIN A. TAYLOR & SON, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, John Morgan White, whose post office address is 212 East Main Street, Salisbury, Wicomico County, Maryland, 21801, being at least eighteen (18) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, execute and file these Articles with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is: Calvin A. Taylor & Son, Inc.

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

(a) To engage in the business of being a general contractor or sub-contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

✓ FOURTH: The post office address of the principal office of the corporation is 1303 Foggy Bottom Drive, Salisbury, Maryland 21801. The resident agent of the corporation is John Morgan White, whose address is 212 East Main Street, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland.

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

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

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

LAW OFFICES, PERDUE, RAYNE, DAVIS & WHITE, PROFESSIONAL ASSOCIATION

1989 SEP 18 A 10:16  
- 1 -

904153

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

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

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

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

Donald C. Davis and Ronald G. Rayne shall act as the directors of the corporation until the first annual meeting or until their successors are duly chosen and qualified.

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

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

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

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

(d) To declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by Law, <sup>or</sup> 1177 2772

by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of all other corporations or unincorporated business entities.

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

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

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

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 14th day of September, 1989.

WITNESS:

Shirley J. Perdue John Morgan White (SEAL)  
JOHN MORGAN WHITE

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 14th day of September, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JOHN MORGAN WHITE and acknowledged the foregoing Articles of Incorporation to be his act.

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

Shirley J. Perdue  
NOTARY PUBLIC

My Commission Expires 7/1/90



LAW OFFICES, PERDUE, RAYNE, DAVIS & WHITE, PROFESSIONAL ASSOCIATION



STATE OF MARYLAND LIBER 48 PAGE 73  
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		Expedited Fee	<u>Name Change (New Name)</u> _____
20	<u>20</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.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		Certified Copy	_____ 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: <u>Shirley Perdue</u>
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: <u>Perdue, Rayne,</u>
87		Limited Part. Good Standing	<u>Loris and White, P.C.</u>
71		Financial	<u>212 E. Main St.</u>
600		Property Reports and late filing penalties	<u>P.O. Box 949</u>
70		Change of P.O., R.A. or R.A.A.	<u>Salisbury, Md.</u>
91		Amend/Cancellation, For. Limited Part.	<u>210810</u>
		Other	
		Other	

TOTAL FEES 40

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

NOTE:

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

APPROVED BY: JmT

3173 2781

LIBER 48 PAGE 74

ARTICLES OF INCORPORATION  
OF  
CALVIN A. TAYLOR & SON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 12, 1989 AT 10:16 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:

\$

02658065

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:  
SHIRLEY PERDUE  
PERDUE, PAYNE, DAVIS & WHITE  
212 E. MAIN STREET  
P. O. BOX 949  
SALISBURY MD 21081



Received for Record Dec 15, 1989 and recorded in the 058C3031877  
Records of Wicomico County, Maryland in Liber M.S.B.  
Folios 69-79 A 306733  
*Mark S. Bowen* Clerk

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

3173 2776

Ex + D Shirley Perdue PROW attys 1-11-90

ARTICLES OF INCORPORATION

APPROVED FOR PAYMENT  
19/14/89 at 9:40 AM

OF

CHANWHIT REALTY, INC.

904154

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

FIRST: I, Diana L. Whitney., whose address is 106 Leeward Drive, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is CHANWHIT REALTY, 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 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 106 Leeward Drive, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Diana L. Whitney, 106 Leeward 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 number of Directors of the Corporation shall be Three (3), which number shall be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, 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 73 0394

04 SEP 14 1989

9257100

less than three but not less than the number of stockholders.

The name of the directors who shall act until the first annual meeting or until her successors are duly chosen and qualified are:

- Diana L. Whitney
- Steven D. Chandler
- Kim B. Chandler

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

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

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

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

(4) The By-Laws of the Corporation may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase the number of directors fixed by these Articles of Incorporation or by the By-Laws within a limit specified in the By-Laws, provided that in no case shall the number of directors be less than one (1), and to fill the vacancies created by any such increase in the number of directors. Unless otherwise provided in the By-Laws of the Corporation, the directors of the Corporation need not be stockholders thereof.

(5) The Board of Directors shall have power, if authorized by the By-Laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided

73 0395

in said resolutions or in the By-Laws of the Corporation and permitted by the Annotated Code of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(6) The Board of Directors shall, subject to the Annotated Code of the State of Maryland, have power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations any accounts and books of the Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by the Annotated Code of the State of Maryland, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders.

(7) If the By-Laws so provide, the Board of Directors of the Corporation shall have power to hold its meetings, to have an office or offices and, subject to the provisions of the Annotated Code of the State of Maryland, to keep the books of the Corporation, outside of said State at such place or places as may from time to time be designated by it.

(8) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for monies so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

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

(9) With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or

3173 0386

more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid only if taken or approved by a vote of not less than a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH.

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

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

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

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

3173 0397

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

IN WITNESS WHEREOF, Diana L. Whitney., has signed these Articles of Incorporation, this 25th day of August, 1989, and he acknowledged the same to be her act.

WITNESS:

J. B. [Signature]  
As to D.L.W.

Diana L. Whitney (SEAL)  
Diana L. Whitney.

STATE OF MARYLAND

LIBER 48 PAGE 80

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)

Table with columns: CODE, AMOUNT, FEE REMITTED. Includes rows for Expedited Fee, Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), Rec. Fee (Merger or Consolidation), Rec. Fee (Transfer), Rec. Fee (Dissolution), Rec. Fee (Revival), Foreign Qualification, Cert. of Qual. or Reg., Foreign Name Registration, Certified Copy, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, Special Fee, For. Limited Partnership, Cert. Limited Partnership, Amendment to Limited Partnership, Termination of Limited Partnership, Recordation Tax, State Transfer Tax, Local Transfer Tax, Corp. Good Standing, Foreign Corp. Registration, Limited Part. Good Standing, Financial, Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Amend/Cancellation, For. Limited Part., 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 108

ATTENTION: [Handwritten signatures]

MAIL TO ADDRESS:

TOTAL FEES 51

Check Cash

NOTE:

Documents on checks

APPROVED BY: [Signature]



LIBER 48 PAGE 81

ARTICLES OF INCORPORATION  
OF  
CHANWHIT REALTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 14, 1989 AT 9:40 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	\$


D2867828

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:  
WILLIAMS, HAMMOND, MOORE,  
SHOCKLEY & HARRISON, P.A.  
POST OFFICE BOX 739  
OCEAN CITY MD 21842

Received for Record Nov 15, 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 48 Folios 75-81 057C3031788



*Marie L. Bowen* Clerk A 306657

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3173 0393

ATB-060

Ex + M: Williams Hammond Moore Shockley & Harrison P.A. P.O. Box 739 Ocean City md 21842

LIBER 48 PAGE 82

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

FAITH TEMPLE CHURCH

APPROVED FOR RECORD

09-14-89 at 10:51 .m.

## ARTICLE OF INCORPORATION

904155

**FIRST:** The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Members (as hereinafter defined) of the congregation of the Faith Temple Church of God In Christ (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Subchapter 3 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

**SECOND:** The name of the Religious Corporation and the church is the Faith Temple Church

**THIRD:** The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, for all the public welfare, and for no other purposes; and to that end to make and hold, by bequest, devise, gift, purchase, or lease, either, absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to re -

92588010

3172 2871

ceive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1985 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, Section (1) are the following:

(i) to establish and maintain a church and to provide a place of worship and prayer in accordance with Pentecostal Holiness traditions;

(ii) to establish, maintain and conduct a school for religious instruction of children and adults;

(iii) to further all religious and charitable work; and,

(iv) for such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(d) In this Plan:

(i) reference to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, the

District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, (including the publishing or distributing of statements), in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

3(a) A person shall be a Member of the Religious Corporation and, as such, shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) such person is a Trustee of the Religious Corporation on the date these Article of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"); or

(ii) such person shall be designated, as such, by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of the date these Articles of Incorporation are accepted for record by the Department; or,

(iii) such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period of not less than three (3) years.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) the annual dues imposed by the Religious Corporation on such Member are promptly paid by such Member; and

(ii) all rules and regulations of the Religious Corporation, as determined by the Trustees, are substantially complied with by such Member; and

(iii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such Member may be disqualified and removed as a Member by a majority vote of the entire Board of Trustees.

FOURTH: The existence of the Religious Corporation shall be perpetual.

✓ **FIFTH:** The address of the principal place of worship of the Religious Corporation is 416 Patterson Avenue, Salisbury, Maryland 21801. The name and address of the resident agent of the Religious Corporation are James L. Eure, Jr., Route 2, Box 65, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

**SIXTH;** The initial number of Trustees of the Religious Corporation is five (5), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than three (3), nor more than eight (8). The names and addresses of those persons serving as initial Trustees are:

- |  |  |
|--|--|
| James L. Eure, Jr.<br>Route 2, Box 65<br>Salisbury, Maryland 21801 | Darlene Eure<br>Route 2, Box 65<br>Salisbury, Maryland 21801 |
| Rachel Polk<br>508 Viewfield Drive<br>Salisbury, Maryland 21801    | Mary Eure<br>635 W. Main Street<br>Salisbury, Maryland 21801 |
| Emmitt Smith<br>116 Marquis Avenue<br>Salisbury, Maryland 21801    |  |

**SEVENTH:** The Religious Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be as set forth in these Article of Incorporation and the By-Laws of the Religious Corporation.

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

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

**IN WITNESS WHEREOF,** we have signed these Articles of Incorporation this 1st day of September, 1989, and we acknowledged the same to be our acts.

**WITNESSES:**

<u>James L. Eure, Jr.</u>	<u>James L. Eure, Jr.</u>
<u>Darlene Eure</u>	<u>Darlene Eure</u>
<u>Mary Eure</u>	<u>Mary Eure</u>

Joshua Eure  
Joshua Eure

Rachel Polk  
Rachel Polk  
Emmitt Smith  
Emmitt Smith

STATE OF MARYLAND )  
COUNTY OF WICOMICO ) ss:

On this 13 day of September, 1989, before me, the undersigned officer, personally appeared James L. Eure, Jr., Darlene Eure, Rachel Polk, Mary Eure and Emmitt Smith, known to me to be the Trustees of Faith Temple Church of God In Christ, the religious corporation described in the foregoing Articles of Incorporation; and they acknowledged that they executed same on behalf of said Religious Corporation by signing their name thereto as such Trustees.

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



Judy M.E. Richardson  
Notary Public

My Commission Expires: July 12 1991

STATE OF MARYLAND LIBER 48 PAGE 87  
 State Department of Assessments and Taxation  
 Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 16 COUNTY 72

# \_\_\_\_\_ P.A.  Religious  Close  Stock  Nonstock  
 Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
10	30	Expedited Fee	Name Change (New Name) _____
20	30	Organ. & Capitalization	_____
61	30	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	_____	Certified Copy _____	_____ 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	# 290664 9-18-84
NA	_____	Foreign Corp. Registration	3.9.
87	_____	Limited Part. Good Standing	MAIL TO ADDRESS: _____
71	_____	Financial	Rev. James Eure, Jr
600	_____	Property Reports and late filing penalties	Rt. 2 Box 65
70	_____	Change of P.O., R.A. or R.A.A.	Salisbury, Md. 21801
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other	_____
	_____	Other	_____

TOTAL FEES 76

Check  Cash

NOTE:

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

APPROVED BY: J.M. T.

LIBER 48 PAGE 88

ARTICLES OF INCORPORATION  
OF  
FAITH TEMPLE CHURCH

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 14, 1989 AT 10:51 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

\$

D2867150

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:  
REV. JAMES EURE, JR.  
RTE. 2, BOX 65  
SALISBURY MD 21801

Received for Record *Dec 15, 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber *M.C.B.*  
No. *48* Folios *82-88*

*Mark S. Bowen* Clerk 057C3031721

A 306600



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

3172 2870

*Ex+m: Rev. James Eure, Jr. Rt 2 Box 6.5  
Sales 1-11-90*



09-13-89 9112

ARTICLES OF INCORPORATION OF MEADOWBRIDGE, INC. A NONPROFIT CORPORATION

904156

RECEIVED 89 AUG 7 PM 3:15 STATE DEPT. OF ASSESSMENTS & TAXATION

WE, the undersigned incorporators, all of whom are at least eighteen (18) years of age, hereby associate ourselves together to form and establish a corporation not for profit under the Laws of the State of Maryland.

FIRST: The name of the corporation is: MEADOWBRIDGE, INC., A NONPROFIT CORPORATION.

SECOND: The location of the principal place of business of the Corporation in this State is: 326 Tourmaline Drive, Hebron, Wicomico County, Maryland 21830.

THIRD: The location of the principal office of the Corporation is: 326 Tourmaline Drive, Hebron, Maryland 21830.

FOURTH: The name and address of the resident agent in this State is: ROBERT L. FINDLEY, 326 Tourmaline Drive, Hebron, Maryland 21830.

FIFTH: The corporation is organized not for profit under the Laws of the State of Maryland and the objects and purposes to be transacted and carried on are to promote the general social welfare of the community and for that purpose:

(a) To acquire, construct, provide and operate all Farmers Home Administration rural housing programs, and related facilities suited to the special needs and living requirements of eligible occupants as determined by Farmers Home Administration regulations, without regard to race, color, creed or national origin;

(b) To implement housing programs provided by the Federal Government and the State of Maryland and Delaware, to serve low and moderate income families;

(c) To acquire, improve, and operate any real or personal property or interest or rights therein or appurtenant thereto;

(d) To sell, convey, assign, mortgage, or lease any real and personal property;

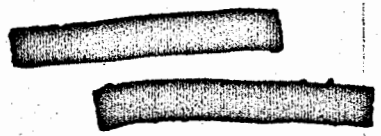
(e) To borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed of trust, assignment of income, or other security instrument in connection therewith;

1989 SEP 13 A 9 12

9250181

9250182

2173 1225



LIBER 48 PAGE 90

(f) To educate the general public about housing and other economic and social issues of importance to residents of the State of Maryland and Delaware; and

(g) To do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

SIXTH: The number of the directors shall be prescribed in the By-Laws, but shall not be less than five (5). Until changed pursuant to the By-Laws, the number of Directors shall be five (5).

SEVENTH: Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights of other privileges of the classes of members shall be determined and fixed by the By-Laws. The Corporation is not authorized to issue capital stock.

EIGHTH: The Corporation is not organized for pecuniary profit and shall have no power to declare the dividends. No part of its net earnings shall inure to the benefit of any members, director, or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this paragraph. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

NINTH: The names and places of residence of each of the incorporators who shall serve as Directors until the First Meeting of Members are as follows:

NAME <u>JAMES E. GOODSON</u>	ADDRESS <u>328 South Tourmaline Drive</u> CITY & STATE <u>Hebron, Maryland 21830</u>
NAME <u>DOLORES M. BEARD</u>	ADDRESS <u>Route 2, Box 17A</u> CITY & STATE <u>Bridgeville, Del. 19933</u>
NAME <u>MARGARET D. TAYLOR</u>	ADDRESS <u>311 West Tull Drive</u> CITY & STATE <u>Seaford, Del. 19973 1235</u>

LIBER 48 PAGE 91

NAME JULIA E. FREY

ADDRESS Route 1, Box 11-C  
CITY & STATE Westover, Maryland 21871

NAME SHIRLEY A. GOODSON

ADDRESS 328 South Tourmaline Drive  
CITY & STATE Hebron, Maryland 21830

TENTH: In the event of dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the Board of Directors of this Corporation, to be used for, and devoted to, the purpose of carrying on a non-profit housing project for such rural residents or other purpose to promote the general social welfare of the community, within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the Corporation from paying its just debts.

ELEVENTH: The duration of the existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 7TH day of August, 1989.

WITNESS:

Beverly A. Tilghman James E. Goodson (SEAL)  
JAMES E. GOODSON

Wendell M. Hudson Dolores M. Beard (SEAL)  
DOLORES M. BEARD

Wendell M. Hudson Margaret D. Taylor (SEAL)  
MARGARET D. TAYLOR

Beverly A. Tilghman Julia E. Frey (SEAL)  
JULIA E. FREY

Beverly A. Tilghman Shirley A. Goodson (SEAL)  
SHIRLEY A. GOODSON

3173 1227

LIBER 48 PAGE 92

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 7th day of August, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JAMES E. GOODSON, DOLORES M. BEARD, MARGARET D. TAYLOR, JULIA E. FREY and SHIRLEY A. GOODSON,

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

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



*Beverly A. Johnson*  
NOTARY PUBLIC.  
My Commission expires: July 1, 1990

3173 1228

STATE OF MARYLAND LIBER 48 PAGE 93  
State Department of Assessments and Taxation  
Gene L. Burner, Director

*JK*

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 72

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

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

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10		Expedited Fee	
20	<u>20</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.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>	_____ 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		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Robert L. Findley</u>
71		Financial	<u>326 Tourmaline Dr.</u>
600		_____ Personal	<u>Hebron, Md. 21830</u>
		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	

TOTAL FEES 50

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

NOTE: copy made

1 Documents on 2 checks (10.00 + 40.00)

APPROVED BY: Jm.T.

LIBER 48 PAGE 94

ARTICLES OF INCORPORATION  
OF  
MEADOWBRIDGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 13, 1989 AT 9:12 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:

\$

D2866838

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:  
ROBERT L. FINDLEY  
326 TOURMALINE DRIVE  
HEBRON MD 21830

Received for Record Dec 15, 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.C.B.  
No. 48 Folios 89-94

056C3031689

*Mark S. Bowen* Clerk  
A 306409



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

3173 1224

Ex + m: Robert L. Findley 326 Tourmaline Drive  
Hebron Md 21830 1-11-90

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 48 PAGE 95-

APPROVED FOR PAYMENT

9/11/89

10:25 A.M.

AMERICAN TERMITE + PEST CONTROL CORPORATION

904157

ARTICLES OF AMENDMENT

American Termite + Pest Control Corporation, A Close Corporation Under Title 4, hereinafter referred to as "the Corporation", having its principal office in Wicomico County, Maryland, hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by striking "American Termite + Pest Control Corporation" out of Paragraph Second of the Articles of Corporation and inserting in lieu thereof the following:

"AMERICAN TERMITE & PEST CONTROL CORP."

SECOND: Article Fifth of the Articles of Corporation is hereby amended by striking the post office address of the principal office of the Corporation and the name and post office address of the resident agent of the Corporation and inserting in lieu thereof the following;

The post office address of the principal office of the Corporation in Maryland is 301 North Salisbury Boulevard, Salisbury, Maryland 21801. The name and post office address of the resident agent of the Corporation in Maryland is Harold R. White, 701 Roland Street, Salisbury, Maryland 21801.

THIRD: The amendments of the Charter of the Corporation as hereinabove set forth were approved by the Stockholders of the Corporation by a unanimous affirmative vote of all the votes entitled to be cast on the matter.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its proper officers, this 28th day of August, 1989.

ATTEST:

AMERICAN TERMITE + PEST CONTROL CORPORATION

Carey B. Steen  
CAREY B. STEEN, Secretary

BY: Edward J. Steen (SEAL)  
EDWARD J. STEEN, President

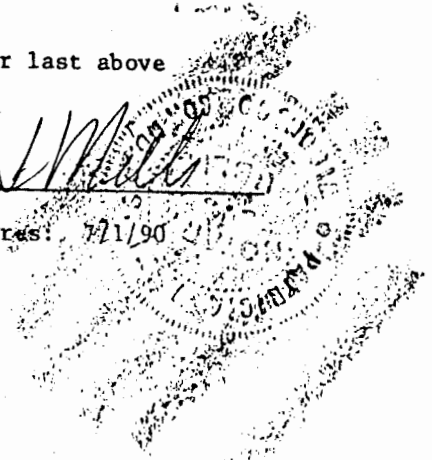
STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 28th day of August, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared EDWARD J. STEEN, President of AMERICAN TERMITE + PEST CONTROL CORPORATION, a Maryland Close Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared EDWARD J. STEEN and made oath in due form of law that he was Chairman of the meeting of the Stockholders of said Corporation at which the Amendments of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in the Amendments are true to the best of his knowledge, information and belief.

3171 0491  
9254 375

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

*Patricia V. Mills*  
NOTARY PUBLIC  
My Commission Expires: 7/1/90



3171 0492



STATE OF MARYLAND LIBER 48 PAGE 97  
State Department of Assessments and Taxation  
Gene L. Burner, Director

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

# D1875905 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

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

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>70</u>	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	<u>8</u>	_____ Certified Copy <u>29</u>
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	_____	_____ Personal
	_____	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) American Termite & Pest Control Corp.

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: Patricia P. Mills

MAIL TO ADDRESS: Owensky and Assoc's, P.A.  
701 Roland Street -  
Goliath Center  
P.O. Box 1170  
Salisbury, Maryland  
21801-1170

TOTAL FEES 28.00

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

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

APPROVED BY: [Signature]

NOTE: copy made

LIBER 48 PAGE 98

ARTICLES OF AMENDMENT  
OF  
AMERICAN TERMITE + PEST CONTROL CORPORATION  
CHANGING ITS NAME TO:  
AMERICAN TERMITE & PEST CONTROL CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 11, 1989 AT 10:25 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

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

D1875905

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:  
OWRUTSKY AND ASSOC'S., P.A.  
ATTN: PATRICIA I. MILLS  
701 ROLAND STREET-GOLIATH CENTER  
P. O. BOX 1170  
SALISBURY MD 21801 1170

Received for Record *Dec 15, 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S. **4C3031364**  
No. *48* Folios *95-98*

*Mark S. Bowen* **306198**



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3171 0490

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 48 PAGE 89

ARTICLES OF AMENDMENT

OF

FRIENDS OF THE HUDSON CENTER, INC.

(A Non-Profit Corporation)

904158

*B*

Friends of the Hudson Center, Inc., a Maryland non-profit corporation, having its principal office at Box 1096, Hudson Place, Building D, Salisbury, Maryland 21801 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: That the Charter of the Corporation is hereby amended to delete paragraph Seventh and to substitute, in lieu thereof, the following paragraph:

"SEVENTH: Upon the dissolution of this Corporation-Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code or corresponding section

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LAW OFFICES  
JARVIS AND HYLE  
2808 COASTAL HIGHWAY  
OCEAN CITY, MARYLAND  
21842

503  
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of any future Federal Tax code)."

SECOND: That 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 amendment and by written informal action unanimously taken by the Board of Directors of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly approved said amendment. There are no voting members other than the directors of this Corporation.

IN WITNESS WHEREOF, Friends of the Hudson Center, 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 Secretary/Treasurer on this 22<sup>nd</sup> day of August, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of Friends of the Hudson Center, 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:

FRIENDS OF THE HUDSON CENTER, INC.

*Francis A. Ruffo*  
Francis Ruffo  
Secretary/Treasurer

By: *Harold I. Huffington*  
Harold Huffington  
President

