

LIBER 48 PAGE 102

ARTICLES OF AMENDMENT
OF
FRIENDS OF THE HUDSON CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 12, 1989 AT 9:05 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

\$ _____

D2243996

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:
RAYMOND JARVIS
3505 COASTAL HIGHWAY
OCEAN CITY MD 21842

Received for Record Dec 15, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 054C3031360
No. 48 Folios 99-102

Mark S. Bous A C1306196



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

3171 0474

Ex + M: Raymond Jarvis 3505 Coastal Highway
Ocean City Md 21842 1-11-90

904159

BOOK 48 PAGE 103

PENINSULA BAKERIES, INC.

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

ARTICLES OF INCORPORATION

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

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

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

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

(1) To manufacture, market, sell, distribute and otherwise deal in bakery goods and products and to perform all necessary and proper related services and activities in connection therewith; to bake, prepare, purchase, sell, and market in bread, pastries, biscuits, crackers, cakes, pies, tarts, and food of all kinds for human consumption in which flour and meal is used; to purchase, for its own use or for speculative purposes, to sell and deal in wheat, flour, and other foodstuffs of all kinds, for immediate or future delivery, and either upon its own account or as agent for others; to manufacture, process, purchase, sell, and generally trade and deal in and with goods, commodities, wares, and merchandise of every kind, nature, and description; to build, equip, and operate any buildings, structures, factories, warehouses, or facilities, either for its own use and occupancy or for renting, leasing, letting, and operating to others; and to do any and every act or acts, thing or things necessary or incident to, growing out of, or connected with the usual conduct of such businesses, or any of them, or of any part or parts thereof, for the accomplishment of any of such purposes; and to engage in any other lawful purpose and business; and

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

FIFTH: The Post Office address of the principal office of the Corporation in this State is 4 Gold Hawk Mews, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are Barbara A. Raab, 4 Gold Hawk Mews, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) Shares having a par value of Ten Dollars (\$10.00) per

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

9-3-87 at 9:21 A.M.

MS 5012 A 9-21

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

3170 2478

92568179

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

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

- Barbara A. Raab
- Clayton L. Raab
- Catherine A. Baker

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of September, 1989, and acknowledge the same to be my act.

WITNESS:

[Signature]
Barbara Ann Raab

[Signature] (SEAL)
Wade H. Insley, III

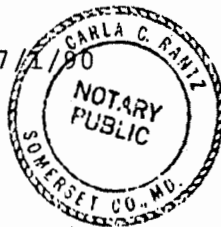
STATE OF MARYLAND, SOMERSET COUNTY, to wit:

I HEREBY CERTIFY that on this 11th day of September, 1989, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Wade H. Insley, III and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

[Signature]
Notary Public

My commission expires: 7/1/90



3170 2479

STATE OF MARYLAND

LIBER 48 PAGE 105

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: _____
84		Amendment to Limited Partnership	<u>Wade Insley</u>
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>Cullen, Clark, Insley & Hanson</u>
71		Financial _____ Personal _____	<u>132 East Main St</u>
600		Property Reports and late filing penalties	<u>P.O. Box 109</u>
70		Change of P.O., R.A. or R.A.A.	<u>Salisbury, Md 21801</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES _____ 40 Check _____ Cash _____ NOTE: _____

Documents on _____ checks

APPROVED BY: A

LIBER 48 PAGE 106

ARTICLES OF INCORPORATION
OF
PENINSULA BAKERIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 13, 1989 AT 9:21 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

\$

D2865061

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:
WADE INSLEY
CULLEN, CLARK, INSLEY & HANSON
132 E. MAIN ST.
P. O. BOX 109
SALISBURY MD 21801



Received for Record *Nov 15, 1989* and recorded in the 054C3031283
Records of Wicomico County, Maryland in Liber M.S.B.

48 Folios 103-106 A 306121
Mark S. Bowen Clerk

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3170 2477
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Ex + D CCJH, Allip 1-11-90

STATE DEPARTMENT OF REVENUE AND TAXATION

LIBER 48 PAGE 107

APPROVED FOR PAYMENT

9-13-89 at 9:45 A.M.

904160

ARTICLES OF INCORPORATION

OF

S & W HOLDING CO., INC.

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

1989 SEP 13 A 9:22
1989 SEP 13 A 9:22

FIRST: The undersigned, J. Nelson Sterling and Yvonne Sterling, whose Post Office address is Mariners Road, Crisfield, Maryland 21817, and Louis Clayton Wells and Judith Ellen Wells, whose Post Office address is 306 North Camden Avenue, Fruitland, Maryland 21826, all 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 hereby called the "Corporation") is

S & W HOLDING CO., 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 introduce, erect, operate, conduct, manage, maintain, and carry on a business for the sale of merchandise and generally to do and perform everything necessary for carrying out the aforesaid purposes; to buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export products of every class and description.

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

92568185

properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Laws of the State of Maryland or any act amendatory thereof, supplemental thereto, or substituted therefore.

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

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

FIFTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 306 North Camden Avenue, Fruitland, Wicomico County, Maryland 21826 and the name and Post Office address of the Resident Agent of the Corporation is Louis Clayton Wells, 306 North Camden Avenue, Fruitland, Wicomico County, Maryland 21826. Said Resident Agent is an individual actually residing in the State of Maryland.

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

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be four (4) Directors, namely: Louis Clayton Wells, Judith Ellen Wells, J. Nelson Sterling and Yvonne Sterling.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation, this 20th day of June, 1989, and we acknowledge same to be our act.

WITNESS
[Signature]
[Signature]

INCORPORATORS:
[Signature] (SEAL)
J. Nelson Sterling
[Signature] (SEAL)
Yvonne Sterling

3170 2474

LIBER 48 PAGE 109

WITNESS

[Signature]

4/30/89

INCORPORATORS:

[Signature] (SEAL)
Louis Clayton Wells

[Signature] (SEAL)
Judith Ellen Wells

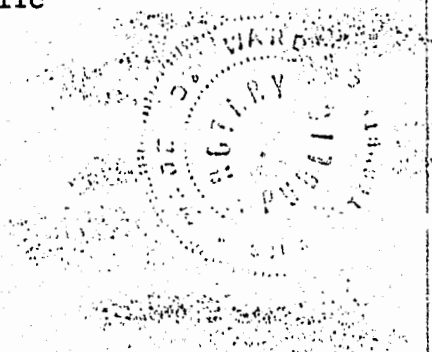
STATE OF MARYLAND, Somerset County, to wit:

I HEREBY CERTIFY, that on this 30 day of June, 1989, before me, the subscriber, a Notary Public of the State and County, aforesaid, personally appeared J. Nelson Sterling, Yvonne Sterling, Louis Clayton Wells and Judith Ellen Wells, and they each acknowledged that the foregoing facts are true and bona fide to the best of their knowledge and belief.

WITNESS my hand and Notarial Seal.

[Signature]
Notary Public

My Commission Expires: 7/1/90



3170 2475

STATE OF MARYLAND 1988 **48** PAGE **110**
State Department of Assessments and Taxation
 Gene L. Burner, Director

SP

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	Name Change (New Name) _____
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: _____
84		Amendment to Limited Partnership	<u>Grade S. Ward</u>
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>Louis Clayton Wells</u>
71		Financial	<u>906 North Camden Ave</u>
600		Property Reports and late filing penalties	<u>Fruitland, Md 21826</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES _____
40 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

NOTE:

LIBER 48 PAGE 111

ARTICLES OF INCORPORATION
OF
S & W HOLDING CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 13, 1989 AT 9:22 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2865053

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:
WADE D. WARD
LOUIS CLAYTON WELLS
306 N. CAMDEN AVE.
FRUITLAND

MD 21826

Corp Received for Record *Dec 15, 1989* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. *48* Folios *107-111*

Mark S. Bowen Clerk

054C3031282

A 306120



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

3170 2472

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Ex+m: Ward Ward, Louis C. Wells, 306 N. Camden Ave, Fruitland, 21826 1-11-90

90416i UNANIMOUS RESOLUTION OF THE BOARD OF DIRECTORS OF S. LEE SMITH, JR., INC. AND NOTICE OF CHANGE OF ADDRESS OF PRINCIPAL OFFICE AND RESIDENT AGENT

The Members of the Board of Directors of S. Lee Smith, Jr., Inc., a Maryland Corporation, (the "Corporation") hereby take the following Unanimous Resolution in lieu of a Special Meeting, hereby waiving any right to notice or dissent therefrom contained in the Bylaws or the Corporation laws of the State of Maryland:

RESOLVED: That the location of the principal office of the Corporation and the address of the Resident Agent of the Corporation are changed from 301 Gordy Road, Salisbury, Wicomico County, Maryland, to 1530 N. Salisbury Boulevard, Salisbury, Wicomico County, Maryland 21801, effective upon the date in which the State Department of Assessments and Taxation accepts this Resolution for filing.

AND IT IS FURTHER RESOLVED: That the appropriate officers be and the same hereby are authorized, directed and empowered to take such steps as are necessary to file a Notice of Change of Principal Office of the Corporation as set out herein.

AND IT IS FURTHER RESOLVED: That the Secretary of this Corporation is authorized to certify a true copy of this Resolution.

The undersigned, S. Lee Smith, Jr., being Resident Agent of

1989 SEP 11 A 9 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

9-11-89 at 9:42 A.m.

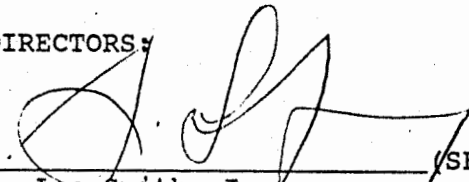
3173 1957

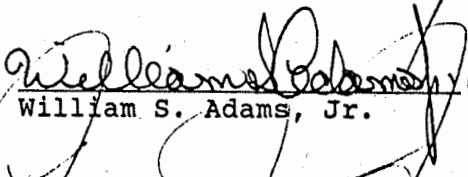
LIBER 48 PAGE 113

S. Lee Smith, Jr., Inc., as named in the Articles of Incorporation filed with the State Department of Assessments and Taxation, hereby states and directs that this Notice shall be filed among the books and records of the Corporation and said Notice has been given to the Corporation. The effective date of such change of address of Resident Agent shall be the date the Department of Assessments and Taxation accepts this statement for record.

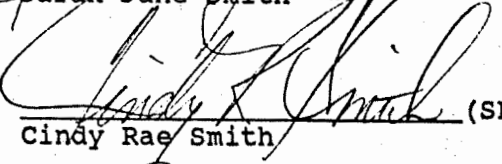
The undersigned, Cindy Rae Smith, President of the Board of Directors certifies under the penalties of perjury that to the best of my knowledge, information and belief, the information contained in the foregoing resolution and notice is true in all material respects.

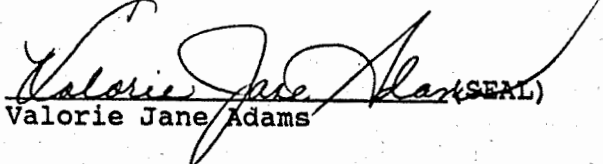
DIRECTORS:


S. Lee Smith, Jr. (SEAL)


William S. Adams, Jr. (SEAL)

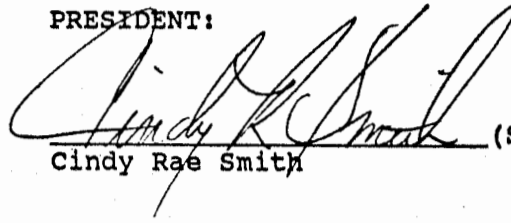

Sarah Jane Smith (SEAL)


Cindy Rae Smith (SEAL)

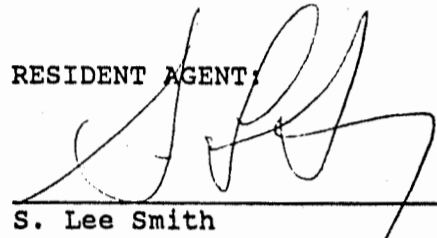

Valorie Jane Adams (SEAL)

LIBER 48 PAGE 114

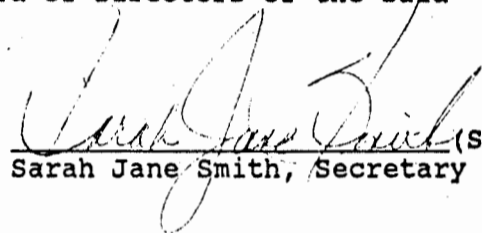
PRESIDENT:

 (SEAL)
Cindy Rae Smith

RESIDENT AGENT:

 (SEAL)
S. Lee Smith

I HEREBY CERTIFY this is to be a true and correct copy of the Unanimous Resolution of the Board of Directors of the said Corporation.

 (SEAL)
Sarah Jane Smith, Secretary

C4a:kjk\corp\smith.res

3170 1859

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 22

D0198986 _____ 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	<u>9.00</u>	<input checked="" type="checkbox"/> Certified Copy <input type="checkbox"/>
55	_____	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
8A	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and late filing penalties
70	<u>\$10.00</u>	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 096

ATTENTION: _____

Conrad L. Ennis

MAIL TO ADDRESS: _____

TOTAL FEES \$19.00
~~\$10.00~~

Check Cash

2 Documents on 1 checks

APPROVED BY: [Signature]

NOTE:

CERTIFIED COPY MADE 860

LIBER 48 PAGE 116

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
S. LEE SMITH, JR., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 11, 1989 AT 9:42 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D0198986

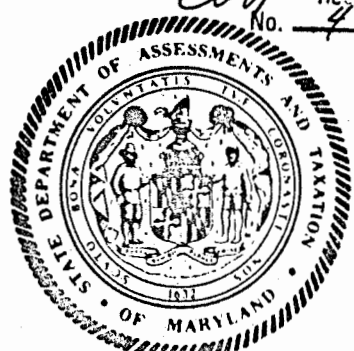
TO THE CLERK OF THE COURT OF

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:
REESE AND CARNEY
ATTN: CONNIE L. ENNIS
10715 CHARTER DRIVE
COLUMBIA MD 21044

Received for Record *Dec 15, 1989* and recorded in the
Records of *Wicomico* County, Maryland in Liber M.S.B. No. *48* Folios *112-116* 053C3031156



Marie S. Bowen A-306029

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3170 1856

*Ex + M Reese & Carney Attn: Connie L. Ennis
10715 Charter Drive, Columbia md 21044 1-11-90*

ARTICLES OF AMENDMENT AND RESTATEMENT
904162 DEAF INDEPENDENT LIVING ASSOCIATION, INC.

DEAF INDEPENDENT LIVING ASSOCIATION, INC., a Maryland corporation, having its current principal office in Wicomico County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety Articles First through Eighth, inclusive, and by substituting in lieu thereof the following:

FIRST: That the name of the corporation (hereinafter called "Corporation") is: DEAF INDEPENDENT LIVING ASSOCIATION, INC.

SECOND: The purposes for which the Corporation are formed are as follows:

- (1) To provide a community based independent living program for clients with a primary diagnosis of deafness, who are in need of assistance in the development of life skills, vocational skills, and community awareness.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

3170 1920

RECEIVED
STATE DEPT. OF
ASSESSMENTS & TAXATION
SEP 7 10 10 35

APPROVED FOR PAYMENT

9/7/89 at 10:35 a.m.

92518037

LIBER 48 PAGE 118

(2) To provide a low-rent alternate living program where tenants live semi-independently with the aim of developing client autonomy.

(3) To facilitate the availability of psychotherapeutic and social services to the deaf population, as needed.

(4) To foster and support religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of such future United States Internal Revenue Codes as may from time to time be enacted).

(5) In order to carry out the general purposes heretofore set out, and limited to these purposes, the Corporation shall have the following powers and purposes:

(a) To take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes of any of them, any property real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law.

(b) To sell, convey, 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,

3170 1921

LIBER 48 PAGE 119

without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received.

(c) To receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the foregoing purposes or any of them (but for no other purposes), 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.

(d) To receive, take title to, hold, and use the proceeds and income of stocks, bonds obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them.

(e) In general, to exercise any, all and every power which a corporation organized under Title V, Subsection II (Non-Stock Corporation), Corporations and Associations Articles of the Annotated Code of Maryland can be authorized to exercise, but not any power which would be in conflict with Section 501(c)(3) of the Internal Revenue Code of 1986.

3170 1822

(f) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to members, associate members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, and the Corporation shall not engage in activities which characterize it as an "action" organization as defined in Treas. Reg. 1.501(c)(3)-1(c)(3). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which

3170 1923

LIBER 48 PAGE 121

are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(g) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable and educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operate exclusively for such purposes.

THIRD: The post office address of the principal office of the Corporation in this State is:

106 Plaza West
Suite 402
Salisbury, Maryland 21801.

3170 1824

FOURTH: The Resident Agent of the Corporation is RESAGENT, INC., Suite 1400, 7 St. Paul Street, Baltimore, Maryland 21202. Said Resident Agent is a Maryland Corporation.

FIFTH: The Corporation is not authorized to issue capital stock.

SIXTH: The Corporation shall have twenty-four (24) directors, provided, however, that the number of directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall not be less than twelve (12) nor more than twenty-six (26).

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: No director or officer of the Corporation shall be personally liable to the Corporation or its members for money damages, other than (a) to the extent that it is proved that the person actually received an improper benefit or profit in money, property, or in services, for the amount of the benefit or profit in money, property, or services actually received, or (b) to the extent that a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

3170 1825

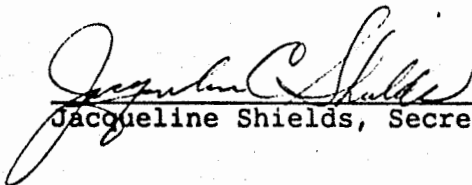
LIBER 48 PAGE 123

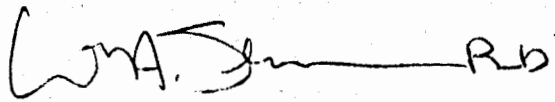
NINTH: Except as the Bylaws of the Corporation may otherwise provide, no indemnification shall be provided for any officer or director or for any employee or agent of the Corporation or of any predecessor of the Corporation or any other entity.

THIRD: The foregoing Amendment and Restatement of the Charter of the Corporation was advised by the Board of Directors and approved by the members of the Corporation in the manner and by the vote required by law and its Charter.

IN WITNESS WHEREOF, Deaf Independent Living Association, Inc. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 13th day of July, 1989, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of Deaf Independent Living Association, 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:


Jacqueline Shields, Secretary

By: 
William A. Sherman, President

3170 1926

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE ~~D1441507~~ ^{09 CA}

BUSINESS CODE _____

COUNTY 22

D1441507

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>20</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	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Property Reports and _____ Personal 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: A Robinson

MAIL TO ADDRESS: 7 St. Paul Street
Suite 1400
Baltimore Maryland
21202

TOTAL FEES 20.20

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: AM

LIBER 48 PAGE 125

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
DEAF INDEPENDENT LIVING ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 7, 1989 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D1441567

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:
A. ROBINSON
7 ST. PAUL STREET, STE. 1400
BALTIMORE MD 21202

Corp Received for Record *Dec 15, 1989* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.,
No. *48* Folios *117-125*

Mark S. Bowen Clerk

053C3031146

A 306020



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

3170 1819

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

*Ex + m: A. Robinson 7 St. Paul St. Ste 1400
Balt. md 21202 1-11-90*

LIBER 48 PAGE 126

TILGHMAN RETIREMENT CORP.

Articles of Incorporation

P 904163

FIRST: This is to certify that I, the subscriber, Paul D. Wilber, 115 Broad Street, P. O. Box 910, Salisbury, Maryland 21801, being at least 21 years of age, do, under and by virtue of the General Laws of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: The name of this Corporation is:

Tilghman Retirement Corp.

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

- (a) To construct and maintain real estate, including, but not limited to, houses, apartments, condominiums and duplexes.
- (b) To buy, sell, own, lease, mortgage, rent or otherwise deal in any real or personal property, wheresoever situate.
- (c) To undertake, guarantee, assume and pay the indebtedness and liabilities, whether related in ownership and interest or otherwise.
- (d) To purchase or to otherwise acquire, hold and re-issue shares of its capital stock of any class in accordance with Section 2-310 of the Corporations and Associations Article of the Annotated Code of Maryland.
- (e) To purchase, acquire or otherwise deal in stock, bonds, or securities of any nature, of any corporation, domestic or foreign, and whether its powers and purposes are similar or dissimilar to those contained herein.
- (f) And generally to carry on any other lawful trade or business and to do every act or thing not inconsistent with law, which may seem to the Corporation's stockholders calculated at any time and from time to time, directly or indirectly, to effectuate the aforesaid business and objects, or any of them, or to enhance the value of the Corporation's property and rights.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will

1989 SEP - 8 A 9 33

904163 12640

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR FILING

9/8/89 at 9:33 A.m.

LIBER 48 PAGE 127

be located is: 320 North Division Street, Salisbury, Maryland 21801. The resident agent of the Corporation shall be Paul D. Wilber and his post office address is 115 Broad Street, P. O. Box 910, Salisbury, Maryland 21801, and such resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is 1,000 shares, all having a par value of \$1.00 per share, all of one class, and all designated common stock. The aggregate authorized capital stock of the corporation is \$1,000.00.

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

C. Douglas Sergeant, Jr. Salisbury, Md.
Charles Douglas Sergeant, III Ithaca, N.Y.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

3170 1068

1158R 48 PAGE 128

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

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

WITNESS:

Martha A. Minton

Paul D. Wilber (SEAL)

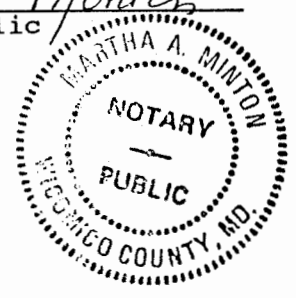
STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 1st day of September, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared PAUL D. WILBER, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

Martha A. Minton
Notary Public

My Commission Expires: July 1, 1990



3173 2142

3170 1067

STATE OF MARYLAND

LIBER 48 PAGE 129

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02/90

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

- 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

Code

ATTENTION:

[Handwritten signature]

MAIL TO ADDRESS:

Paul Wilbur
PO Box 910
Salisbury Md
21801

- 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 40

✓ Check Cash

NOTE:

Documents on checks

APPROVED BY: *Pcm*

3170 1068
3173 2143

LIBER 48 PAGE 130

ARTICLES OF INCORPORATION
OF
TILGHMAN RETIREMENT CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 8, 1989 AT 9:33 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	

D2862837

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:
PAUL WILBER
P. O. BOX 910
SALISBURY MD 21801

Corp Received for Record Dec 15, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B,
No. 48 Folios 126-130

051C3030939

Mark S. Bowen Clerk

A 305849



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS ~~3173 2139~~ 3173 2139
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Ex + D: Paul Wilber Atty WBJW 1-11-90

LIBER 48 PAGE 131 8-31-89 at 9:09 A.M.

904164

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the religious society or congregation known as PITTSVILLE FULL GOSPEL CHURCH, now worshipping in a building located at Main and Church Streets, Pittsville, Maryland 21850, is desirous of becoming a religious corporation or body politic under the Laws of the State of Maryland, as provided by the Annotated Code of Maryland, Corporations and Associations, Section 5-301, et seq.

WHEREAS, in pursuance of the notice given by Elmo Peek, Pastor in Charge of the said congregation, given from the pulpit of said Church on two successive Sundays, the members of said Church over 18 years of age, did assemble at the said Church on the 23rd day of July, 1989, at the hour of 7:30 p.m. and did adopt the following plan of incorporation.

FIRST: The name of the religious corporation and the Church is:

PITTSVILLE FULL GOSPEL CHURCH

SECOND: The principal office address of the corporation is:

Rt. 3, Box 192

Foskey Lane

Delmar, Maryland 21875

THIRD: The purpose for which the religious corporation is formed is to operate exclusively as a non-profit, religious corporation, which qualifies as an exempt organization.

To issue licenses and Exhorters cards, and to ordain ministers of the Gospel of Jesus Christ.

JOHN C. RENDER
ATTORNEY AT LAW
P. O. BOX 307
SALISBURY, MD
21801-0307
(301) 749-0333

15 AUG 1989

3168 0399

904164

LIBER 48 PAGE 132

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth herein. No substantial part of the activities of the Corporation shall be carrying on propaganda, otherwise attempting to influence legislature and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate of incorporation, 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 provisions 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 provisions of any future United States Internal Revenue Law).

The corporation shall have the authority to exercise all of the power conferred upon religious corporations under the laws of the State of Maryland.

FOURTH: Paul E. Klaverweiden, 170 Shamrock Drive, Salisbury, Maryland 21801; James T. Klaverweiden, Rt. 3 Box 192, Foskey Lane, Delmar, Maryland 21875; Elmo Peek, Rt. 4 Box 668, Johnson Road, Salisbury, Maryland 21801; Charles I. Lewis,

JOHN C. RENDER
ATTORNEY AT LAW
P. O. BOX 307
SALISBURY, MD
21801-0307
(301) 749-0333

3158 0400

LIBER 48 PAGE 133

201 W. Main Street, Fruitland, Maryland 21826, were duly elected to act as Trustees in the name of and on behalf of the Church and shall serve until the successors are elected and qualify.

FIFTH: The Trustees of the Church shall be elected at the annual meeting to be held on the first Sunday of January in each year by majority vote of the members present over eighteen years of age. The Pastor of the Church shall give notice of said election by public announcement in the church on the last two consecutive Sundays immediately prior to the day of said election.

The Trustees shall act on behalf of the members and congregation of said Church and manage the estate, property, interest and inheritance of the same. They shall attend to all legal matters pertaining to the Church. They shall sign all papers concerning loans; money borrowed; renting, buying and selling property; and the disposal of the proceeds as they are ordered by the local Church board. They shall also hold in trust for the Pittsville Full Gospel Church all property committed to them. They shall be empowered to execute one or more mortgages on the property of said Church as security for its financial obligations, having secured the consent of the local Church board.

SIXTH: Any person being a member of the Church and over eighteen years of age is eligible to vote at any Church election and to be elected to an office of the Church.

JOHN C. RENDER
ATTORNEY AT LAW
P. O. BOX 307
SALISBURY, MD
21801-0307
(301) 749-0333

3168 0401

SEVENTH: The resident agent of the Church is Elmo Peek, Rt. 4, Box 668, Johnson Road, Salisbury, Maryland 21801.

IN TESTIMONY WHEREOF, we have hereunto set our names and affixed our seals, this 21 day of August, 1989.

WITNESS:

[Signature] Paul E. Klaverweiden (SEAL)
Paul E. Klaverweiden

[Signature] James T. Klaverweiden (SEAL)
James T. Klaverweiden

[Signature] Elmo Peek (SEAL)
Elmo Peek

[Signature] Charles I. Lewis (SEAL)
Charles I. Lewis

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

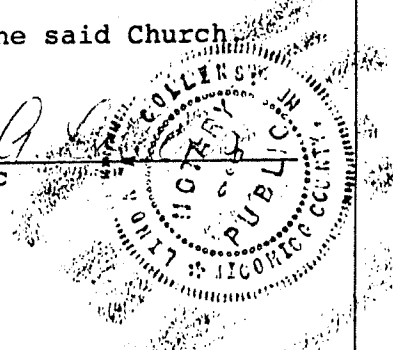
I HEREBY CERTIFY, that on this 21st day of August, 1989 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, PAUL R. KLAVERWEIDEN, JAMES T. KLAVERWEIDEN, ELMO PEEK, AND CHARLES I. LEWIS, and each acknowledged the foregoing Articles of Incorporation to be the plan adopted by the congregation of the Pittsville Full Gospel Church at the meeting held on the 23rd day of July, 1989, in accordance with the notice as set forth and at the place therein designated and that the said parties were then and there elected as Trustees of the said Church.

AS WITNESS my hand and Notarial Seal.

[Signature]
Notary Public

My Commission Expires:
July 1, 1990

JOHN C. RENDER
ATTORNEY AT LAW
P. O. BOX 307
SALISBURY, MD
21801-0307
(301) 749-0333



3168 0402

STATE OF MARYLAND

LIBER

48 PAGE 135

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 [Signature]

BUSINESS CODE

16

COUNTY

72

#

P.A.

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT

FEE REMITTED

Name Change (New Name)

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

Certified Copy

56

Penalty

54

For. Supplemental Cert.

53

Foreign Resolution

73

Certificate of Conveyance

76

Certificate of Merger/Transfer

75

Special Fee

80

For. Limited Partnership

83

Cert. Limited Partnership

84

Amendment to Limited Partnership

85

Termination of Limited Partnership

21

Recordation Tax

22

State Transfer Tax

23

Local Transfer Tax

31

Corp. Good Standing

NA

Foreign Corp. Registration

87

Limited Part. Good Standing

71

Financial

600

Property Reports and late filing penalties

70

Change of P.O., R.A. or R.A.A.

91

Amend/Cancellation, For. Limited Part.

Other

Other

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:

John C. Kenda, Esq
P.O. Box 307
Old Synagogue Building
300 West Main Street
Salisbury, Md. 21801-0307

TOTAL FEES

40

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

PCM

LIBER 48 PAGE 136

ARTICLES OF INCORPORATION
OF
PITTSVILLE FULL GOSPEL CHURCH

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 31, 1989 AT 9:09 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:
\$

D2858033

TO THE CLERK OF THE COURT OF WICOMICO COUNTY

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

RETURN TO:
JOHN C. RENDER, ESQUIRE
P. O. BOX 307, OLD SYNAGOGUE BLDG
300 W. MAIN STREET
SALISBURY MD 21801 0307

Received for Record Dec 15, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 047C3030231
Folios 48 131-136



Mark S. Bowen A 305390

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3168 0398
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Ex + m: John C. Render, Esquire W + M Atty 1-11-90

904165

LIBER 48 PAGE 137

SILOAM SUPER SPEEDWAY R/C CLUB, INC.
ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

8-29-89 at 8:47 A.M.

1989 AUG 29 A 8 40

First

We, the subscribers, Jeff Bush, whose residence and post office address is 613 Bowman Drive, Salisbury, Maryland 21801; Ray Carlson, whose residence and post office address is Box 952 Pintail Drive, Parsonsburg, Maryland 21849; and Alfred H. Beattie, whose residence and post office address is 1121 Riverside Drive, Salisbury, Maryland 21801; each being of full age, do, by virtue of the laws of the state of Maryland authorizing formation of a corporation, associate ourselves with intention of forming a corporation.

Second

The name of the Corporation is:

"SILOAM SUPER SPEEDWAY R/C CLUB, INC."

Third

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

- a) To promote and further the general interest of all persons engaged in the hobby/sport of scale model radio controlled auto racing;
- b) Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Fourth

The corporation shall have the following powers:

- a) To purchase, lease, hold, sell, develop, convey or otherwise acquire or dispose of real and personal property necessary for the carrying out of the purposes of the corporation; and to equip and maintain housing or other appropriate buildings for the purposes of this organization upon and under such terms as may from time to time be determined by the Board of Directors.
- b) To buy, own, manage, operate, lease, mortgage, pledge, auction, sell and in any other lawful way hold and dispose of land, real estate, goods, wears, merchandise, and other personal property of all kinds, or any interest of the same which may directly or indirectly to facilitate or effectuate the objects of the corporation.
- c) To do all and everything necessary, suitable, or proper for the furtherance, attainment, or accomplishment of any of the foregoing objects and purposes, acting as a non-profit organization, either alone or in association with other corporations, firms, clubs, or individuals, and to those ends, the corporation shall have all powers conferred or authorized

DALE E. WATSON
ATTORNEY AT LAW
POST OFFICE BOX 928
SALISBURY, MD 21801
(301) 546-4694

924 B356 1772

LIBER 48 PAGE 138

by laws of the State of Maryland, now or hereafter in effect, that may be necessary, suitable or proper thereunto.

Fifth

The post office address of the principal place of business of the corporation is c/o Keith Brown, Siloam Road, Salisbury, Maryland 21801. The name and office address of the resident agent of the corporation in Maryland is Keith Brown, Siloam Road, Salisbury, Maryland 21801. Said resident agent is a citizen of Maryland and actually resides therein.

Sixth

The Corporation shall not be authorized to issue capital stock.

Seventh

The number of Directors of the Corporation shall not be less than three (3) or greater than twelve (12), which number may be increased or decreased by the by-laws of the corporation, and the names of the directors who shall act until the first annual meeting or until its successors are duly chosen and qualified are Jeff Bush, Ray Carlson and Alfred H. Beattie.

Eighth

The Corporation shall consist of such persons as shall, in accordance with the terms and provisions of the by-laws enacted pursuant to law, be entitled to membership, and the rights, privileges and obligations of such members shall be determined by said by-laws and by the Board of Directors of the Corporation acting by virtue of said by-laws; and the by-laws of said corporation shall provide for such provisions for the management of said corporation that are not provided herein and as stated in the corporation laws of the State of Maryland.

Ninth

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, Notwithstanding any other 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 § 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 § 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Tenth

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

DALE E. WATSON
ATTORNEY AT LAW
POST OFFICE BOX 926
SALISBURY, MD 21801
(301) 546-4694

3167 1773

or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Maryland of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Eleventh

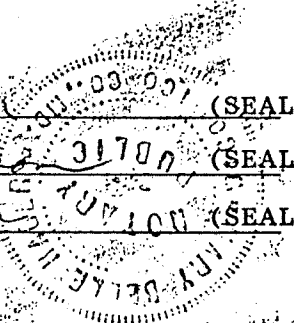
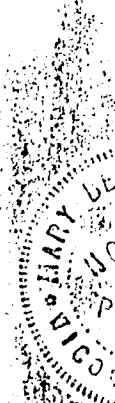
The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 18th day of July, 1989.

WITNESS:

Alan Keith Broom
Harvey Brown
Michael Hornum

Jeff Bush (SEAL)
Ray Carlson (SEAL)
Alfred H. Beattie (SEAL)



STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 18th day of July, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jeff Bush, Ray Carlson, and Alfred H. Beattie, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Mary Belle Hager
Notary Public

My Commission Expires: 7-1-90

DALE E. WATSON
ATTORNEY AT LAW
POST OFFICE BOX 926
SALISBURY, MD 21801
(301) 546-4694

3167 1774



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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign 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.
_____	_____	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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Dale L. Watson, Esq.
P.O. Box 926
Salisbury, Md 21801

NOTE:

TOTAL FEES

40.00

Check _____ Cash _____

Documents on _____ checks

APPROVED BY: AK

LIBER 48 PAGE 141
ARTICLES OF INCORPORATION
OF
SILDAM SUPER SPEEDWAY R/C CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 29, 1989 AT 8:40 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2856078

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:
DALE E. WATSON, ESQ.
P. O. BOX 925
SALISBURY MD 21801

Corp

Received for Record Dec 15 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.C.B.
No. 48 Folios 137-141

Mark S. Bowser Clerk

04403032687

A 305052



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3167 1771

E. & D. Dale E. Watson, Esq. 3/7/90

904166

LIBER 48 PAGE 142

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

8-28-89 at 10:07 A.m.

ARTICLES OF INCORPORATION

OF

HIGH BANKS LANDING, INC.

A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, Diane L. Bunney, being at least eighteen (18) years of age, by virtue of the General Laws of the State of Maryland authorizing the formation of close corporations, do hereby act with the intention of forming a close corporation by the execution and filing of these articles.

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

HIGH BANKS LANDING, INC.

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

- (a) To purchase, mortgage and develop real estate.
- (b) To carry on and conduct any other lawful related business or businesses and to own, manage, buy, lease, sell and encumber property of every kind and description used or useful in connection therewith.
- (c) To have and exercise any and all of the power and authority conferred upon the Corporation by Maryland Law except those (if any) limited, restricted or denied by the provisions of these Articles, or the By-Laws of the Corporation, or any agreement among its stockholders authorized by the provisions of Maryland law relating to close corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 1704 Camden Avenue, Salisbury, Maryland 21801. The resident agent of the Corporation is Diane L. Bunney, whose post office address is 1704 Camden Avenue, Salisbury, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein. ✓

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000)

LIBER 48 PAGE 143

shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

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

WITNESS my signature to these Articles of Incorporation on this 23rd day of August, 1989.

TEST:

Lynn Adkins

Diane L. Bunney (SEAL)
Diane L. Bunney

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 23rd day of August, 1989, before me, the undersigned, personally appeared Diane L. Bunney and acknowledged the foregoing Articles of Incorporation to be her act.

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

My Commission expires:
July 1, 1990

Lynn Adkins (SEAL)
Notary Public



3167 1746



LIBER 48 PAGE 144
STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 72

P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
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	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Long, Hughes, Baker, Washell</u>
87	_____	Limited Part. Good Standing	<u>Badger</u>
71	_____	Financial	<u>124 East Main Street</u>
600	_____	Personal Property Reports and late filing penalties	<u>P.O. Box 259</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Salisbury, Md. 21801-0259</u>
91	_____	Amend/Cancellation, For. Limited Part.	NOTE: _____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES 40
 Check Cash
Documents on _____ checks

APPROVED BY: PCM

LIBER 48 PAGE 145

ARTICLES OF INCORPORATION
OF
HIGH BANKS LANDING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 28, 1989 AT 10:07 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:

\$

02858011

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO:
LONG, HUGHES, BAHEN, DASHIELL
124 L. MAIN STREET
P. O. BOX 259
SALISBURY MD 21801 0259

Received for Record Dec 15, 1989 and recorded in the
Records of Wicomico County, Md. in Liber 48 Folios 142-145 04403032681



Mark S. Bowen, Clerk 305046

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3167 1744

Ex & D L&B D, Atty. 3/7/90

904167

LIBER 48 PAGE 146

APPROVED FOR RECORD

8 28-89 at 9:59 A.M.

PALISHA, INC.

9

1969 AUG 28 A 9 59

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

ARTICLES OF INCORPORATION

FIRST: I, Andrew Hepburn, whose post office address is 201 East William Street, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Palisha, Inc..

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

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

(1) To conduct searches and excavations for relics, archaeological remains, treasure trove, minerals, and things of value of whatever kind, and to make disposition of same.

(2) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and

0240260

31671717

appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in individual owners or holders thereof.

(3) To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(5) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or interests of this corporation, and to do all things specified in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

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

(8) 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 201 East William Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent is Andrew Hepburn, 201 East William

Street, 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 100 shares of common stock, without par value.

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

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

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

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

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

TENTH: As used in this ITEM TENTH, any word or words defined in §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 its Board of Directors, indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with said §2-418 of the Corporations and Associations Article.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of August, 1989.

WITNESS:

Connie J. Holland

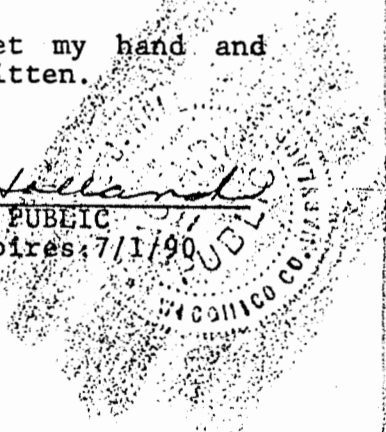
Andrew Hepburn
ANDREW HEPBURN

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 24th day of August, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared ANDREW HEPBURN and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

Connie J. Holland
NOTARY PUBLIC
My Commission Expires: 7/1/90



C5:H/e

STATE OF MARYLAND LIBER 48 PAGE 150
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	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
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

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 _____

Code _____

ATTENTION: Robert L. Cockey, Esq.

MAIL TO ADDRESS: Banks, Mason Hickson, Sullen
113 Baptist Street
P.O. Box 44
Salisbury, Md. 21801

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Rm

LIBER 48 PAGE 151

ARTICLES OF INCORPORATION
OF
PALISHA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 28, 1989 AT 9:59 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 25.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D255959

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:
ROBIN R. COCKEY, ESQ.
BANKS, NASON, HICKSON & SULLIVAN
113 BAPTIST STREET
P. O. BOX 44
SALISBURY MD 21801



Received for Record Dec 15 1989 and recorded in the 04403032673
Records of Wicomico County, Maryland in Liber M.S.B.
Folios 146-57

Mark S. Bowen A 305041
CLERK

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3167 1716

Ex. & D Robin R. Cockey, Esq. BY N&S. Attn. 3/7/90

905178

LIBER 48 PAGE 152

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SECOND NATIONAL BANCORPORATION

ARTICLES OF INCORPORATION

APPROVED FOR RECORD

10/19/89 at 11:53 .m.

FIRST: THE UNDERSIGNED, James J. Winn, Jr., whose address is 1100 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201, being at least 18 years of age, as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

SECOND NATIONAL BANCORPORATION

THIRD: (a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

(1) To act as a thrift institution holding company.

(2) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any and all securities, as such term is hereinafter defined, issued or created by any corporation, firm, organization, association or other entity, public or private, whether formed under the laws of the United States of America or of any state, commonwealth, dependency or possession thereof, or of any foreign country or of any political subdivision or territory thereof, or issued or created by the United States of America or any state or commonwealth thereof or any foreign country, or by any agency, subdivision, territory, dependency, possession or municipality of any of the foregoing, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(3) To engage in any one or more businesses, transactions or activities, or to acquire all or any portion of any entity engaged in any one or more

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businesses, transactions or activities, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

(c) The term "securities" as used in this Article shall mean any and all notes, stocks, treasury stocks, bonds, debentures, evidences of indebtedness, certificates of interest or participation in any profit-sharing agreement, collateral-trust certificates, preorganization certificates or subscriptions, transferable shares, investment contracts, voting trust certificates, certificates of deposit for a security, fractional undivided interests in oil, gas, or other mineral rights, or, in general, any interests or instruments commonly known as "securities", or any and all certificates of interest or participation in, temporary or interim certificates for, receipts for, guaranties of, or warrants or rights to subscribe to or purchase, any of the foregoing.

FOURTH: The present address of the principal office of the Corporation in this State is Route 50 and Phillip Morris Drive, Salisbury, Maryland 21801. ✓

FIFTH: The name and address of the resident agent of the Corporation are Ronald G. Rayne, Esquire, 212 East Main Street, P.O. Box 949, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland who resides there. ✓

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is 50,000,000 shares of capital stock (par value \$1.00 per share), amounting in aggregate par value to \$50,000,000. All of such shares are initially classified as "Common Stock". The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions and dividends, qualifications or terms or conditions of redemption of such shares of stock.

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(b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to distributions and dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation:

(1) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.

(2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, distributions and dividends, including dividends payable in shares of one class of the Corporation's stock to the holders of shares of another class of stock, may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.

(c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:

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(1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this Paragraph.

(2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, distributions and dividends shall be payable on shares of such class or series, whether any such distributions and dividends shall rank senior or junior to or on a parity with the distributions and dividends payable on any other class or series of stock, and the status of any such distributions and dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating; provided, however, that the Corporation's indebtedness to a stockholder incurred by reason of a distribution shall be on a parity with the Corporation's indebtedness to its general unsecured creditors, except to the extent subordinated by agreement.

(3) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.

(4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.

(5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the

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date or dates before, upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.

(6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.

(7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this Paragraph, and, if so, the terms and conditions thereof.

(8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the charter of the Corporation.

(d) For the purposes hereof and of any articles supplementary to the charter providing for the classification or reclassification of any shares of capital stock or of any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:

(1) prior to another class or series either as to distributions or dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of distributions or dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class or series;

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(2) on a parity with another class or series either as to distributions or dividends or upon liquidation, whether or not the rates, payment dates or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of distributions or dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and

(3) junior to another class or series either as to distributions or dividends or upon liquidation, if the rights of the holders of such class or series shall be subject or subordinate to the rights of the holders of such other class or series in respect of the receipt of distributions or dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be.

SEVENTH: (a) The number of directors of the Corporation shall be 8, which number may be increased or decreased by a vote of at least two-thirds of the directors then in office pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force.

(b) Subject to the rights of the holders of any class of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause shall be filled by a vote of at least two-thirds of the stockholders or the directors then in office. A director so chosen by the stockholders shall hold office for the balance of the term then remaining. A director so chosen by the remaining directors shall hold office until the next annual meeting of stockholders, at which time the stockholders shall elect a director to hold office for the balance of the term then remaining. No decrease in the number of directors constituting the Board of Directors shall affect the tenure of office of any director.

(c) Whenever the holders of any one or more series of Preferred Stock of the Corporation shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the Board of Directors shall consist of said directors so elected in addition to the number of directors

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fixed as provided above in this Article. Notwithstanding the foregoing, and except as otherwise may be required by law, whenever the holders of any one or more series of Preferred Stock of the Corporation shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders.

(d) Subject to the rights of the holders of any class separately entitled to elect one or more directors, any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and then only by the affirmative vote of the holders of at least two-thirds of the combined voting power of all classes of shares of capital stock entitled to vote in the election for directors.

(e) At each annual meeting of stockholders beginning in 1990, successors to the class of directors whose term expires at that annual meeting shall be elected for a three year term.

(1) The following persons shall serve as directors until the 1990 annual meeting of stockholders:

Name	Residence
William E. Esham, Jr.	217 Broad Street Berlin, MD 21811
John E. Lingo	81 Tidewaters Henlopen Acres Rehoboth Beach, DE 19971

(2) The following persons shall serve as directors until the 1991 annual meeting of stockholders:

Name	Residence
William F. Brooks, Jr.	19 Silver Run Lane Salisbury, MD 21801
Marion J. Minker, Jr.	22 Sands Drive Annapolis, MD 21403
George A. Purnell	1546 Teal Drive Ocean City, MD 21842

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(3) The following persons shall serve as directors until the 1992 annual meeting of stockholders:

<u>Name</u>	<u>Residence</u>
Henry A. Berliner, Jr.	1301 St. Paul's Way Crownsville, MD 21401
Eugene F. Ford	6428 Goldleaf Drive Bethesda, MD 20814
Edward O. Wayson, Jr.	48 South Gate Avenue Annapolis, MD

EIGHTH: (a) 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, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

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(3) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(4) (A) Nominations for the election of directors and proposals for any new business to be taken up at any annual or special meeting of stockholders may be made by the Board of Directors of the Corporation or by any stockholder of the Corporation entitled to vote generally in the election of directors. In order for a stockholder of the Corporation to make any such nominations and/or proposals, he or she shall give notice thereof in writing, delivered or mailed by first class United States mail, postage prepaid, to the Secretary of the Corporation not less than 30 days nor more than 60 days prior to any such meeting; provided, however, that if less than 31 days' notice of the meeting is given to stockholders, such written notice shall be delivered or mailed, as prescribed, to the Secretary of the Corporation

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not later than the close of the tenth day following the day on which notice of the meeting was mailed to stockholders. Each such notice given by a stockholder with respect to nominations for the election of directors shall set forth (i) the name, age, business address and, if known, residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of stock of the Corporation which are beneficially owned by each such nominee, (iv) such other information as would be required to be included in a proxy statement soliciting proxies for the election of the proposed nominee pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, including, without limitation, such person's written consent to being named in the proxy statement as a nominee and to serving as a director, if elected, and (v) as to the stockholder giving such notice, his name and address as they appear on the Corporation's books and the class and number of shares of the Corporation which are beneficially owned by such stockholder. In addition, the stockholder making such nomination shall promptly provide any other information reasonably requested by the Corporation.

(B) Each such notice given by a stockholder to the Secretary with respect to business proposals to bring before a meeting shall set forth in writing as to each matter: (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting; (ii) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business; (iii) the class and number of shares of the Corporation which are beneficially owned by the stockholder; and (iv) any material interest of the stockholder in such business. Notwithstanding anything in the charter to the contrary, no business shall be conducted at the meeting except in accordance with the procedures set forth in this Paragraph (4).

(C) The Chairman of the annual or special meeting of stockholders may, if the facts warrant, determine and declare to such meeting

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that a nomination or proposal was not made in accordance with the foregoing procedure, and, if he should so determine, he shall so declare to the meeting and the defective nomination or proposal shall be disregarded and laid over for action at the next succeeding adjourned, special or annual meeting of the stockholders taking place 30 days or more thereafter. This provision shall not require the holding of any adjourned or special meeting of stockholders for the purpose of considering such defective nomination or proposal.

(5) The Board of Directors shall, in connection with the exercise of its business judgment involving any actual or proposed transaction which would or may involve a change in control of the Corporation (whether by purchases of shares of stock or any other securities of the Corporation in the open market, or otherwise, tender offer, merger, consolidation, dissolution, liquidation, sale of all or substantially all of the assets of the Corporation, proxy solicitation or otherwise), in determining what is in the best interests of the Corporation and its stockholders and in making any recommendation to its stockholders, give due consideration to all relevant factors, including, but not limited to (A) the economic effect, both immediate and long-term, upon the Corporation's stockholders, including stockholders, if any, not to participate in the transaction; (B) the social and economic effect on the employees, depositors and customers of, and others dealing with, the Corporation and its subsidiaries and on the communities in which the Corporation and its subsidiaries operate or are located; (C) whether the proposal is acceptable based on the historical and current operating results or financial condition of the Corporation; (D) whether a more favorable price could be obtained for the Corporation's stock or other securities in the future; (E) the reputation and business practices of the offeror and its management and affiliates as they would affect the employees of the Corporation and its subsidiaries; (F) the future value of the stock or any other securities of the Corporation; (G) any antitrust or other legal and regulatory issues that are raised by the proposal; and (H) the business and financial

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condition and earnings prospects of the acquiring person or entity, including, but not limited to, debt service and other existing financial obligations, financial obligations to be incurred in connection with the acquisition, and other likely financial obligations of the acquiring person or entity. If the Board of Directors determines that any actual or proposed transaction which would or may involve a change in control of the Corporation should be rejected, it may take any lawful action to defeat such transaction, including, but not limited to, any or all of the following: advising stockholders not to accept the proposal; instituting litigation against the party making the proposal; filing complaints with governmental and regulatory authorities; acquiring the stock or any of the securities of the Corporation; selling or otherwise issuing authorized but unissued stock, other securities or treasury stock or granting options with respect thereto; acquiring a company to create an antitrust or other regulatory problem for the party making the proposal; and obtaining a more favorable offer from another individual or entity.

(6) Unless the By-Laws otherwise provide and subject to any formal employment agreements between the Corporation and any officer or employee, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by authority of the Board of Directors.

(7) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures required, and to the full extent permitted, by law and (B) other employees and agents to such extent as shall be authorized by the Board of Director's or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those

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seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such By-Laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(8) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(9) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind the By-Laws of the Corporation. Notwithstanding any other provision of the charter or the By-Laws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law), the By-Laws shall not be made, repealed, altered, amended or rescinded by the stockholders of the Corporation except by the vote of the holders of not less than two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose (provided that notice of such proposed adoption, repeal, alteration, amendment or rescission is included in the notice of such meeting), or, as set forth above, by the Board of Directors.

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(10) The Corporation reserves the right from time to time to make any amendments of the charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in the charter, of any of its outstanding stock by classification, reclassification or otherwise, but no such amendment which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than two-thirds of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on October 19, 1989.

WITNESS:

Elizabeth Mouetti

James J. Winn, Jr.
James J. Winn, Jr.

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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	1290	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	20	1 Certified Copy 14
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

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

Code 048

ATTENTION: _____

MAIL TO ADDRESS: _____

TOTAL FEES

1330 Check _____ Cash

Documents on _____ checks

APPROVED BY: _____

A *A.J.*

NOTE:

Copy made

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ARTICLES OF INCORPORATION
OF
SECOND NATIONAL BANCORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 19, 1989 AT 11:53 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 1,290.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2891406

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:
PIPER & MARBURY
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

Received for Record Jan 29, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 084C3030412
Corp. No. 48 Folios 152-167

Mark S. Bowser CR# 10770



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

AT5-060

*E. & M. Piper & Marbury, 1100 Charles Center
South, 36 S. Charles St, Baltimore, Md.
21201 3/7/90*

LIBER 48 PAGE 168
 ARTICLES OF INCORPORATION OF ASSESSMENTS
 OF STATE DEPARTMENT OF ASSESSMENTS
 AND TAXATION
 M.S.I., INDUSTRIES, INC.

905179

APPROVED FOR PAYMENT

THIS IS TO CERTIFY:

10-26-89 at 9:08 A.M.

P

FIRST: That I, the subscriber, David H. Clark, whose post office address is 132 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 referred to as the "Corporation") is:

M.S.I. INDUSTRIES, INC.

THIRD: The purposes for which the Corporation is formed are to invent, develop, modify, repair and consult with respect to machines, devices, instruments and electrical, electronic and mechanical equipment or components thereof, relating to and to be used in connection with nuclear power plant models and simulators, aircraft flight simulators and other simulation devices or systems and working and static models, and plans, programs or information for the use of such devices, systems, simulators and models by public and private corporations, agencies or unincorporated entities or persons and to furnish technical assistance to all manner of persons with respect thereto.

To the fullest extent permitted by law, to engage in any other related or similar activity which may promote the interests of the Corporation or enhance the value of its property.

In addition to the foregoing purposes, objects, and business, the Corporation shall, at all times, have and enjoy all of the other rights, privileges, powers and immunities provided under the general laws of the State of Maryland and any future addition thereto or enlargement thereof.

FOURTH: The post office address of the principal office of the Corporation in this State is 132 East Main Street, Salisbury, Wicomico County, Maryland 21801. The name and address of the resident agent of the Corporation in this State is David H. Clark, 132 East Main Street, Salisbury, Wicomico County, Maryland 21801. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand 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).

SIXTH: The Corporation shall have not less than three (3) nor more than five (5) directors, which numbers may be changed in any lawful manner as the By-Laws may, from time to time, provided that:

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

92998007

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(a) If there is not 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.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: David H. Clark, Wade H. Insley, III, and Hugh K. Hanson.

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

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

(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 interest of the Corporation.

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

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

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

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

NINTH: The Corporation is to have perpetual existence.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 25th day of October, 1989.

WITNESS:

Carla C Rutz

David H. Clark (SEAL)

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, that on this 25th day of October, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David H. Clark and acknowledged the foregoing Articles of Incorporation to be his act.

LIBER 48 PAGE 171

AS WITNESS my hand and Notarial Seal.

Suzanne W. Munoz
Notary Public

My Commission Expires: 7/1/90



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

3183 2504

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		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)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial _____ 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:

David H. Clark

MAIL TO ADDRESS:

Cullen Clark,
Sinsley & Hanson
132 E. Main St.
P.O. Box 109
Salisbury, Md
21801

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Pcm [Signature]

LIBER 48 PAGE 173

ARTICLES OF INCORPORATION
OF
M.S.I. INDUSTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 26, 1989 AT 9:09 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	\$

D2891232

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:
DAVID H. CLARK
CULLEN, CLARK, INSLEY & HANSON
132 E. MAIN STREET
P.O. BOX 109
SALISBURY MD 21801

Received for Record Jan 29, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 084C3030395
Corp. No. 48 Folios 168-173

Mark S. Bowler 10753



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

AT5-060
Ex 40 David H. Clark, CC DHA, Atty. 3/7/90

905180

ARTICLES OF INCORPORATION

APPROVED FOR RECORD
10/12/89 at 8:42

92928120

FIRST: The undersigned, George R. Briddell, Sr., Lisa J. Boram, and Tiffany B. Wyatt, whose post office addresses are, respectively,

408 Huston Terrace, Salisbury, Maryland 21801,
1015 Johnson Road, Salisbury, Maryland 21801,
1015 Heron Court, Salisbury, Maryland 21801,

all being at least 18 years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is:

SPEAKING OF WINDOWS, INC.

THIRD: The corporation shall be a close corporation as authorized by title 4.

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

The sale of interior decorating services and products to both residential and commercial clientele. The sale of products shall include, but not be limited to, custom window treatments, wall coverings, floor coverings, upholstery, and accessories.

FIFTH: The post office address of the principal office of the corporation in Maryland is: 408 Huston Terrace, Salisbury, Maryland 21801. ✓

The name and post office address of the resident agent of the corporation in Maryland is: George R. Briddell, Sr., 408 Huston Terrace, Salisbury, Maryland 21801. ✓

SIXTH: The total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share, being all of one class, and having an aggregate par value of one thousand dollars (\$1,000.00).

SEVENTH: Not applicable.

EIGHTH: The number of directors of the corporation shall be five (5), which number may be increased or decreased pursuant to the By-laws of the corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Mr. George R. Briddell, Sr.,
Mrs. Lisa J. Boram,
Mrs. Tiffany B. Wyatt,
Mr. Alvaro A. Castillejo, and

LIBER 48 PAGE 175
SPEAKING OF WINDOWS, INC.

A CLOSE CORPORATION UNDER TITLE 4
ARTICLES OF INCORPORATION

Mr. Dana F. Woodman.

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

The directors shall have power to make and alter or amend the By-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of this corporation.

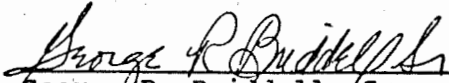
With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose, and in any manner, of the whole of this corporation.


The By-laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book, or document of this corporation, except as conferred by the law of the By-laws, or by resolution of the stockholders.

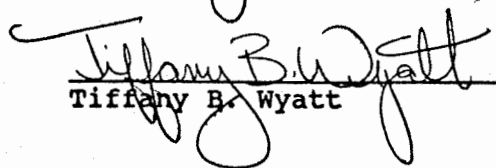
The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside the State of Maryland, at such places as may be, from time to time, designated by the By-laws or by resolution of the stockholders or directors, except as otherwise required by the laws of the State of Maryland.

TENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these articles of incorporation on this, the ninth day of October in the year 1989, and severally acknowledge the same to be our act.


George R. Briddell, Sr.


Lisa J. Boram


Tiffany B. Wyatt

STATE OF MARYLAND LIBER 48 PAGE 176
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

028

BUSINESS CODE

03

COUNTY

572

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

George Bridwell, Sr.
408 Houston Terr
Salisbury, Md 21801

TOTAL FEES

40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY:

PCM [Signature]

LIBER 48 PAGE 177

ARTICLES OF INCORPORATION
OF
SPEAKING OF WINDOWS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 12, 1989 AT 8:42 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:

\$

D2890952

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO:
GEORGE BRIDDELL, SR.
408 HUSTON TERRACE
SALISBURY MD 21801

Received for Record Jan 29, 1990 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 174-177

Mark S. Bowen Clerk

084C3030367

A 310728



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

*Ex & M George Briddell, Jr., 408 Huston Terrace,
Salisbury MD 21801 3/7/90*

LIBER 48 PAGE 178
HEBRON SAVINGS BANK

MINUTES OF MEETING
OF THE BOARD OF DIRECTORS

905181

A meeting of the Board of Directors of Hebron Savings Bank, a Maryland corporation, was held on October 16, 1989, in the offices of the bank located in Hebron, Maryland.

A majority of the Directors was present, as provided by the By-Laws of this Corporation.

Upon motion duly made, seconded and unanimously carried, it was

"RESOLVED, that the new resident agent of Hebron Savings Bank be, and the same hereby is designated to be Steven B. Pusey, whose address is: 101 N. Main Street, Hebron, Maryland 21830."

"AND BE IT FURTHER RESOLVED, that a certified copy of this corporate resolution be annexed to the Minutes of this meeting and made a part of the corporate records of the corporation."

The Secretary then presented at the meeting the within corporate resolution wherein Steven B. Pusey accepted his designation as resident agent for Hebron Savings Bank.

Upon motion duly made, seconded and unanimously carried, it was --

"RESOLVED, that the Maryland Department of Assessments & Taxation, and all other applicable governmental authorities, be notified of the within change in designation of resident agent and that the same be carried out through bank counsel, namely Frederic E. Wierman."

There being no further business, the meeting was adjourned.

Billy B. Truitt

Billy B. Truitt
Assistant Secretary

I, the undersigned, Steven B. Pusey, of 101 N. Main Street, Hebron, Maryland 21830, agree to be the resident agent of Hebron Savings Bank.

Steven B. Pusey
Steven B. Pusey

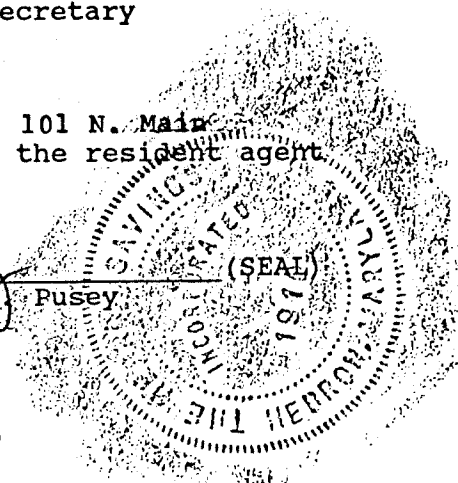
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

92378093

APPROVED FOR RECORD

10/24/89 at 8:33 A.M.

3182 1453

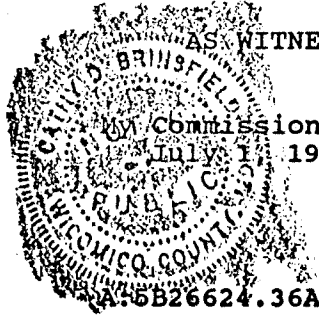


LESC 48 PAGE 179

STATE OF MARYLAND, COUNTY OF WICOMICO, TO-WIT:

I HEREBY CERTIFY, That on this 16th day of October, 1989, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared Billy B. Truitt, Assistant Secretary of Hebron Savings Bank and Steven B. Pusey, the newly designated resident agent of Hebron Savings Bank and they acknowledged the foregoing to be the act and deed of said Hebron Savings Bank and Steven B. Pusey, newly appointed resident agent.

AS WITNESS my hand and Notarial Seal.



My Commission Expires: July 1, 1990

Cathy D. Plimfield
Notary Public

Return to: F. E. WIERMAN, 70 Deane & Bailey, P.A.
P.O. Box 138, Salisbury, Md 21801

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 12

D0038463 _____ 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	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____
	_____	late filing penalties
70	<u>10.00</u>	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: _____

Keane + Bader, P.A.
126 E. Main Street
P.O. Box 138
Salisbury, Md 21801

TOTAL FEES 10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC *VH*

LIBER 43 PAGE 181

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
THE HEBRON SAVINGS BANK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 24, 1989 AT 8:33 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID.

RECORDING
FEE PAID.

SPECIAL
FEE PAID.

\$ _____

\$ 10.00

\$ _____

DOC38462

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:
HEARNS & BAILEY
126 F. MAIN STREET
P.O. BOX 138
SALISBURY MD 21801

Received for Record Jan 29, 1990 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 178-181 0830303323

Mark A. Boyer Clerk 310537



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

Ex & D H & B, Atty. 3/7/90

DELMARVA PARTNERS, LTD.

905182

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

ARTICLES OF INCORPORATION

FIRST: I, Robert A. Benson, whose post office address is 132 E. Main Street, Salisbury, MD 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is DELMARVA PARTNERS, LTD.

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

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

(1) To engage in the business of concrete construction and general construction including the making of estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the construction of buildings, houses, churches, offices, buildings, manufacturing plants, public buildings, bridges, piers, developments, tunnels, subways, drainage, irrigation systems, and all other buildings, structures, and items of whatever name or nature. To do building, structural construction, erection, surveying, dredging, shoring, wrecking, salvage, and electrical work, of every kind in every part of the world. To manufacture or otherwise produce, buy, sell, and deal in building materials, and all kinds of materials, supplies, and equipment for masons, carpenters, builders, electricians, engineers, and contractors. To acquire, use, employ, sell and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business; and to engage in all other lawful purposes and/or businesses; and

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

FIFTH: The Post Office address of the principal office of the corporation in this State is 666 Milton Mills Road, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is: Kenneth L. Sampson, 666 Milton Mills Road, Salisbury, MD 21801. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Two Thousand Shares, having no par value. All shares are of one class and are designated "Common" capital stock.

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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

10-26-89 at 9:50 a.m.

92938221

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

3183 0589

LIBER 48 PAGE 183

Kenneth L. Sampson
Richard J. Sampson
John R. Sampson

IN WITNESS WHEREOF I have signed these ARTICLES OF INCORPORATION, this 16th day of October, 1989, and I acknowledge the same to be my act.

WITNESS:

June A. Carey Robert A. Benson (SEAL)
Robert A. Benson

STATE OF MARYLAND, WICOMICO COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16th day of OCTOBER, 1989, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared before me, ROBERT A. BENSON, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged execution of the same to be his act and deed.

AS WITNESS my hand and Notarial Seal.



June A. Carey
Notary Public

My commission expires: 7/1/89

STATE OF MARYLAND LIBER 48 PAGE 184
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		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>	
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 A. Benson</u>
71		Financial	<u>132 E. Main St</u>
600		_____ Personal	<u>P.O. Box 109</u>
		Property Reports and late filing penalties	<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

1 Documents on 2 checks

APPROVED BY: PCM

NOTE:

Doc

LIBER 48 PAGE 185

ARTICLES OF INCORPORATION
OF
DELMARVA PARTNERS, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 20, 1989 AT 9:00 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

\$

D2889426

TO THE CLERK OF THE COURT OF

WICOMICC COUNTY

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

RETURN TO:
ROBERT A. BENSON
132 E. MAIN ST.
P.O. BOX 109
SALISBURY MD 21801

Received for Record Jan 29, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 182-185

082C3030177

Mark S. Bowen Clerk
A 308111



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

Ex & D Robert A. Benson, Atty. 3/7/90

48 PAGE 186

DELROYS, INC.

905183

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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10/23/89 at 9:18

Articles of Incorporation

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

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

DELROYS, INC.

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

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

(a) To own, operate and develop Roy Rogers franchise restaurants on the Delmarva Peninsula and elsewhere;

(b) To undertake, guarantee, assume and pay the indebtedness and liabilities of others, whether related in ownership and interest or otherwise.

(c) To purchase or to otherwise acquire, hold and re-issue shares of its capital stock in accordance with Section 2-105 of the Corporations and Associations Volume of the Annotated Code of Maryland (1975 Edition).

(d) To purchase, acquire or otherwise deal in stock, bonds, or securities of any nature, of any corporation, domestic or foreign, and whether its powers and purposes are similar or dissimilar to those contained herein.

(e) And generally to carry on any other lawful purpose and/or business and to do every act or thing not inconsistent with law, which may seem to the Corporation's stockholders calculated at any time and from time to time, directly or indirectly, to effectuate the aforesaid business and objects, or any of them, or to enhance the value of the Corporation's property and rights.

APR 11 1990

LAW OFFICES
WEBB, BURNETT,
JACKSON, CORNBROOKS
AND WILBER
P. O. BOX 910
SALISBURY, MARYLAND
AREA CODE 301
TELEPHONE 742-3176

3286844
3286843

3182 1672

LIBER 48 PAGE 187

2

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: Rt. #3, Box 26, Delmar, Md. 21875. The resident agent of the Corporation shall be K. King Burnett and his post office address is 115 Broad Street, Salisbury, Md. 21801. Resident agent is an individual actually residing in Maryland.

SIXTH: The total number of shares of stock which the Corporation has the authority to issue is 300,000 shares, all having a par value of \$1.00 per share, all of one class, and all designated common stock. The aggregate authorized capital stock of the corporation is \$300,000.

SEVENTH: The number of Directors of the Corporation shall be initially set at three (3) who shall act until the organizational meeting held pursuant to Section 4-301.2 of the Corporations and Associations Volume of the Annotated Code of Maryland and the first issuance of shares of stock has been completed. The name of the initial Directors who shall act until the organizational meeting and the first issuance of shares of stock has been completed, are:

Mr. Alexander J. Bubas
Rt. #3, Box 26
Delmar, MD 21875

Mr. S. Peter Bubas
Rt. #4, Box 3542
Delmar, MD 21875

Mr. Albert DiMarco
511 Anonwood Road
Haverford, PA 19041

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

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

2. No contract or transaction of any nature between this Corporation and any individual, firm, or other corporation, shall be void or voidable solely by reason of the fact that any stockholder or stockholders of this Corporation authorizing such contract or other transaction

LAW OFFICES
WEBB, BURNETT,
JACKSON, CORNBROOKS
AND WILBER
P. O. BOX 910
SALISBURY, MARYLAND
AREA CODE 301
TELEPHONE 742-3176

3192 1679

has a conflicting interest therein, directly or indirectly, whether as an actual party thereto, or as an officer or stockholder of such other corporation or of any nature whatsoever, provided such interest shall be disclosed to the stockholders of this Corporation before such contract or other transaction is authorized. No stockholders vote and authorization of such contract or other transaction shall be invalidated in any way, whether for purposes of determining a quorum or for authorization in the particular action, by reason of such conflicting interest.

NINTH: The duration of the Corporation shall be perpetual.

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

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

Janet P. Craven K. King Burnett (SEAL)
Witness K. King Burnett

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 1st day of October, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared K. KING BURNETT and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

Janet P. Craven
Notary Public

My Commission Expires: July 1, 1990



LAW OFFICES
WEBB, BURNETT,
JACKSON, CORNBROOKS
AND WILBER
P. O. BOX 910
SALISBURY, MARYLAND
AREA CODE 301
TELEPHONE 742-3176

3182 1880

STATE OF MARYLAND LIBER 48 PAGE 189
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY Z

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>66</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13		_____ Certified Copy _____	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	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>Webb Burnett Jackson</u>
71		Financial _____ Personal	<u>115 Broad St.</u>
600		Property Reports and late filing penalties	<u>Salisbury, Md 21801</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 80

Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: PCM
J.S.

LIBER 48 PAGE 190

ARTICLES OF INCORPORATION
OF
DELROYS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 23, 1989 AT 9:18 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 60.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2888428

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO:
WEBB, BURNETT, JACKSON, ETAL
115 BROAD STREET
SALISBURY MD 21801

Received for Record Jan 29, 1990 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 186-190 081C3030018

Mark L. Bowen Clerk
A 308544



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

Ex & D WBQ, etal, Atty. 3/7/90

A:4A29635.35A

LIBER 48 PAGE 191

FIRST WOODBROOKE CONDOMINIUM COUNCIL, INC.

ARTICLES OF INCORPORATION
(nonstock)

905184

STATE DEPARTMENT OF REVENUE AND TAXATION
APPROVED FOR PAYMENT
10-20-89 at 9:04 a.m.

WHEREAS, First Woodbrooke Condominium Council, (hereinafter "the Council") is an unincorporated entity that is the Council of Unit Owners of First Woodbrooke Condominium in accordance with Section 11-109 of the Real Property Article of the Annotated Code of Maryland, having been created pursuant to a certain Condominium Declaration, dated August 4, 1987, and recorded among the Land Records of Wicomico County, Maryland, in Liber M.S.B. 114, Folio 495; and

WHEREAS, the Council has decided to become an incorporated entity in accordance with Section 11-109(d) of the Real Property Article of the Annotated Code of Maryland.

NOW, THEREFORE, each undersigned incorporator, being more than eighteen (18) years of age and acting for the purpose of incorporating the Council, does hereby form a nonstock membership corporation within the meaning of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland and declare as follows:

1. Name - The name of the corporation is FIRST WOODBROOKE CONDOMINIUM COUNCIL, INC. (hereinafter called "the Corporation").

2. No Capital Stock - The Corporation has no authority to issue capital stock.

3. Purposes - The purposes for which the Corporation are formed are:

A. To govern the affairs of the Condominium as its Council of Unit Owners in accordance with provisions of the Maryland Condominium Act, Title 11 of the Real Property Article of the Annotated Code of Maryland, and

B. To be the successor to the Council for all purposes, and

C. To have, exercise, and discharge all rights, powers, privileges, duties, and responsibilities of the Council and the Council of Unit Owners of the Condominium, and

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

92938143

2182 1654

19 OCT 20 1989 A 04



LIBER 48 PAGE 192

D. If desired by the Corporation, to be a "condominium management association" within the meaning of that term as used in Section 528 of the Internal Revenue Code, and

E. To exercise all powers and to do anything that the Corporation may now or hereafter shall have or be permitted to do under the Laws of the State of Maryland that is not inconsistent with the purposes stated above.

4. Members - The members of the Corporation from time to time and at any particular time shall be the owners of the legal title to the units of the Condominium, which in the case of a lessee or sublessee in possession of any ground rent lease for a term of years, renewable forever, shall be the lessee or sublessee thereunder and not the owner of the fee simple reversion. Other than such lessees or sublessees under ground rent leases, no lessee, lien holder, mortgagee, pledgee, contract purchaser, or person secured by a Deed of Trust or other security instrument or device (or named therein as trustee or agent) shall be deemed to be the owner of a unit or a member of the Corporation. The rights, powers, privileges, duties, and responsibilities of the members shall be those that are conferred or imposed upon them under the Laws of the State of Maryland, including but not limited to the Maryland Condominium Act, except to the extent otherwise provided in the By-Laws of the Corporation or the Condominium Declaration.

✓ 5. Office - The address of the principal office of the Corporation is 312 Joann's Way, Salisbury, Maryland 21801.

6. Resident Agent - The resident agent of the Corporation is Steven M. Culver, whose address is 312 JoAnn's Way, Salisbury, Maryland 21801, and who is a resident of the State of Maryland and at least eighteen (18) years of age.

7. Directors: Number and Names - The Corporation shall have at least three (3) directors and such greater number of directors as shall be provided in the By-Laws or the Condominium Declaration. The initial directors, whose terms as such initial directors are stated in the By-Laws, are:

- A. Edward F. Jones, Jr.
- B. Ralph S. Hickman
- C. Steven M. Culver

8. Directors: Cumulative Voting - At each election of directors, a single vote shall be taken on all nominees for the directorships to be filled, which shall be filled in the descending order of the votes received by each nominee, starting with the nominee who receives the highest number; every member who is entitled to vote in the election shall be entitled to cast as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors multiplied by the number of

LIBER 48 PAGE 193

directorships to be filled, and he may cast all such votes for a single nominee or distribute such votes among any two or more of the nominees as he may desire.

9. Initial By-Laws - The initial By-Laws of the Corporation shall be those that are recorded together with the Condominium Declaration by which the Condominium is established.

10. Effective Date - Upon acceptance of the Articles by the Maryland Department of Assessments and Taxation, the Corporation shall acquire all powers provided by law, whereupon all right, title and interest of the Council to its assets shall be transferred to the Corporation, which shall be the Council of Unit Owners for the Condominium; and the Council shall terminate in all respects, except to the extent that shall be desirable or necessary to wind up its affairs or to preserve any assets that it owns or in which it has any interest. Prior to that date, the Council shall have full power and authority to govern the affairs of the Condominium as its Council of Unit Owners.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation and acknowledges the same to be their act, this 4th day of October, A.D., 1989.

Address of each incorporator:

302 JoAnn's Way
Salisbury, MD 21801

Edward F. Jones, Jr.
Edward F. Jones, Jr.

301 JoAnn's Way
Salisbury, MD 21801

Ralph S. Hickman
Ralph S. Hickman

312 JoAnn's Way
Salisbury, MD 21801

Steven M. Culver
Steven M. Culver

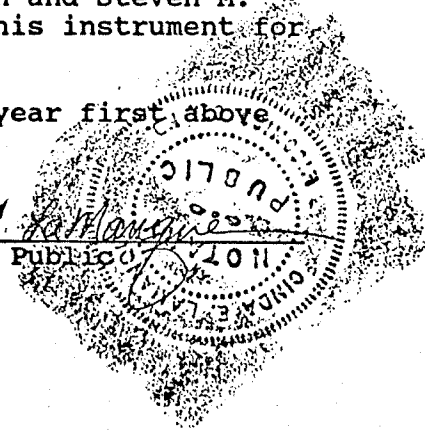
STATE OF MARYLAND
WICOMICO COUNTY

ON THIS 4th day of October, A.D., 1989, before me, a Notary Public of the State and County aforesaid, personally appeared Edward F. Jones, Jr., Ralph S. Hickman and Steven M. Culver, who acknowledged that they executed this instrument for the purposes stated herein.

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

My commission expires:
July 1, 1990

Cinda C. LaMantia
Notary Public



A:4A29635.35A

7182 1986

STATE OF MARYLAND LIBER 48 PAGE 194
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 027 BUSINESS CODE 04 COUNTY 7th

_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
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: _____
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>Steven M. Culver</u>
71		Financial	<u>312 Annie's Way</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 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: J.M.T.
J.S.

LIBER 48 PAGE 195

ARTICLES OF INCORPORATION
OF
FIRST WOODBROOKE CONDOMINIUM COUNCIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 20, 1989 AT 9:04 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:

\$

D2888378

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:
STEVEN M. CULVER
312 JEANN'S WAY
SALISBURY MD 21801

Received for Record Jan 29, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.C.B.
No. 48 Folios 191-195

081C3030013

Mark S. Bowen Clerk
A 308540



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

AT5-060

*Exec M Steven M. Culver, 312 Jean's Way,
Salisbury, Md 21801-317/90*

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

LIBER 48 PAGE 196 10-19-89 at 9:16 a.m.

LI'L RASCALS, LTD.

905185

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

ARTICLES OF INCORPORATION

FIRST: I, Colleen M. Meiser, whose post office address is 416 Virginia Avenue, Salisbury, MD 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Li'l Rascals, Ltd.

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

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

(1) To establish, purchase lease as lessee, or otherwise acquire, own, operate, and maintain, sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth fully as natural persons, whether principals, agents, trustees, or otherwise.

(2) To engage in and operate a general clothing store and to deal in, buy and sell clothing of all types and nature, toys, general merchandise, accessories and cosmetics.

(3) To engage in the wholesale and retail purchase and sale of men's, women's and children's clothing and

92520200

TIPP 0155

1989 OCT 19 A 9 16

LAW OFFICES OF
BANKS, NASON,
HICKSON &
SULLIVAN
PROFESSIONAL ASSOC.
113 BAPTIST STREET
P.O. BOX 44
SALISBURY, MD
21801

LIBER 48 PAGE 197

footwear, purses, hosiery, and accessories and other merchandise usually found in and sold through a general clothing store.

(4) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in individual owners or holders thereof.

LAW OFFICES OF
BANKS, NASON,
HICKSON &
SULLIVAN
PROFESSIONAL ASSOC.
113 BAPTIST STREET
P.O. BOX 44
SALISBURY, MD
21801

3182 0157

LIBER 48 PAGE 198

(5) To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

(6) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(7) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(8) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or interests of this corporation, and to do all things specified in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

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

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

FIFTH: The post office address of the principal office of the Corporation in this State is 1010 South Salisbury

LAW OFFICES OF
BANKS, NASON,
HICKSON &
SULLIVAN
PROFESSIONAL ASSOC.
113 BAPTIST STREET
P.O. BOX 44
SALISBURY, MD
21801

3192 0158

LIBER 48 PAGE 199

Boulevard, Salisbury, MD 21801. The name and post office address of the Resident Agent is Colleen M. Meiser, 416 Virginia Avenue, Salisbury, MD 21801. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 100 shares of common stock, without par value.

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

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

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

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

LAW OFFICES OF
BANKS, NASON,
HICKSON &
SULLIVAN
PROFESSIONAL ASSOC.
113 BAPTIST STREET
P.O. BOX 44
SALISBURY, MD
21801

3122 0159

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

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

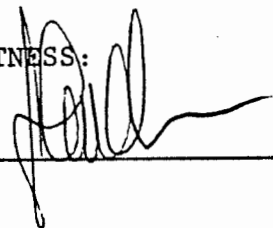
TENTH: As used in this ITEM TENTH, any word or words defined in §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, shall have the same meaning as provided by said statute:

1. The Corporation may, with the approval of its Board of Directors, or of its stockholders upon the effective date of its election to have no Board of Directors, indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with said §2-418 of the Corporations and Associations Article.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of October, 1989.

WITNESS:





COLLEEN M. MEISER

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